Eros International Plc (the "Company")

Audit Committee Procedures for Handling Reports of Potential Misconduct

As part of the Company's commitment to ethical business conduct, the Company's Audit Committee has established the following procedures for receiving, retaining and handling reports of potential misconduct.

A. Reporting Concerns about Potential Misconduct

The Company has established mechanisms for reporting ethical concerns and alleged misconduct, including complaints and concerns about accounting, internal accounting controls and auditing matters. Information about how to report potential misconduct is included in the Company's Code of Business Conduct and Ethics, and communicated through other channels determined by the Company from time to time.

Potential misconduct may be reported anonymously, although individuals are encouraged to provide their names to facilitate investigation and follow-up. To the extent legally permitted, all reports will be treated confidentially, and the identity of any reporting person will be kept confidential unless that person agrees otherwise.

B. Audit Committee Oversight, Evaluation, and Investigation

Once the Company receives a report of potential misconduct through one or more of the reporting mechanisms that the Company has established, or from any other source, the Chief Corporate and Strategy Officer promptly will evaluate the report to assess the nature, scope and impact of the potential misconduct. If a report involves the Chief Corporate and Strategy Officer, it will be referred to the Chief Financial Officer for evaluation and handling.

The Chief Corporate and Strategy Officer will communicate "significant" reports of potential misconduct to the Chair of the Audit Committee promptly, and in any event within three business days of receipt. Other reports will be communicated to the Audit Committee no less frequently than quarterly as provided in section C below and more often at the discretion of the Chief Corporate and Strategy Officer. Reports are considered significant if they allege:

(A) inaccuracies, omissions or misstatements (whether or not material) in the Company's financial statements or SEC filings,

(B) violations of applicable laws or regulations related to the financial reporting process;

(C) fraud or other misconduct by management or other employees who have a significant role in the Company's internal controls, or deficiencies or material weaknesses in the Company's internal controls;

(D) other possible violations of the U.S. federal securities laws;

(E) misconduct involving senior management;

(F) fraud involving amounts above a clearly *de minimis* level ($1,000 or more);

(G) matters related to the independence of the Company's auditors;

(H) allegations involving criminal conduct or potential criminal conduct; and

(I) matters that could create a conflict of interest if investigated by management.

In addition, the Chief Corporate and Strategy Officer has the authority to communicate directly to the Chair of the Audit Committee, promptly, about actual and alleged violations of law or the Company's Code of Business Conduct and Ethics, including any reports that involve criminal conduct or potential criminal conduct.

The Audit Committee Chair, or at the Chair's election, the full Committee, will determine the manner in which each significant report is to be investigated. In making this determination, the Audit Committee may receive and consider the recommendations of the Company's outside counsel and other members of management, as the Audit Committee deems appropriate.

The Audit Committee has the authority to engage outside counsel, forensic accountants and other advisors to assist in the investigation of a report. In considering whether to retain outside advisors, and which outside advisors to retain, the Audit Committee will consider the relevant facts and circumstances, including the nature and seriousness of the alleged misconduct and such factors as:

(1) whether the alleged misconduct constitutes a significant report, as described in section B above;

(2) whether the potential misconduct is pervasive or isolated;

(3) who is involved in the potential misconduct;

(4) whether the potential misconduct would have a material impact on the financial statements;

(5) the fines, penalties, damages, and other liabilities that could be associated with the potential misconduct;

(6) the degree to which, given its nature, the potential misconduct warrants examination by a party independent of the events and individuals involved; and

(7) whether investigation of the potential misconduct necessitates particular subject-matter expertise (such as forensic accountants in the case of alleged financial reporting irregularities).

5. Other than for reports where the Audit Committee or its Chair has determined to handle the investigation differently, the Chief Corporate and Strategy Officer will be responsible, under the oversight of the Audit Committee, for investigating reports of potential misconduct, using such internal and external resources deemed necessary by the Chief Corporate and Strategy Officer.

C. Reporting to the Audit Committee; Recordkeeping

On a quarterly basis, the Chief Corporate and Strategy Officer will present a report to the Audit Committee communicating all reports received and summarizing, among other things, the manner in which these reports are being investigated, the status of any investigations, recommended remedial actions, and the disposition of any reports.

In addition, at least annually, the Chief Corporate and Strategy Officer will meet with the Audit Committee to report on the implementation and effectiveness of the Company's compliance program.

The Chief Corporate and Strategy Officer will maintain a record of all reports received in accordance with the Company's document retention policies. This record will include documentation of the disposition of each report.

D. Non-Retaliation

In accordance with applicable law, the Company has and will adhere to a strict policy that prohibits taking or threatening disciplinary or other retaliatory action, including discharge, demotion, suspension, harassment and any other discrimination, against any employee for reporting in good faith, or assisting in the investigation of, ethical concerns or alleged misconduct.

Last Amended: July [12], 2019