

EROS INTERNATIONAL PLC
AUDIT COMMITTEE CHARTER

1. Membership

- (a) The Board of Directors (the "Board") of Eros International Plc (the "Company") appoints an Audit Committee on the recommendation of the Board's Nomination Committee in consultation with the chairman of the Audit Committee. The Audit Committee shall be made up of at least two members, who will serve at the pleasure of the Board.
- (b) All members of the Audit Committee shall be independent non-executive directors that the Board determines are financially literate. In addition, at least one member of the Audit Committee must have accounting or related financial management expertise, as determined by the Board. The chairman of the Board shall not be a member of the Audit Committee. For purposes hereof, the term "independent" means a director who meets the New York Stock Exchange standards of independence for directors and audit committee members, as determined by the Board.
- (c) Only members of the Audit Committee have the right to attend Audit Committee meetings. However, other individuals such as the chairman of the Board, chief executive officer, chief financial officer, finance director, other directors and internal audit and representatives from the finance function may be invited to attend all or part of any meeting as and when appropriate.
- (d) The external auditors will be invited to attend meetings of the Audit Committee on a regular basis.
- (e) The Board shall appoint an Audit Committee chairman from the members of the Audit Committee. In the absence of the Audit Committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2. Purpose

The purpose of the Audit Committee, at a minimum, must be to:

- (a) Represent and assist the Board in discharging its oversight responsibility relating to: (i) the accounting and financial reporting processes of the Company and its subsidiaries, including the audits of the Company's financial statements and the integrity of the financial statements; (ii) the Company's compliance with legal and regulatory requirements; (iii) the external auditor's qualifications and independence; and (iv) the performance of the Company's internal audit function and the Company's external auditor.

- (b) Compile a report to shareholders on its activities to be included in the Company's annual report, to the extent required by applicable law.

3. Duties

Among its specific duties and responsibilities, the Audit Committee will:

- (a) Be directly responsible for the appointment, compensation, retention and oversight of the work of the external auditor. In this regard, the Audit Committee will:
 - (1) consider and make recommendations to the Board, to be put to shareholders for approval at the Annual General Meeting, in relation to the appointment, re-appointment and removal of the Company's external auditor. The Audit Committee will oversee the selection process for new auditors and if an auditor resigns the Audit Committee shall investigate the issues leading to this and decide whether any action is required
 - (2) appoint and retain, compensate, evaluate, and terminate when appropriate, the external auditor, which will report directly to the Audit Committee;
 - (3) approve their remuneration, whether fees for audit or non-audit services and determine that the level of fees is appropriate to enable an adequate audit to be conducted
 - (4) approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit
 - (5) assess annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services
 - (6) consider the independence of the external auditor, at least annually, and, consistent with rules of the Public Company Accounting Oversight Board, obtain and review a report by the external auditor describing any relationships (including, without limitation, family, employment, investment, financial or business) between the external auditor, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the external auditor's independence and discuss with the external auditor the potential effects of any such relationships on independence;
 - (7) establish with the Board policies for the hiring of employees and former employees of the external auditor, then monitor the implementation of these policies;

- (8) monitor the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the company compared to the overall fee income of the firm, office and partner and other related requirements;
 - (9) assess annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor describing: (i) the external auditor's internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditor, and any steps taken to deal with any such issues;
 - (10) meet regularly with the external auditor to ensure co-ordination with the activities of the internal audit function, including once at the planning stage before the audit and once after the audit at the reporting stage;
 - (11) meet the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;
 - (12) review the findings of the audit with the external auditor, including a discussion of any major issues which arose during the audit, any accounting and audit judgments and levels of errors identified during the audit;
 - (13) review the effectiveness of the audit;
 - (14) review any representation letter(s) requested by the external auditor before they are signed by management;
 - (15) review the management letter (or other reports given by the auditors) and management's response to the auditor's findings and recommendations;
and
 - (16) approve in advance all audit and permissible non-audit services to be provided by the external auditor, and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the external auditor, taking into account any relevant ethical guidance on the matter.
- (b) Meet with management and the external auditor to review, discuss and challenge where necessary the annual audited and quarterly financial statements of the Company, including:

- (1) the consistency of, and any changes to, accounting policies both on a year on year basis and across the Company;
 - (2) the methods used to account for significant or unusual transactions where different approaches are possible;
 - (3) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the external auditor;
 - (4) the clarity of disclosure in the Company's financial reports and the context in which statements are made;
 - (5) all material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management);
 - (6) an analysis of the auditor's judgment as to the quality of the Company's accounting principles, setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements;
 - (7) the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and similar disclosures in its reports filed with the United States Securities and Exchange Commission (the "SEC"), including accounting policies that may be regarded as critical; and
 - (8) major issues regarding the Company's accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and financial statement presentations.
- (c) Recommend to the Board based on the review and discussion described in paragraphs (a) - (b) above, whether the financial statements should be included in the Company's Annual Report on Form 20-F.
- (d) Monitor and review the effectiveness of the Company's internal audit function in the context of the Company's overall risk management system, including:
- (1) approve the appointment and removal of the head of the internal audit function;
 - (2) consider and approve the remit of the internal audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards, and ensure the function has adequate standing and is free from management or other restrictions;

- (3) review and assess the annual internal audit plan;
 - (4) review promptly all reports on the Company from the internal auditors;
 - (5) review and monitor management's responsiveness to the findings and recommendations of the internal auditor; and
 - (6) meet the head of internal audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out, and provide the head of internal audit the right of direct access to the chairman of the Board and to the Audit Committee.
- (e) Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.
 - (f) Receive reports from the external auditor and management regarding, and monitor, review and discuss the adequacy and effectiveness of, the Company's internal controls, including any significant deficiencies in internal controls and significant changes in internal controls reported to the Audit Committee by the external auditor or management, and review and approve the statements to be included in the annual report concerning internal controls and risk management.
 - (g) Review and discuss earnings press releases, and corporate practices with respect to earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies.
 - (h) Review and discuss the Company's practices with respect to risk assessment and risk management.
 - (i) Oversee the Company's compliance program with respect to legal and regulatory requirements, including the Company's codes of conduct, and oversee the Company's policies and procedures for monitoring compliance.
 - (j) Review and approve related person transactions, as defined in applicable SEC rules, and establish policies and procedures for the review, approval and ratification of related person transactions, all in accordance with the Company's Related Party Transactions Policy.
 - (k) Review periodically with the Company's legal department any legal matters that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations, and any material inquiries or communications received from regulatory or governmental agencies. The Committee will make inquiries of the Company's outside legal counsel as the situation warrants.
 - (l) Establish and oversee procedures for handling complaints regarding accounting, internal accounting controls and auditing matters, including, subject to applicable laws, procedures for confidential, anonymous submission of concerns by

employees regarding wrongdoing in financial reporting or other accounting and auditing matters, and ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

- (m) Review the Company's procedures for detecting fraud.
- (n) Annually evaluate the performance of the Audit Committee and assess the adequacy of the Audit Committee charter.

4. Reporting Responsibilities

- (a) The Audit Committee chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- (b) The Audit Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- (c) The Audit Committee shall compile a report to shareholders on its activities to be included in the company's annual report.

5. Proceedings.

- (a) The Audit Committee will meet at least four times a year, in person or telephonically, at appropriate times in the reporting and audit cycle.
- (b) Meetings of the Audit Committee will be called at the request of any of its members or at the request of external or internal auditors if they consider it necessary.
- (c) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Audit Committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers will be sent to Audit Committee members, and to other attendees as appropriate, at the same time.
- (d) A quorum for a meeting of the Audit Committee is a majority of the members of the Audit Committee. A duly convened meeting of the Audit Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in, or exercisable by, the Audit Committee.
- (e) The designated secretary will minute the proceedings and resolutions of all meetings of the Audit Committee, including recording the names of those present and in attendance.

- (f) At the beginning of each meeting, the designated secretary will confirm the existence of any conflicts of interest and minute them accordingly.
 - (g) Minutes of Audit Committee meetings signed by the chairman will be circulated promptly to all members of the Audit Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.
6. Annual General Meeting. As requested by the Board, the chairman of the Audit Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Audit Committee's activities.

7. Authority

The Audit Committee is authorized:

- (a) To seek any information it requires from any employee of the Company in order to perform its duties. The Audit Committee is authorized to have full and unrestricted access to all personnel, records, operations, properties, and other information and resources of the Company.
- (b) To obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.
- (c) To call any executive director or staff member to its meetings to assist with gathering information.

Last Amended: November 12, 2014