

## EROS INTERNATIONAL PLC

### NOMINATION COMMITTEE CHARTER

1. Membership. The Board of Directors (the “Board”) of Eros International Plc. (the “Company”) appoints a Nomination Committee of at least two members, consisting entirely of independent directors, and designates one member as chairman. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange definition of “independence,” as determined by the Board. The members of the Nomination Committee will serve at the pleasure of the Board.
  
2. Purpose, Duties and Reporting Responsibilities. The purpose, duties and responsibilities of the Nomination Committee are to identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board the Company’s director candidates for election at the annual meeting of shareholders; develop and recommend to the Board a set of corporate governance principles; and perform a leadership role in shaping the Company’s corporate governance. Among its specific duties and responsibilities, the Nomination Committee will:
  - (a) Develop and recommend to the Board criteria for identifying and evaluating director candidates and periodically review these criteria.
  - (b) Identify, review the qualifications of, and recruit candidates for election to the Board.
  - (c) Assess the contributions, independence and any significant changes in the personal circumstances of incumbent directors in determining whether to recommend them for reelection to the Board.
  - (d) Establish procedures for the consideration of Board candidates recommended for the Committee’s consideration by the Company’s shareholders.
  - (e) Recommend to the Board the Company’s candidates for election or reelection to the Board at each annual general meeting.
  - (f) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
  - (g) Develop and recommend to the Board a set of corporate governance principles, and annually review these principles and recommend changes to the Board as appropriate.
  - (h) Periodically review the Board’s leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors regarding the appointment of the lead independent director.

- (i) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees, including recommendations to establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise.
  - (j) Recommend committee members and chairmen to the Board for appointment and consider periodically rotating directors among the committees.
  - (k) Review directorships at other for-profit organizations offered to directors and senior officers of the Company.
  - (l) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
  - (m) Oversee the orientation process for new directors and ongoing education for directors.
  - (n) Oversee the evaluation of the Board and its committees as well as executive officers.
  - (o) Review and approve the disclosure with respect to the Nomination Committee, director independence and related disclosures that the United States Securities and Exchange Commission (“SEC”) rules require be included in the Company's annual report and shareholder communications.
  - (p) Annually evaluate the performance of the Nomination Committee and the adequacy of the Committee’s charter and recommend changes to the Board as appropriate.
3. Subcommittees. The Nomination Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate, provided, however, that the Nomination Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Nomination Committee as a whole.
4. Outside Advisors. The Nomination Committee will have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisors retained by the Committee.
5. Access to Company Resources. The Nomination Committee is authorized to have full and unrestricted access to all personnel, records, operations, properties, and other information and resources of the Company as required to discharge its duties and responsibilities properly. The Nomination Committee has the authority to direct and supervise an investigation into any matter within the scope of its duties.

6. Proceedings.

- (a) The Nomination Committee will meet as often as it considers necessary, in person or telephonically, and at least annually. Any member may call a meeting of the Nomination Committee.
- (b) The dates, times and venues of each meeting of the Nomination Committee will be notified to all members of the Nomination Committee as far in advance as possible.
- (c) Supporting papers for each meeting of the Nomination Committee will be distributed to all members of the Nomination Committee as far in advance as possible and where possible by the last working day of the week preceding the meeting.
- (d) Only members of the Nomination Committee are entitled to be present at the Nomination Committee meeting. The Nomination Committee may extend an invitation to any person to attend all or part of any meeting of the Nomination Committee which it considers appropriate.
- (e) A quorum for a meeting of the Nomination Committee is a majority of the members of the Nomination Committee. A duly convened meeting of the Nomination 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 Nomination Committee.
- (f) In the absence of the chairman, the remaining members will elect one of their number as chairman of the meeting.
- (g) Proceedings of the Nomination Committee will be governed by the provisions of the Company's articles of association, insofar as they are applicable.
- (h) Minutes of meetings of the Nomination Committee, signed by the chairman, will be distributed to members as soon as practicable following the meeting and tabled for discussion at the next Nomination Committee and/or Board meeting.

Last Amended: March 21, 2012