

EROS INTERNATIONAL PLC

REMUNERATION COMMITTEE CHARTER

1. Membership.

- (a) The Board of Directors (the "Board") of Eros International Plc. (the "Company") appoints a Remuneration Committee on the recommendation of the Board's Nomination Committee in consultation with the chairman of the Remuneration Committee and designates one member as chairman. The Remuneration Committee shall be made up of at least two members, who shall serve at the pleasure of the Board.
- (b) All of the members of the Remuneration Committee must be independent non-executive directors, as determined by the Board in accordance with applicable law in effect from time to time, including within the meaning of applicable rules and listing standards for the New York Stock Exchange. Additionally, all of the members of the Remuneration Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code.
- (c) At least one member of the Remuneration Committee must have an understanding of remuneration policies and practices.

2. Purpose.

The Remuneration Committee assists the Board in discharging its responsibilities relating to compensation of the Company's senior executive officers and directors. Among its specific duties and responsibilities, the Remuneration Committee will:

- (a) Oversee the Company's overall compensation structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees, including consideration of whether such compensation structure encourages excessive risk taking.
- (b) Administer and make recommendations to the Board with respect to the Company's incentive compensation and equity-based compensation plans that are subject to Board approval, including:
 - (i) the underlying principles of, and targets for, all such plans,
 - (ii) in light of legislative, regulatory, taxation and market developments;

- (iii) for each equity-based plan, all awards proposed under that plan with a view to ensuring compliance with the rules of the relevant plan and the policies of the Remuneration Committee and the Board in respect of that plan;
 - (iv) the total proposed awards under each plan;
 - (v) the life of each grant of equity awards, provided that the life of any such award must not exceed 10 years ;
 - (vi) the conditions of grant applicable to each equity-based incentive plan;
 - (vii) amendments to the rules that are proposed for approval, as permitted under the rules of the plans;
 - (viii) the proposed exercise of any discretion under a plan;
 - (ix) the relationship between the Company's risk management policies and practices and such plans; and
 - (x) make such determinations as are required to be made under the rules of each plan.
- (c) Oversee the evaluation of senior executive officers and recommend to the Board the compensation of other executive officers based upon the recommendation of the CEO.
 - (d) Evaluate the performance of the Company's CEO in light of the goals and objectives of the Company's executive compensation plans, policies and arrangements and determine the CEO's compensation level, as applicable, based on this evaluation. In determining the long-term incentive component of the CEO's compensation to be recommended, the Remuneration Committee shall consider all factors it deems relevant and may discuss the CEO's compensation with other independent directors and outside consultants, as it deems appropriate.
 - (e) Make and approve stock option and other stock incentive awards for senior executive officers.
 - (f) Review and approve the design of other benefit plans pertaining to senior executive officers.
 - (g) Review and recommend employment agreements and severance arrangements for senior executive officers, including change-in-control provisions, plans or agreements.

- (h) Approve, amend or modify the terms of any compensation or benefit plan that does not require shareholder approval.
- (i) Review and approve any special benefits and executive perquisites in effect for executive officers and other aspects of executive compensation plans, policies and arrangements.
- (j) Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that SEC rules require be included in the Company's annual report and shareholder communications, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and shareholder communications, and prepare the Remuneration Committee report for inclusion in the Company's annual report and accounts.
- (k) Review the compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board.
- (l) Review succession plans relating to positions held by senior executive officers, and make recommendations to the Board regarding the selection of individuals to fill these positions.
- (m) Annually evaluate the performance of the Remuneration Committee and the adequacy of the Remuneration Committee's charter.

3. Reporting Responsibilities.

- (a) The Remuneration Committee chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- (b) The Remuneration Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

4. Special Projects. The Remuneration Committee may undertake any special projects or investigations which the Remuneration Committee considers necessary, or as may be requested by the Board.

5. Proceedings

- (a) The Remuneration Committee will meet as often as it considers necessary, in person or telephonically. Any member may call a meeting of the Remuneration Committee.

- (b) The dates, times and venues of each meeting of the Remuneration Committee will be notified to all members of the Remuneration Committee as far in advance as possible.
 - (c) Supporting papers for each meeting of the Remuneration Committee will be distributed to all members of the Remuneration 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 Remuneration Committee are entitled to be present at the Remuneration Committee meeting. The Remuneration Committee may extend an invitation to any person to attend all or part of any meeting of the Remuneration Committee which it considers appropriate.
 - (e) A quorum for a meeting of the Remuneration Committee is a majority of the members of the Remuneration Committee. A duly convened meeting of the Remuneration 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 Remuneration 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 Remuneration 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 Remuneration Committee, signed by the chairman, will be distributed to members as soon as practicable following the meeting and tabled for discussion at the next Remuneration Committee and/or Board meeting.
6. Subcommittee. The Remuneration Committee may delegate any of its duties and responsibilities described herein to a subcommittee of the Remuneration Committee consisting of no less than two independent non-executive members of the Remuneration Committee, provided that the Remuneration Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Remuneration Committee as a whole.
7. Remuneration Committee Approvals. The Remuneration Committee must approve the following prior to implementation:
- (a) changes to the remuneration or contract terms of senior executives and directors;
 - (b) the design of new executive equity or cash-based incentive plans and any amendments to current plans;

- (c) the total level of award proposed from equity-based plans or executive cash-based incentive plans; and
 - (d) termination payments to senior executives.
8. Board Approvals. The Board must approve the following (subject to recommendation by the Remuneration Committee where required under this Charter):
- (a) the executive remuneration policy;
 - (b) the remuneration report to be included in the annual report and accounts;
 - (c) the design of all equity-based incentive plans; and
 - (d) the remuneration of the non-executive directors as set out above.
9. Outside Advisors. The Remuneration 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 compensation consultant used to assist the Remuneration Committee in the evaluation of director or executive compensation, and to approve the fees and other retention terms of any advisors retained by the Remuneration Committee. The Non-Executive Subcommittee will have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the evaluation of the compensation of the CEO and any executive member of the Remuneration Committee, and to approve the fees and other retention terms of any such advisors
10. Committee Access to Company Resources. The Remuneration 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 Remuneration Committee has the authority to direct and supervise an investigation into any matter within the scope of its duties.

Last Amended: November 12, 2014