

NOTICE OF EXTRAORDINARY GENERAL MEETING

**EROS INTERNATIONAL PLC
(the “Company”)**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the Company will be held on June 29, 2020 virtually via the internet at www.meetingcenter.io/290056059 at 10:00 am BST (UK) for the transaction of the business set out below. The password for this meeting is EROS2020.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution, which will be proposed as a special resolution:-

1. That, conditional upon the completion of the Merger described in the accompanying Circular, the Articles of Association of the Company be amended as set out in the marked-up version of the Articles provided to shareholders as part of the proxy materials for the EGM.

June 1, 2020

By order of the Board

Kishore Lulla
Executive Chairman &
Group Chief Executive Officer

Registered Office

First Names House
Victoria Road
Douglas
Isle of Man
IM2 4DF
British Isles
Registered Number 007466V

Notes:

- (i) A member entitled to attend and vote at the EGM convened by this notice is entitled to appoint one or more proxies to attend and, on a poll, to vote in his or her stead. A member may appoint one or more proxies in relation to the EGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.
- (ii) In the case of joint holders, the signature of only one of the joint holders is required on the Extraordinary General Meeting Proxy Card. However, if more than one holder is present at the meeting, the vote of the first named on the register of members of the Company will be accepted to the exclusion of other joint holders.
- (iii) To appoint a proxy you may use the Extraordinary General Meeting Proxy Card available at www.envisionreports.com/EROS where you can also view all proxy materials. To be valid, the Extraordinary General Meeting Proxy Card, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be deposited by 10:00 am BST on June 27, 2020 at the offices of the Company's Transfer Agent, Computershare Trust Company, N.A., 250 Royall Street, Canton, MA 02021, United States of America. The completion and return of the Extraordinary General Meeting Proxy Card will not preclude a member from attending the EGM and voting its own shares in accordance with the electronic voting procedures that apply at the EGM
- (iv) The Company has specified that only those holders of the Company's shares registered on the register of members of the Company as at 10:00 am BST on June 27, 2020, or, in the event that the EGM is adjourned, on the register of members 48 hours before the time of any adjourned EGM shall be entitled to attend and vote at the EGM its own shares in accordance with the electronic voting procedures that apply at the EGM or such adjourned EGM in respect of the number of such shares registered in their name at the relevant time. Changes to entries on the register of members after 10:00 am BST on June 27, 2020 or, in the event that the EGM is adjourned, on the register of members of the Company less than 48 hours before the time of any adjourned EGM, shall be disregarded in determining the rights of any person to attend and vote at the EGM or such adjourned EGM.
- (v) The Directors have fixed the close of business on June 1, 2020, as the record date (the "**Record Date**") for the determination of the shareholders who will be given notice of the EGM.
- (vi) As at the Record Date the Company's issued share capital consisted of 143,232,930 A ordinary shares and 19,899,085 B ordinary shares. Each A ordinary share carried the right to one vote at the EGM and each B ordinary share carried the right to ten votes at the EGM, therefore, the total number of voting rights in the Company as at the Record Date is 342,223,780.