

ENTERTAINMENT ONE LTD.

(the "Company")

FORM OF DIRECTION FOR HOLDERS OF DEPOSITORY INTERESTS

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, 30 SEPTEMBER 2016

Please use block capitals to fill out this form of direction.

Form of Direction for completion by holders of Depository Interests representing shares on a one-for-one basis in the Company in respect of the meeting of the Company to be held at the offices of the Company at 134 Peter Street, Suite 700, Toronto, Ontario, Canada M5V 2H2 on Friday, 30 September 2016 at 10:30 a.m. (EDT)/3:30 p.m. (BST) (the "Meeting").

I/We (Depository Interest holder's name)
of

being a holder of Depository Interests representing shares in the Company hereby instruct Capita IRG Trustees Limited (the "Depository") to vote for me/us and on my/our behalf in person or by proxy at the Meeting of the Company to be held on the above date at the Meeting of the Company (and at any adjournment(s) or postponement(s) thereof).

In respect of the following resolution, Capita IRG Trustees Limited is instructed to vote as follows (*Please tick to indicate your voting preference. If you do not complete this section, or if no voting instruction is indicated, Capita IRG Trustees Limited will abstain from voting on such resolution.*)

| Resolutions | For | Against | Abstain |
|--|-----|---------|---------|
| 1 FOR receiving the Company's annual report and accounts; | | | |
| 2 FOR approving the Directors' Remuneration Report of the financial year ended 31 March 2016; | | | |
| 3 FOR the election of Allan Leighton to the Board of Directors of the Company; | | | |
| 4 FOR the election of Darren Throop to the Board of Directors of the Company; | | | |
| 5 FOR the election of Giles Willits to the Board of Directors of the Company; | | | |
| 6 FOR the election of Ronald Atkey to the Board of Directors of the Company; | | | |
| 7 FOR the election of Scott Lawrence to the Board of Directors of the Company; | | | |
| 8 FOR the election of Mark Opzoomer to the Board of Directors of the Company; | | | |
| 9 FOR the election of Linda Robinson to the Board of Directors of the Company; | | | |
| 10 FOR the re-appointment of Deloitte LLP as auditors; | | | |
| 11 FOR the approval to authorise the Board to agree the remuneration of the auditors of the Company; | | | |
| 12 FOR authorising the Board generally and unconditionally pursuant to Article 2 of Part 3 of Schedule 1 of the Company's articles of incorporation, as amended (the "Articles") to allot Relevant Securities (as defined in the Articles): a) up to a maximum aggregate number of 142,957,091 Common Shares (being approximately 33.3 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date) to such persons and upon such conditions as the Directors may determine; and b) comprising Relevant Securities up to an aggregate number of 285,914,183 Common Shares (representing 66.6 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date) (that amount to be reduced by the aggregate nominal amount of shares allotted or Relevant Securities granted under paragraph (a) of this Resolution 12) in connection with an offer by way of rights issue: (i) to common shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary. and so that the Directors may impose any limits or restrictions and make any arrangements that they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. These authorities will expire on 30 December 2017 or the conclusion of the next annual general meeting of the Company, whichever is earlier, save that the Company may before that date of expiry make an offer or agreement which would or might require Relevant Securities to be allotted after that date of expiry and the Directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired; | | | |
| 13 subject to the passing of Resolution 12, FOR authorising the Board generally and unconditionally pursuant to Article 4.1 of Part 3 of Schedule 1 of the Articles to allot Equity Securities (as defined in the Articles) pursuant to the authority conferred by Resolution 12 authorising the allotment of securities as if Article 3.1 of Part 3 of Schedule 1 of the Articles did not apply to the allotment, provided that such power would be limited to the allotment of: a) Equity Securities in connection with an offer of Equity Securities (but in the case of an allotment pursuant to the authority in Resolution 12(b) by way of rights issue only): (i) to common Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other Equity Securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements that they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and b) otherwise than pursuant to sub-paragraph (a) above, Equity Securities pursuant to the authority in Resolution 12(a) up to a maximum aggregate number of 42,930,057 Common Shares (being approximately 10 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date). These authorities will expire on 30 December 2017 or the conclusion of the next annual general meeting of the Company, whichever is earlier, save that the Company may before that date of expiry make an offer or agreement which would or might require Equity Securities to be allotted after that date of expiry and the Directors may allot Equity Securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired; | | | |

| Resolutions | For | Against | Abstain |
|--|-----|---------|---------|
| <p>14 FOR authorising the Company generally and unconditionally to make market purchases of its Common Shares provided that:</p> <p>a) the maximum aggregate number of Common Shares authorised to be purchased is 42,930,057 (being approximately 10 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date);</p> <p>b) the minimum price (excluding expenses) per Common Share is not less than zero;</p> <p>c) the maximum price (excluding expenses) per Common Share is the higher of;</p> <p>(i) an amount equal to 105 per cent. of the average of the market value of a Common Share for the five business days immediately preceding the day on which the purchase is made; and</p> <p>(ii) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003.</p> <p>This authority, unless previously renewed, shall expire at the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution except in relation to the purchase of any Common Shares the contract for which was concluded before the date of expiry of the authority and which would or might be completed wholly or partly after that date;</p> | | | |
| <p>15 FOR the approval of, for the purposes of satisfying the requirements of US tax legislation: (i) the establishment of a schedule to the Entertainment One International SAYE Share Option Scheme (the “International Scheme”) (authority for which was given at the Company’s Annual General Meeting on 16 September 2015 (the “2015 AGM”), the terms of which shall apply to grants of options to US tax resident participants (the “US Section”); and (ii) the maximum number of shares which may be issued pursuant to options granted under the US Section. Such number shall be 10% of the Company’s Common Share Capital as at the date of adoption of the International Scheme by the Company’s Directors, provided that any shares made available under the US Section shall count against the limits on individual and overall participation approved by the Company’s Shareholders at the 2015 AGM for the Entertainment One SAYE Share Option Scheme, as more particularly set out in Schedule A of the management proxy circular; and</p> | | | |
| <p>16 FOR the approval of the proposed amendments to the Director’s Remuneration Policy described in the Chairman’s letter accompanying the management proxy circular.</p> | | | |

I/We authorise you to act in accordance with my/our instructions above.

Date: 2016

Address:

Signature:

NOTES:

- To be effective this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited with Capita Asset Services, PXS, at 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom at no later than 10:30 a.m. (EDT)/3:30 p.m. (BST) on Tuesday, 27 September 2016, or 72 hours prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting.
- Any alterations made to this Form of Direction shall be initialled.
- If the appointer is a corporation this Form of Direction must be given under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual the Form of Direction must be signed by the appointer or his agent, fully authorised in writing.
- In the case of joint holders of Depository Interests this Form of Direction may be signed by any of the Depository Interest holders but the names of all of them should be stated.
- The “Abstain” option is provided to enable you abstain on any particular resolution. However, it should be noted that an “abstention” is not a vote in Canadian law and will not be counted in the proportion of votes “For” and “Against” a resolution.
- Please indicate how you wish your votes to be cast by placing a tick in the appropriate box. On receipt of the Form of Direction duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as per your instructions on your behalf. If no voting instruction is indicated, Capita IRG Trustees Limited will abstain from voting on such resolution.
- Depository Interests may be voted through the CREST electronic proxy voting service in accordance with the procedures set out in the CREST manual.
- Depository Interest holders wishing to attend the Meeting should request a Letter of Representation by contacting the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom or email custodymgt@capita.co.uk by no later than 10:30 a.m. (EDT)/3:30 p.m. (BST) on Tuesday, 27 September 2016, or 72 hours prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting.
- The Depository will appoint the Chairman of the Meeting as its proxy to cast your votes. In this regard the Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the Meeting.
- If you want to revoke your voting instructions you may do so prior to its exercise by:
 - giving written notice of the revocation to Capita Asset Services; or
 - properly completing and executing a later-dated voting instruction and delivering it to Capita Asset Services by no later than 10:30 a.m. (EDT)/3:30 p.m. (BST) on Tuesday, 27 September 2016, or 72 hours prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting.