

No. 2984526

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

of

BlackRock Emerging Europe plc

Passed on 20 June 2017

WEDNESDAY



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21/06/2017

COMPANIES HOUSE

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At the Annual General Meeting of the Company held on Tuesday 20 June 2017, the following ORDINARY and SPECIAL resolutions of the Company were duly passed under Special Business:

ORDINARY RESOLUTION

12. "That, in substitution for all existing authorities, the Directors of the Company be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the Act), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company (Securities) provided that, unless renewed prior to that time, such authority shall be limited to the allotment of shares and grant of rights in respect of shares with an aggregate nominal amount of up to US\$179,580, (being 5% of the aggregate nominal amount of the issued share capital (excluding treasury shares) of the Company at the date of this notice) provided that this authority shall expire at the conclusion of the next AGM of the Company to be held in 2018 but so that the Company may, before such expiry, make any offer or agreement which would or might require Securities to be allotted pursuant to any such offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTIONS

13. "That, in substitution for all existing authorities and subject to the passing of resolution 12 above, the Directors of the Company be and are hereby empowered pursuant to section 570 and 573 of the Companies Act 2006 (the Act) to allot and make offers of agreement to allot equity securities (as defined in section 560 of the Act) and to sell equity securities held by the Company as treasury shares (as defined in section 724 of the Act) for cash pursuant to the authority granted by resolution 12 above, as if section 561(1) of the Act did not apply to any such allotment and sales of equity securities, provided this authority:
- (a) shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2018, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted or sold after such expiry and notwithstanding such expiry the Directors may allot and sell equity securities in pursuance of such offers or agreements;

- (b) shall be limited to allotment of equity securities and/or sale of equity securities held in treasury for cash up to an aggregate nominal amount of US\$179,580 (being 5% of the aggregate nominal amount of the issued share capital (excluding treasury shares) of the Company at the date of this notice); and
 - (c) shall be limited to the allotment of equity securities and/or sale of equity securities held in treasury at a price not less than the fully diluted net asset value per share as close as practicable to the allotment or sale.
14. "That, in substitution for the Company's existing authority to make market purchases of ordinary shares of 10 cents in the Company (ordinary shares), the Company be and it is hereby authorised in accordance with section 701 of the Companies Act 2006 (the Act) to make market purchases of ordinary shares (within the meaning of section 693 of the Act) provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 5,383,812 ordinary shares (being the equivalent of 14.99% of the issued ordinary share capital (excluding treasury shares) of the Company at the date of this notice);
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be 10 cents;
 - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be the higher of (i) an amount equal to 5% above the average of the market values of the ordinary shares for the five business days immediately preceding the date of purchase as derived from the Daily Official List of the London Stock Exchange and (ii) the higher of the price quoted for (a) the last independent trade of, and (b) the highest current independent bid for, any number of ordinary shares on the trading venue where the purchase is carried out; and
 - (d) unless revoked, varied or renewed prior to such time, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2018 save that the Company may, prior to such expiry, enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after such expiry.

All ordinary shares purchased pursuant to the above authority shall be either:

- (i) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act; or
- (ii) cancelled immediately upon completion of the purchase."


Company Secretary