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COMPANIES HOUSE

**THE COMPANIES ACT 2006**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**RESOLUTION**

of

**BLACKROCK EMERGING EUROPE PLC (the "Company")**

At a **GENERAL MEETING** of the above-named Company duly convened and held on Friday 23 November 2018 at 12.00 p.m. held at 12 Throgmorton Avenue, London, EC2N 2DL the following Resolution was duly passed, as a special resolution.

**SPECIAL RESOLUTION**

**THAT**, subject always to the fulfilment of the conditions (other than the passing of this special resolution) set out in paragraph 14 of the Scheme contained in Part III of the circular dated 19 October 2018, a copy of which has been laid before this Meeting and signed by the Chairman thereof (the "**Circular**");

- (A) the Company be and is hereby wound up voluntarily under the provisions of the Insolvency Act 1986, as amended, and that Patrick Joseph Brazzill and Richard Peter Barker of Ernst & Young LLP, 1 More London Place, London SE1 2AF, be and are hereby appointed as joint liquidators (the "**Liquidators**") of the Company for the purposes of such winding up, including realising and distributing the Company's assets in accordance with the Scheme (subject to the Scheme becoming effective and unconditional in accordance with its terms), and any power conferred on them by law, the Articles of Association or by this Resolution and any act required or authorised under any enactments may be exercised or undertaken by them jointly or by each of them alone;
- (B) the remuneration of the Liquidators be determined by reference to the time properly given by them and their staff in attending to matters prior to and during the winding up of the Company (including, without limitation, the implementation of the Scheme and any matters outside the statutory duties of the Liquidators and undertaken at the request of members or a majority of them) and they be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them to give effect to the Scheme;
- (C) the Company's books and records be held by the Company Secretary to the order of the Liquidators until the expiry of twelve months after the date of dissolution of the Company, when they may be disposed of, save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office; and
- (D) the Liquidators be empowered and directed to carry into effect the provisions of the Articles of Association of the Company as amended by the special resolution as set out in the notice convening the First General Meeting of the Company contained in the Circular.

The definitions contained in the Circular have the same meanings in this Resolution.



CHAIRMAN