

No. 5612963

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

BLACKROCK ENERGY AND RESOURCES INCOME TRUST PLC

Passed on 17 March 2020

At the Annual General Meeting of the Company held on Tuesday, 17 March 2020, the following ORDINARY resolution and three SPECIAL resolutions of the Company were duly passed as Special Business at the meeting:

### ORDINARY RESOLUTION

#### Resolution 11

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 and relevant securities in the Company (as described in that section) up to an aggregate nominal amount of £113,870.34 (being 10% of the aggregate nominal amount of the issued ordinary share capital, excluding any treasury shares, of the Company at the date of this notice) provided this authority shall (unless previously revoked) expire at the conclusion of the Company's Annual General Meeting to be held in 2021, but the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot such securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

### SPECIAL RESOLUTIONS

#### Resolution 12

That, in substitution for all existing authorities and subject to the passing of the resolution numbered 11 above, the Directors of the Company be and are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the Act) 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 11 above, as if section 561(1) of the Act did not apply to any such allotment and or sales of equity securities, provided that this authority:

- (a) shall expire at the conclusion of the next Annual General Meeting to be held in 2021, 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 or sell equity securities in pursuance of such offers or agreements;
- (b) shall be limited to the allotment of equity securities and/or sale of equity securities held in treasury for cash up to an aggregate nominal amount of £113,870.34, (representing 10% of the aggregate nominal amount of the issued share capital of the Company at the date of this notice); and

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(c) shall be limited to the allotment of equity securities and/or the sale of equity securities held in treasury at a price not less than the net asset value per ordinary share as close as practicable to the allotment or sale.

**Resolution 13**

That, in substitution for the Company's existing authority to make market purchases of ordinary shares of 1p each in the Company (Ordinary Shares), the Company be and is hereby generally and, subject as hereinafter appears, unconditionally 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 shall be 17,069,165 or, if less, that number of Ordinary Shares which is equal to 14.99% of the Company's issued ordinary share capital (excluding any treasury shares) at the date of the Annual General Meeting;
- (b) the minimum price (exclusive of expenses) which may be paid for any such Ordinary Share shall be 1p being the nominal value per share;
- (c) the maximum price (exclusive of expenses) which may be paid for any such Ordinary Share shall be the higher of (i) 105% of the average of the middle market quotations (as derived from the Official List) of the Ordinary Shares for the five dealing days prior to the date on which the market purchase is made 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 renewed, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2021 save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares under the authority hereby conferred and may make a purchase of Ordinary Shares pursuant to any such contract notwithstanding such expiry.

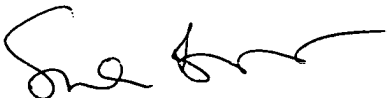
All Shares purchased pursuant to the above authority shall be either:

- (a) cancelled immediately on completion of the purchase; or
- (b) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

**Resolution 14**

That, the period of notice required for general meetings of the Company (other than Annual General Meetings) shall be not less than 14 clear days' notice.

By order of the Board  
Signed for and on behalf of  
BlackRock Investment Management (UK) Limited  
Secretary



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Sarah Beynsberger