

No. 5612963

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

BLACKROCK ENERGY AND RESOURCES INCOME TRUST PLC

Passed on 13 March 2023

At the Annual General Meeting of the Company held on Monday, 13 March 2023, the two following ORDINARY resolutions and four SPECIAL resolutions of the Company were duly passed as Special Business at the meeting:

ORDINARY RESOLUTION

Resolution 11

That, in addition to 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 ordinary shares of 1p each in the capital of the Company (the "Ordinary Shares") and to grant rights to subscribe for or to convert any security into Ordinary Shares (together the "Securities") up to an aggregate nominal amount of £134,906 (equivalent to 13,490,619 Ordinary Shares representing approximately 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 that this authority shall (unless previously revoked) expire at the conclusion of the next Annual General Meeting of the Company to be held in 2024, but the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require 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.

Resolution 12

That, in addition to resolution 11 above and in addition to the authority granted under resolution 11 above and all existing authorities, the Directors of the Company be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Act, to exercise all the powers of the Company to allot Ordinary Shares and to grant rights to subscribe for or to convert any security into Ordinary Shares (together the "Securities") up to a further aggregate nominal amount of £134,906 equivalent to 13,490,619 Ordinary Shares representing approximately a further 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 that this authority shall (unless previously revoked) expire at the conclusion of the next Annual General Meeting of the Company to be held in 2024, but the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require 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.

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SPECIAL RESOLUTIONS

Resolution 13

That, subject to the passing of resolution 11 above and in addition to all existing authorities, the Directors of the Company be and are hereby empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (as defined in Section 560 of the Act) pursuant to the authority granted in resolution 11 above, and to sell equity securities held by the Company as treasury shares (as defined in Section 724 of the Act) for cash, as if Section 561(1) of the Act did not apply to any such allotments and sales of equity securities, provided that this authority:

(a) shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2024, 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 the allotment of equity securities and/or sale of equity securities held in treasury for cash up to an aggregate nominal amount of £134,906 (equivalent to 13,490,619 Ordinary Shares representing approximately 10% of the aggregate nominal amount of the issued Ordinary 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 the sale of equity securities held in treasury at a price of not less than the net asset value per Ordinary Share as close as practicable to the allotment or sale.

Resolution 14

That, subject to the passing of resolution 12 above and in addition to any authority granted under resolution 13 above and all existing authorities, the Directors of the Company be and are hereby empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (as defined in Section 560 of the Act) pursuant to the authority granted in resolution 12 above, and to sell equity securities held by the Company as treasury shares (as defined in Section 724 of the Act) for cash, as if Section 561(1) of the Act did not apply to any such allotments and sales of equity securities, provided that this authority:

(a) shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2024, 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 the allotment of equity securities and/or sale of equity securities held in treasury for cash up to an aggregate nominal amount of £134,906 (equivalent to 13,490,619 Ordinary Shares representing approximately 10% of the aggregate nominal amount of the issued Ordinary Share capital, excluding treasury shares of the Company as at 30 January 2023); and

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

Resolution 15

That, in substitution for the Company's existing authority to make market purchases of Ordinary Shares, the Company be and is hereby generally and, subject as hereinafter appears, unconditionally authorised in accordance with Section 701 of 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 20,222,438 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 Ordinary Share;

(c) the maximum price (exclusive of expenses) which may be paid for any such Ordinary Share shall be no more than the higher of (i) an amount equal to 105% of the average of the middle market quotations of an Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days prior to the day on which the market purchase is made and (ii) an amount equal to 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 varied or revoked by the Company in general meeting, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 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 Ordinary 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 16

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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Graham Venables