

**BlackRock**

# **BlackRock Energy and Resources Income Trust plc**

Annual Report and Financial Statements 30 November 2021



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General enquiries about the Company should be directed to the Company Secretary at: [cosec@blackrock.com](mailto:cosec@blackrock.com).



Use this QR code to take you to the Company's website where you can sign up to monthly insights and factsheets.



# Financial highlights

**96.70p<sup>1</sup>**

Ordinary share price

**+41.7%<sup>2,3</sup>**

**103.97p**

NAV per ordinary share

**+34.4%<sup>2,3</sup>**

**£120.8m**

Net assets

**4.10p**

Total dividends per share

**4.2%<sup>3</sup>**

Yield

The above financial highlights are as at 30 November 2021 and percentage comparisons are year-on-year against 30 November 2020.

<sup>1</sup> Mid-market.

<sup>2</sup> Performance figures are calculated in Sterling terms with dividends reinvested.

<sup>3</sup> Alternative Performance Measures. See Glossary on pages 131 to 133.



In late summer the price of silicon, one of the main components of a solar cell, jumped by over 300%.

# Why BlackRock Energy and Resources Income Trust plc?

## Investment objective

The Company's objectives are to achieve an annual dividend target and, over the long term, capital growth by investing primarily in securities of companies operating in the mining and energy sectors.

## Reasons to invest



### Inflation sensitivity

A conviction-led approach to delivering an attractive income, with the potential to benefit from rising inflation from the best ideas in the Mining, Traditional Energy and Energy Transition sectors. Unconstrained by market cap or region, the portfolio managers can invest in a wide range of opportunities.



### Yield

The Company offers an attractive 4.2% dividend yield, as at 30 November 2021, as the managers focus on higher quality companies with strong cash flows that are good allocators of capital. The Company's global nature means that the large majority of its holdings generate earnings from businesses around the world.



### Flexibility

The Company's flexibility means that the portfolio will adapt as the demand for Mining, Energy and Energy Transition related stocks changes. Over the long term, the team is able to change the portfolio makeup to select the best stocks to generate a sustainable income.



### Opportunity

Mining and energy companies lie at the heart of the global economy. Without them, countries cannot grow and develop. Mining companies provide everything from materials to build wind turbines to lithium for electric cars. They play an important role in the long-term de-carbonisation of the global economy. Energy companies power our cars, our homes and drive economic development. On the sustainable energy side, the path to a lower carbon global economy is forecast to disrupt many industries and business models. However, this evolution is also expected to create remarkable opportunities. Investment in a specialist trust gives targeted exposure to these important companies, as it is positioned to capture such industry shifts and reap the benefits from this transition.



### Expertise

The Company's assets are managed by BlackRock's Natural Resources Team. The team have been running Mining funds since 1993, Traditional Energy funds since 1999 and Energy Transition funds since 2001. The team undertakes extensive, proprietary, on-the-ground research to get to know the management of the companies in which they invest.



### ESG Integration

Consideration of Environmental, Social and Corporate Governance (ESG) insights and data is embedded within the investment process. The Team's philosophy is that whilst ESG is one of many factors that should be considered when making an investment, there is a positive correlation between good ESG and investment performance. Portfolio asset allocation reflects this, with a significant allocation to companies active in the Energy Transition sector. More details in respect of BlackRock's approach to ESG integration can be found on pages 48 to 50 of the Annual Report.



**A member of the Association of Investment Companies**

Further details about the Company, including the latest annual and half-yearly financial reports, fact sheets and stock exchange announcements, are available on the website at [www.blackrock.com/uk/beri](http://www.blackrock.com/uk/beri)

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# Performance record

	As at 30 November 2021	As at 30 November 2020	Change %
Net assets (£'000) <sup>1</sup>	120,828	91,642	31.8
Net asset value per ordinary share (pence)	103.97	80.76	28.7
Ordinary share price (mid-market) (pence)	96.70	71.40	35.4
Discount to net asset value <sup>2</sup>	7.0%	11.6%	
<b>Performance (with dividends reinvested)</b>			
Net asset value per share <sup>2</sup>	34.4%	13.9%	
Ordinary share price <sup>2</sup>	41.7%	16.0%	

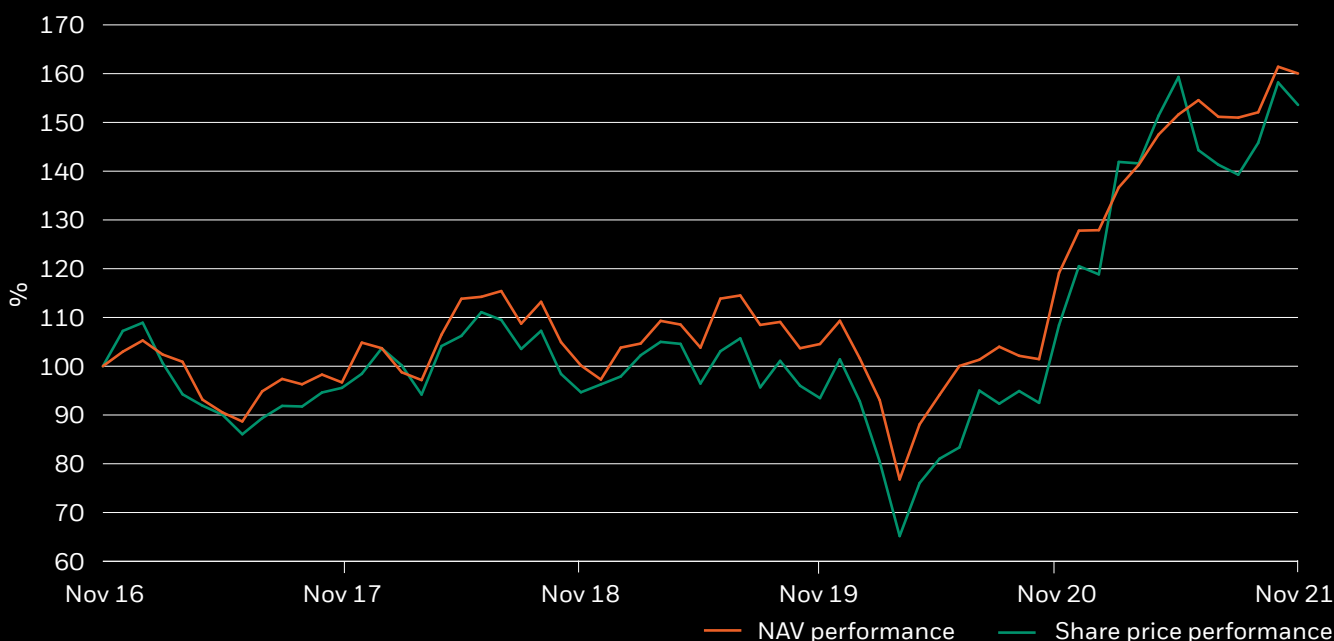
	For the year ended 30 November 2021	For the year ended 30 November 2020	Change %
<b>Revenue</b>			
Net profit on ordinary activities after taxation (£'000)	5,704	4,900	16.4
Revenue earnings per ordinary share (pence) <sup>3</sup>	4.96	4.31	15.1
<b>Dividends (pence)</b>			
1st interim	1.00	1.00	–
2nd interim	1.00	1.00	–
3rd interim	1.00	1.00	–
4th interim	1.10	1.00	10.0
<b>Total dividends paid and payable</b>	<b>4.10</b>	<b>4.00</b>	<b>2.5</b>

<sup>1</sup> The change in net assets reflects market movements, the buyback and issue of shares and dividends paid during the year.

<sup>2</sup> Alternative Performance Measures, see Glossary on pages 131 to 133.

<sup>3</sup> Further details are given in the Glossary on page 133.

## Performance from 30 November 2016 to 30 November 2021



Sources: BlackRock and Datastream.

Performance figures are calculated on a mid-market basis in Sterling terms, with dividends reinvested.

Share prices and NAV at 30 November 2016, rebased to 100.



# Chairman's statement

# Dear Shareholder



**Ed Warner**  
Chairman

## Market overview

The year began on a promising note as the election of President Biden in the United States and the prospect of new 'green deal' spending in the US and Europe lifted markets and economies began to reopen across the world, boosted by unprecedented fiscal and monetary stimulus programmes. This, in turn, drove exceptional levels of commodity demand and has given rise to significant logistical challenges and shortages of labour which have consequently pushed inflation to levels not seen since before the financial crisis in 2008.

The inflation narrative is likely to dominate markets over the coming year; typically, inflation is positive for companies in the commodities space. As supply chains and markets are heavily interconnected, the impact of higher prices must be carefully analysed to identify investment challenges and opportunities.

The COVID-19 pandemic also continues to generate market volatility and economic upheaval. The emergence of a new Omicron variant of the disease contributed to the seventh largest one-day fall in oil prices in history in December 2021.

Within the energy transition space, COP26 took place during November 2021 with many countries pledging to cut 30% of methane emissions by 2030, to continue the shift away from coal use and end deforestation by 2030.

President Biden also signed the \$1trillion infrastructure bill into law and car manufacturers announced

ambitious plans for investment in the development of electric vehicles. The Company's portfolio was well positioned to move flexibly between traditional energy, mining and energy transition sectors as investment opportunities came up within these volatile markets.

## Performance

I am pleased to report that during the year to 30 November 2021, your Company's Net Asset Value per share increased by an impressive 34.4% and its share price by 41.7% (both percentages in Sterling terms with dividends reinvested). The Company's objectives are to achieve both an annual dividend target and, over the long term, capital growth. Consequently, the Board does not formally benchmark performance against mining and energy sector indices as meeting a specific dividend target is not within the scope of these indices. However, to set the performance in the context of the sectors in which it invests, the EMIX Global Mining Index rose by 12.5% and the MSCI World Energy Index rose by 41.2% over the same period. The Company holds around 30% of its portfolio in energy transition stocks; to give the renewable energy sector context, the S&P Global Clean Energy Index rose by 1.4% over the year ended 30 November 2021 and the WilderHill Clean Energy Index fell by 6.1% (all percentages in Sterling terms with dividends reinvested). It should be noted that these comparisons are given for illustrative purposes only.

Traditional energy stocks in the oil and gas sector were the biggest contributor to performance over the period. The

## The Board has increased the annual dividend target for the Company for the year by 10% to 30 November 2022 to 4.40p per share.

Performance to 30 November 2021	1 Year change %	3 Years change %	5 Years change %	Since inception <sup>2</sup> %
Net Asset Value (with dividends reinvested) <sup>1</sup>	34.4	59.8	60.0	144.8
Share price (with dividends reinvested) <sup>1</sup>	41.7	62.3	53.6	127.6

<sup>1</sup> Alternative Performance Measures. Further details of the calculation of performance with dividends reinvested are given in the Glossary on page 132.

<sup>2</sup> The Company was launched on 13 December 2005.

portfolio managers negotiated the volatility in energy prices well with appropriately timed shifts in exposure to the sector as prices surged and fell. The mining sector also contributed positively to performance on the back of strong commodity prices. These gains were offset by losses in the energy transition sector as companies struggled with higher costs and lower margins and a degree of profit taking.

Further information on investment performance is given in the Investment Manager's Report. Since the period end and up until close of business on 1 February 2022 the Company's NAV has increased by 8.7% and the share price has risen by 16.3% (with dividends reinvested).

### Revenue return and dividends

Despite challenges faced by the wider equity markets as a result of the ongoing COVID-19 crisis, the income from the investments held by your Company has remained robust. The revenue return for the year to 30 November 2021 was 4.96 pence per share, a 15.1% increase compared to the prior year earnings per share of 4.31 pence. Indeed, the level of revenue generated is such that the minimum dividend that the Company is required to pay for the financial year to 30 November 2021 to satisfy investment trust tax regulations has exceeded the 4.00p per share target set by the Board in January 2021. As a result, the Board announced in December 2021 that it would pay a fourth quarterly dividend for the year to 30 November 2021 of 1.10 pence per share (making total dividend payment for the year of 4.10 pence per share)

and also that it would increase the annual dividend target for the Company for the year to 30 November 2022 to 4.40p per share.

The Company will aim to meet this target dividend next year and beyond, primarily from a mix of dividend income from the portfolio and revenue reserves, although this may be supported by the distribution of other distributable reserves if required. The Company may also write options to generate revenue return, although the portfolio managers' focus is on investing the portfolio to generate an optimal level of total return without striving to meet an annual income target and will only undertake option transactions to the extent that the overall contribution is beneficial to total return.

The dividend target should not be interpreted as a profit forecast. The target level represents a yield of 4.6% based on the share price as at the close of business on 30 November 2021.

### Gearing

The Company operates a flexible gearing policy which depends on prevailing market conditions. It is not intended that gearing will exceed 20% of the gross assets of the Company. The maximum gearing used during the period was 9.7%, and the level of gearing at 30 November 2021 was 5.8%. Average gearing over the year to 30 November 2021 was 6.3%. For calculations, see the Glossary on page 131.

### Discount control

The Directors recognise the importance to investors that the Company's share price should not trade at a significant premium or discount to NAV, and

therefore, in normal market conditions, may use the Company's share buyback and share issue powers and sale of shares from treasury to ensure that the share price is broadly in line with the underlying NAV. The Company currently has authority to buy back up to 14.99% of the Company's issued share capital (excluding treasury shares) and to allot ordinary shares representing up to 10% of the Company's issued ordinary share capital. Over the year to 30 November 2021, the Company's shares have traded at an average discount of 5.6%, and within a range of a 13.2% discount to a 5.8% premium. In May 2021, the Company's shares moved to trade at a premium and the Company reissued 2,880,000 shares from treasury for net proceeds of £2,875,000 (representing an average premium of 1.61%) to meet investor demand. Subsequently, shares moved to trade at a discount again and the Company bought back a total of 51,992 ordinary shares in September 2021 for a total consideration of £48,000 at a discount of 8.4%. These shares were placed in treasury for potential reissue, thereby saving the associated costs of an issue of new shares if demand arises.

### Board composition

The Board supports the increasing focus on independence, tenure and succession planning set out in the updated Financial Reporting Council's review of the UK Corporate Governance Code, which applies for periods commencing on or after 1 January 2019. With this in mind, the Board commenced a search during the year to identify a new Director to join the Board, assisted by a third-party recruitment firm, Odgers Berndtson. Following a detailed evaluation of each



of the candidates, the Board selected Carole Ferguson who was subsequently appointed with effect from 22 December 2021. Mrs Ferguson brings a wealth of experience and expertise in the financial services sector in research, finance and sustainability, both complementing and enhancing the skills and experience of the existing Board. Mrs Ferguson will stand for election at the forthcoming Annual General Meeting.

Further information on Carole Ferguson and all of the Directors can be found in their biographies on pages 31 to 33.

It has been a privilege for me to serve on the Company's Board since July 2013, taking on the role of Chair in March 2015. As my tenure as Director will exceed nine years with effect from July 2022, in accordance with best corporate governance practice I have decided to stand down at the forthcoming AGM on 15 March 2022 and not to seek re-election. I would like to thank all shareholders for their support and to thank my Board colleagues and the team at BlackRock for helping make my tenure as Chair an enjoyable one. I am delighted to announce that Adrian Brown will take over the role of Chair following my retirement at the AGM<sup>1</sup>. Mr Brown has been a Director of BERI for over two years and has a wealth of experience in the financial sector. Further details of his biography can be found on page 32. Information on the recruitment and selection process undertaken and details of the Board's policy on the re-election of directors, director tenure and succession planning can be found in the Directors' Report on page 56.

## Annual general meeting arrangements

I am pleased to report that it is the Board's intention that this year's AGM will be held in person at 10.30 a.m. on Tuesday, 15 March 2022 at the offices of BlackRock at 12 Throgmorton Avenue, London EC2N 2DL.

At present, UK Government restrictions on public gatherings are no longer in force in connection with COVID-19 and the AGM can be held in the normal way with physical attendance by

shareholders. However, shareholders should be aware that it is possible that such restrictions could be reimposed prior to the date of the AGM. In such event, these restrictions could mean that the AGM is required to be held as a closed meeting as happened last year with physical attendance limited to only a small number of attendees comprising the required quorum for the meeting and those persons whose attendance is necessary for the conduct of the meeting, and that any other persons will be refused entry. Accordingly, all shareholders are recommended to vote by proxy in advance of the AGM and to appoint the Chairman of the meeting as their proxy. This will ensure that shareholders' votes will be counted even if they (or any appointed proxy) are not able to attend. All votes will be taken by poll so that all proxy votes are counted.

The Company may impose entry restrictions on persons wishing to attend the AGM (including, if required, refusing entry) in order to secure the orderly conduct of the AGM and the safety of the attendees.

All shareholders intending to attend should either be fully vaccinated or obtain a negative COVID-19 test result before entering the venue. Negative test results must be obtained no earlier than one day before entering the venue and fully vaccinated shareholders are also strongly encouraged to get tested. Attendees will also be required to wear a face covering at all times within the venue except when seated in the relevant meeting room.

Shareholders are also requested not to attend the AGM if they have tested positive for COVID-19 in the 10 days prior to the AGM, are experiencing new or worsening COVID-19 related symptoms, have been in close contact with anyone who is experiencing symptoms or has contracted COVID-19 during the 14 days prior to the AGM, or are required to self isolate pursuant to UK Government guidance. In the absence of any re-imposition of restrictions, the Board very much looks forward to meeting with shareholders.

## Market outlook and portfolio positioning

A tailwind of fiscal and monetary easing continues to drive strong demand for commodities at a time when supply risks are rising. Although the Omicron variant poses a headwind to economic growth, vaccination rates are rising and the global economy is likely to continue to reopen during 2022. Logistical bottlenecks are causing pockets of inflation as economic activity ramps up – undoubtedly some of this is transitory in nature. As we look out over the next few years, we see a period of structurally higher inflation than we have seen for several years as pricing power shifts back to labour markets and many industries seek to 'reshore' manufacturing processes. Traditional resources sectors like mining and energy tend to perform well in inflationary environments and our ability to pivot across the three pillars (Mining, Traditional Energy and Energy Transition) offers significant flexibility to investors.

In the traditional energy sector fiscal prudence is likely to pave the way for further improved shareholder returns. On the energy transition side, the long-term trajectory towards Net Zero is a certainty; the significant amounts of infrastructure investment required are likely to underpin demand for a number of commodities in the medium term, while the shift to a lower carbon economy presents a significant investment opportunity, although it will be crucial to be highly selective in choosing the industries and companies that form part of the energy transition portion of the portfolio. The Board is confident that the Company is currently well placed to benefit from this key investment trend.

**Ed Warner**

3 February 2022

<sup>1</sup> In accordance with best corporate governance practice, Mr Brown will step down from the Audit and Management Engagement Committee when he becomes Chairman on 15 March 2022.



# Investment manager's report



**Tom Holl**



**Mark Hume**

## Market overview

Timing is everything in markets and, even for the long-term investors, the point of entry or exit can play a material role on returns. The market moves seen during November mean that this report carries a rather different set of numbers and tone to it than was envisaged at the end of October. Oil prices falling by over 20% in a month are a sharp reminder of the need to maintain a balanced and risk-aware portfolio as well as to retain some dry powder to take advantage of corrections that occur even within strong long-term uptrends.

The second half of 2021 saw incredible divergence between different commodities, the producers of these commodities and companies involved in the energy transition. The reopening of economies across the world continued to drive forward at pace with the fiscal and monetary stimulus programmes enacted over the last 18 months driving exceptional levels of demand for goods. Whilst this has been a great tailwind for commodity demand in the western world, it has also created shortages of labour and significant logistical challenges. Inflation has risen to levels not seen since before the financial crisis and in our view is likely to remain higher in 2022 than the modest inflation targets set by most central banks across the globe. The inflation narrative is one that is typically good for commodities but we need to keep in mind that previous inflationary cycles did not have the strong Environmental, Social and Governance (ESG) interplay and that investors are still sceptical of resource companies drifting from their commitment to shareholder returns.



The end of a decade-long bear market in natural gas prompted a deliberate shift towards high quality North American natural gas producers within the portfolio.

PHOTO COURTESY OF ARC RESOURCES LTD.

## By having a portfolio that can flexibly move between areas and a team that analyses the whole energy/energy transition and materials space, we can navigate these challenging markets.

There were also reminders over the last six months of just how interconnected different supply chains and markets now are and that you cannot look at a company, let alone an industry, in isolation. There are many examples we could cite here but one that connects mining to renewable energy may be surprising to many and worth highlighting. One of the main

components of a solar cell is silicon; in China the price of silicon jumped by over 300% in late summer as the coal price surged in China (silicon is made in furnaces in China, burning coke and sand to produce it). Whilst coal and silicon prices have calmed since then, the silicon price has almost doubled relative to this time last year, which is threatening the economics of

a number of solar projects planned for 2022. Understanding these energy and material feedback loops is critical. We believe that by having a portfolio that can flexibly move between areas and a team that analyses the whole energy/energy transition and materials space, we can navigate these challenging markets.

Commodity	30 November 2021	30 November 2020	% change	2021 on 2020 Average Price % Change <sup>1</sup>
<b>Base Metals (US\$/tonne)</b>				
Aluminium	2,635	2,036	29.4	43.3
Copper	9,516	7,569	25.7	51.7
Lead	2,318	2,062	12.4	19.8
Nickel	20,005	15,985	25.1	34.2
Tin	39,905	18,642	114.1	81.3
Zinc	3,289	2,776	18.5	32.7
<b>Precious Metals (US\$/ounce)</b>				
Gold	1,780.1	1,774.4	0.3	3.9
Silver	22.8	22.6	0.9	27.8
Platinum	944.0	979.0	-3.6	25.3
Palladium	1,767.0	2,400.0	-26.4	13.5
<b>Energy</b>				
Oil (West Texas Intermediate) (US\$/barrel)	66.2	45.3	46.1	63.1
Oil (Brent) (US\$/barrel)	70.6	47.6	48.3	54.8
Natural Gas (US\$/Metric Million British Thermal Unit)	4.6	2.9	58.6	71.6
<b>Bulk Commodities (US\$/tonne)</b>				
Iron ore	100.0	130.5	-23.4	57.7
Coking coal	317.5	98.0	224.0	74.2
Thermal coal	152.0	70.3	116.2	116.6
<b>Equity Indices</b>				
MSCI ACWI <sup>2</sup> Metals & Mining Index (US\$)	357.7	321.0	11.4	n/a
MSCI ACWI <sup>2</sup> Metals & Mining Index (£)	270.4	240.4	12.5	n/a
MSCI <sup>3</sup> World Energy Index (US\$)	295.6	211.4	39.8	n/a
MSCI <sup>3</sup> World Energy Index (£)	223.5	158.3	41.2	n/a

Source: Datastream

<sup>1</sup> Average of 30/11/19-30/11/20 to average of 30/11/20-30/11/21

<sup>2</sup> Morgan Stanley Capital International All Country Weighted Index

<sup>3</sup> Morgan Stanley Capital International





United States oil and natural gas exploration and production company Devon Energy increased its regular dividend as well as announcing a series of special dividends.

PHOTO COURTESY OF DEVON ENERGY

### Portfolio activity and investment performance

Portfolio activity in the second half of the year has focused on a couple of key areas. First, we were quite active in the traditional energy sector during the second half of the year. As can be seen in the portfolio positioning chart below, we increased our energy exposure through to July and then pared it back as we thought markets had got ahead of themselves. We did this by trimming the traditional energy position as a whole and rotating some of the holdings within the energy sector. During the last few months,

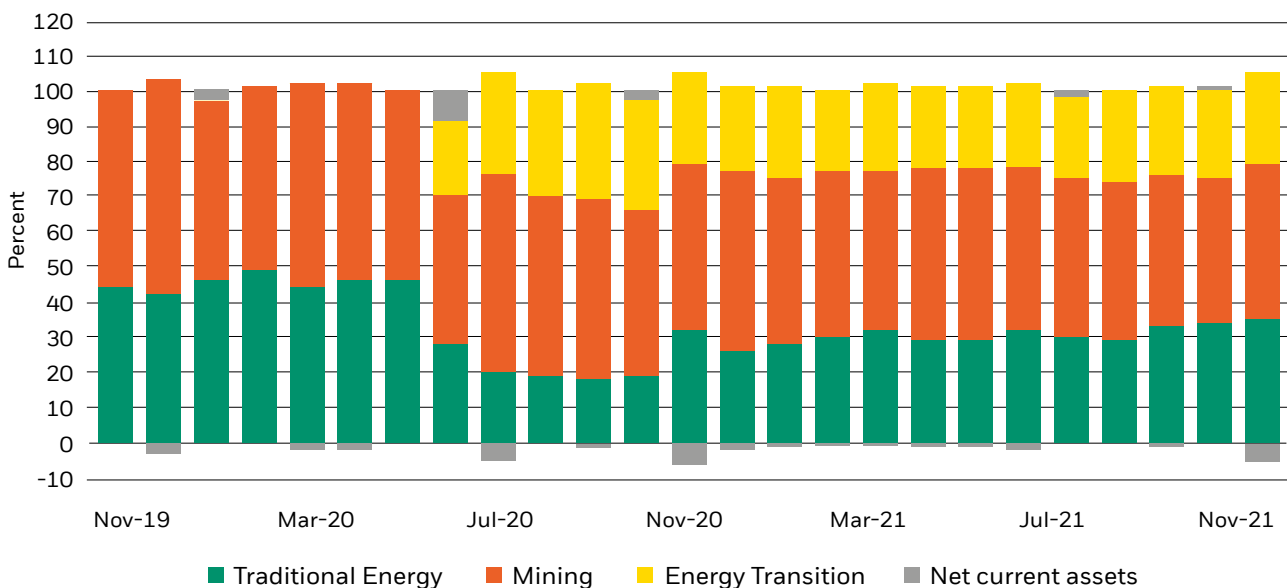
we increased the exposure, with a gas bias, as we saw global gas markets tightening rapidly with inventories in Europe lower than seasonal averages.

Secondly, we made changes within the mining sector to reflect the risks we saw to the steel-making commodities because of the slowdown in the Chinese property sector. We reduced our iron ore holdings and added to more base metal exposed companies such as Glencore, which was trading at an attractive free cashflow yield and has a trading business that should benefit from the ongoing logistics/

supply chain challenges and price volatility. We also added two steel companies to the portfolio as the combination of China restricting exports, lack of new capacity in Europe/US, and upcoming green infrastructure spend should see higher margins persist for longer than current valuations imply.

Finally, within the energy transition sector we were focused on identifying holdings that could be vulnerable to margin compression in an environment of input cost inflation and also those that are more interest rate sensitive.

### Portfolio positioning



Source: BlackRock. As at 30th November 2021.

This resulted in positions such as a wind turbine manufacturer being reduced in the portfolio, and towards the end of the year we saw several announcements from companies in this space warning of sharply high costs and lower margins for 2022. Although we remain excited about the long-term growth prospects across many enablers and adopters of decarbonisation, we had a greater proportion of the portfolio invested in mining and traditional energy for most of the year as we judged the investment opportunities to be more compelling from a valuation and risk-adjusted perspective.

Overall the Company had a strong year of returns, generating 34.4% overall (2020: 13.9%).

### Income

The trend of improving returns back to shareholders in the traditional energy and mining sectors continued apace during 2021. Record dividends were paid by a number of large mining companies in addition to share buybacks in several cases. Encouragingly, the companies enacting such moves have also continued to strengthen their balance sheets and the overall financial health of the companies is very strong relative to their own history.

Perhaps the most significant positive surprise on the income side during the year was the step up in shareholder returns from the traditional energy companies. This came not only from the integrated oil majors (e.g. Chevron, which delivered a modest dividend increase) but importantly from the Exploration and Production (E&P) sector. The shift to a better balance between reinvestment and shareholder distributions is very welcome with companies such as Devon Energy increasing its regular dividend as well as announcing a series of special dividends.

In terms of option income, 2021 saw the continuation of our recent trend of a lower proportion of income coming from option writing. Option premiums accounted for just over 10% of gross income for the year, down from around 25% in 2020 and even higher levels in 2015-18. We will be opportunistic in our approach to option writing – we were active at the end of 2020 in selling puts as we saw strong upside on economic recovery across the energy markets but did very little in the middle part of the year as volatility dropped and selling options became less attractive.

It should also be noted that 2021 saw the Company return to a more normal position of a tax expense, compared

to 2020 where we benefitted from an extraordinary gain on substantial tax refund.

### Traditional Energy

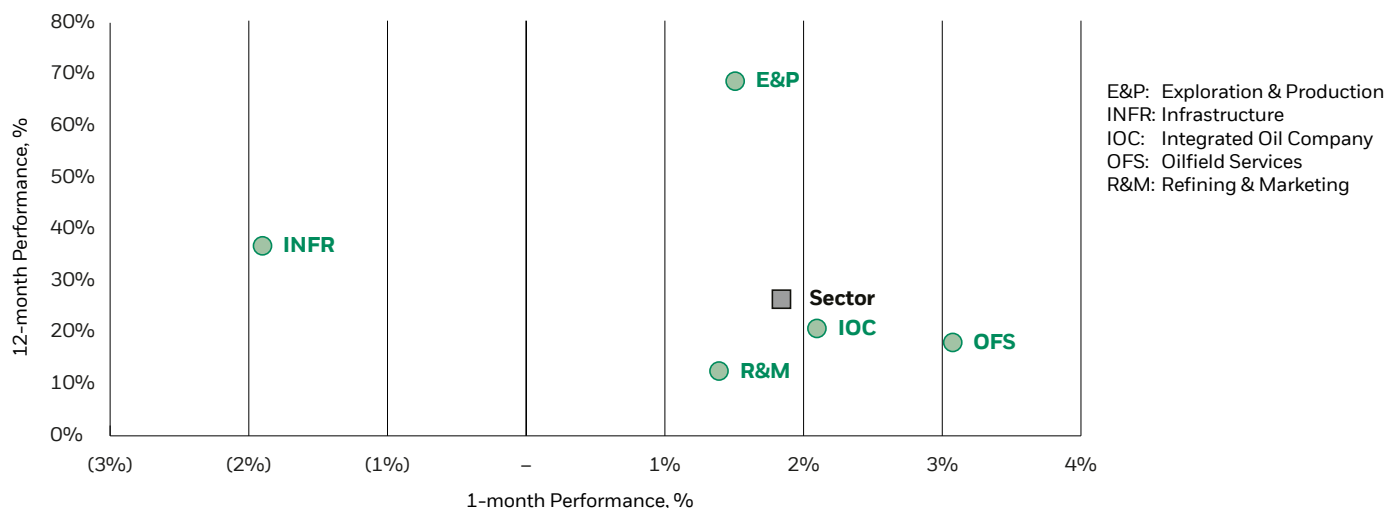
Following a dismal 2020, energy was the top-performing global sector (+28.6%<sup>1</sup>) through the last financial year. Oil prices were up more than 50% on average year-over-year.

Last year we outlined our belief that the energy sector was entering a new era, one characterised by better capital allocation and increasing returns to shareholders. For a sector that has been synonymous with poor capital returns for decades, scepticism was warranted particularly as oil prices tracked a steady recovery throughout the year. Yet, quite remarkably, the US shale companies are on pace to reinvest less than 60% of their internally generated cash flows this year. This is in stark contrast to the ten years ending 2019, where the sector reinvested as much as 150% of each dollar generated. By mid-year, industry balance sheets were largely repaired and cash returns to shareholders inflected dramatically.

At this point it is probably worth asking what has changed in the oil and gas sector. Historically, this was a sector perennially incentivised to

<sup>1</sup> Source: Bloomberg, MSCI All-Country Indices.

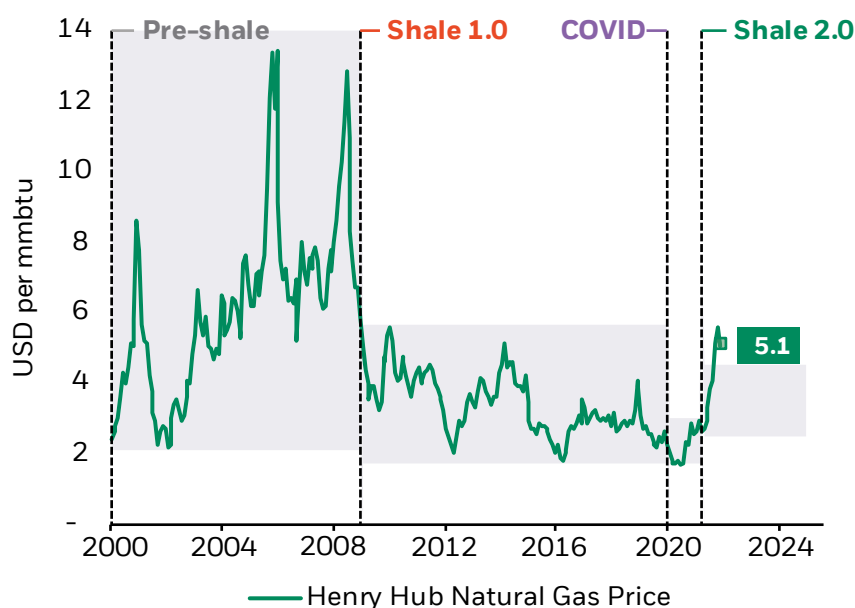
### Energy Sub-sector Performance



Source: Bloomberg, USD-based price performance.



## US Natural Gas Prices, 2000-present



Source: Bloomberg. Average calendar month, front-month Henry Hub natural gas prices. BlackRock estimates.  
 \*Average gas price 2000-08 = \$6.2/mmbtu, thereafter \$3.3/mmbtu

chase double-digit top line growth that predictably led to oversupply and the inevitable boom-bust cycles. Now, shareholders are being promised double-digit returns comprised of high single-digit cash returns supplemented by low single-digit, profitable, volume growth. This discipline is what differentiates the current situation from previous cycles.

It should be noted that the Organisation of the Petroleum Exporting Countries (OPEC) and supporting countries (OPEC-plus) have continued to exhibit similar discipline in managing supply/demand imbalances since the global pandemic kicked off in earnest in March 2020. Whilst oil markets were initially unsettled by the news OPEC-plus would commence adding back up to 400,000 barrels per day each month from August 2021, the group has continued to moderate its plans to accommodate the fragile recovery in underlying demand.

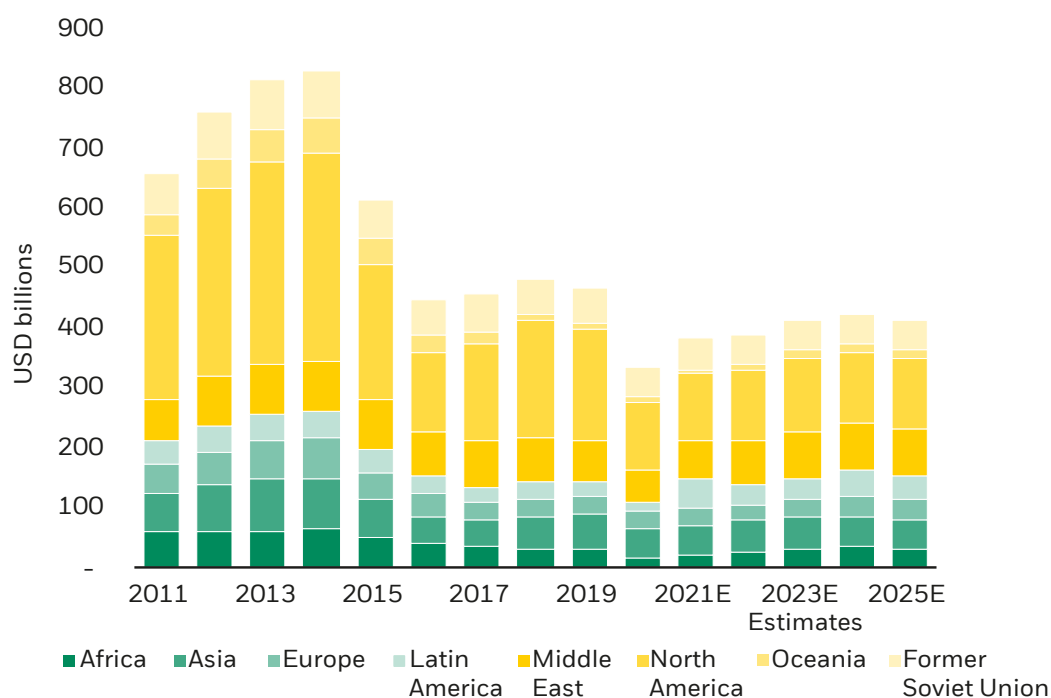
Not surprisingly, stock prices of E&P companies outpaced the broader energy market and this was an area where the portfolio was positioned strongly for most of the year. In contrast, this discipline proved less helpful for the Oilfield Services (OFS) companies which continued to struggle with over-capacity across most service lines and a reluctance among oil companies to increase budgets.

Reflecting back on last year's expectation that the industry was entering a new era of discipline, it was clear that this would benefit a strong oil price recovery. However, the less obvious effect of discipline in oil was discipline in natural gas. With fewer oil wells being drilled, this meant lower associated natural gas volumes. Coupled with a regulatory reluctance to sanction new pipelines in North America, the decade-long bear market in natural gas prices is firmly over. This prompted a deliberate shift towards high quality North American natural gas producers within the portfolio.

The era of the shareholder is characterised by stringent capital allocation. This fiscal prudence is being reinforced by investors, yet is set against a consumer unwilling to make the tough decisions towards faster decarbonisation. Many pundits continue to focus myopically on forecasting peak oil demand (which we view as inevitable), yet singularly fail to recognise that we passed peak investment seven years ago.

That we need to continue apace to bend the carbon emissions curve downwards if we are to hit Net Zero is a given. Sadly, policy makers and consumers continue to apply the majority of their focus towards supply-side reductions. With little heed paid to bending down the demand side curve, this mismatch may continue to keep commodity prices high for many years to come.

## Global Upstream Capital Expenditure, 2010-2025



Sources: Wood Mackenzie, BlackRock.

The underinvestment in oil and natural gas coincided with a sharp restart in the global economy. Colder northern hemisphere temperatures at both ends of the year have tightened gas markets in Europe and Asia as demand for heating surged and renewable intermittency reared its head. Political tensions between Russia and the European Union (EU) have undoubtedly played a hand in driving up natural gas and power prices to record highs this year.

The surge in US natural gas prices this year paled in comparison to the record highs experienced in Europe and Asia where spot markers breached \$40/mmbtu through October. Record high gas prices also left their mark on carbon markets with the European Emissions Trading Scheme (ETS) price hitting a record €75/t (US\$85/t) during November. Whilst the bifurcation in gas prices between North America and the rest of the world can be partially explained by political tensions between the EU and Russia, the primary driver remains underinvestment in our opinion. Recognising these dislocations, we positioned the Company towards those companies in a position to supply Europe with natural gas.

We continue to believe that natural gas (ultimately coupled with carbon removal) is a critical bridging fuel to a lower carbon world. On the one hand, many parts of Europe are looking to shut down baseload nuclear capacity. On the other hand, rapid deployment of renewables means we need natural gas to help deal with intermittency (the sun does not always shine and the wind does not always blow). Frustratingly, policy makers in some countries are not approving responsibly-managed domestic gas projects that could alleviate the emerging supply/demand imbalance. The losers in this scenario are those that can least afford record high energy prices today.

### Energy Transition

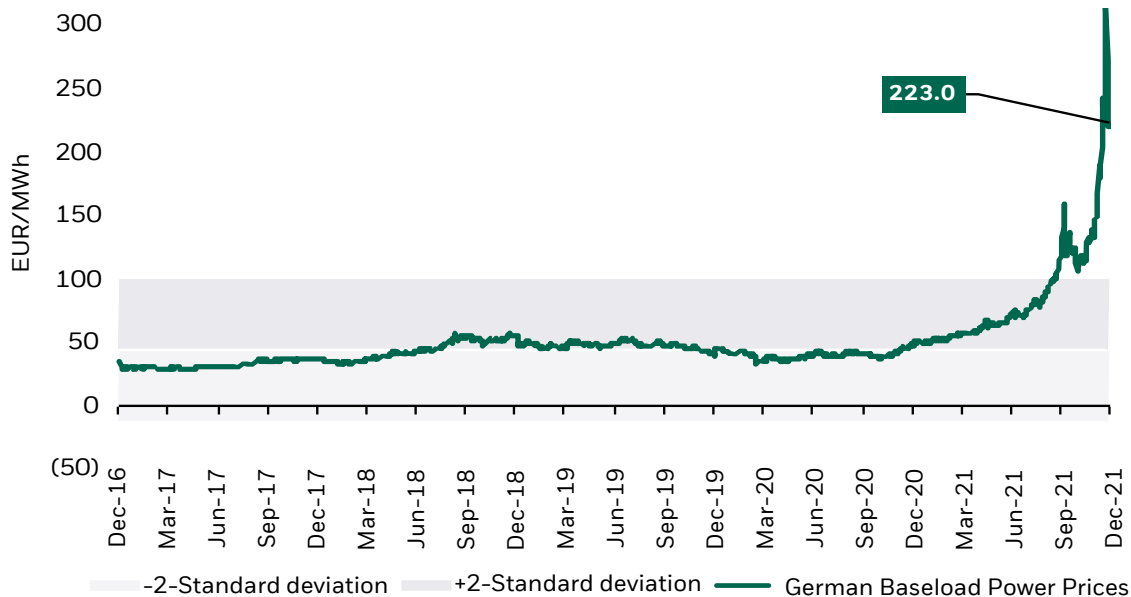
When we first introduced Energy Transition stocks into the Company in May 2020, we had a clear and simple view: the path to Net Zero would not be a straight line and hence a balanced and nimble approach was warranted. Solving for Net Zero requires a complete replumbing of our global energy system – and energy transitions of this scale are measured in decades rather than months. Just as important is that they require efforts from all stakeholders. The good news so far

is that capital markets and industry have made good progress with more companies outlining credible plans to hit Net Zero and the underlying economics of wind and solar continue to make enormous strides. Yet, as outlined earlier, consumers and policy makers are not reacting as swiftly nor with any visible cohesion. It was perhaps a little unsurprising then that COP26 in Glasgow this year ended with little in the way of significant progress.

On a more positive note, the long-term prospects for stocks embracing the Energy Transition continue to brighten with the US\$1.75 trillion “build it back better” US bill gaining initial House of Representatives approval in November. This came shortly after the EU approved its Green Deal in May.

Rapidly rising European natural gas and power prices throughout the second half of the year have seen a swift reaction from several governments to cap retail prices ahead of winter. The burden of this cost is to a large extent being borne by European utility companies and as a result we cut the Company’s exposure during the period. We tilted these funds towards key suppliers of natural gas to Europe.

## German Baseload Power Prices



Source: Bloomberg.

The other notable issue for Energy Transition stocks this year has been that of tightening global supply chains causing inflationary pressures. Despite the strong long-term outlook for renewables, this cost inflation overwhelmed the wind and solar manufacturers causing sharp underperformance. We have reduced exposure to both sectors in anticipation of continued inflationary pressures. Although inflationary issues are expected to persist into next year, we do view them as transitory. However, as more and more economies look to “reshore” their supply chains and manufacturing capabilities we see scope for inflationary headwinds to become a longer dated feature.

Ironically, inflation resulting from “reshoring” is being compounded by higher energy prices which in turn are forcing many industries to pursue more aggressively energy efficient investments. This bodes well for companies exposed to areas such as building insulation, heat pumps and industrial efficiency equipment and monitoring.

## Mining

After a great first half of 2021, the second half of the year was decidedly worse with a few mined commodity prices delivering modest positive

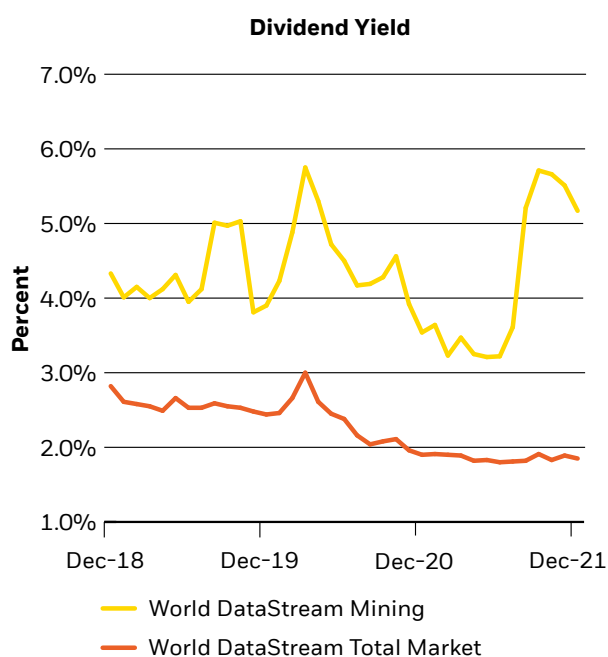
returns but most of them falling from their mid-year highs. The long-term demand support for many metals that will come from the investment into decarbonisation of power, transport etc. will be positive but the last six months have been a timely reminder of the importance of China as the world’s largest consumer of metals.

The most notable feature of the second half of the year was the significant fall in Chinese steel production. For October and November, steel production rates were down 15-20% compared to the same months in the previous year. For context, oil demand in the US and Europe fell by a similar amount during the widespread lockdowns of April 2020. The contraction in steel production was initially prompted by environmental and power curbs as shortages of power and spiking energy prices caused authorities in China to look to reduce the output of power intensive industries. This was then compounded by a pronounced slowdown in steel demand from real estate/construction in China. Property tightening measures had already slowed demand and then the financial difficulties experienced by a well-known developer appear to have caused another air-pocket in demand. However just as Western central banks are starting to tighten monetary

conditions, we have seen the first signs of easing in China and expect this to continue in the first part of 2022. This should be supportive of a pickup in demand for steelmaking materials, for example iron ore, and their prices.

Over the course of 2021, a number of political events have refocused the market on the challenges of maintaining current mine supply, in addition to incentivising investment into new capacity. The elections in Peru in the first half of the year were heavily focused on the mining industry and the eventual winner was the leftist candidate Pedro Castillo. Whilst his populist rhetoric during his campaign has yet to be translated into negative legislation for the industry, it has almost certainly deterred capital investment into new mining projects. Peru is the world’s second largest copper producer so disruption to future production by delaying or cancelling investment is likely to support medium-term copper prices. Similar threats face the world’s largest copper producer, Chile, where the Senate recently pushed forward discussion on increasing royalties/taxes on mining. This would also impact the outlook for future lithium supply as Chile produces over a fifth of the world’s current lithium and sits on some of the largest undeveloped reserves globally.

## Attractive dividend yields



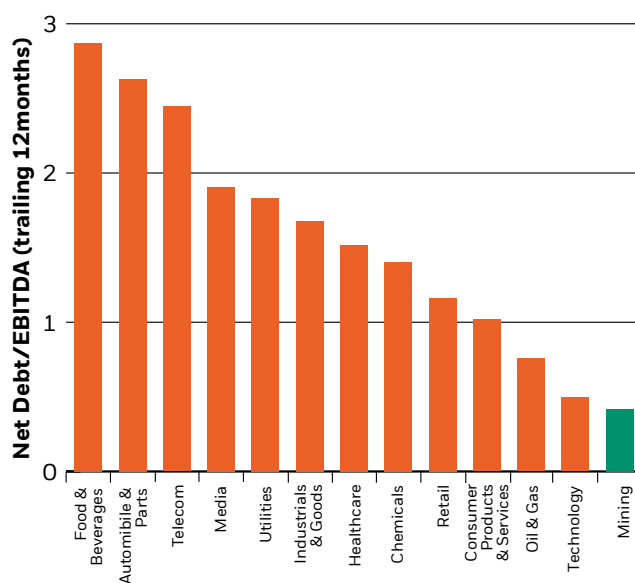
The mining companies remain in an extremely strong financial position and the theme of capital discipline/ shareholder returns that we have written about in a number of previous reports remains well intact. The charts above show the strength of balance sheets in the mining sector compared to other sectors as well as the attractive dividend yield relative to broader equity markets.

## Outlook

The outlook for next year can be framed in much the same way as 2021. On the one hand, the long-term direction of travel towards Net Zero remains clear. On the other hand, the path there will not be a straight line which should bode well for the Company as we have the ability to exercise flexibility around the energy transition – particularly navigating both transitory and more structural inflationary pressures. Although the Omicron variant has increased the risk of economic slowdown, vaccination rates are rising and we believe the global economy will continue reopening throughout the course of 2022.

With a tailwind of fiscal and monetary easing from China driving a strong restocking cycle, we see positive demand drivers for iron ore and copper at a time when supply risks are rising.

## Sectoral comparison of Net debt to EBITDA



Fiscal prudence is likely to remain a feature of the traditional energy space next year paving the way for further improved shareholder returns. The key for traditional energy share price performance may lie not in sputtering demand, but in rapidly evaporating spare crude capacity. In such circumstances, further spikes in prices cannot be ruled out.

From an Energy Transition perspective supply chain inflation likely means a tougher outlook for wind and solar manufacturers at least for the first half of the year. Persistently high gas and power prices (especially in Europe) are likely to feature through 2022 and may well rear their heads again in winter 2022/23. This poses further headwinds to utility companies, particularly outside North America. With that said, inflationary pressures and reshoring are sharpening industry focus in energy efficiency – and we see this as an attractive area heading into 2022 and beyond.

### Tom Holl and Mark Hume

BlackRock Investment Management (UK) Limited  
3 February 2022











# Portfolio



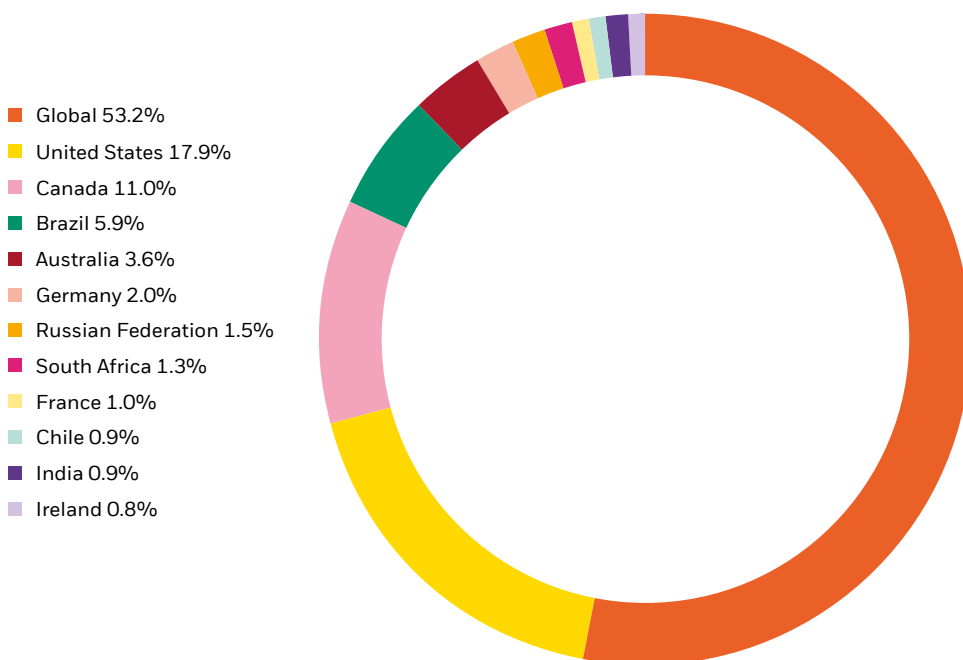
We added to more base metal exposed companies such as Glencore. We believe the global resource specialist will benefit from ongoing supply chain challenges and price volatility.

PHOTO COURTESY OF GLENCORE.

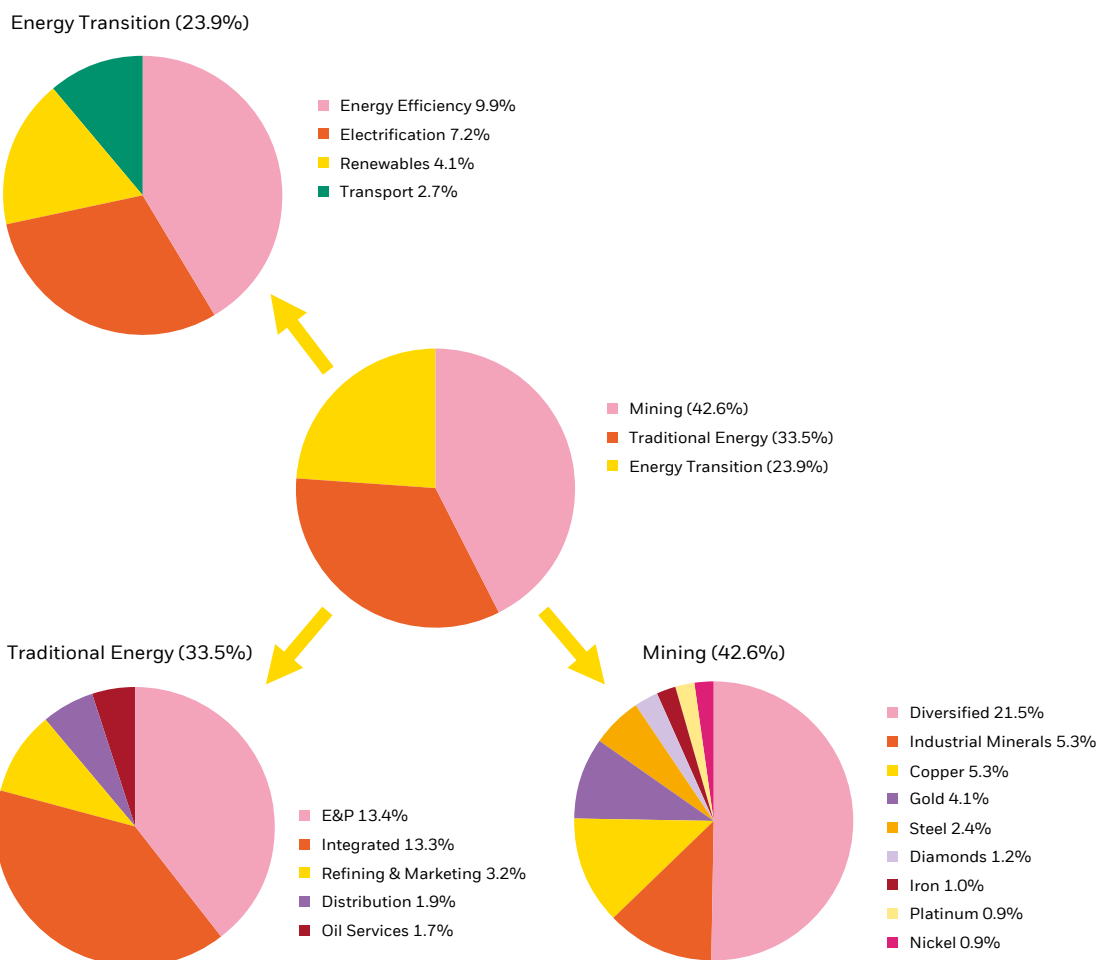
# Distribution of investments

as at 30 November 2021

## Asset allocation – Geography



## Asset allocation – Commodity





PHOTOS COURTESY OF VALE, CHEVRON, GLENCORE, BHP, FIRST QUANTUM, ANGLO AMERICAN, CONOCOPHILLIPS, EDPR, TOTALENERGIES AND ENEL.

# Ten largest investments

## **1 ▲ Vale** (2020: 2nd)

### **Diversified mining group**

**Market value: £7,540,000**

**Share of investments: 5.9%<sup>1</sup> (2020: 6.0%)**

One of the largest mining groups in the world with operations in 30 countries. Vale is the world's largest producer of iron ore and iron ore pellets, and the world's largest producer of nickel. The group also produces manganese ore, ferroalloys, metallurgical and thermal coal, copper, platinum group metals, gold, silver, cobalt, potash, phosphates and other fertiliser nutrients.

## **2 ▲ Glencore** (2020: n/a)

### **Diversified mining group**

**Market value: £7,428,000**

**Share of investments: 5.8% (2020: n/a)**

One of the world's largest globally diversified natural resources groups. The group's operations include approximately 150 mining and metallurgical sites and oil production assets. Glencore's mined commodity exposure includes copper, cobalt, nickel, zinc, lead, ferroalloys, aluminium, iron ore, gold and silver.

## **3 ▲ Chevron** (2020: 4th)

### **Integrated oil group**

**Market value: £5,906,000**

**Share of investments: 4.6% (2020: 5.2%)**

An integrated oil and gas producer engaged in all aspects of the oil and gas industry. The group has both upstream and downstream operations, as well as alternative energy operations including solar, wind and biofuels.

**4 ▼ BHP** (2020: 1st)**Diversified mining group****Market value: £4,912,000****Share of investments: 3.8% (2020: 6.3%)**

The world's largest diversified natural resources group. The company is a major producer of aluminium, iron ore, copper, thermal and metallurgical coal, manganese, uranium, nickel, silver, titanium minerals and diamonds. The group also has significant interests in oil, gas and liquefied natural gas.

**5 ▲ Anglo American** (2020: 7th)**Diversified mining group****Market value: £4,455,000****Share of investments: 3.5% (2020: 3.4%)**

A global mining group. The group's mining portfolio includes bulk commodities including iron ore, manganese, and metallurgical coal, base metals including copper and nickel and precious metals and minerals including platinum and diamonds. Anglo American has mining operations globally, with significant assets in Africa and South America.

**6 ▲ First Quantum Minerals** (2020: 8th)**Copper producer****Market value: £4,432,000****Share of investments: 3.5%<sup>2</sup> (2020: 3.1%)**

An established growing copper mining group operating seven mines including the ramp-up of their newest mine, Cobre Panama, which declared commercial production in September 2019. The group is a significant copper producer and also produces nickel, gold and zinc.

**7 ▲ ConocoPhillips** (2020: 13th)**Exploration & Production****Market value: £3,398,000****Share of investments: 2.7% (2020: 2.7%)**

An American multinational corporation engaged in hydrocarbon exploration. ConocoPhillips is one of the world's largest independent Exploration & Production (E&P) groups based on production and proved reserves. They have operations in 15 countries and are committed to the efficient and effective exploration and production of oil and natural gas.

**8 ▲ EDP Renovaveis** (2020: 21st)**Electrification****Market value: £2,888,000****Share of investments: 2.3% (2020: 1.6%)**

A global leader in the renewable energy sector, with presence in 25 markets. The group is the fourth largest wind energy producer.

**9 ▲ TotalEnergies** (2020: 14th)**Integrated oil group****Market value: £2,825,000****Share of investments: 2.2% (2020: 2.7%)**

A French multinational integrated oil and gas group, which is one of the seven supermajor oil groups. The group has rebranded from Total to TotalEnergies, as it looks to be a world-class player in the energy transition sector.

**10 ► Enel** (2020: 10th)**Electrification****Market value: £2,705,000****Share of investments: 2.1% (2020: 2.9%)**

An Italian electric utility and network operator and a leading owner of renewable energy assets. The group operates in more than 30 countries, bringing energy to people through the adoption of new sustainability-oriented technologies.

<sup>1</sup> 2.1% relates to fixed interest holdings in Vale.<sup>2</sup> 1.3% relates to fixed interest holdings in First Quantum Minerals.

All percentages reflect the value of the holding as a percentage of total investments. For this purpose, where more than one class of securities is held, these have been aggregated. The percentages in brackets represent the value of the holding as at 30 November 2020.

Together, the ten largest investments represent 36.4% of total investments (ten largest investments as at 30 November 2020: 43.1%).



# Investments

as at 30 November 2021

	Main geographic exposure	Market value £'000	% of investments
<b>Mining</b>			
<b>Diversified</b>			
Vale	Brazil	4,833	} 5.9
Vale Debentures*	Brazil	2,707	
Glencore	Global	7,428	5.8
BHP	Global	4,912	3.8
Anglo American	Global	4,455	3.5
Teck Resources	Global	1,733	1.4
Rio Tinto	Global	1,457	1.1
		<b>27,525</b>	<b>21.5</b>
<b>Industrial Minerals</b>			
Lynas Corporation	Australia	1,592	1.2
Bunge	Global	1,542	1.2
Trane Technologies	United States	1,388	1.1
CF Industries	United States	1,196	0.9
Sociedad Química y Minera de Chile	Chile	1,119	0.9
		<b>6,837</b>	<b>5.3</b>
<b>Copper</b>			
First Quantum Minerals	Global	2,833	} 3.5
First Quantum Minerals 6.875% 01/03/26	Global	899	
First Quantum Minerals 7.5% 01/04/25	Global	357	
First Quantum Minerals 7.25% 01/04/23	Global	343	
Freeport-McMoRan	United States	2,323	1.8
		<b>6,755</b>	<b>5.3</b>
<b>Gold</b>			
Wheaton Precious Metals	Global	2,704	2.1
Newcrest Mining	Australia	1,095	0.9
Newmont Corporation	Global	886	0.7
Sibanye Stillwater	South Africa	534	0.4
		<b>5,219</b>	<b>4.1</b>
<b>Steel</b>			
ArcelorMittal	Global	997	} 1.4
ArcelorMittal 5.5% 18/05/23	Global	764	
Steel Dynamics	United States	1,290	1.0
		<b>3,051</b>	<b>2.4</b>
<b>Diamonds</b>			
Mountain Province Diamonds 8% 15/12/22	Canada	1,535	1.2
		<b>1,535</b>	<b>1.2</b>
<b>Iron</b>			
Labrador Iron Ore	Canada	1,268	1.0
		<b>1,268</b>	<b>1.0</b>
<b>Platinum</b>			
Impala Platinum	South Africa	1,131	0.9
		<b>1,131</b>	<b>0.9</b>



	Main geographic exposure	Market value £'000	% of investments
<b>Nickel</b>			
Nickel Mines	Australia	1,109	0.9
		<b>1,109</b>	<b>0.9</b>
<b>Total Mining</b>		<b>54,430</b>	<b>42.6</b>
<b>Traditional Energy</b>			
<b>Exploration &amp; Production</b>			
ConocoPhillips	Global	3,398	2.7
Canadian Natural Resources	Canada	2,658	2.1
Devon Energy	United States	2,403	1.9
Pioneer Natural Resources	United States	2,253	1.7
Hess	Global	1,768	1.4
Tourmaline Oil	Canada	1,392	1.1
Kosmos Energy	United States	1,216	1.0
Arc Resources	Canada	1,126	0.9
Santos	Australia	839	0.6
		<b>17,053</b>	<b>13.4</b>
<b>Integrated</b>			
Chevron	Global	5,906	4.6
TotalEnergies	Global	2,825	2.2
Cenovus Energy	Canada	2,311	1.8
Suncor Energy	Canada	2,302	1.8
Equinor	Global	1,789	1.4
Gazprom ADR	Russian Federation	1,227	1.0
LUKOIL ADR	Russian Federation	577	0.5
		<b>16,937</b>	<b>13.3</b>
<b>Refining &amp; Marketing</b>			
Marathon Petroleum	United States	2,033	1.6
Valero Energy	United States	1,589	1.2
Darling Ingredients	United States	551	0.4
		<b>4,173</b>	<b>3.2</b>
<b>Distribution</b>			
TC Energy Corporation	Canada	1,391	1.1
Cheniere Energy	United States	1,056	0.8
		<b>2,447</b>	<b>1.9</b>
<b>Oil Services</b>			
Schlumberger	Global	2,123	1.7
		<b>2,123</b>	<b>1.7</b>
<b>Total Traditional Energy</b>		<b>42,733</b>	<b>33.5</b>

# Investments

continued

	Main geographic exposure	Market value £'000	% of investments
<b>Energy Transition</b>			
<b>Energy Efficiency</b>			
Ingersoll-Rand	United States	2,432	1.9
Analog Devices	Global	2,155	1.7
Schneider Electric	Global	1,994	1.5
ON Semiconductor	Global	1,733	1.4
Soitec	France	1,289	1.0
Renew Energy Global	India	1,097	0.9
Kingspan Group	Ireland	1,064	0.8
Texas Instruments	Global	862	0.7
		<b>12,626</b>	<b>9.9</b>
<b>Electrification</b>			
EDP Renováveis	Global	2,888	2.3
Enel	Global	2,705	2.1
RWE	Germany	2,530	2.0
NextEra Energy	United States	1,086	0.8
		<b>9,209</b>	<b>7.2</b>
<b>Renewables</b>			
Vestas Wind	Global	1,999	1.6
First Solar	Global	1,211	0.9
Scatec ASA	Global	1,066	0.8
Sunnova Energy International	United States	1,055	0.8
		<b>5,331</b>	<b>4.1</b>
<b>Transport</b>			
Samsung SDI	Global	2,145	1.7
General Motors	United States	1,310	1.0
		<b>3,455</b>	<b>2.7</b>
<b>Total Energy Transition</b>		<b>30,621</b>	<b>23.9</b>
<b>Total Portfolio</b>		<b>127,784</b>	<b>100.0</b>

\* The investment in the Vale debenture is illiquid and has been valued using secondary market pricing information provided by the Brazilian Financial and Capital Markets Association (ANBIMA).

All investments are ordinary shares unless otherwise stated. The total number of holdings (including options) at 30 November 2021 was 68 (30 November 2020: 63). There were no open options as at 30 November 2021 (30 November 2020: 2).

The equity and fixed income investment total of £127,784,000 (30 November 2020: £97,580,000) above before the deduction of the negative option valuations of £nil (30 November 2020: £11,000) represents the Group's total investments held at fair value as reflected in the Consolidated and Parent Company Statements of Financial Position on page 93. The table above excludes cash and gearing; the level of the Group's gearing may be determined with reference to the bank overdraft of £12,927,000 and cash and cash equivalents of £6,552,000 that are also disclosed in the Consolidated and Parent Company Statements of Financial Position. Details of the AIC methodology for calculating gearing are given in the Glossary on pages 131 and 132.

As at 30 November 2021, the Group did not hold any equity interests comprising more than 3% of any company's share capital.











# Governance



A large number of mining companies paid record dividends in the year under review. Brazilian mining giant Vale was the portfolio's largest holding at year end.

PHOTO COURTESY OF RICARDO TELES/VALE.



# Governance structure

Responsibility for good governance lies with the Board. The governance framework of the Company reflects that as an investment company the Company has no employees, the Directors are all non-executive and the investment management and administration functions are outsourced to the Manager and other external service providers.

**Five non-executive Directors (NEDs), all independent of the Investment Manager.**

**Chairman:** Ed Warner (since March 2015)

**Objectives:**

- To determine and review the investment policy, guidelines, strategy and parameters;
- To provide leadership within a framework of prudent and effective controls which enable risk to be assessed and managed and the Company's assets to be safeguarded;
- To challenge constructively and scrutinise performance of all outsourced activities; and
- To set the Company's remuneration policy.

## The Board

6 scheduled meetings per annum

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**Membership:** All independent NEDs excluding the Chairman of the Board<sup>1</sup>

**Chairman:** Andrew Robson (since March 2021)

**Key objectives:**

- To oversee financial reporting and the control environment;
- To review the performance of the Manager and Investment Manager; and
- To review the performance of other service providers.

## Audit and management engagement committee

3 scheduled meetings per annum

---

**Membership:** All independent NEDs

**Chairman:** Ed Warner (since March 2015)

**Key objectives:**

- To review regularly the Board's structure and composition;
- To be responsible for Board succession planning; and
- To make recommendations to the Board for any new appointments.

## Nomination committee

1 scheduled meeting per annum

---

<sup>1</sup> The Chairman of the Board is not a member of the Audit and Management Engagement Committee but may attend the Committee meetings by invitation.

# Directors' biographies



**Ed Warner**

Chairman

Appointed 1 July 2013

is chairman of LMAX Ltd, HarbourVest Global Private Equity and Air Partner plc, Great Britain Wheelchair Rugby Limited and Chair of the Board of Trustees of Palace for Life Foundation. He was previously chairman of Panmure Gordon & Co plc, UK Athletics and of Grant Thornton UK LLP's Partnership Oversight Board and a non-executive director of Clarkson plc, BlackRock Emerging Europe plc (formerly The Eastern European Trust plc) and chairman of the Standard Life Private Equity Trust plc. He was also formerly the chief executive of IFX Group and of Old Mutual Financial Services UK, head of Pan European Equities at BT Alex Brown, and head of Global Research at both NatWest Markets and Dresdner Kleinwort Benson.

**Attendance record:**

Board: 6/6

Audit and Management Engagement Committee<sup>1</sup>: n/a

Nomination Committee: 1/1



**Dr Carol Bell**

Appointed 1 December 2014

is currently a non-executive director of Tharisa plc, Bonheur ASA and Football Association of Wales Limited, and a Trustee of the National Museum Wales. Dr Bell was formerly a managing director of Chase Manhattan Bank's Global Oil & Gas Group, head of European equity research at JP Morgan and an equity research analyst in the oil and gas sector at Credit Suisse First Boston and UBS. She has also previously been a non-executive director of TransGlobe Energy Corporation and Petroleum Geo-Services ASA and a director of Salamander Energy plc, Hardy Oil & Gas plc, Det norske oljeselskap ASA and Caracal Energy Inc. (now Glencore E&P (Canada) Inc.).

**Attendance record:**

Board: 6/6

Audit and Management Engagement Committee: 3/3

Nomination Committee: 1/1

<sup>1</sup> The Chairman of the Board is not a member of the Audit and Management Engagement Committee but may attend the Committee meetings by invitation.

# Directors' biographies

continued



## **Adrian Brown**

Appointed 10 December 2019

is a senior advisor for MJ Hudson Allenbridge, where he provides investment advice to institutional pension fund clients. He is also a Trustee/Director of Boots Pensions Ltd, and a Trustee of the Archbishop Tenison School Foundation and of Malawi Association for Christian Support. He has a wealth of experience in the financial and commerce sectors, starting his career as an Investment Analyst at Morgan Grenfell & Co. Following an MBA at INSEAD, he joined Boots plc, holding a range of senior operating and strategic finance roles before returning to work in the financial services sector in 2006 as a Senior Portfolio Manager at AllianceBernstein LP and subsequently at JPMorgan Asset Management, where he was a Managing Director in the Global/International Equity Group from 2011 until his retirement in 2018. Mr Brown holds a degree in Natural Sciences (Geology) from St John's College, Cambridge.

### **Attendance record:**

Board: 6/6

Audit and Management Engagement Committee: 3/3

Nomination Committee: 1/1



## **Andrew Robson**

Appointed 8 December 2020

Audit and Management Engagement Committee Chairman

is a qualified chartered accountant with over 15 years of corporate finance experience, gained at Robert Fleming & Co Limited and SG Hambros. He has considerable experience as a finance director and as chairman of audit committees, including for a number of investment companies, and has a business advisory practice. He is currently a non-executive director of Baillie Gifford China Growth Trust plc and Chairman of The Gladstone Memorial Trust. He was also a non-executive director of AVI Global Trust plc (formerly British Empire Trust plc) until 2017, Shires Income plc until July 2020 and JPMorgan Smaller Companies Investment Trust plc until November 2020. Mr Robson has a degree in History from Trinity College, Cambridge.

### **Attendance record:**

Board: 6/6

Audit and Management Engagement Committee: 3/3

Nomination Committee: 1/1



**Carole Ferguson**

Appointed 22 December 2021

is a Managing Director of Industry Tracker, a climate research house launched in May 2021. She is also on the advisory board of WHEB Asset Management, an impact investor focused on the opportunities created by the transition to a low carbon and sustainable global economy. Mrs Ferguson has extensive experience in the financial services sector in research, finance and sustainability. She began her career in fund management with BZW Investment Management, moving to work in equity derivatives with Swiss Bank Corporation, JP Morgan Securities and later with Jardine Fleming (Hong Kong) and Robert Fleming (London). Subsequently she was a senior member of the UK fund management team at SG Asset Management before moving to work as a mining analyst at SP Angel for four years. In 2017 she became Head of Investor Research at CDP, the charity that runs the global disclosure system for investors, companies, and others to manage their environmental impact.

**Attendance record:**

Board: n/a

Audit and Management Engagement Committee: n/a

Nomination Committee: n/a

None of the Directors has a service contract with the Company. The terms of their appointment are detailed in a letter sent to them when they join the Board. These letters are available for inspection at the registered office of the Company and will be available at the Annual General Meeting.

# Strategic report

The Directors present the Strategic Report of the Company for the year ended 30 November 2021. The aim of the Strategic Report is to provide shareholders with the information required to enable them to assess how the Directors have performed in their duty to promote the success of the Company for the collective benefit of shareholders.

The Chairman's Statement together with the Investment Manager's Report and the Section 172 Statement setting out how the Directors promote the success of the Company on pages 42 to 46 form part of the Strategic Report. The Strategic Report was approved by the Board at its meeting on 3 February 2022.

## Business and management of the company

BlackRock Energy and Resources Income Trust plc (the Company) is an investment trust company that has a premium listing on the London Stock Exchange. Its principal activity is portfolio investment and option writing. The Company's wholly owned subsidiary is BlackRock Energy and Resources Securities Income Company Limited (together 'the Group'). Its principal activity is investment dealing.

Investment trusts, like unit trusts and open-ended investment companies (OEICs), are pooled investment vehicles which allow exposure to a diversified range of assets through a single investment thus spreading, although not eliminating, investment risk. In accordance with the Alternative Investment Fund Managers' Directive (AIFMD) the Company is an Alternative Investment Fund (AIF). BlackRock Fund Managers Limited (the Manager) is the Company's Alternative Investment Fund Manager (AIFM). The management of the investment portfolio and the administration of the Company have been contractually delegated to the Manager. The Manager, operating under guidelines determined by the Board, has direct responsibility for decisions relating to the running of the Company and is accountable to the Board for the investment, financial and operating performance of the Company.

The Company delegates fund accounting services to the Manager, which in turn subdelegates these services to the Fund Accountant, The Bank of New York Mellon (International) Limited. The Company sub-delegates registration services to the Registrar, Computershare Investor Services PLC. Other service providers include the Depositary, also performed by The Bank of New York Mellon (International) Limited. Details of the contractual terms with these service providers are set out in the Directors' Report on page 53.

## Business model

The Company invests in accordance with the investment objective. The Board is collectively responsible to shareholders for the long-term success of the Company. There is a clear division of responsibility between the Board and the Manager. Matters reserved for the Board include setting the Company's strategy, including its investment

objective and policy, setting limits on gearing, capital structure, governance, and appointing and monitoring of the performance of service providers, including the Manager. As the Company's business model follows that of an externally managed investment trust, it does not have any employees and outsources its activities to third party service providers including the Manager who is the principal service provider.

## Investment objective

The Company's objectives are to achieve an annual dividend target and, over the long term, capital growth by investing primarily in securities of companies operating in the mining and energy sectors.

## Investment policy and strategy

The Company seeks to achieve its objectives through a focused portfolio, consisting of approximately thirty to one hundred and fifty securities.

Although the Company has the flexibility to invest within this range, at 30 November 2021 the portfolio consisted of 68 investments, and the detailed portfolio listing is provided on pages 24 to 26.

There are no restrictions on investment in terms of geography or sub-sector and, in addition to equities, other types of securities, such as convertible bonds and debt issued primarily by mining or energy companies, may be acquired. Although most securities will be quoted, listed or traded on an investment exchange, up to 10% of the gross assets of the Group, at the time of investment, may be invested in unquoted securities. Investment in securities may be either direct or through other funds, including other funds managed by BlackRock or its associates, with up to 15% of the portfolio being invested in other listed investment companies, including listed investment trusts. Up to 10% of the gross assets of the Group, at the time of investment, may be invested in physical assets, such as gold and in securities of companies that operate in the commodities sector other than the mining and energy sectors.

No more than 15% of the gross assets of the Group will be invested in any one company as at the date any such investment is made and the portfolio will not own more than 15% of the issued shares of any one company, other than the Company's subsidiary. The Group may deal in derivatives, including options and futures, up to a maximum of 30% of the Group's assets for the purposes of efficient portfolio management and to enhance portfolio returns. In addition, the Group is also permitted to enter into stock lending arrangements up to a maximum of 33.3% of the total asset value of the portfolio.

The Group may, from time to time, use borrowings to gear its investment policy or in order to fund the market purchase of its own ordinary shares. This gearing typically is in the form of an overdraft or short-term facility, which can be repaid at any time. Under the Company's Articles of Association, the Board is obliged to restrict the borrowings of the Company to



an aggregate amount equal to 40% of the value of the gross assets of the Group. However, borrowings are not anticipated to exceed 20% of gross assets at the time of drawdown of the relevant borrowings.

The Group's financial statements are maintained in British Pound Sterling. Although many investments are denominated and quoted in currencies other than Sterling, the Company does not intend to employ a hedging policy against fluctuations in exchange rates but may do so in the future if circumstances warrant implementing such a policy.

No material change will be made to the investment policy without shareholder approval.

### **Environmental, social and governance (“ESG”) impact**

The Board's ESG approach is set out on pages 46 to 51. The direct impact of the Company's activities is minimal as it has no employees, premises, physical assets or operations either as a producer or a provider of goods or services. Neither does it have customers. Its indirect impact occurs through the investments that it makes, and this is mitigated through BlackRock's approach to ESG integration.

### **Performance**

Details of the Company's performance for the year are given in the Chairman's Statement on page 5. The Investment Manager's Report on pages 9 to 16 includes a review of the main developments during the year, together with information on investment activity within the Company's portfolio.

### **Results and dividends**

The Company's revenue earnings for the year amounted to 4.96p per share (2020: 4.31p). Details of dividends paid and declared in respect of the year, together with the Company's dividend policy, are set out on page 6 of the Chairman's Statement.

### **Future prospects**

The Board's main focus is the achievement of an annual dividend target and, over the long term, capital growth. The future of the Company is dependent upon the success of the investment strategy. The outlook for the Company is discussed in both the Chairman's Statement on page 7 and in the Investment Manager's Report on pages 9 to 16.

### **Employees, social, community and human rights issues**

The Company has no employees, and all the Directors are non-executive, therefore, there are no disclosures to be made in respect of employees. The Company believes that it is in shareholders' interests to consider environmental, social and governance factors and human rights issues when selecting and retaining investments. Details of the Company's policy on socially responsible investment are set out on page 69.

### **Modern slavery act**

As an investment vehicle the Company does not provide goods or services in the normal course of business and does not have customers. Accordingly, the Directors consider that the Company is not required to make any slavery or human trafficking statement under the Modern Slavery Act 2015. The Board considers the Company's supply chain, dealing predominantly with professional advisers and service providers in the financial services industry, to be low risk in relation to this matter.

### **Directors and gender representation**

The Directors of the Company are set out in the Governance structure and Directors' biographies on pages 30 to 33. All the Directors held office throughout the year with the exception of Mr Andrew Robson (who was appointed to the Board on 8 December 2020) and Mrs Carole Ferguson (who was appointed to the Board on 22 December 2021). The Board consists of three male Directors and two female Directors.

### **Key performance indicators**

A number of performance indicators (KPIs) are used to monitor and assess the Company's success in achieving its objectives and to measure its progress and performance. The principal KPIs are described below:

#### **Performance**

At each meeting the Board reviews the performance of the portfolio as well as the net asset value and share price for the Company and compares this to the performance of other companies in the peer group. The Company does not have a benchmark; however, the Board also reviews performance in the context of the blended performance of the EMIX Global Mining (ex Gold) Index, MSCI World Energy Index and the S&P Global Clean Energy Index and a 40:30:30 composite of the three indices effective from 1 June 2020. The Board also monitors performance relative to a peer group of commodities and natural resources focused funds and also regularly reviews the Company's performance attribution analysis to understand how performance was achieved. This provides an understanding of how components such as sector exposure, stock selection and asset allocation impacted performance. Information on the Company's performance is given in the performance record on page 4 and the Chairman's Statement and Investment Manager's Report on pages 9 to 16 respectively.

#### **Share rating**

The Board monitors the level of the Company's premium or discount to NAV on an ongoing basis and considers strategies for managing any premium or discount. In the year to 30 November 2021, the Company's share price to NAV traded in the range of a discount of 13.2% to a premium of 5.8% on a cum income basis. The average discount for the year was 5.6%. A total of 2,800,000 shares were issued from treasury during the year. The Company bought back a total of 51,992 shares during the year and further details are given

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in the Chairman's Statement on page 6. Details of shares bought back since the year end date are given in note 14 on page 105.

Further details setting out how the discount or premium at which the Company's shares trade is calculated are included in the Glossary on page 131.

## Ongoing charges

The ongoing charges represent the Company's management fee and all other recurring operating expenses, excluding finance costs, direct transaction costs, custody transaction charges, VAT recovered, taxation and certain non-recurring items, expressed as a percentage of average daily net assets. The ongoing charges are based on actual costs incurred in the year as being the best estimate of future costs. The Company's Manager has also agreed to cap ongoing charges by rebating a portion of the management fee to the extent that the Company's ongoing charges exceed 1.25% of average net assets. The Board reviews the ongoing charges and monitors the expenses incurred by the Company on an ongoing basis. A definition setting out in detail how the ongoing charges ratio is calculated is included in the Glossary on pages 132 to 133.

## Dividend target and income generation

The level of income is considered at each meeting and the Board receives detailed income forecasts. The Board also monitors the risks and returns from option writing, and regularly reviews the Company's levels of distributable reserves.

The table below sets out the key KPIs for the Company. These KPIs fall within the definition of 'Alternative Performance Measures' (APMs) under guidance issued by the European Securities and Markets Authority (ESMA) and additional information explaining how these are calculated is set out in the Glossary on pages 131 to 133.

Key Performance Indicators	Year ended 30 November 2021	Year ended 30 November 2020
Net asset value total return <sup>1,2</sup>	34.4%	13.9%
Share price total return <sup>1,2</sup>	41.7%	16.0%
Discount to net asset value (at year end) <sup>2,3</sup>	7.0%	11.6%
Revenue return per share <sup>4</sup>	4.96p	4.31p
Ongoing charges <sup>2,5</sup>	1.21%	1.25%

<sup>1</sup> This measures the Company's NAV and share price total returns, which assumes dividends paid by the Company have been reinvested.

<sup>2</sup> Alternative Performance Measures, see Glossary on pages 131 to 133.

<sup>3</sup> This is the difference between the share price and the cum-income NAV per share.

<sup>4</sup> Revenue return per share of 4.31 pence per share for the year to 30 November 2020 includes an amount of 0.83 pence per share in respect of withholding tax rebates that are non-recurring. See page 102 for additional information.

<sup>5</sup> Ongoing charges represent the management fee and all other recurring operating expenses excluding finance costs, direct transaction costs, custody transaction charges, VAT recovered, taxation and certain non-recurring items, expressed as a percentage of average daily net assets.

## Principal risks

The Company is exposed to a variety of risks and uncertainties. The Board has in place a robust process to identify, assess and monitor the principal risks of the Company. A core element of this process is the Company's risk register which identifies the risks facing the Company and assesses the likelihood and potential impact of each risk and the controls established for mitigation. A residual risk rating is then calculated for each risk.

The risk register is regularly reviewed, and the risks reassessed. The risk environment in which the Company operates is also monitored and regularly appraised. New risks are also added to the register as they are identified which ensures that the document continues to be an effective risk management tool.

The risk register, its method of preparation and the operation of key controls in the Manager's and third-party service providers' systems of internal control are reviewed on a regular basis by the Audit and Management Engagement Committee. In order to gain a more comprehensive understanding of the Manager's and other third-party service providers' risk management processes, and how these apply to the Company's business, BlackRock's internal audit department provides an annual presentation to the Audit and Management Engagement Committee Chairman setting out the results of testing performed in relation to BlackRock's internal control processes. The Audit and Management Engagement Committee also periodically receives presentations from BlackRock's Risk & Quantitative Analysis teams, and reviews Service Organisation Control (SOC 1) reports from BlackRock and from the Company's Custodian (The Bank of New York Mellon (International) Limited). The Custodian is appointed by the Company's Depository and does not have a direct contractual relationship with the Company.

The Board has undertaken a robust assessment of both the principal and emerging risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity. The COVID-19 pandemic has given rise to unprecedented challenges for businesses across the globe and the Board has taken into consideration the risks posed to the Company by the crisis and incorporated these into the Company's risk register. The risks identified by the Board have been described in the table that follows, together with an explanation of how they are managed and mitigated. Emerging risks are considered by the Board as they come into view and are incorporated into the existing review of the Company's risk register. Additionally, the Manager considers emerging risks in numerous forums and the Risk and Quantitative Analysis team produces an annual risk survey. Any material risks of relevance to the Company identified through the annual risk survey will be communicated to the Board. The Board will continue to assess these risks on an ongoing basis. In relation to the UK Code, the Board is confident that the procedures that the Company has put in place are sufficient to ensure that the necessary monitoring of risks and controls has been carried out throughout the reporting period.

The principal risks and uncertainties faced by the Company during the financial year, together with the potential effects, controls and mitigating factors are set out in the following table.

Principal risk	Mitigation/control
<p><b>Investment performance</b></p> <p>The returns achieved are reliant primarily upon the performance of the portfolio.</p> <p>The Board is responsible for:</p> <ul style="list-style-type: none"> <li>• setting the investment strategy to fulfil the Company’s objective; and</li> <li>• monitoring the performance of the Investment Manager and the implementation of the investment strategy.</li> </ul> <p>An inappropriate investment strategy may lead to:</p> <ul style="list-style-type: none"> <li>• poor performance;</li> <li>• a reduction or permanent loss of capital; and</li> <li>• dissatisfied shareholders and reputational damage.</li> </ul> <p>The Board is also cognisant of the long-term risk to performance from inadequate attention to ESG issues, and in particular the impact of Climate Change. More detail in respect of these risks can be found in the AIFMD Fund Disclosures document available on the Company’s website at <a href="https://www.blackrock.com/uk/individual/literature/policies/itc-disclosure-blackrock-energy-and-resources-income-trust-plc.pdf">https://www.blackrock.com/uk/individual/literature/policies/itc-disclosure-blackrock-energy-and-resources-income-trust-plc.pdf</a></p>	<p>To manage this risk the Board:</p> <ul style="list-style-type: none"> <li>• regularly reviews the Company’s investment mandate and long-term strategy;</li> <li>• has set investment restrictions and guidelines which the Investment Manager monitors and regularly reports on;</li> <li>• receives from the Investment Manager a regular explanation of stock selection decisions, portfolio exposure, gearing and any changes in gearing and the rationale for the composition of the investment portfolio; and</li> <li>• monitors the maintenance of an adequate spread of investments in order to minimise the risks associated with factors specific to particular sectors, based on the diversification requirements inherent in the investment policy.</li> </ul> <p>ESG analysis is embedded in the Manager’s investment process, as set out on pages 48 and 49. This is monitored by the Board.</p>
<p><b>Income/dividend</b></p> <p>The ability to pay dividends, and future dividend growth, is dependent on a number of factors including the level of dividends earned from the portfolio and income generated from the option writing strategy. Income returns from the portfolio are dependent, among other things, upon the Company successfully pursuing its investment policy.</p> <p>Any change in the tax treatment of dividends or interest received by the Company including as a result of withholding taxes or exchange controls imposed by jurisdictions in which the Company invests may reduce the level of dividends received by shareholders.</p>	<p>The Board monitors this risk through the receipt of detailed income forecasts and considers the level of income at each meeting.</p> <p>The Company has the ability to make dividend distributions out of special reserves and capital reserves as well as revenue reserves to support any dividend target. These reserves totalled £71.9 million at 30 November 2021.</p> <p>In setting the dividend target each year, the Board is mindful of the balance of shareholder returns between income and capital.</p>

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Principal risk	Mitigation/control
<p><b>Gearing</b></p> <p>The Company's investment strategy may involve the use of gearing, including borrowings.</p> <p>Gearing may be generated through borrowing money or increasing levels of market exposure through the use of derivatives. The Company currently has an uncommitted overdraft facility with The Bank of New York Mellon (International) Limited. The use of gearing exposes the Company to the risk associated with borrowing.</p> <p>Gearing provides an opportunity for greater returns where the return on the Company's underlying assets exceeds the cost of borrowing. It is likely to have the opposite effect where the return on the underlying assets is below the cost of borrowings. Consequently, the use of borrowings by the Company may increase the volatility of the NAV.</p>	<p>The Company's Articles of Association limit borrowings to an aggregate amount equal to 40% of the value of the gross assets of the Company. However, to further manage this risk the Board does not anticipate borrowings will exceed 20% of gross assets at the time of drawdown.</p> <p>The use of derivatives, including options and futures has been limited to a maximum of 30% of the Group's assets.</p> <p>The Investment Manager will only use gearing when confident that market conditions and opportunities exist to enhance investment returns.</p> <p>The Investment Manager reports to the Board on a regular basis the levels of gearing in place as compared to limits set by the Board under the investment policy and by the Manager as Alternative Investment Fund Manager (AIFM) under the Alternative Investment Fund Managers' Directive (AIFMD).</p> <p>The Board monitors gearing levels and will raise any queries or concerns in respect of changes in the gearing level with the Investment Manager.</p>
<p><b>Legal and regulatory compliance</b></p> <p>The Company has been approved by HM Revenue &amp; Customs as an investment trust, subject to continuing to meet the relevant eligibility conditions and operates as an investment trust in accordance with Chapter 4 of Part 24 of the Corporation Tax Act 2010. As such, the Company is exempt from capital gains tax on the profits realised from the sale of its investments. Any breach of the relevant eligibility conditions could lead to the Company losing investment trust status and being subject to corporation tax on capital gains realised within the Company's portfolio.</p> <p>Any serious breach could result in the Company and/or the Directors being fined or the subject of criminal proceedings or the suspension of the Company's shares which would in turn lead to a breach of the Corporation Tax Act 2010.</p> <p>Amongst other relevant laws and regulations, the Company is required to comply with the provisions of the Companies Act 2006, the Alternative Investment Fund Managers' Directive, the Market Abuse Regulation, the UK Listing Rules and the FCA's Disclosure Guidance and Transparency Rules.</p>	<p>The Investment Manager monitors investment movements and the amount of proposed dividends, if any, to ensure that the provisions of Chapter 4 of Part 24 of the Corporation Tax Act 2010 are not breached. The results are reported to the Board at each meeting.</p> <p>Compliance with the accounting rules affecting investment trusts is carefully and regularly monitored.</p> <p>The Company Secretary and the Company's professional advisers provide regular reports to the Board for their review in respect of compliance with all applicable rules and regulations.</p> <p>Following authorisation under the AIFMD, the Company and its appointed AIFM are subject to the risks that the requirements of this Directive are not correctly complied with.</p> <p>The Board and the AIFM also monitor changes in government policy and legislation which may have an impact on the Company.</p> <p>The Market Abuse Regulation came into force across the EU on 3 July 2016. The Board has taken steps to ensure that individual Directors (and their Persons Closely Associated) are aware of their obligations under the regulation and has updated internal processes, where necessary, to ensure the risk of non-compliance is effectively mitigated.</p>

<b>Principal risk</b>	<b>Mitigation/control</b>
<p><b>Operational</b> The Company relies on the services provided by third parties.</p> <p>Accordingly, it is dependent on the control systems of the Manager and The Bank of New York Mellon (International) Limited (who act as both Depository, Custodian and Fund Accountant and who maintain the Company's assets, settlement and accounting records). The Company's share register is maintained by the Registrar, Computershare. The security of the Company's assets, dealing procedures, accounting records and adherence to regulatory and legal requirements depend on the effective operation of the systems of the third-party service providers.</p> <p>Failure by any service provider to carry out its obligations to the Company could have a material adverse effect on the Company's performance. Disruption to the accounting, payment systems or custody records could prevent the accurate reporting and monitoring of the Company's financial position.</p>	<p>Due diligence is undertaken before contracts are entered into with third party service providers. Thereafter, the performance of the provider is subject to regular review and reported to the Board.</p> <p>The Fund Accountant's and the Manager's internal control processes are regularly tested and monitored throughout the year and are evidenced through their SOC 1 reports, which are subject to review by an Independent Service Assurance Auditor. The SOC 1 reports provide assurance in respect of the effective operation of internal controls. These reports are provided to the Audit and Management Engagement Committee.</p> <p>The Company's financial assets are subject to a strict liability regime and in the event of a loss of assets, the Depository must return assets of an identical type or the corresponding amount, unless able to demonstrate the loss was a result of an event beyond its reasonable control.</p> <p>The Board reviews the overall performance of the Manager, Investment Manager and all other third-party service providers on a regular basis.</p> <p>The Board also considers the business continuity arrangements of the Company's key service providers on an ongoing basis and reviews these as part of its review of the Company's risk register. In respect of the unprecedented risks posed by the COVID-19 pandemic in terms of the ability of service providers to function effectively, the Board has received reports from key service providers setting out the measures that they have put in place to address the crisis, in addition to their existing business continuity framework. Having considered these arrangements and reviewed service levels since the crisis has evolved, the Board is confident that a good level of service has and will be maintained.</p>



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Principal risk	Mitigation/control
<p><b>Market</b></p> <p>Market risk arises from volatility in the prices of the Company's investments. The price of shares of companies in the mining, traditional energy and energy transition sectors can be volatile and this may be reflected in the NAV and market price of the Company's shares.</p> <p>The Company invests in the mining, traditional energy and energy transition sectors in many countries globally and will also be subject to country-specific risk. A lack of growth in world or country-specific industrial production may adversely affect metal and energy prices.</p> <p>Companies operating within the sectors in which the Company invests may be impacted by new legislation governing climate change and environmental issues, which may have a negative impact on their valuation and share price.</p> <p>There is the potential for the Company to suffer loss through holding investments in the face of negative market movements.</p>	<p>The Board considers the diversification of the portfolio, asset allocation, stock selection, and levels of gearing on a regular basis and has set investment restrictions and guidelines which are monitored and reported on by the Investment Manager. The Board monitors the implementation and results of the investment process with the Investment Manager.</p> <p>Under the Company's investment policy, the Investment Manager has the ability to invest in energy transition stocks and is mindful of the impact of any shift in energy consumption towards less carbon intensive energy supply. This is taken into account by the Investment Manager in building a well diversified portfolio.</p> <p>The Board also recognises the benefits of a closed-end fund structure in extremely volatile markets such as those experienced with the COVID-19 pandemic. Unlike open-ended counterparts, closed-end funds are not obliged to sell-down portfolio holdings at low valuations to meet liquidity requirements for redemptions. During times of elevated volatility and market stress, the ability of a closed-end fund structure to remain invested for the long term enables the Portfolio Managers to adhere to disciplined fundamental analysis from a bottom-up perspective and be ready to respond to dislocations in the market as opportunities present themselves.</p>
<p><b>Financial</b></p> <p>The Company's investment activities expose it to a variety of financial risks that include interest rate risk and foreign currency risk.</p> <p>The Company invests in both Sterling and non-Sterling denominated securities. Consequently, the value of investments in the portfolio made in non-Sterling currencies will be affected by currency movements.</p>	<p>Details of these risks are disclosed in note 16 to the Financial Statements, together with a summary of the policies for managing these risks.</p>
<p><b>Viability statement</b></p> <p>In accordance with provision 31 of the 2018 UK Corporate Governance Code, the Directors have assessed the prospects of the Company over a longer period than the twelve months referred to by the 'Going Concern' guidelines. The Board is cognisant of the uncertainty surrounding the potential duration of the COVID-19 pandemic, its impact on the global economy and the prospects for many of the Company's portfolio holdings. Notwithstanding this crisis, and given the factors stated below, the Board expects the Company to continue for the foreseeable future and has therefore conducted this review for a period of five years. This is generally the investment holding period investors consider while investing in the sector. The Board also believes that the Company and its key third party service providers have in place appropriate business continuity plans and will be able to maintain service levels through the COVID-19 pandemic. The Board conducted this review for the period up to the AGM in 2027.</p>	<p>In its assessment of the viability of the Company the Directors have noted that:</p> <ul style="list-style-type: none"><li>• the Company predominantly invests in highly liquid, large listed companies so its assets are readily realisable;</li><li>• the Company has gearing facilities in place and no concerns around facilities, headroom or covenants;</li><li>• the Company's forecasts for revenues, expenses and liabilities are relatively stable, it has largely fixed overheads which comprise a small percentage of net assets and ongoing charges are capped at 1.25% of average net asset value; and</li><li>• the business model should remain attractive for longer than five years unless there is significant economic or regulatory change.</li></ul>

The Directors have also reviewed:

- the impact of a significant fall in global commodity equity markets on the value of the Company's investment portfolio, factoring in the volatility seen related to the COVID-19 pandemic;
- the ability of portfolio companies to pay dividends, and the Company's portfolio yield and ability to meet its dividend target over the longer term;
- the ongoing relevance of the Company's investment objective, business model and investment policy in the current environment; and
- the level of demand for the Company's shares.

The Board has also considered a number of other factors in its assessment, including:

- portfolio liquidity;
- the Company's revenue and expense forecasts. The Board is confident that the Company's business model remains viable and that there are sufficient resources to meet all liabilities as they fall due for the period under review;
- the Company's borrowing facility and the fact that the Company continues to meet its financial covenants in respect of this facility;
- the principal risks and uncertainties as set out above and the fact that the Company has appropriate controls and processes in place to manage these and to maintain its operating model;
- the operational resilience of the Company and its key service providers and their ability to continue to provide a good level of service for the foreseeable future;
- the effectiveness of business continuity plans in place for the Company and key service providers; and
- the level of income generated by the Company and future income forecasts.

Based on the results of their analysis, the Directors have concluded that there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment.

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## Section 172 Statement: promoting the success of BlackRock Energy and Resources Income Trust plc

The Companies (Miscellaneous Reporting) Regulations 2018 require Directors to explain in detail how they have discharged their duties under Section 172(1) of the Companies Act 2006 in promoting the success of their companies for the benefit of members as a whole. This enhanced disclosure covers how the Board has engaged with and understands the views of stakeholders and how stakeholders' needs have been taken into account, the outcome of this engagement and the impact that it has had on the Board's decisions.

As the Company is an externally managed investment company and does not have any employees or customers, the Board considers the main stakeholders in the Company to be the shareholders, key service providers (being the Manager and Investment Manager, the Custodian, Depositary, Registrar and Broker) and investee companies. The reasons for this determination, and the Board's overarching approach to engagement, are set out in the table below.

### Stakeholders

Shareholders	Manager and Investment Manager	Other key service providers	Investee companies
Continued shareholder support and engagement are critical to the continued existence of the Company and the successful delivery of its long-term strategy. The Board is focused on fostering good working relationships with shareholders and on understanding the views of shareholders in order to incorporate them into the Board's strategy and objectives in delivering long-term growth and income.	The Board's main working relationship is with the Manager, who is responsible for the Company's portfolio management (including asset allocation, stock and sector selection) and risk management, as well as ancillary functions such as administration, secretarial, accounting and marketing services. The Manager has sub-delegated portfolio management to the Investment Manager. Successful management of shareholders' assets by the Investment Manager is critical for the Company to successfully deliver its investment strategy and meet its objective. The Company is also reliant on the Manager as AIFM to provide support in meeting relevant regulatory obligations under the AIFMD and other relevant legislation.	In order for the Company to function as an investment trust with a listing on the premium segment of the official list of the Financial Conduct Authority (FCA) and trade on the London Stock Exchange's (LSE) main market for listed securities, the Board relies on a diverse range of advisors for support in meeting relevant obligations and safeguarding the Company's assets. For this reason, the Board considers the Company's Custodian, Depositary, Registrar and Broker to be stakeholders. The Board maintains regular contact with its key external service providers and receives regular reporting from them through the Board and committee meetings, as well as outside of the regular meeting cycle.	Portfolio holdings are ultimately shareholders' assets, and the Board recognises the importance of good stewardship and communication with investee companies in meeting the Company's investment objective and strategy. The Board monitors the Manager's stewardship arrangements and receives regular feedback from the Manager in respect of meetings with the management of portfolio companies.

A summary of the key areas of engagement undertaken by the Board with its key stakeholders in the year under review and how Directors have acted upon this to promote the long-term success of the Company are set out in the table below.

Area of Engagement	Issue	Engagement	Impact
<b>Investment Mandate and Objective</b>	<p>The Board is committed to promoting the role and success of the Company in delivering on its investment mandate to shareholders over the long term. However, the Board recognises that the sectors in which the Company invests are undergoing structural changes, with a shift in the energy sector away from carbon-based energy supplies towards alternative and renewable energy sources. The extractive industries in which the companies in the Company's investment universe operate are facing ethical and sustainability issues that cannot be ignored by asset managers and investment companies alike. More than ever, consideration of sustainable investment is a key factor in making investment decisions. The Board also has responsibility to shareholders to ensure that the Company's portfolio of assets is invested in line with the stated investment objective and in a way that ensures an appropriate balance between spread of risk and portfolio returns.</p>	<p>The Board believes that responsible investment and sustainability are integral to the longer-term delivery of growth in capital and income and has worked very closely with the Manager throughout the year to regularly review the Company's performance, investment strategy and underlying policies to ensure that the Company's investment objective continues to be met in an effective, responsible and sustainable way that is transparent to current and future investors.</p> <p>In addition to six scheduled Board meetings a year, the Board holds a Strategy Day which is dedicated to an in depth review of the Company's strategy in conjunction with key advisors including the Company's broker, public relations and marketing teams and members of BlackRock's portfolio management and risk analytics teams.</p> <p>The Manager's approach to the consideration of ESG factors in respect of the Company's portfolio, as well as its engagement with investee companies to encourage the adoption of sustainable business practices which support long-term value creation, are kept under review by the Board.</p> <p>The Manager reports to the Board in respect of its consideration of ESG factors and how these are integrated into the investment process; a summary of BlackRock's approach to ESG and sustainability is set out on pages 48 to 51.</p>	<p>With effect from 1 June 2020 the Manager began to transition the Company's portfolio to reflect an increased focus on investments that would benefit from the transition in the energy sector (including alternative and renewable energy stocks). Although the Board does not formally benchmark the Company's performance against mining and energy sector indices (because meeting a specific dividend target is not within the scope of these indices and there is not an index that appropriately reflects the Company's blended exposure to the energy and mining sectors) for internal purposes, the Board has historically compared the performance of the portfolio against a bespoke internal 50:50 mining and energy composite index. This internal reference index was amended in June 2020 in line with portfolio changes noted above such that the neutral sector weightings of 50% mining and 50% traditional energy have been altered to 40% mining, 30% traditional energy and 30% energy transition sector weightings. The Board keeps these neutral weightings under constant review with a view to determining the optimal levels as the Company's strategy evolves.</p> <p>The Board believes that this shift will enable shareholders to benefit from investment opportunities in well-established, high quality dividend paying renewable energy companies as well as companies set to benefit from changing energy consumption and structural changes in the energy sector.</p>

# Strategic report

continued

Area of Engagement	Issue	Engagement	Impact
<b>Discount Management</b>	The Board recognises the importance to shareholders that the market price of the Company's shares should not trade at either a significant discount or premium to the NAV. One of the Board's long-term strategic aspirations is that the Company's shares should trade consistently at a price close to the NAV per share.	<p>The Board monitors the Company's discount on an ongoing basis and meets with the Manager and the Company's Broker on a regular basis to discuss methods to manage the discount. A range of discount control mechanisms have been considered and the benefits and disadvantages of these have been discussed at length. The Board has the ability to buy back up to 14.99% of the Company's share capital with pre-emption rights disapplied and will seek to renew this authority at the forthcoming AGM.</p> <p>Although the Board is committed to making share purchases where appropriate and has done so in the past, the Board must balance this against the impact such action has on further reducing the overall size of the Company, which could exacerbate any discount issues.</p> <p>The Board is also prepared to issue shares into the market to meet demand as required and avoid shares moving to trade at an excessive premium.</p> <p>The Board continues to monitor the Company's discount on a daily basis and considers whether it should take action in terms of buybacks as market conditions evolve.</p> <p>In addition, the Board has worked closely with the Manager to develop the Company's marketing strategy, with the aim of ensuring effective communication with existing shareholders and to attract new shareholders to the Company in order to improve liquidity in the Company's shares and to sustain the share rating of the Company.</p>	<p>In May 2021, the Company's shares moved to trade at a premium and the Company issued 2,800,000 shares for a net consideration of £2,875,000 including costs between 12 May and 25 May 2021.</p> <p>Subsequent to this, the Company's shares moved to trade at a discount and in September 2021 the Company bought back 51,992 shares at a cost of £48,000.</p> <p>Since the year end and up to 1 February 2022, the Company's shares moved to trade at a premium and the Company issued 2,375,000 shares at a premium to NAV; during this period no additional shares have been bought back.</p> <p>The Company contributed during the year to a focused investment trust sales and marketing initiative operated by BIM (UK) on behalf of the investment trusts under its management. For the year ended 30 November 2021, the Group's contribution to the consortium element of the initiative, which enables the trusts to achieve efficiencies by combining certain sales and marketing activities, represented 0.025% per annum of its net assets (£97.2million) as at 31 December 2020, and this contribution was matched by BIM (UK).</p> <p>The Company's average discount for the year to 30 November 2021 was 5.6% and as at 1 February 2022 the discount stood at 0.6%.</p>



Area of Engagement	Issue	Engagement	Impact
<b>Dividend target</b>	A key element of the Company's investment objective is to achieve an annual dividend target. The Board is cognisant that portfolio investments with a high yield may have lower capital growth, and that seeking to ensure that any dividend target is covered by current year dividend revenue may result in a lower total return. Conversely, a move to invest a higher proportion of the portfolio in higher growth investments (including certain Energy Transition stocks) may result in a lower yielding portfolio.	<p>The Board reviews income forecasts and option writing activity in conjunction with the Manager to determine the most effective approach for meeting the dividend target whilst generating the optimal level of total return for shareholders.</p> <p>The Board aims to meet the annual target dividend primarily from a mix of dividend income from the portfolio and revenue reserves, although this will be supported by the distribution of the Company's other substantial distributable reserves (£71.9 million at 30 November 2021) if required.</p>	<p>The Board announced on 9 December 2021 that it was increasing the fourth quarter dividend to 1.10p per share (an increase of 10% on the Q3 dividend) and also that it was increasing the Company's annual dividend target for the year to 30 November 2022 to 4.40 pence per share (a yield of 4.6% based on the share price at 30 November 2021).</p> <p>For the year to 30 November 2021, total dividends of 4.10p per share paid were covered by current year revenue.</p>
<b>Service levels of third party providers</b>	The Board acknowledges the importance of ensuring that the Company's principal suppliers are providing a suitable level of service: this includes the Manager in respect of investment performance and delivering on the Company's investment mandate; the Custodian and Depositary in respect of their duties towards safeguarding the Company's assets; the Registrar in its maintenance of the Company's share register and dealing with investor queries and the Company's Broker in respect of the provision of advice and acting as a market maker for the Company's shares.	<p>The Manager reports to the Board on the Company's performance on a regular basis. The Board carries out a robust annual evaluation of the Manager's performance, its commitment and available resources.</p> <p>The Board performs an annual review of the service levels of all third-party service providers and concludes on their suitability to continue in their role.</p> <p>The Board receives regular updates from the AIFM, Depositary, Registrar and Broker on an ongoing basis.</p> <p>In light of the challenges presented by the COVID-19 pandemic to the operation of businesses across the globe, the Board has worked closely with the Manager to gain comfort that relevant business continuity plans are operating effectively for all of the Company's key service providers.</p>	All performance evaluations were performed on a timely basis and the Board concluded that all key third-party service providers, including the Manager were operating effectively and providing a good level of service. The Board has received updates in respect of business continuity planning from the Company's Manager, Custodian, Depositary, Fund Accountant, Registrar, Printer and Broker and is confident that arrangements are in place to ensure a good level of service will continue to be provided despite the ongoing impact of the COVID-19 pandemic.

# Strategic report

continued

Area of Engagement	Issue	Engagement	Impact
<b>Board composition</b>	The Board is committed to ensuring that its own composition brings an appropriate balance of knowledge, experience and skills, and that it is compliant with best corporate governance practice under the UK Code, including guidance on tenure and the composition of the Board's committees.	The Board undertook a review of succession planning arrangements in the year and identified the need for a new Director. The Nomination Committee agreed the selection criteria and the method of selection, recruitment and appointment. Board diversity, including gender, was taken into account when establishing the criteria. The services of an external search consultant, Odgers Berndtson, was used to identify potential candidates.	<p>The Board appointed Mr Andrew Robson as a Director of the Company with effect from 8 December 2020. The Board also appointed Mrs Carole Ferguson as a Director of the Company with effect from 22 December 2021. Mr Robson's and Mrs Ferguson's biographies are set out on pages 32 and 33. Details of each Director's contribution to the success and promotion of the Company are set out in the Directors' report on pages 57 and 58.</p> <p>Mr Warner, whose tenure will have reached nine years on 1 July 2022, has announced his intention to retire at the 2022 AGM and he will not be standing for re-election.</p>

## Environmental, Social And Governance Approach

### The Board's approach

Environmental, social and governance (ESG) issues can present both opportunities and threats to long term investment performance. The Company's investment universe comprises sectors that are undergoing significant structural change and are likely to be highly impacted by increasing regulation as a result of climate change and other social and governance factors. Your Board is committed to ensuring that we have appointed a manager that integrates ESG considerations into its investment process and has the skill and vision to navigate the structural transition that the Company's investment universe is undergoing. The Board believes effective engagement with management is, in most cases, the most constructive way of driving meaningful change in the behaviour of investee company management. This is particularly true for the Company's Manager given the extent of BlackRock's shareholder engagement (BlackRock held 3,000 engagements with companies based in 54 markets for the year to 30 June 2021, and voted on more than 165,000 management and shareholder proposals at more than 16,000 meetings<sup>1</sup>). The Board believes that BlackRock is well placed as Manager to fulfil these requirements due to the integration of ESG into its investment processes, the emphasis it places on sustainability, its constructive approach in its investment stewardship activities and its position in the industry as one of the largest suppliers of sustainable investment products in the global market. More information on BlackRock's global approach to ESG integration, as well as activity specific to the BlackRock Energy and Resources Income Trust plc portfolio is set out below. BlackRock has defined ESG integration as the practice of incorporating material ESG information and consideration of sustainability risks into investment decisions in order to enhance risk-adjusted returns. ESG integration does not change the Company's investment objective or constrain the Investment Manager's investable universe, and does not mean that an ESG or impact focused investment strategy or any exclusionary screens have been or will be adopted by the Company (apart from the exclusion of companies that generate more than 25% of their revenues from thermal coal production as mentioned on page 49). Similarly, ESG integration does not determine the extent to which the Company may be impacted by sustainability risks. More information on sustainability risks may be found in the AIFMD Fund Disclosures document of the Company available on the Company's website at <https://www.blackrock.com/uk/individual/literature/policies/itc-disclosure-blackrock-energy-and-resources-income-trust-plc.pdf>

<sup>1</sup> Source: BlackRock 2021 Voting Spotlight report and BlackRock Investment Stewardship website <https://www.blackrock.com/corporate/about-us/investment-stewardship#engagement-and-voting-history>

## BlackRock Energy and Resources Income Trust plc – engagement with portfolio companies in 2021

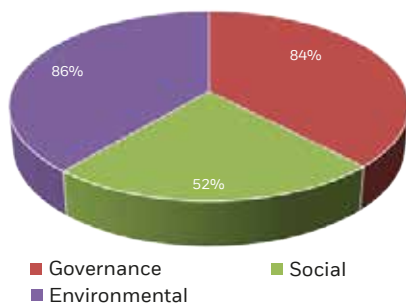
Given the Board’s belief in the importance of engagement and communication with portfolio companies, they receive regular updates from the Manager in respect of activity undertaken for the year under review. The Board notes that over the year to 30 November 2021, 94 total company engagements were held with the management teams of 32 portfolio companies representing 59% of the portfolio by value at 30 November 2021. To put this into context, there were 63 companies in the BlackRock Energy and Resources Income Trust plc portfolio at 30 November 2021). Additional information is set out in the table and charts below as well as the key engagement themes for the meetings held in respect of the Company’s portfolio holdings.

**BlackRock Energy and Resources Income Trust plc – year ended 30 November 2021<sup>1</sup>**

Number of engagements held	94
Number of companies met	32
% of equity investments covered	59%
Shareholder meetings voted at	66
Number of proposals voted on	904
Number of votes against management	52
% of total votes represented by votes against management	5.75%

<sup>1</sup> Source: Institutional Shareholder Services as of 5 December 2021

**Engagement Themes\*<sup>1</sup>**



**Top Six Engagement Topics\*<sup>1</sup>**



\* Engagements include multiple company meetings during the year with the same company. Most engagement conversations cover multiple topics and are based on BlackRock vote guidelines and BlackRock’s engagement priorities can be found at: <https://www.blackrock.com/corporate/about-us/investment-stewardship#engagement-priorities>. Percentages reflect the number of meetings at which a particular topic is discussed as a percentage of the total meetings held; as more than one topic is discussed at each meeting the total will not add up to 100%.

<sup>1</sup> Sources: ISS Proxy Exchange and BlackRock Investment Stewardship.

# Strategic report

continued

## The importance and challenges of considering ESG when investing in the Natural Resources Sector and BlackRock's global approach to ESG integration<sup>2</sup>

	Environmental	Social	Corporate Governance
Impact	<p>As well as the longer-term contribution to carbon emissions and the impact on the environment, the activities undertaken by many companies in the portfolio such as digging mines or drilling for oil will inevitably have an impact on local surroundings. It is important how companies manage this process and ensure that an appropriate risk oversight framework is in place, with consideration given to all stakeholders. The value wiped off the market cap of companies like BP, after the Macondo oil spill, and Vale, after the Brumadinho dam collapse, highlights the key role that ESG has on share price performance.</p>	<p>BlackRock believes it is vital that natural resources companies maintain their social licence to operate. By this, BlackRock means that companies maintain broad acceptance from their key stakeholders, including, business partners (such as suppliers and distributors), clients and consumers, national governments, and the communities in which they operate. Considering the interests of key stakeholders recognizes the collective nature of long-term value creation and the extent to which each company's prospects for growth are tied to its ability to foster strong sustainable relationships with and support from those stakeholders.</p>	<p>As with all companies, good corporate governance is especially critical for natural resources companies. The performance and effectiveness of the board is critical to the success of a company, the protection of shareholders' interests, and long-term shareholder value creation. Governance issues, including the management of material sustainability issues that have a significant impact for natural resource companies, all require effective leadership and oversight from a company's board. Companies with engaged, diverse, and experienced board directors who actively advise and oversee management have a competitive advantage.</p>
	<p>Climate change and other sustainability factors pose some of the greatest risks to the operating models of companies in the energy and mining sectors as the world transitions to a low-carbon economy. How such companies manage these risks and evolve their operating models through this transition will be a defining feature of their ability to generate long-term sustainable value for shareholders. In order to unlock the full potential of the energy transition these companies must be prepared to adapt, innovate, and pivot their business models.</p>		

BlackRock Approach	Environmental	Social	Corporate Governance
	<p>BlackRock prefers direct dialogue with companies on complex issues such as climate risk and other environmental issues. Where it has concerns that are not addressed by engagements, BlackRock may vote against management, including against corporate directors (and in favour of certain types of shareholder proposals) should companies fail to demonstrate material progress against specific measures. Where companies continue to show inadequate progress against these measures, BlackRock may divest.</p> <p>Specifically, BlackRock asks companies to articulate how their business model is aligned to a scenario in which global warming is limited to well below 2°C, moving towards global net zero emissions by 2050, and to disclose a business plan for how they intend to deliver long-term financial performance through this transition to global net zero, consistent with their business model and sector. More information in respect of how BlackRock assesses how companies are delivering on these plans can be found at <a href="https://www.blackrock.com/corporate/literature/publication/blk-commentary-climate-risk-and-energy-transition.pdf">https://www.blackrock.com/corporate/literature/publication/blk-commentary-climate-risk-and-energy-transition.pdf</a></p> <p>Where corporate disclosures are insufficient to make a thorough assessment, or a company has not provided a credible plan to transition its business model to a low-carbon economy, BlackRock’s Investment Stewardship team (BIS) may vote against the directors it considers responsible for climate risk oversight. BIS may also support shareholder proposals that it believe address gaps in a company’s approach to climate risk and the energy transition.</p> <p>The Company’s portfolio excludes all companies that generate more than 25% of their revenues from thermal coal production. As part of its process of evaluating sectors with high ESG risk, BlackRock also closely scrutinises other businesses that are heavily reliant on thermal coal as an input, in order to understand whether they are effectively transitioning away from this reliance.</p>	<p>In normal operating conditions (and when not prevented by travel restrictions imposed by COVID-19) the portfolio management team’s site visits to companies’ assets provide them with valuable insight into these issues which often cannot be properly understood from company reports.</p> <p>BIS advocate for improved disclosures to understand how companies are making prudent decisions considering their stakeholders’ interests. BIS also ask companies to demonstrate how they have put in place appropriate board oversight, due diligence, and remediation mechanisms relating to adverse impacts on people arising from their business operations – including those indirectly employed or communities that could be harmed or displaced by a company’s expanding operations. BIS consider the SASB materiality framework to be a helpful tool for companies considering enhancing their disclosures on industry-specific human capital metrics. Given continuing advances in sustainability reporting standards, in addition to BlackRock’s ask that all companies report in alignment with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), BlackRock is evolving its perspective on sustainability reporting to recognize that companies may use standards other than those of the SASB, and reiterate its ask for metrics that are industry- or company-specific. More information on BlackRock’s approach can be found at <a href="https://www.blackrock.com/corporate/literature/fact-sheet/blk-responsible-investment-engprinciples-global.pdf">https://www.blackrock.com/corporate/literature/fact-sheet/blk-responsible-investment-engprinciples-global.pdf</a></p>	<p>In conjunction with BIS, the portfolio management team actively engages with companies on a wide range of governance issues including board independence, executive compensation, shareholder protection and timely and adequate disclosure.</p> <p>BIS may also vote against the re-election of directors when they do not seem to be acting in the economic interests of long-term shareholders. The effectiveness of voting against directors is well documented in BlackRock’s, as well as independent third-party, research which indicated that across the FTSE 350 companies where BIS voted against directors over remuneration concerns, 83% made revisions to their pay policies within 12 months<sup>1</sup>.</p> <p>The Company’s portfolio has no exposure to any companies on the US sanctions list.</p>

<sup>1</sup> Source: BlackRock’s 2021 voting spotlight report which can be found at <https://www.blackrock.com/corporate/literature/publication/2021-voting-spotlight-full-report.pdf>



# Strategic report

continued

	Environmental	Social	Corporate Governance
<b>BIS – Examples of approach to voting and engagement across ESG categories (year ended 30 June 2021)<sup>1</sup></b>	<p>BIS has created a climate focus universe of over 1,000 carbon-intensive public companies that represent 90% of the global scope 1 and 2 GHG emissions of its clients' public equity holdings with BlackRock. This 2021 climate focus universe represents companies where climate change and other sustainability factors pose the greatest risk to clients' investments. More detail can be found at <a href="https://www.blackrock.com/corporate/literature/publication/blk-climate-focus-universe.pdf">https://www.blackrock.com/corporate/literature/publication/blk-climate-focus-universe.pdf</a>. BIS held over 1,300 engagements with nearly 670 of the companies in this climate focus universe between 1 July 2020 and 30 June 2021.</p>	<p>BIS held 1,350 engagements related to engaging and voting on company impacts on people.</p> <p>This year, BIS supported 35 out of 100 social-related shareholder proposals.</p>	<p>During the 2021 proxy year, BIS did not support 2,222 directors at 1,327 unique companies globally over concerns about independence.</p> <p>BIS voted against 1,862 directors at 975 unique companies globally for concerns related to board diversity.</p> <p>BIS voted against 758 directors globally at 639 unique companies for being overcommitted.</p> <p>BIS voted against the re-election of 931 directors at 453 companies due to concerns over remuneration.</p>
	<p>BIS held 2,330 company engagements on climate related proposals overall.</p>		
	<p>BIS voted against management on climate risk concerns at approximately 2% of the nearly 11,000 proposals it voted on at energy/utilities companies globally.</p> <p>BIS voted against 255 directors and against management at 319 companies for climate risk related concerns.</p>		

<sup>1</sup> Source: BlackRock's 2021 voting spotlight report which can be found at <https://www.blackrock.com/corporate/literature/publication/2021-voting-spotlight-full-report.pdf>

<sup>2</sup> The data in this table applies to BIS's engagements globally across all BlackRock-managed portfolios.

## BlackRock's approach to ESG integration

BlackRock believes that sustainability risk – and climate risk in particular – now equates to investment risk, and this will drive a profound reassessment of risk and asset values as investors seek to react to the impact of climate policy changes. This in turn (in BlackRock's view) is likely to drive a significant reallocation of capital away from traditional carbon intensive industries over the next decade. BlackRock believes that carbon-intensive companies will play an integral role in unlocking the full potential of the energy transition, and to do this, they must be prepared to adapt, innovate and pivot their strategies towards a low carbon economy.

As part of BlackRock's structured investment process, ESG risks and opportunities (including sustainability/climate risk) are considered within the portfolio management team's fundamental analysis of companies and industries. ESG factors have been a key consideration of the BlackRock

Natural Resources Team's investment process since inception and the Company's portfolio managers work closely with BIS to assess the governance quality of companies and investigate any potential issues, risks or opportunities.

As part of their approach to ESG integration, the portfolio managers use ESG information when conducting research and due diligence on new investments and again when monitoring investments in the portfolio. In particular, portfolio managers now have access to 1,200 key ESG performance indicators in Aladdin (BlackRock's proprietary trading system) from third-party data providers. BlackRock's internal sustainability research framework scoring is also available alongside third-party ESG scores in core portfolio management tools. BlackRock's scale and unparalleled access to company management allows it to engage on issues that are identified through questioning management teams and conducting site visits. In conjunction with the

portfolio management team, BIS meets with boards of companies frequently to evaluate how they are strategically managing their longer-term issues, including those surrounding ESG and the potential impact these may have on company financials. BIS's and the portfolio management team's understanding of ESG issues is further supported by BlackRock's Sustainable Investment Team (BSI). BSI look to advance ESG research and integration, active engagement and the development of sustainable investment solutions across the firm.

## Investment Stewardship

As a fiduciary to its clients, BlackRock has built its business to protect and grow the value of clients' assets. As part of this fiduciary duty to its clients, BIS is committed to promoting sound corporate governance through engagement with investee companies, development of proxy voting policies that support best governance practices and also through wider engagement on public policy issues

## Global Principles

BlackRock's approach to corporate governance and stewardship is explained in its Global Principles. These high-level Principles are the framework for BlackRock's more detailed, market-specific voting guidelines, all of which are published on the BlackRock website. The Principles describe BlackRock's philosophy on stewardship (including how it monitors and engages with companies), its policy on voting, its integrated approach to stewardship matters and how it deals with conflicts of interest. These apply across relevant asset classes and products as permitted by investment strategies. BlackRock reviews its Global Principles annually and updates them as necessary to reflect in market standards, evolving governance practice and insights gained from engagement over the prior year. BlackRock's Global Principles are available on its website at <https://www.blackrock.com/corporate/literature/fact-sheet/blk-responsible-investment-engprinciples-global.pdf>

## Market-specific proxy voting guidelines

BlackRock's voting guidelines are intended to help clients and companies understand its thinking on key governance matters. They are the benchmark against which it assesses a company's approach to corporate governance and the items on the agenda to be voted on at the shareholder meeting. BlackRock applies its guidelines pragmatically, taking into account a company's unique circumstances where relevant. BlackRock informs voting decisions through research and engages as necessary. BlackRock reviews its voting guidelines annually and updates them as necessary to reflect changes in market standards, evolving governance practice and insights gained from engagement over the prior year.

BlackRock's market-specific voting guidelines are available on its website at <https://www.blackrock.com/corporate/about-us/investment-stewardship#guidelines>

In 2021, BIS explicitly asked that all companies disclose a business plan aligned with the goal of limiting global warming to well below 2°C, consistent with achieving net zero global greenhouse gas (GHG) emissions by 2050. BlackRock viewed these disclosures as essential to helping investors assess a company's ability to transition its business to a low carbon world and to capture value-creation opportunities created by the climate transition. BlackRock also asked that companies align their disclosures to the TCFD framework and the Sustainability Accounting Standards Board (SASB) standards. For 2022, BIS is evolving its perspective on sustainability reporting to recognize that companies may use standards other than that of the SASB, and reiterates its ask for metrics that are industry- or company-specific. BIS is also encouraging companies to demonstrate that their plans are resilient under likely decarbonisation pathways, and the global aspiration to limit warming to 1.5°C. BIS is also asking companies to disclose how considerations related to having a reliable energy supply and just transition affect their plans. More information in respect of BlackRock's investment stewardship approach to sustainable investing can be found at <https://www.blackrock.com/corporate/literature/publication/blk-commentary-climate-risk-and-energy-transition.pdf>.

BlackRock has been a member of Climate Action 100+ since 2020 and has aligned its engagement and stewardship priorities to UN Sustainable Development Goals (including Gender Equality and Affordable and Clean Energy). A map of how BIS's engagement priorities align to the UN Sustainable Development Goals (SDGs) can be found at <https://www.blackrock.com/corporate/literature/publication/blk-engagement-priorities-aligned-to-sdgs.pdf>

BlackRock is committed to transparency in terms of disclosure on its engagement with companies and voting rationales and is committed to voting against management to the extent that they have not demonstrated sufficient progress on ESG issues. This year, BlackRock voted against or withheld votes from 6,560 directors globally at 3,400 different companies driven by concerns regarding director independence, executive compensation, insufficient progress on board diversity, and overcommitted directors, reflecting our intensified focus on sustainability risks. In the 2020-21 proxy year, BlackRock voted against 255 directors and against 319 companies for climate-related concerns that could negatively affect long-term shareholder value. More detail in respect of BIS's engagement and voting history can be found at <https://www.blackrock.com/corporate/literature/publication/2021-voting-spotlight-full-report.pdf>.

BIS also publishes voting bulletins explaining its vote decision, and the engagement and analysis underpinning it, on certain high-profile proposals at company shareholder meetings. Vote bulletins for 2021 can be found at <https://www.blackrock.com/corporate/about-us/investment-stewardship#vote-bulletins>.

# Strategic report

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## **BlackRock's reporting and disclosures**

In terms of its own reporting, BlackRock believes that the SASB provides a clear set of standards for reporting sustainability information across a wide range of issues, from labour practices to data privacy to business ethics. For evaluating and reporting climate-related risks, as well as the related governance issues that are essential to managing them, the TCFD provides a valuable framework. BlackRock recognises that reporting to these standards requires significant time, analysis, and effort. BlackRock's 2021 TCFD report can be found at <https://www.blackrock.com/corporate/literature/continuous-disclosure-and-important-information/tcf-report-2021-blkinc.pdf>

By order of the Board

### **SARAH BEYNSBERGER**

For and on behalf of  
BlackRock Investment Management (UK) Limited  
Company Secretary  
3 February 2022

# Directors' report

The Directors present the Annual Report and Financial Statements of the Company and its subsidiary (together the Group) for the year ended 30 November 2021.

## Status of the company

The Company carries on business as an investment trust. It has been approved by HM Revenue & Customs as an investment trust in accordance with Sections 1158 and 1159 of the Corporation Tax Act 2010, subject to the Company continuing to meet eligibility conditions. The Directors are of the opinion that the Company has conducted its affairs in a manner which will satisfy the conditions for continued approval.

The Company is domiciled in the UK as an investment company within the meaning of Section 833 of the Companies Act 2006. It is not a close company and has no employees.

As an investment company that is managed and marketed in the United Kingdom, the Company is an Alternative Investment Fund (AIF) falling within the scope of, and subject to, the requirements of the Alternative Investment Fund Managers' Directive (AIFMD). The Company is governed by the provisions of the European Union (Alternative Investment Fund Managers) Regulations 2013 (the Regulations). It must comply with a number of obligations, including the appointment of an Alternative Investment Fund Manager (AIFM) and a Depositary to carry out certain functions. The AIFM must also comply with the Regulations in respect of leverage, outsourcing, conflicts of interest, risk management, valuation, remuneration and capital requirements and must also make additional disclosures to both shareholders and the FCA. Further details are set out on the Company's website at [www.blackrock.com/uk/beri](http://www.blackrock.com/uk/beri), the Regulatory Disclosures section on pages 127 and 128 and in the notes to the financial statements on pages 95 to 119.

The Company's ordinary shares are eligible for inclusion in the stocks and shares component of an Individual Savings Account (ISA).

## Shareholder rights directive II

The Shareholder Rights Directive II took effect from 10 June 2019 with some transitional provisions. It encourages long-term shareholder engagement and transparency between companies and shareholders. In substantive terms the changes are small for investment companies and the majority of requirements apply to the Company's remuneration policy and disclosure of processes, as well as related party transactions. There are also additional rules for Alternative Investment Fund Managers and proxy advisers.

## GDPR

Data protection rights were harmonised across the European Union following the implementation of the General Data Protection Regulation ("GDPR") on 25 May 2018. The Board

has sought and received assurances from its third-party service providers that they have taken appropriate steps to ensure compliance with the regulation. The Company's 'Data Privacy Policy' can be found on the Company's website at [www.blackrock.com/uk/beri](http://www.blackrock.com/uk/beri).

## Facilitating retail investments

The Company currently conducts its affairs so that the shares issued by the Company can be recommended by independent financial advisers to ordinary retail investors in accordance with the FCA's rules in relation to non-mainstream pooled investments and intends to continue to do so for the foreseeable future.

The shares are excluded from the FCA's restrictions which apply to non-mainstream pooled investments because they are shares in an investment trust.

## The Common Reporting Standard

Tax legislation under the OECD (Organisation for Economic Co-operation and Development) Common Reporting Standard for Automatic Exchange of Financial Account Information (The Common Reporting Standard) was introduced on 1 January 2016.

The legislation requires investment trust companies to provide personal information to HMRC about investors who purchase shares in investment trusts. As an affected company, BlackRock Energy and Resources Income Trust plc will have to provide information annually to the local tax authority on the tax residencies of a number of non-UK based certificated shareholders and corporate entities. The local tax authority to which the information is initially passed may in turn exchange the information with the tax authorities of another country or countries in which the shareholder may be tax resident, where those countries (or tax authorities in those countries) have entered into agreements to exchange financial account information.

All new shareholders, excluding those whose shares are held in CREST, entered onto the share register will be sent a certification form for the purposes of collecting this information.

## Dividends

Details of dividends paid and payable in respect of the year are set out in the Chairman's Statement on page 6 and in note 8 on page 103.

## Investment management and administration

BlackRock Fund Managers Limited (BFM) was appointed as the Company's AIFM with effect from 2 July 2014. The management contract is terminable by either party on six months' notice.

# Directors' report

continued

BlackRock Investment Management (UK) Limited (BIM (UK)) acts as the Company's Investment Manager under a delegation agreement with BFM. BIM (UK) also acted as the Secretary of the Company throughout the year. BFM receives a fee of 0.80% on gross assets. In addition, BFM has agreed, if required, to rebate a portion of the Company's Management fee each year to ensure that the Company's ongoing charges, as set out and defined in its annual report (and for avoidance of doubt including the management fee) do not exceed 1.25% per annum of net assets. Further details in relation to the management fee are given in note 4 on page 99. The Board believes that the current fee structure is appropriate for an investment company in this sector.

The Company contributes to a focused investment trust sales and marketing initiative operated by BIM (UK) on behalf of the investment trusts under its management. For the year ended 30 November 2021, the Company's contribution to the consortium element of the initiative, which enables the trusts to achieve efficiencies by combining certain sales and marketing activities, represented 0.025% per annum of its net assets (£97.2 million) as at 31 December 2020, and this contribution is matched by BIM (UK). For the year ended 30 November 2021, £34,000 (excluding VAT) has been invoiced and paid in respect of this initiative. The purpose of the programme is to ensure effective communication with existing shareholders and to attract new shareholders to the Company. This has the benefit of improving liquidity in the Company's shares and helps sustain the stock market rating of the Company.

BFM and BIM (UK) are subsidiaries of BlackRock, Inc. which is a publicly traded corporation on the New York Stock Exchange operating as an independent firm.

## Appointment of the manager

The Board considers the arrangements for the provision of investment management and other services to the Company on an ongoing basis and a formal review is conducted annually. As part of the annual review the Board considers the quality and continuity of the personnel assigned to handle the Company's affairs, the investment process and the results achieved to date.

The Board believes that the continuing appointment of BFM (the Manager) as AIFM, and the delegation of investment management services to BIM (UK) (the Investment Manager) on the terms disclosed above, is in the interests of shareholders as a whole given the track record of BlackRock's Natural Resources team in the commodities sector. In addition, as the decarbonisation of the energy supply chain becomes an increasingly important theme in the sector, the Board notes that the Manager has excellent credentials in this area. The BlackRock team has over 20 years of experience running the strategy for the BGF Sustainable Energy Fund (the largest and one of the longest running Sustainable Energy funds within the Morningstar

peer group), which has outperformed its peers over the long run with lower volatility. The team is also able to leverage the broader fundamental equity platform at BlackRock of more than 200 investors globally, allowing them to gain on the ground insight into how the sustainable energy theme is emerging in different regions. The team also aims to provide the gold standard for ESG integration, ensuring that ESG risks are considered as a fundamental part of the investment process, whilst its unrivalled access to company management enables engagement with companies on specific issues and opportunities. As a result, the team's sustainable energy strategy has received a 5 globe rating for sustainability by Morningstar, in addition to numerous sustainability awards.

## Depositary and Custodian

The Company has appointed The Bank of New York Mellon (International) Limited (BNYM or the Depositary) to perform this role. The Depositary's duties and responsibilities are outlined in the investment fund legislation (as set out in the FCA AIF Rulebook). The main role of the Depositary under the AIFM Directive is to act as a central custodian with additional duties to monitor the operations of the Company, including monitoring cash flows and ensuring that the Company's assets are valued appropriately in accordance with the relevant regulations and guidance. The Depositary is also responsible for enquiring into the conduct of the AIFM in each annual accounting period. The Depositary receives a fee payable at a rate of 0.0095% per annum of net assets. The Company has appointed the Depositary in a tripartite agreement, to which the Manager as AIFM is also a signatory. The Depositary is also liable for the loss of financial instruments held in custody.

Under the depositary agreement, custody services in respect of the Company's assets have been delegated to The Bank of New York Mellon (International) Limited (BNYM). BNYM receives a custody fee payable by the Company at rates depending on the number of trades effected and the location of securities held. The depositary agreement is subject to 90 days' notice of termination by any party.

## Registrar

The Company has appointed Computershare Investor Services PLC as its Registrar (Computershare or the Registrar). The principal duty of the Registrar is the maintenance of the register of shareholders (including registering transfers). It also provides services in relation to any corporate actions, dividend administration and shareholder documentation, the Common Reporting Standard and for the Foreign Account Tax Compliance Act.

Computershare receive a fixed fee, plus disbursements and VAT for the maintenance of the share register. Fees in respect of corporate actions are negotiated on an arising basis.



## Foreign exchange

At the financial year end, approximately 77.9% of the Company's portfolio was invested in non-Sterling assets, with 49.3% invested in US Dollar denominated assets. The Investment Manager does not actively hedge currency exposure.

## Derivative transactions

During the year the Group entered into a number of derivative option contracts generating option premium income of £742,000 (2020: £1,241,000). There are no option contracts that remained open at 30 November 2021.

## Change of control

There are no agreements which the Company is party to that might be affected by a change of control of the Company.

## Exercise of voting rights in investee companies

The exercise of voting rights attached to the Company's portfolio has been delegated to the Investment Manager, whose voting policy is set out below. BlackRock's approach to voting at shareholder meetings, engagement with companies and corporate governance is framed within an investment context. BlackRock believes that sound corporate governance practices by companies contribute to their long-term financial performance and thus to better risk-adjusted returns.

BlackRock's proxy voting process is led by the BlackRock Investment Stewardship team, located in six offices around the world. In addition to its own professional staff, the BlackRock Investment Stewardship team draws upon the expertise of BlackRock's portfolio managers, researchers and other internal and external resources globally. BlackRock's global corporate governance and engagement principles are published on the website <https://www.blackrock.com/corporate/literature/fact-sheet/blkresponsible-investment-guidelines-emea.pdf>. The principles set out BlackRock's views on the overarching features of corporate governance that apply in all markets. For each region, BlackRock also publishes market-specific policies, which are updated every year to ensure that they remain relevant. The voting guidelines are principles-based and not prescriptive because BlackRock believes that each voting situation needs to be assessed on its merits. Voting decisions are taken to support the outcome that BlackRock believes (in its professional judgement) will best protect the economic interests of their clients.

During the year under review, the Investment Manager voted on 904 proposals at 66 general meetings on behalf of the Company. At these meetings the Investment Manager voted in favour of most resolutions, as should be expected when investing in well run companies but voted against 63 (6.97%) resolutions and abstained from voting on 24 (2.65%)

resolutions. Most of the votes against were in respect of resolutions relating to the election or re-election of directors, changes to board structure and governance and directors' remuneration, which were deemed by the Investment Manager as not being in the best interests of shareholders.

## Principal risks

The key risks faced by the Company are set out in the Strategic Report on pages 36 to 40.

## Going concern

The financial statements of the Company have been prepared on a going concern basis. As described in the viability statement on pages 40 and 41 of the annual report, the Board is mindful of the continuing uncertainty surrounding the potential duration of the COVID-19 pandemic and its longer-term impact on the global economy. Notwithstanding this significant degree of uncertainty, the Directors are satisfied that the Company has adequate resources to continue in operational existence for the period to 30 November 2023, being a period of at least 12 months from the date of approval of these financial statements, and is financially sound. The Board is also satisfied that the Company and its key third party service providers have in place appropriate business continuity plans and will be able to maintain service levels through the COVID-19 pandemic. For this reason, they continue to adopt the going concern basis in preparing the financial statements. The Company's ongoing charges represent a very small proportion of the Company's assets (and have been capped at 1.25% by the Manager) and the Board is confident that the Company will be able to meet all of its liabilities and ongoing expenses from its assets and income generated from these assets. More information in respect of how the ongoing charges ratio (which is an Alternative Performance Measure) is calculated is set out in the Glossary on pages 132 to 133; more information on how the cap is applied is set out in note 4 on page 99.

## Directors

The Directors of the Company and their biographies are set out on pages 31 to 33. Details of the Directors' interests in the ordinary shares of the Company are set out in the Directors' Remuneration Report on page 63. All of the Directors held office throughout the year under review, except Mr Robson who was appointed on 8 December 2020 and Mrs Ferguson who was appointed on 22 December 2021.

The Board may appoint additional Directors to the Board but any Director so appointed must stand for election by the shareholders at the next AGM.

# Directors' report

continued

## Board independence and tenure

The Board's policy on tenure is that length of service does not necessarily compromise the independence or contribution of directors of an investment trust company, where continuity and experience can add significantly to the strength of the Board. After due consideration and further to the annual evaluation process, the Board has concluded that all the Directors continue to be independent in both character and judgement and that there are no relationships or circumstances which are likely to affect the judgement of any Director.

## Director's appointment, retirement and succession

Although the Articles of Association require that one third of the Directors retire and submit themselves for re-election at each AGM the Board has resolved that all of the Directors should be subject to re-election on an annual basis. Accordingly, Dr Bell, Mr Brown and Mr Robson will offer themselves for re-election for a further year. As set out on in the Chairman's Statement on page 7, as his tenure as Director will exceed nine years with effect from 1 July 2022, Mr Warner will retire as a Director at the forthcoming AGM on 15 March 2022 and will not seek re-election. Mr Brown will take over the role of Chair following his retirement at the AGM. In accordance with best corporate governance practice, Mr Brown will step down from the Audit and Management Engagement Committee when he becomes Chairman on 15 March 2022. Further details of the independence of the Board and Board tenure is provided in the Corporate Governance Statement on pages 66 and 67.

The Board has considered the position of Mr Brown, Dr Bell and Mr Robson as part of the evaluation process and believes that it would be in the Company's best interests for each of them to be proposed for re-election at the forthcoming AGM, given their material level of contribution and commitment to the role. Mrs Ferguson joined the Board on 22 December 2021 following a rigorous selection process. A number of candidates were considered, and the Nomination Committee concluded that Mrs Ferguson was the most appropriate candidate to complement the skills of the Board. The Board approved her appointment on 22 December 2021 and believes that it is in the Company's best interests that Mrs Ferguson stands for election by shareholders at the forthcoming AGM.

Having considered the Directors' performance within the annual Board performance evaluation process (further details of which are provided on page 67) or in the case of Mrs Ferguson, the abilities and skill set that she brings to the Board as identified through the recruitment process, the Board believes that it continues to operate effectively and that the Directors bring extensive knowledge and commercial experience and demonstrate a range of valuable business, financial and asset management skills. The Board therefore recommends that shareholders vote in favour of

each Director's proposed re-election (or in the case of Mrs Ferguson, election). More details in respect of the skills and experience each Director brings to the Board are set out in more detail on pages 57 and 58.

There were no contracts subsisting during the year under review or up to the date of this report in which a Director of the Company is or was materially interested and which is or was significant in relation to the Company's business. None of the Directors are entitled to compensation for loss of office on the takeover of the Company. None of the Directors has a service contract with the Company.

## Directors' indemnity

In addition to Directors' and Officers' liability insurance cover, the Company's Articles of Association provide, subject to the provisions of applicable UK legislation, an indemnity for Directors in respect of costs incurred in the defence of any proceedings brought against them by third parties arising out of their positions as Directors, in which they are acquitted, or judgement is given in their favour. The Company has entered into Deeds of Indemnity with each of the Directors individually which are available for inspection at the Company's registered office and will be available at the AGM.

## Conflicts of interest

The Board has put in place a framework for Directors to report conflicts of interest, or potential conflicts of interest.

All Directors are required to notify the Company Secretary of any situations, or potential situations, where they consider that they have or may have a direct, or indirect interest or duty that conflicts, or possibly conflicts, with the interests of the Company. All such situations are reviewed by the Board and duly authorised. Directors are also made aware at each meeting that there remains a continuing obligation to notify the Company Secretary of any new situations that may arise, or any changes to situations previously notified. It is the Board's intention to continue to review all notified situations on a regular basis.

The Board considers that the framework has worked effectively throughout the year under review.

## Directors' remuneration report and policy

The Directors' Remuneration Report is set out on pages 60 to 63. An advisory ordinary resolution to approve this report will be put to shareholders at the Company's AGM. The Company is also required to put the Director's Remuneration Policy to a binding shareholder vote every three years. The Company's Remuneration Policy was last put to shareholders at the AGM in 2020, therefore, an ordinary resolution to approve the policy will next be put to shareholders at the AGM in 2023.

## Directors' responsibilities

The Directors' responsibilities in preparing these financial statements are noted on pages 77 and 78.

## Substantial share interests

As at 30 November 2021, 1607 Capital Partners LLC had notified the Company that it held interest in 4.28% of the voting rights attached to the Company's issued share capital (excluding shares in treasury). Subsequently and up to 1 February 2022, the Company had not received any additional notifications in accordance with the FCA's Disclosure Guidance and Transparency Rule 5.1.2R of interests in 3% or more of the voting rights attaching to the Company's issued share capital or any changes to existing interests.

## Share capital

Details of the Company's issued share capital are given in note 14 on page 105. Details of the voting rights are given in note 17 to the Notice of Annual General Meeting on page 137.

The ordinary shares carry the right to receive dividends and have one voting right per ordinary share. There are no restrictions on the voting rights of the ordinary shares. There are no shares which carry specific rights with regard to the control of the Company.

## Share issues

The current authority to issue new ordinary shares or sell ordinary shares from treasury for cash was granted to the Directors on 16 March 2021 and will expire at the conclusion of the 2022 AGM. The Directors are proposing that their authority to issue new ordinary shares or sell shares from treasury for cash be renewed at the forthcoming AGM. The Company will be seeking the authority to allot new ordinary shares or sell from treasury ordinary shares representing up to 10% of the Company's issued ordinary shares capital.

## Share repurchases

The current authority to repurchase up to 14.99% of the Company's issued share capital to be held in treasury or for cancellation was granted to the Directors on 16 March 2021 and will expire at the conclusion of the 2022 AGM. 51,992 ordinary shares were bought back in the year under review at an average price of 92.32 pence per share representing total consideration of £48,000 including costs.

As at the date of this report, no additional shares have been bought back since 30 November 2021.

The Directors are proposing that their authority to buy back up to 14.99% of the Company's issued share capital be renewed at the forthcoming AGM.

Although the Manager initiates any buy backs, the policy and parameters are set by the Board and reviewed at regular intervals. The Company raises the cash needed to finance any purchase of shares either by selling securities in the Company's portfolio or by short-term borrowing.

## Treasury shares

The Board has determined that up to 10% of the issued shares of the Company may be held in treasury and as described above, the Company is authorised to purchase its own ordinary shares to be held in treasury for re-issue at a premium, or cancellation at a future date. As at 30 November 2021, 2,747,643 ordinary shares were held in treasury, representing 2.3% of the Company's issued share capital. Since the year end and up to 1 February, a further 2,375,000 shares were re-issued from treasury, and 372,643 ordinary shares remained in treasury (0.3% of the Company's issued share capital).

## Streamlined energy and carbon reporting (SECR) statement: greenhouse gas (GHG) emissions and energy consumption disclosure

As an externally managed investment company, the Company has no greenhouse gas emissions to report from its operations, nor does it have any responsibility for any other emissions producing sources under the Companies Act (Strategic Report and Directors' Reports) Regulations 2013. For the same reason, the Company considers itself to be a low energy user under the SECR regulations and therefore is not required to disclose energy and carbon information.

## Articles of association

Any amendments to the Company's Articles must be made by special resolution.

## Annual general meeting

The following information to be discussed at the forthcoming AGM is important and requires your immediate attention. If you are in any doubt about the action you should take, you should seek advice from your stockbroker, bank manager, solicitor, accountant or other financial adviser authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or transferred all of your ordinary shares in the Company you should pass this document, together with any other accompanying documents including the form of proxy, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

## Resolutions for the election and re-election of directors

The biographies of the Directors are set out on pages 31 to 33 and are incorporated into this report by reference. The skills and experience each Director brings to the Board for the long-term sustainable success of the Company are set out on page 58. All the Directors apart from Mr Robson (who joined the Board on 8 December 2020) and Mrs Ferguson (who joined on 22 December 2021) held office throughout

# Directors' report

continued

the year under review. All Directors apart from Mr Warner will stand for re-election (or in the case of Mrs Ferguson, election) by shareholders at the meeting in accordance with the requirements of the UK Code.

- **Resolution 4** relates to the re-election of Dr Carol Bell who was appointed on 1 December 2014. Dr Bell has worked in or been an advisor or financier to the sectors in which the Company invests throughout her working life. As well as an in-depth knowledge of these sectors, her skills include strategic planning and the ability to identify structural trends, a significant asset given the degree of change faced by the Company's investment universe as a consequence of the energy transition away from hydrocarbon fuels. Dr Bell became a director of Chapter Zero in June 2019, an organisation which aims to support non-executive directors in engaging with Climate Risk at board level. She also has considerable governance experience through serving on public company boards since 2005 as a non-executive director.
- **Resolution 5** relates to the re-election of Mr Adrian Brown who was appointed on 10 December 2019 and has a wealth of experience in the financial sector and in developing corporate strategy. He brings in-depth knowledge, expertise and experience in investment management and investment marketing having worked in the financial services sector as a senior portfolio manager and a client portfolio manager for a number of management houses and has a wealth of experience in the financial and commerce sectors.
- **Resolution 6** relates to the re-election of Mr Andrew Robson who was appointed on 8 December 2020 and has a wealth of experience in the financial sector, with over 15 years of corporate finance experience, gained at Robert Fleming & Co Limited and SG Hambros. He has considerable experience as a finance director and as chairman of audit committees, including for a number of investment companies, and has a business advisory practice. He is also a qualified chartered accountant.
- **Resolution 7** relates to the election of Mrs Carole Ferguson who was appointed on 22 December 2021 and has a wealth of experience in the financial services sector in research, finance and sustainability. She began her career in fund management with BZW Investment Management, moving to work in equity derivatives with Swiss Bank Corporation, JP Morgan Securities and later with Jardine Fleming (Hong Kong) and Robert Fleming (London). Subsequently she was a senior member of the UK fund management team at SG Asset Management before moving to work as a mining analyst at SP Angel for four years. In 2017 she became Head of Investor Research at CDP, the charity that runs the global disclosure system for investors, companies, and others to manage their environmental impact. She is currently a Managing Director of Industry Tracker, a climate research house

launched in May 2021. She is also on the advisory board of WHEB Asset Management, an impact investor focused on the opportunities created by the transition to a low carbon and sustainable global economy.

Ordinary resolutions relating to the following items of special business will be proposed at the forthcoming AGM.

## **Resolution 10 Directors' Remuneration:**

At present, Article 32.4 (a) which deals with Directors' remuneration, sets an aggregate limit of £150,000 per annum on Directors' fees.

The Board is proposing as an ordinary resolution that the aggregate limit on Directors' fees be increased to £200,000 per annum. This will provide for an overlap of Directors upon retirement and replacement in accordance with the Company's succession plan. The increase in the aggregate limit would also facilitate any future increase in Directors' fees to reflect market trends and to ensure that the remuneration of the Directors is sufficient to attract and retain Directors with suitable knowledge and experience. The Board notes that the current limit on the total level of Directors' remuneration has been in place since 2005, when the Company was launched. Since this point in time, the Company has grown in size and the demands on Directors' time and involvement has materially increased, not least in response to a significant increase in the legislative and regulatory requirements that the Company must comply with. Full details of the fees paid to Directors are set out in the Directors' Remuneration Report on pages 60 to 63.

## **Resolution 11 Authority to allot shares:**

The Directors may only allot shares for cash if authorised to do so by shareholders in a general meeting. This resolution seeks to renew the authority of the Directors to allot ordinary shares for cash up to an aggregate nominal amount of £118,593.36 which is equivalent to 11,859,336 ordinary shares and represents 10% of the Company's issued ordinary share capital (excluding any treasury shares) as at the date of the Notice of the Annual General Meeting.

The Directors will use this authority when it is in the best interests of the Company to issue ordinary shares for cash. This authority will expire at the conclusion of the AGM to be held in 2023 unless renewed prior to that date.

The following special resolutions relating to the following items of special business will be proposed at the forthcoming AGM.

## **Resolution 12 Authority to disapply pre-exemption rights:**

By law, Directors require specific authority from shareholders before allotting new shares or selling shares out of treasury for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 12 empowers the Directors to allot new ordinary shares for cash or to sell shares held by the Company in treasury, otherwise than to existing shareholders on a pro rata basis, up to an aggregate nominal amount of £118,593.36 which is equivalent to 11,859,336 ordinary shares and represents 10% of the Company's issued ordinary share capital as at the date of the Notice of Annual General Meeting. This authority will expire at the conclusion of the AGM to be held in 2023 unless renewed prior to that date.

### **Resolution 13 Authority to buy back shares:**

The resolution to be proposed will seek to renew the authority granted to Directors enabling the Company to purchase its own shares. The Directors will only consider repurchasing shares in the market if they believe it to be in shareholders' interests and as a means of correcting any imbalance between supply and demand for the Company's shares.

The Directors are seeking authority to purchase up to 17,777,144 ordinary shares, being approximately 14.99% of the issued share capital (excluding treasury shares) as at the date of the Notice of Annual General Meeting. This authority will expire at the conclusion of the AGM to be held in 2023 unless renewed prior to that date.

Any ordinary shares purchased pursuant to resolution 13 shall be cancelled immediately upon completion of the purchase or held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

### **Recommendation**

Your Board considers that each of the resolutions to be proposed at the AGM is likely to promote the success of the Company for the benefit of its members as a whole and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings.

### **Corporate governance**

Full details are given in the Corporate Governance Statement on pages 66 to 71. The Corporate Governance Statement forms part of this Directors' Report.

### **Audit information**

As required by Section 418 of the Companies Act 2006 each of the Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are aware, there is no relevant audit information of which the

Company's Auditor is unaware and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

### **Auditor**

The Auditor, Ernst & Young LLP, is willing to continue in office. Resolutions proposing the reappointment of Ernst & Young LLP and authorising the Audit and Management Engagement Committee to determine the Auditor's remuneration for the ensuing year will be proposed at the AGM.

The Directors' Report was approved by the Board at its meeting on 3 February 2022.

By order of the Board

### **SARAH BEYNSBERGER**

For and on behalf of  
BlackRock Investment Management (UK) Limited  
Company Secretary  
3 February 2022



# Directors' remuneration report

The Board presents the Directors' remuneration report for the year ended 30 November 2021 which has been prepared in accordance with Sections 420-422 of the Companies Act 2006 and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

The law requires the Company's Auditor to audit certain of the disclosures provided. Where disclosures have been audited, they are indicated as such. The Auditor's opinion is included in their report on pages 82 to 89.

## Statement by the chairman

A key driver of the remuneration policy is that fees payable to Directors should be sufficient to attract and retain individuals with suitable knowledge and experience to promote the long-term success of the Company whilst also reflecting the time commitment and responsibilities of the role. The Board's focus is on setting the strategy for the successful progression of the Company and monitoring performance against the strategic objectives set. In order to do this effectively, Directors spend a substantial amount of time preparing for the six scheduled Board meetings and three Audit and Management Engagement Committee meetings held each year. At these meetings, the Directors review the Company's portfolio, monitor investment performance and review compliance with investment guidelines.

The Board also reviews and monitors the Company's ongoing operating costs to ensure that these represent optimal value and are in line with agreed budgets. In addition, the Board sets the marketing strategy of the Company and contributes to a sales and marketing initiative operated by BlackRock; the Board has set key performance indicators to monitor progress and reviews these on a regular basis to monitor and assess the effectiveness of this initiative. The Board monitors the Company's share rating closely and is responsible for determining the appropriate action to be taken to manage this where necessary.

Directors are also responsible for establishing and maintaining the Company's control systems to manage risk effectively, and a register of these controls and the risks facing the Company are reviewed at each Audit and Management Engagement Committee meeting, along with control reports from external auditors. Directors also receive an annual update from BlackRock's internal audit department. As well as this usual business, Directors also spend additional time as and when required in ad hoc meetings to address other issues as they arise, including the Board's response to emerging risks. Investment trusts are subject to a large number of regulatory and disclosure requirements, including the requirements of the UK Code, UKLA Listing Rules, and Investment Trust Company tax regulations. The regulatory burden has increased significantly in recent years, with the implementation of AIFMD, GDPR, Foreign Account Tax Compliance Act (FATCA) and the Common Reporting Standard requiring considerable additional time to be spent by the Board to ensure that new depositary and management agreements comply with

best industry practice. There are yet more new regulatory obligations that will become applicable to the Company over the next few years, all of which are expected to generate an increased workload for Directors, and the Board will continue to be mindful of this in setting remuneration levels.

For the year ended 30 November 2021, the Chairman received an annual fee of £38,000, the Audit and Management Engagement Committee Chairman received £32,000 per annum and the other Directors received £27,000 per annum. Following a review on 8 December 2021 and with effect from 1 December 2021, the Chairman will receive an annual fee of £40,000, the Audit and Management Engagement Committee Chairman will receive £34,000 per annum and the other Directors will each receive £29,000 per annum. Prior to this, Directors' fees were last increased three years ago on 1 December 2018. Additional information in respect of the Board's remuneration and the basis for determining the level of any increase in the Directors' remuneration is set out in the Directors' Remuneration Policy on pages 64 to 65.

No discretionary fees have been paid to Directors during the year or since inception and the payment of such fees is expected to be a rare occurrence, only necessary in exceptional circumstances. Any discretionary fees paid to the Directors will be clearly disclosed in the Directors' Remuneration Report accompanied by an explanation of the work undertaken and why it was deemed necessary to pay such additional remuneration.

## Remuneration committee

The Board as a whole fulfils the function of the Remuneration Committee and considers any change in the Directors' remuneration policy. A separate Committee has therefore not been established. The Company's Directors as at the date of this report are all non-executive and are independent of the Manager. No advice or services were provided by any external agencies or third parties in respect of remuneration levels.

## Remuneration/service contracts

The maximum remuneration of the Directors is determined within the limits of the Company's Articles and currently amounts in aggregate to £150,000 per annum. No element of the Directors' remuneration is performance related. Approval is being sought at the 2022 AGM for an increase in the aggregate annual limit on Directors' fees. Full details of the proposed increase are provided on page 58 of the Directors' Report.

None of the Directors is entitled to receive from the Company:

- performance related remuneration;
- any benefits in kind except reasonable travel expenses in the course of travel to attend meetings and duties undertaken on behalf of the Company;

- share options;
- rewards through a long-term incentive scheme;
- a pension or other retirement benefit; and
- compensation for loss of office.

The Company has no employees and consequently no consideration is required to be given to employment conditions elsewhere in setting Directors' fees.

All of the Directors are non-executive. None of the Directors has a service contract with the Company and the terms of their appointment are detailed in a letter of appointment. New directors are appointed for an initial term of three years and it is expected that they will serve two further three-year terms. The continuation of an appointment is contingent on satisfactory performance evaluation and re-election at each Annual General Meeting (AGM). A director may resign by notice in writing to the Board at any time, there is no notice period. The letters of appointment are available for inspection at the registered office of the Company.

### **Implementation of the remuneration policy in the year 2021**

The Directors intend that the Company's Remuneration Policy (as approved at the AGM on 17 March 2020) will be implemented as set out on pages 60 to 64. The Directors' remuneration policy on page 64 and the policy table on page 65 form part of this report. The Directors do not receive any performance related remuneration or incentives. Discretionary payments are permitted under the policy; however, such discretionary payments would only be considered in exceptional circumstances.

# Directors' remuneration report

continued

## Remuneration implementation report

A single figure for total remuneration of each Director is set out in the table below for the year ended 30 November 2021:

Directors	Year ended 30 November 2021			Year ended 30 November 2020		
	Fees	Taxable benefits <sup>1</sup>	Total	Fees	Taxable benefits <sup>1</sup>	Total
	£	£	£	£	£	£
Ed Warner (Chairman)	38,000	–	38,000	38,000	–	38,000
Dr Carol Bell	27,000	–	27,000	27,000	–	27,000
Adrian Brown	27,000	–	27,000	26,336	–	26,336
Michael Merton <sup>2</sup>	9,293	–	9,293	32,000	–	32,000
Jonathan Ruck Keene <sup>3</sup>	n/a	n/a	n/a	7,967	–	7,967
Andrew Robson <sup>4</sup>	29,956	–	29,956	n/a	n/a	n/a
<b>Total</b>	<b>131,249</b>	<b>–</b>	<b>131,249</b>	<b>131,303</b>	<b>–</b>	<b>131,303</b>

<sup>1</sup> Taxable benefits relate to travel and subsistence costs.

<sup>2</sup> Mr Merton retired from the Board with effect from 16 March 2021.

<sup>3</sup> Mr Ruck Keene retired from the Board with effect from 17 March 2020.

<sup>4</sup> Mr Robson joined the Board with effect from 8 December 2020. He became Audit and Management Engagement Committee Chairman with effect from 16 March 2021.

No discretionary payments were made in the year to 30 November 2021 (2020: £nil).

Mrs Ferguson joined the Board with effect 22 December 2021 and did not hold shares in the Company as at this date, or as at the date of this report.

The information in the table above has been audited. The amounts paid by the Company to the Directors were for services as non-executive Directors. The Directors receive no variable remuneration.

At 30 November 2021, fees of £10,000 (2020: £10,000) were outstanding to Directors in respect of their annual fees.

## Relative importance of spend on pay

As the Company has no employees, the table above also comprises the total remuneration costs and benefits paid by the Company. To enable shareholders to assess the relative importance of spend on pay, this has been shown in the table below compared to the Company's net profit on ordinary activities after taxation, total operating expenditure and dividend distributions.

	2021 £'000	2020 £'000	Change £'000
Directors' total remuneration	131	131	–
Total dividends paid and payable	4,737	4,540	+197
Buy back of ordinary shares	48	462	-414
Net revenue profit on ordinary activities after tax	5,704	4,900	+804

No payments were made in the period to any past Directors (2020: £nil).

## Five year change comparison

Over the last five years, Directors' pay has increased as set out in the table below:

	2021 £'000	2016 £'000	Change
Chairman	38,000	33,000	+15.2%
Audit and Management Engagement Committee Chairman	32,000	27,000	+18.5%
Director	27,000	22,000	+22.7%

As previously noted, the Company does not have any employees and hence no comparisons are given in respect of the comparison between Directors' and employees' pay increases.

## Shareholdings

The interests of the Directors in the ordinary shares of the Company are set out in the table below. The Company does not have a share option scheme, therefore none of the Directors has an interest in any share options in the Company. There is no requirement for Directors to hold shares in the Company.

	30 November 2021 Ordinary shares	30 November 2020 Ordinary shares
Ed Warner (Chairman)	94,000	94,000
Dr Carol Bell	44,000	44,000
Adrian Brown <sup>1</sup>	25,000	14,603
Andrew Robson <sup>2</sup>	24,000	n/a
Michael Merton	n/a	17,000
Carole Ferguson <sup>3</sup>	n/a	n/a

<sup>1</sup> Mr Brown acquired 10,397 shares on 16 September 2021.

<sup>2</sup> Mr Robson joined the Board with effect from 8 December 2020 and acquired 14,000 shares on 11 December 2020 and an additional 10,000 shares on 28 July 2021.

<sup>3</sup> Mrs Ferguson joined the Board with effect from 22 December 2021 and held no shares as at that date.

The information in the table above has been audited.

All the holdings of the Directors are beneficial. No other changes to these holdings have been notified up to the date of this report.

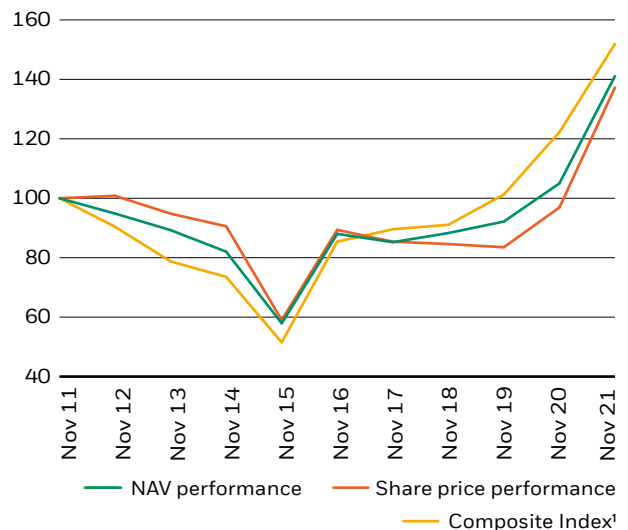
## Retirement of Directors

Further details are given in the Directors' Report on page 56.

## Performance

The following graph compares the Company's net asset value and share price performance with the performance of an equivalent investment in a Composite Index; 50% EMIX Global Mining Index and 50% MSCI World Energy Index up to 31 May 2020. From 1 June 2020 to 30 November 2020, the Composite Index has been adjusted to represent a blend of 40% EMIX Global Mining (ex Gold) Index, 30% MSCI World Energy Index and 30% S&P Global Clean Energy Index. This Composite Index is deemed to be the most appropriate as the Company has global mining and energy investment objectives, with energy transition stocks forming an increasingly important part of both the mining and energy sectors.

## Performance from 30 November 2011 to 30 November 2021



Sources: BlackRock and Datastream.

<sup>1</sup> For the period from 1 December 2019 to 31 May 2020, the composite index in the chart above was comprised of 50% EMIX Global Mining Index and 50% MSCI World Energy Index. From 1 June 2020 the composite index is comprised of a blend of 40% EMIX Global Mining (ex Gold) Index, 30% MSCI World Energy Index and 30% S&P Global Clean Energy Index. Whilst the first two indices are a reasonable proxy for the types of investment that are held within the mining and traditional energy components of the Company's portfolio, the S&P Global Clean Energy Index is not aligned to the energy transition portion of the Company's portfolio but has been included as the closest available proxy given the limited number of indices currently available that represent the transitional energy sector. The energy transition section of the Company's portfolio invests in a wide range of stocks with exposure to the transitional energy theme which are not included within the S&P Global Clean Energy Index, including mining stocks that produce materials used in the renewable transport and energy sectors, as described in more detail in the Investment Manager's report on pages 9 to 16.

Performance figures are calculated in Sterling terms, with dividends reinvested. Rebased to 100 at 30 November 2011.

By order of the Board

### ED WARNER

Chairman

3 February 2022

# Directors' remuneration policy

In setting the appropriate level of Directors' fees, a number of factors are considered, including the workload of the Directors, their responsibilities, any change in these responsibilities and additional legal duties (for example as a result of new legislation being implemented), the relationship with their suppliers and service providers and the size and complexity of the Company. The time commitment required, the level of skills and appropriate experience required and the need for Directors to maintain on an ongoing basis an appropriate level of knowledge of regulatory and compliance requirements in an industry environment of increasing complexity are also taken into account. The Board also considers the average rate of inflation during the period since the last fee increase and reviews the level of remuneration in comparison with other investment trusts of a similar size and/or mandate, as well as taking account of any data published by the Association of Investment Companies to ensure that fees are in line with industry practice. This comparison, together with consideration of any alteration in non-executive Directors' responsibilities, is used to review whether any change in remuneration is necessary. The review is performed on an annual basis. The Board is cognisant of the need to avoid any potential conflicts of interest and has therefore agreed a mechanism by which no Director is present when his or her own pay is being considered.

The Company has no employees and consequently no consideration is required to be given to employment conditions elsewhere in setting this policy and there has been no employee consultation.

No element of the Directors' remuneration is performance related or subject to recovery or withholding (except for tax). Directors cannot be awarded any share options or long-term performance incentives. None of the Directors has a service contract with the Company or receives any non-cash benefits (except as described in the policy table), pension entitlements or compensation for loss of office.

The remuneration policy would be applied when agreeing the remuneration package of any new Director. The terms of Directors' appointments are detailed in a letter sent to them when they join the Board. These letters are available for inspection at the registered office of the Company. Directors' appointments do not have a fixed duration, but they can be terminated by the Company in writing at any time without obligation to pay compensation. On termination of the appointment, Directors shall only be entitled to accrued fees as at the date of termination together with reimbursement of any expenses properly incurred prior to that date. No payments for loss of office are made. Directors are subject to annual re-election.

## Consideration of shareholders' views

An ordinary resolution to approve the remuneration report is put to members at each AGM. The Company is committed to ongoing shareholder dialogue and takes an active interest in voting outcomes. Shareholders have the opportunity to express their views and ask questions in respect of the remuneration policy at the AGM. To date, no shareholders have commented in respect of the remuneration policy. In the event that there was a substantial vote against any resolution proposed at the Company's AGM, the reasons for any such vote would be sought and appropriate action taken. Should the votes be against resolutions in relation to the directors' remuneration, further details will be provided in future Directors' Remuneration Reports.

In accordance with the Companies Act 2006, the Company is required to seek shareholder approval of its remuneration policy on a triennial basis. An ordinary resolution for the approval of the remuneration policy was approved by shareholders at the AGM held on 17 March 2020, with 97.54% of votes cast (including votes cast at the Chairman's discretion) in favour and 2.46% votes cast against. It is the intention of the Board that this policy on remuneration (set out on pages 64 and 65) will continue to apply for the current financial year to 30 November 2021 and the financial year following this to 30 November 2022. The Directors' Remuneration Report was also last approved by shareholders at the AGM held on 16 March 2021, with 95.19% of votes cast (including votes cast at the Chairman's discretion) in favour and 4.81% of votes cast against.

Any discretionary fees paid to the Directors will be clearly disclosed in the Directors' Remuneration Report accompanied by an explanation of the work undertaken.



## Future policy table

<b>Purpose and link to strategy</b>	Fees payable to Directors should be sufficient to attract and retain individuals of high calibre with suitable knowledge and experience. Those chairing the Board and key Committees should be paid higher fees than other Directors in recognition of their more demanding roles. Fees should reflect the time spent by Directors on the Company's affairs and the responsibilities borne by the Directors.
<b>Description</b>	Current levels of fixed annual fee (with effect from 1 December 2021): Chairman – £40,000 Audit and Management Engagement Committee Chairman – £34,000 Directors – £29,000 All reasonable expenses to be reimbursed.
<b>Maximum and minimum levels</b>	Remuneration consists of a fixed fee each year, set in accordance with the stated policies and any increase granted must be in line with the stated policies.  The Company's Articles of Association provide that the Directors are paid fees for their services not exceeding in the aggregate an annual sum of £150,000 or such larger amount as the Company may by Ordinary Resolution decide divided between the Directors as they agree. Approval is being sought at the 2022 AGM by way of an ordinary resolution for an increase in the aggregate annual limit on Directors' fees. Full details of the proposed increase are provided on page 58 of the Directors' Report.  In accordance with the provisions of the Company's Articles of Association, the Directors are entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors. There is a limit of £10,000 in relation to the amount payable in respect of expenses reimbursed.  These ceilings have been set at a level to provide flexibility in respect of the recruitment of additional Board members and inflation.
<b>Policy on share ownership</b>	Directors are not required to own shares in the Company.
<b>Fixed fee element</b>	The Board reviews the quantum of Directors' fees each year to ensure that they are in line with the level of Directors' remuneration for other investment trusts of a similar size. When considering any changes in fees, the Board will take into account wider factors such as the average rate of inflation over the period since the previous review, and the level and any change in complexity of the Directors' responsibilities (including additional time commitments as a result of increased regulatory or corporate governance requirements). Directors are not eligible to be compensated for loss of office, nor are they eligible for bonuses, pension benefits, share options or other incentives or benefits. Directors do not have service contracts, but are appointed under letters of appointment.
<b>Discretionary payments</b>	The Company's Articles authorise the payment of discretionary fees to Directors for any additional work undertaken on behalf of the Company which is outside of their normal duties. Any such extra work undertaken is subject to the prior approval of the Chairman or, in the case of the Chairman undertaking the extra work, subject to the prior approval of the Chairman of the Audit and Management Engagement Committee. The level of discretionary fees shall be determined by the Directors. Any discretionary fees paid will be disclosed in the Director's remuneration implementation report within the Annual Report. The payment of such fees would only be considered in exceptional circumstances and any discretionary fees paid will be clearly disclosed.
<b>Taxable benefits</b>	Some expenses incurred by Directors are required to be treated as taxable benefits. Taxable benefits include (but are not limited to) travel expenses incurred by the Directors in the course of travel to attend Board and Committee meetings which are held at the Company's registered offices in London, and which are reimbursed by the Company and therefore treated as a benefit in kind and are subject to tax and national insurance. The Company's policy in respect of this element of remuneration is that all reasonable costs of this nature will be reimbursed as they are incurred, including the tax and national insurance costs incurred by the Director on such expenses.

# Corporate governance statement

## Chairman's introduction

Corporate governance is the process by which the Board seeks to look after shareholders' interests and protect and enhance shareholder value. Shareholders hold the Directors responsible for the stewardship of the Company, delegating authority and responsibility to the Directors to manage the Company on their behalf and holding them accountable for its performance.

The Board is ultimately responsible for framing and executing the Company's strategy and for closely monitoring risks. We aim to run our Company in a manner which is responsible and consistent with our belief in honesty, transparency and accountability. In our view, good governance means managing our business well and engaging effectively with investors. We consider the practice of good governance to be an integral part of the way we manage the Company and we are committed to maintaining high standards of financial reporting, transparency and business integrity.

As a UK-listed investment trust company our principal reporting obligation is driven by the UK Corporate Governance Code (the UK Code) issued by the Financial Reporting Council in July 2018. However, as listed investment trust companies differ in many ways from other listed companies, the Association of Investment Companies has drawn up its own set of guidelines, the AIC Code of Corporate Governance (the AIC Code) issued in February 2019, which addresses the governance issues relevant to investment companies and meets the approval of the Financial Reporting Council. Both the UK Code and the AIC Code apply to accounting periods beginning on or after 1 January 2019. The Board has determined that it has complied with the recommendations of the AIC Code. This in most material respects is the same as the UK Code, save that there is greater flexibility regarding the tenure of the Chairman and membership of the audit committee.

This report, which is part of the Directors' Report, explains how the Board addresses its responsibility, authority and accountability.

## Compliance

The Board has made the appropriate disclosures in this report to ensure that the Company meets its continuing obligations. It should be noted that, as an investment trust, most of the Company's day-to-day responsibilities are delegated to third parties, the Company has no employees and the Directors are non-executive.

Therefore, not all of the provisions of the UK Code are directly applicable to the Company.

The Board considers that the Company has complied with the recommendations of the AIC Code and the provisions

contained within the UK Code that are relevant to the Company throughout this accounting period, except the provisions relating to:

- the role of the chief executive;
- executive directors' remuneration; and
- nomination of a senior independent director.

For the reasons set out in the AIC Code of Corporate Governance, and as explained in the UK Code, the Board considers that these provisions are not relevant to the position of the Company being an externally managed investment company with no executive employees. In view of BlackRock having an internal audit function it does not consider it necessary for the Company to have its own internal audit function. The Board receives regular reports from BlackRock's internal audit function. In addition, BlackRock's internal audit department provides an annual presentation to the Audit Committee chairmen of the BlackRock investment trusts on the results of testing performed in relation to BlackRock's internal control processes.

The UK Code is available from the Financial Reporting Council's website at [frc.org.uk](http://frc.org.uk). The AIC Code is available from the Association of Investment Companies at [theaic.co.uk](http://theaic.co.uk).

Information on how the Company has applied the principles of the AIC Code and UK Code is set out below.

## Board composition

The Board currently consists of five non-executive Directors. All the Directors apart from Mr Warner will stand for re-election (or, in the case of Mrs Ferguson, for election) at the forthcoming Annual General Meeting and the biographies of all the Directors can be found on pages 31 to 33. Mr Michael Merton retired from the Board at the AGM on 16 March 2021. Mr Robson took over the role of Chairman of the Audit and Management Engagement Committee from Mr Merton with effect from that date. Mr Warner has announced his intention to retire from the Board with effect from the conclusion of the Company's AGM in March 2022. He will be succeeded as Chairman by Mr Brown at this date. In line with best corporate governance practice, Mr Brown will step down as a member of the Audit and Management Engagement Committee also with effect from this date. The refreshment of the Board will remain as an ongoing process to ensure that the Board is well balanced through the appointment of new Directors with the skills and experience necessary. Directors must be able to demonstrate commitment to the Company, including in terms of time.

All Directors are considered to be independent of the Company's Manager. The provision of the UK Code which relates to the combination of the roles of the chairman and chief executive does not apply as the Company has

no executive directors. The UK Code recommends that the Board should appoint one of the independent non-executive directors to be the senior independent director. However, as the Board's structure is relatively simple, with no executive directors and just four non-executive directors other than the Chairman, the Board does not consider it necessary to nominate a senior independent director.

The Directors' biographies, on pages 31 to 33 demonstrate a breadth of investment knowledge, business and financial skills which enable them to provide effective strategic leadership and proper governance of the Company. Details of the Chairman's other significant time commitments can also be found on page 31.

### **Diversity**

The Board's policy on diversity, including gender, is to take this into account during the recruitment and appointment process. However, the Board is committed to appointing the most appropriate candidate, regardless of gender or other forms of diversity and therefore no targets have been set against which to report. As at the date of this Report, the Board consists of three men and two women constituting 40% female Board representation.

### **Board independence and tenure**

Details of the Board's policy on tenure and independence are set out on page 56.

### **Directors' appointment, retirement and rotation**

The rules concerning the appointment, retirement and rotation of Directors are discussed in the Directors' Report on page 56.

None of the Directors has a service contract with the Company. The terms of their appointment are detailed in a letter sent to them when they join the Board. These letters are available for inspection at the registered office of the Company and will be available at the AGM.

### **Directors' training and induction**

When a new Director is appointed to the Board, he or she is provided with all relevant information regarding the Company and his or her duties and responsibilities as a Director. In addition, a new Director will also spend some time with representatives of the Manager, including the Portfolio Managers and the Company Secretary, whereby he or she will become familiar with the various processes which are considered necessary for the performance of their duties and responsibilities.

The Company's policy is to encourage Directors to keep up to date and attend training courses on matters which are directly relevant to their involvement with the Company.

The Directors also receive regular briefings from, amongst others, the Auditor and the Company Secretary regarding any proposed developments or changes in law or regulations that could affect them or the Company.

### **Directors' liability insurance**

The Company has maintained appropriate Directors' liability insurance cover throughout the year.

### **The Board's responsibilities**

The Board is responsible to shareholders for the effective stewardship of the Company and a formal schedule of matters reserved for the decision of the Board has been adopted. Investment policy and strategy are determined by the Board. It is also responsible for the gearing policy, dividend policy, public documents such as the Annual Report and Financial Statements, the terms of the discount control mechanism, buy back policy and corporate governance matters. In order to enable them to discharge their responsibilities effectively the Board has full and timely access to relevant information.

The Board currently meets at least six times a year to review investment performance, financial reports and other reports of a strategic nature. Board or Board committee meetings are also held on an ad hoc basis to consider particular issues as they arise. Key representatives of the Manager and/or Investment Manager attend each meeting and between these meetings there is regular contact with the Manager and Investment Manager.

The Board has direct access to company secretarial advice and the services of the Manager which, through its nominated representative, is responsible for ensuring that Board and Committee procedures are followed and that applicable regulations are complied with. The appointment and removal of the Company Secretary is a matter for the whole Board.

The Board has established a procedure whereby Directors wishing to do so in the furtherance of their duties, may take independent professional advice at the Company's expense.

### **Performance evaluation**

A formal appraisal system has been agreed for the evaluation of the Board, its Committees and the individual Directors, including the Chairman.

The annual evaluation for the year ended 30 November 2021 has been carried out. This took the form of questionnaires followed by discussions to identify how the effectiveness of the Board's activities, including its Committees, policies or processes might be enhanced.

The Chairman also reviewed with each Director their individual performance, contribution and commitment. The

# Corporate governance statement

continued

appraisal of the Chairman followed the same format and was led by Mr Robson. The results of the evaluation process were presented to and considered by the Board. There were no significant actions arising from the evaluation process and it was agreed that the current composition of the Board and its Committees reflected a suitable mix of skills and experience, and that the Board as a whole, the individual Directors and its Committees were functioning effectively.

## Delegation of responsibilities

The Board has delegated the following areas of responsibility:

### Management and administration

The management of the investment portfolio and the administration of the Company have been contractually delegated to BFM as the Company's AIFM, and BFM (with the permission of the Company) has delegated certain investment management and other ancillary services to BIM (UK) (the Investment Manager). The contractual arrangements with the Manager are summarised on pages 53 and 54.

The Manager, operating under guidelines determined by the Board, has direct responsibility for the decisions relating to the day-to-day running of the Company and is accountable to the Board for the investment, financial and operating performance of the Company.

The review of the Manager's performance is an ongoing duty and responsibility of the Board which is carried out at every Board meeting. In addition, a formal review is undertaken annually, details of which are set out above.

The assets of the Company have been entrusted to the Depositary for safekeeping. The Depositary is The Bank of New York Mellon (International) Limited. The address at which the business is conducted is given on page 126.

The Board has delegated the exercise of voting rights attaching to the securities held in the portfolio to the Investment Manager. Details of the Investment Manager's voting policy are set out on page 55.

## Committees of the board

The Board has appointed a number of committees as set out below and on page 30. Copies of the terms of reference of each committee are available on request from the Company's registered office, on the BlackRock website at [www.blackrock.com/uk/beri](http://www.blackrock.com/uk/beri) and at each Annual General Meeting.

### Audit and management engagement committee

The Audit and Management Engagement Committee consists of Andrew Robson who acts as Chairman, Dr Carol Bell, Adrian Brown and Carole Ferguson. Mr Warner is not a member of the Committee but may attend by invitation.

Further details are provided in the Report of the Audit and Management Engagement Committee on pages 72 to 76.

### Nomination committee

The Nomination Committee comprises all the Directors and is chaired by the Chairman of the Board. The role of the Committee is to review Board structure, size and composition, the balance of knowledge, experience and skills range and to consider succession planning and tenure policy. Appointments of new Directors will be made on a formalised basis, with the Committee agreeing the selection criteria and the method of selection, recruitment and appointment. Board diversity, including gender, will be taken into account in establishing the criteria. The services of an external search consultant may be used to identify potential candidates. On the recommendation of the Nomination Committee, the Board engaged an independent third-party recruitment firm, Odgers Berndtson, to assist in the search for a new Director during the year.

The Committee meets at least once a year and more regularly if required.

### Remuneration committee

The Company's policy on Directors' remuneration, together with details of the remuneration of each Director, is detailed in the Directors' Remuneration Report on pages 64 to 65.

As stated in the Directors' Remuneration Report, the full Board determines the level of Directors' fees and accordingly there is no separate Remuneration Committee.

### Internal controls

The Board is responsible for the internal controls of the Company and for reviewing their effectiveness, for ensuring that financial information published or used within the business is reliable, and for regularly monitoring compliance with regulations governing the operation of investment trusts. The Board reviews the effectiveness of the internal control systems to identify, evaluate and manage the Company's significant risks. As part of that process, there are procedures designed to capture and evaluate any failings or weaknesses. Should a matter be categorised by the Board as significant, procedures exist to ensure that necessary action is taken to remedy the failings. The Board is not aware of any significant failings or weaknesses arising in the year under review.

Control of the risks identified, covering financial, operational, compliance and risk management, is embedded in the operations of the Company. There is a monitoring and reporting process to review these controls, which has been in place throughout the year under review and up to the date of this report carried out by the Manager's corporate audit department. This accords with the Financial Reporting Council's 'Internal Control: Revised Guidance for Directors on the UK Corporate Governance Code'.

The Company's risk register sets out the risks relevant to the Company and describes, where relevant, the internal controls that are in place at the AIFM, the Investment Manager and other third party service providers to mitigate these risks.

The Audit and Management Engagement Committee (the Committee) formally reviews this register on a semi-annual basis and BFM as the Company's AIFM reports on any significant issues that have been identified in the period. In addition, BlackRock's internal audit department provides an annual presentation to the Audit and Management Engagement Committee Chairman on the results of testing performed in relation to BlackRock's internal control processes. The Depositary also reviews the control processes in place at the Custodian, the Fund Accountant and the AIFM and reports formally to the Committee twice yearly. Both the AIFM and the Depositary will escalate issues and report to the Committee outside of these meetings on an ad hoc basis to the extent this is required. The Committee also receives annual and quarterly Service Organisation Control (SOC 1) reports respectively from BlackRock and The Bank of New York Mellon (International) Limited on the internal controls of their respective operations, together with the opinion of their reporting accountants.

The Board recognises that these control systems can only be designed to manage rather than to eliminate the risk of failure to achieve business objectives, and to provide reasonable, but not absolute, assurance against material misstatement or loss, and relies on the operating controls established by the Manager and the Custodian. The Investment Manager prepares revenue forecasts and management accounts which allow the Board to assess the Company's activities and review its performance. The Board and the Investment Manager have agreed clearly defined investment criteria, specified levels of authority and exposure limits. Reports on these issues, including performance statistics and investment valuations, are submitted to the Board at each meeting.

### **Internal audit function**

The Company does not have its own internal audit function, as all the administration is delegated to the Manager. The Board monitors the controls in place through the Manager's internal audit department and considers that there is currently no need for the Company to have its own internal audit function, although this matter is kept under review.

### **Financial reporting**

The Statement of Directors' Responsibilities in respect of the Annual Report and Financial Statements is set out on pages 77 to 78, the Report of the Independent Auditor on pages 82 to 89 and the Statement of Going Concern on page 55.

### **Socially responsible investment**

Generally, investment trusts do not employ staff and accordingly have no direct impact on social matters but can be significant investors in the economies of the regions in which they invest. The Company invests primarily in the securities of companies operating in the mining and energy sectors around the world in a range of countries which have varying degrees of political and corporate governance standards. The Investment Manager's evaluation procedures

and financial analysis of the companies within the portfolio includes research and appraisal, and also takes into account environmental policies, social, ethical and other business issues. In this regard, the Natural Resources team works closely with BlackRock's Investment Stewardship team.

The Company's investment process is ESG integrated. The Investment Manager defines ESG integration as the practice of explicitly incorporating ESG information into investment decisions to help enhance risk-adjusted returns. The Investment Manager believes integrating ESG information, or sustainability considerations, is an appropriate component of their robust investment process, and have adapted their research to account for additional sources of risk and return that are explained by ESG-related information. As part of the Investment Manager's structured investment process, ESG risks and opportunities are considered within their fundamental analysis of companies and industries. In their aim to protect capital for clients and generate them wealth in the long term the Investment Manager looks to invest in businesses which have superior return characteristics over a multi-year period. The Investment Manager recognises that a business' return can be improved or eroded over the long run by a number of factors, particularly those related to ESG, and look to understand the potential for change or resilience within a business in this respect. They, therefore, aim to assess financial materiality in relation to ESG in all of their investments. To follow this process systematically, the Investment Manager looks at data insights integrated into the team's standard research templates shown in the BlackRock ESG Risk Window. The Risk Window, using MSCI data, flags any stock-specific concerns allowing investors to investigate them further. It screens for Governance, Environment and Social metrics through over 400 single data points and orders potentials risks from High to Managed. Investors also have access to other data sources such as RepRisk or Sustanalytics to complement the Risk Window.

The Investment Manager's unparalleled access to company management allows them to engage on these issues through questioning management teams and conducting site visits. They look to understand how management approaches ESG risks and opportunities and the potential impact this may have on company financials. Further engagement is carried out by BlackRock's Investment Stewardship team (BIS), who meet with boards of companies frequently to evaluate how companies are strategically managing their longer term issues, including those surrounding ESG. Through this combination of quantitative and qualitative assessment, the Investment Manager ensures that an understanding of our investments is thorough, reliable and up-to-date. The Investment Manager's understanding of ESG issues is further supported by BlackRock's Sustainable Investment Team (BSI). BSI look to advance ESG research and integration, active engagement and the development of sustainable investment solutions across the firm. BlackRock believes ESG issues have real financial impacts over the long term.



# Corporate governance statement

continued

The sustainable investing effort is embedded into the Investment Manager's culture from the top down as they believe that a company's ability to manage ESG matters demonstrates the leadership and good governance that is essential to sustainable growth, which is why the Investment Manager is integrating these issues into their investment process.

The understanding of ESG risk and opportunities goes beyond initial templating of an investment idea. This is a continual process where ESG insights are embedded in the ongoing assessment of risk-reward on each company the Investment Manager invests in or monitors. Their awareness of the development of ESG risks is further aided by weekly automated emails highlighting changes to MSCI ESG controversies and scores on a single stock basis. This is reviewed by analysts and any relevant changes will be discussed in the team's morning meeting. From a portfolio management perspective, our Portfolio Managers are able to see, in Aladdin, the ESG scores of the funds they manage in comparison to benchmarks both in total, and also decomposed into the three categories, namely Environmental, Social and Governance. This specifically includes Carbon Metrics and further ESG Metrics, which are linked from numerous third-party data providers, including MSCI and Sustainalytics.

Further details on ESG and Sustainable Investing can be found in the Strategic Report on pages 50 to 52.

The Manager is a Tier 1 signatory to the UK Stewardship Code, which, among other things, sets out the responsibilities of institutional shareholders in respect of investee companies. The Manager's compliance with the UK Stewardship Code is publicly available on the BlackRock website <https://www.blackrock.com/corporate/aboutus/investment-stewardship>. The Manager's approach to sustainable investing is detailed on the website at <https://www.blackrock.com/us/individual/investment-ideas/sustainable-investing>.

## Bribery prevention policy

The provision of bribes of any nature to third parties in order to gain a commercial advantage is prohibited and is a criminal offence. The Board has a zero tolerance policy towards bribery and a commitment to carry out business fairly, honestly and openly. The Board takes its responsibility to prevent bribery very seriously. The Manager has anti-bribery policies and procedures in place which are high level, proportionate and risk-based, which are periodically reviewed by the Board. The Company's other service providers have been contacted in respect of their anti-bribery policies and, where necessary, contractual changes are made to existing agreements in respect of anti-bribery provisions.

## Criminal Finances Act 2017

The Company has a commitment to zero tolerance towards the criminal facilitation of tax evasion.

## Communication with shareholders

Under normal operating circumstances, all shareholders have the opportunity to attend and vote at the AGM. Although physical attendance at the Company's 2022 AGM in March may not be possible due to social distancing restrictions in place, the Board encourages shareholders to send any questions that they would like to address to the AGM by post or email to the Secretary at the address shown on page 126. Shareholders are also encouraged to submit their votes by proxy. A written response will be provided to all queries. The Notice of Annual General Meeting sets out the business of the Meeting; any items not of a routine nature are explained in the Directors' Report on pages 57 to 59. Separate resolutions are proposed for substantive issues.

In addition, regular updates on performance are available to shareholders and the Portfolio Managers will review the Company's portfolio and performance at the AGM. This year, to the extent that social distancing regulations make physical attendance at the AGM impossible, a recorded video of the portfolio managers' presentation will be made available on the Company's website at [www.blackrock.com/uk/beri](http://www.blackrock.com/uk/beri) shortly after the AGM has concluded. Proxy voting figures will be announced to the shareholders at the AGM and will be made available on BlackRock's website shortly after the Meeting.

The Company's willingness to enter into discussions with shareholders is demonstrated by a programme of presentations made by the Investment Manager. The Board discusses with the Investment Manager at each Board meeting any feedback from meetings with shareholders, and it also receives reports from its corporate broker.

There is a section within this report entitled 'Additional Information – Shareholder Information' on pages 121 to 123, which provides an overview of useful information available to shareholders.

The Company's financial statements, regular factsheets and other information are also published on the BlackRock website at [blackrock.com/uk/beri](http://blackrock.com/uk/beri). The work undertaken by the Auditor does not involve consideration of the maintenance and integrity of the website and, accordingly, the Auditor accepts no responsibility for any changes that have occurred to the financial statements since they were initially presented on the website. Visitors to the website need to be aware that legislation in the United Kingdom governing the preparation and dissemination of the accounts may differ from legislation in their jurisdiction.

## **Packaged retail and insurance-based investment products (PRIIPS) regulation ('The Regulation')**

With effect from 1 January 2018, the European Union's PRIIPs regulation came into force and requires that anyone manufacturing, advising on, or selling a PRIIP to a retail investor in the EEA must comply with the regulation. Shares issued by Investment Trusts fall into scope of the regulation.

Investors should be aware that the PRIIPs regulation requires the AIFM, as PRIIPs manufacturer, to prepare a key information document ('KID') in respect of the Company. This KID must be made available, free of charge, to EEA retail investors prior to them making any investment decision and have been published on BlackRock's website. The Company is not responsible for the information contained in the KID and investors should note that the procedures for calculating the risks, costs and potential returns are prescribed by law. The figures in the KID may not reflect the expected returns for the Company and anticipated performance returns cannot be guaranteed.

The PRIIPs KID in respect of the Company can be found at: [www.blackrock.com/uk/beri](http://www.blackrock.com/uk/beri).

## **Disclosure guidance and transparency rules**

Other information required to be disclosed pursuant to the Disclosure Guidance and Transparency Rules has been placed in the Directors' Report on pages 53 to 57 because it is information which refers to events that have taken place during the course of the year.

By order of the Board

**ED WARNER**

Chairman

3 February 2022

# Report of the audit and management engagement committee

As Chairman of the Audit and Management Engagement Committee (the Committee) I am pleased to present the Committee's report to shareholders for the year ended 30 November 2021.

## Composition

All of the Directors at the date of this report, except the Chairman, are members of the Committee. The Chairman may attend the Committee meetings by invitation. Mrs Carole Ferguson became a member of the Committee from the date of her appointment on 22 December 2021, and the Committee is therefore currently composed of Mr Robson (who acts as Chair), Dr Bell, Mr Brown and Mrs Ferguson.

The Directors' biographies are given on pages 31 to 33 and the Board considers that at least two members of the Committee have sufficient recent and relevant financial experience for the Committee to discharge its function effectively. The Board is also satisfied that the Audit and Management Engagement Committee as a whole has competence relevant to the sector in which the Company operates.

## Role and responsibilities

During the year under review the Committee met three times. Two of the three planned meetings were held prior to the Board meetings to approve the half yearly and annual results in July and January respectively. The third meeting is held in December to start the report and accounts preparation process.

The Committee operates within written terms of reference detailing its scope and duties and these are available on the Company's website at [blackrock.com/uk/beri](http://blackrock.com/uk/beri). The Committee's principal duties, as set out in the terms of reference, fall into seven main categories, as set out below. In accordance with these duties the principal activities of the Committee during the year included:

## Internal controls, financial reporting and risk management systems

- reviewing the adequacy and effectiveness of the Company's internal financial controls and the internal control and risk management systems;
- reasonably satisfying itself that such systems meet relevant legal and regulatory requirements;
- monitoring the integrity of the financial statements including the half yearly and annual report and financial statements;
- reviewing the consistency of, and any changes to, accounting policies;
- reviewing the half yearly and annual report and financial statements to ensure that the Company's results and financial position are represented accurately and fairly to shareholders;

- reviewing semi-annual reports from the Manager on its activities as AIFM; and
- reviewing half yearly reports from the Depositary on its activities.

## Narrative reporting

- reviewing the content of the annual report and financial statements and advising the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

## External audit

- making recommendations to the Board, to be put to shareholders for approval at the Annual General Meeting (AGM) in relation to the appointment, re-appointment and removal of the Company's external auditor;
- overseeing the relationship with the external auditor;
- meeting with the auditor and at least once without management being present;
- reviewing and approving the annual audit plan;
- reviewing the findings of the audit with the external auditor, including any major issues which arose during the audit, any accounting and audit judgements and the level of errors identified during the audit; and
- reviewing any representation letters requested by the external auditor before signature by the Board.

The fees paid to the external auditor are set out in note 5 on page 100. An explanation on how auditor objectivity and independence are safeguarded is reported under 'Assessment of the effectiveness of the external audit process' on page 75.

## Management engagement

- reviewing the management contract to ensure that the terms remain competitive;
- satisfying itself that the continuing appointment of the Manager is in the interests of shareholders as a whole;
- to consider the appointment or re-appointment of the Manager and the level of management fees;
- considering the appointment of third party service providers; and
- ensuring that third party service providers comply with the terms of their agreements and that the provisions of such agreements remain competitive.

### **Reporting responsibilities**

- reporting to the Board on its proceedings and how it has discharged its responsibilities making whatever recommendations it deems appropriate on any area within its remit; and
- compiling a report on its activities to be included in the annual report and financial statements.

### **Whistleblowing and fraud**

- reviewing the adequacy and security of the Manager's arrangements for its employees and contractors to raise concerns, in confidence about possible wrongdoing in financial reporting or other matters insofar as they affect the Company.

### **Internal audit**

- considering the need for an internal audit function, as set out in the Corporate Governance Statement on page 69.

### **Whistleblowing policy**

The Committee has reviewed and accepted the whistleblowing policy that has been put in place by the Manager under which its staff, in confidence, can raise concerns about possible improprieties in matters of financial reporting or other matters, insofar as they affect the Company.

### **Internal audit**

The Company does not have its own internal audit function, as all the administration is delegated to the Manager. The Board considers that it is sufficient to rely on the internal audit department of BlackRock. The requirement for an internal audit function is kept under review.

### **Significant issues considered regarding the annual report and financial statements**

During the year, the Committee considered a number of significant issues and areas of key audit risk in respect of the Annual Report and Financial Statements. The Committee reviewed the external audit plan at an early stage and concluded that the appropriate areas of audit risk relevant to the Company had been identified by the auditor and discussed the audit procedures and plan with the auditors. The table on pages 74 and 75 sets out the key areas of risk identified by the Committee and also explains how these were addressed by the Committee.

As the provision of portfolio valuation, fund accounting and administration services is delegated to the Company's Manager, which sub-delegates fund accounting to The Bank of New York Mellon (International) Limited, and the provision of depositary services is contracted to BNYM, the Committee has also reviewed the SOC 1 reports prepared by BlackRock, the Custodian and Fund Accountant. This enables the Committee to ensure that the control procedures in place over the areas of risk identified in the following table are adequate and appropriate and have been designated as operating effectively by their reporting auditor.

### **Auditor and audit tenure**

The appointment of the Auditor is reviewed each year and the audit partner changes at least every five years.

Accordingly, following a formal tender process, Ernst & Young LLP (EY), who had acted as external Auditor since the Company's launch in 2005, was re-appointed in 2015. Mr Matthew Price has acted as the Company's audit partner since 30 November 2020.

There are no contractual obligations that restrict the Company's choice of auditor. There were no fees paid to the Auditor in respect of non-audit services during the year (2020: £nil).

The Auditor has indicated its willingness to continue in office. Resolutions proposing its reappointment and authorising the Audit and Management Engagement Committee to determine its remuneration for the ensuing year will be proposed at the AGM.

# Report of the audit and management engagement committee continued

Significant issue	How the issue was addressed
The accuracy of the valuation of the investment portfolio.	Listed investments are valued using stock exchange prices provided by third party pricing vendors. Unquoted or illiquid investments, if any, are valued by the Directors based on recommendations from BlackRock's Pricing Committee. The Board reviews detailed portfolio valuations at each of its Board meetings and receives confirmation from the Manager that the pricing basis is appropriate, in line with relevant accounting standards as adopted by the Company and that the carrying values are materially correct. The Board also relies on the Manager's and Fund Accountant's controls which are documented in a semi-annual internal controls report which is reviewed by the Audit Committee.
The risk of misappropriation of assets and unsecured ownership of investments.	The Depository is responsible for financial restitution for the loss of financial investments held in custody. The Depository reports to the Committee twice a year. The Committee reviews reports from its service providers on key controls over the assets of the Company and will take action to address any significant issues that are identified in these reports, which may include direct discussions with representatives of the relevant service providers to obtain more detailed information surrounding any matters of concern and gaining assurance that appropriate remediation action has been taken. Any significant issues are reported by the Manager to the Committee. The Manager has put in place procedures to ensure that investments can only be made to the extent that the appropriate contractual and legal arrangements are in place to protect the Company's assets.
The risk that income is overstated, incomplete or inaccurate through failure to recognise proper income entitlements or to apply the appropriate accounting treatment for recognition of income.	The Committee reviews income forecasts, including special dividends and option income and receives explanations from the Investment Manager for any variations or significant movements from previous forecasts and prior year figures. The Committee also reviews the facts and circumstances of all special dividends to determine the revenue/capital treatment. The Board reviews the option transactions at each board meeting to confirm revenue treatment. The Directors also review a detailed schedule of dividends received from portfolio holdings at each meeting which sets out current and historic dividend rates, and the amounts accrued. Any significant movements or unusual items are discussed with the Manager. The Committee also reviews SOC 1 Reports from its service providers, including the Company's Fund Accountant and Custodian, The Bank of New York Mellon (International) Limited. These reports include information on the control processes in place to ensure the accurate recording of income, and any exceptions are highlighted to the Committee and will be investigated further to ensure that appropriate remediation action has been taken where relevant.



Significant issue	How the issue was addressed
<p>The risk that the global economic disruption caused by COVID-19 will affect the Company's ability to continue in operation due to the impact on the market valuations of portfolio companies or the ability of key service providers (including the Manager, the Depositary, the Custodian, the Fund Accountant, the Broker and the printers) to maintain business continuity and continue to provide appropriate service levels.</p>	<p>The Audit and Management Engagement Committee has reviewed the impact of market volatility related to the COVID-19 pandemic on the Company's portfolio and receive regular updates on portfolio performance from the portfolio manager.</p> <p>The Committee has also reviewed portfolio liquidity and updated revenue and expense forecasts in light of COVID-19 and its impact on portfolio liquidity, income and market valuations and considers that the Company's business model remains viable and that the Company has sufficient resources to continue in operation and to meet all liabilities as they fall due. The Committee keeps the Company's principal risks and uncertainties as set out above under review, and are confident that the Company has appropriate controls and processes in place to manage these and to maintain its operating model, even given the ongoing challenges posed by COVID-19.</p> <p>The Committee has received presentations and updates from key service providers in respect of their business continuity plans to address the ongoing issues posed by COVID-19 and are confident that they will be able to continue to provide a good level of service for the foreseeable future.</p>

### Assessment of the effectiveness of the external audit process

To assess the effectiveness of the external audit, members of the Committee work closely with the Manager to obtain a good understanding of the quality and efficiency of the audit. The Committee has adopted a formal framework to review the effectiveness of the external audit process and audit quality. This includes a review of the following areas:

- the quality of the audit engagement partner and the audit team;
- the expertise of the audit firm and the resources available to it;
- identification of areas of audit risk;
- planning, scope and execution of the audit;
- consideration of the appropriateness of the level of audit materiality adopted;
- the role of the Committee, the Manager and other third party service providers in an effective audit process;
- communication, by the Auditor, with the Committee;
- how the Auditor supports the work of the Committee;
- a review of independence and objectivity of the audit firm; and
- the quality of the formal audit report to shareholders.

Feedback in relation to the audit process and also of the effectiveness of the Manager in performing its role is also sought from relevant involved parties, including the audit partner and team.

The external auditor is invited to attend the Committee meetings at which the half yearly and annual report and financial statements are considered and at which they have the opportunity to meet with the Committee without representatives of the Manager or Investment Manager being present. The effectiveness of the external audit process is assessed principally in relation to how successfully any issues in respect of areas of accounting judgement are identified and resolved, the quality and timeliness of papers analysing these judgements, the views of the independent auditors and the booking of any audit adjustments arising, and the timely provision of draft public documents for review by the Auditor and the Committee.

To form a conclusion with regard to the independence of the external Auditor, the following factors are considered. The Committee considers whether the skills and experience of the auditor make them a suitable supplier of the non-audit services and whether there are safeguards in place to ensure that there is no threat to its objectivity and independence in the conduct of the audit resulting from the provision of such services. On an ongoing basis, EY reviews the independence of its relationship with the Group and reports to the Committee, providing details of any other relationships with the Manager. As part of this review, the Auditor will provide the Committee with information about policies and processes for maintaining independence and monitoring compliance with relevant requirements. This will include information on the rotation of audit partners and staff, the level of fees that the Group pays, details of any relationships between the audit firm and its staff and the Group as well as an overall confirmation from the auditor of its independence and objectivity.

As a result of their review, the Committee has concluded that the external audit has been conducted effectively and also that EY is independent of the Company.

# Report of the audit and management engagement committee continued

## Conclusions in respect of the annual report and financial statements

The production and the audit of the Group's annual report and financial statements is a comprehensive process requiring input from a number of different contributors. In order to reach a conclusion that the annual report and financial statements are fair, balanced and understandable, the Board has requested that the Committee advise on whether these criteria are satisfied. In doing so the Committee has given consideration to the following:

- the comprehensive control framework over the production of the annual report and financial statements including the verification process in place to deal with the factual content;
- the extensive levels of review that are undertaken in the production process by the Manager, the Depositary and the Committee;
- the Manager and other third party service provider controls to ensure the completeness and accuracy of the Group's financial records and the security of the Group's assets; and
- the existence of satisfactory SOC 1 reports to verify the effectiveness of the internal controls of the Manager, Custodian and Fund Accountant.

The Committee has reviewed the Annual Report and Financial Statements and is satisfied that, taken as a whole, they are fair, balanced and understandable. In reaching this conclusion, the Committee has assumed that the reader of the Annual Report and Financial Statements would have a reasonable level of knowledge of the investment trust industry in general and of investment trusts in particular. The Committee has reported on these findings to the Board who affirm the Committee's conclusions in the Statement of Directors' Responsibilities in respect of the Annual Report and Financial Statements on page 77.

### ANDREW ROBSON

Chairman

Audit and Management Engagement Committee

3 February 2022

# Statement of Directors' responsibilities in respect of the annual report and financial statements

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable United Kingdom law and regulations. Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the Group and Parent Company financial statements in accordance with International Accounting Standards in conformity with the Companies Act 2006.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company as at the end of each financial year and of the profit or loss of the Group for that year.

Under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules, Group financial statements are required to be prepared in accordance with International Financial Reporting Standards ('IFRSs') adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

In preparing these financial statements, the Directors are required to:

- present fairly the financial position, financial performance and cash flows of the Group and the Company;
- select suitable accounting policies in accordance with IAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors', then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- make judgements and estimates that are reasonable and prudent;
- in respect of the Group financial statements, state whether International Accounting Standards in conformity with the Companies Act 2006 and IFRSs adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;
- in respect of the Parent Company financial statements, state whether International Accounting Standards in conformity with the Companies Act 2006 have been followed, subject to any material departures disclosed and explained in the financial statements;

- provide additional disclosures when compliance with the specific requirements in IFRS as adopted by the European Union is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's financial position and financial performance; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and/or the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

They are also responsible for safeguarding the assets of the Group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for preparing the Strategic Report, the Directors' Report, the Directors' Remuneration Report, the Corporate Governance Statement and the Report of the Audit and Management Engagement Committee in accordance with the Companies Act 2006 and applicable regulations, including the requirements of the Listing Rules and the Disclosure Guidance and Transparency Rules. The Directors have delegated responsibility to the Manager for the maintenance and integrity of the Group's corporate and financial information included on the BlackRock website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Each of the Directors, whose names are listed on pages 31 to 33 confirm to the best of their knowledge that:

- the consolidated financial statements, prepared in accordance with International Accounting Standards in conformity with the Companies Act 2006 and IFRSs adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the Company and undertakings included in the consolidation taken as a whole; and
- the annual report and financial statements include a fair review of the development and performance of the business and the position of the Company and undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that it faces.

# Statement of Directors' responsibilities in respect of the annual report and financial statements

continued

The 2018 UK Corporate Governance Code also requires Directors to ensure that the Annual Report and Financial Statements are fair, balanced and understandable. In order to reach a conclusion on this matter, the Board has requested that the Audit and Management Engagement Committee advise on whether it considers that the Annual Report and Financial Statements fulfils these requirements. The process by which the Committee has reached these conclusions is set out in the Audit and Management Engagement Committee's Report on pages 72 to 76. As a result, the Board has concluded that the Annual Report for the year ended 30 November 2021, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and the Company's position, performance, business model and strategy.

For and on behalf of the Board

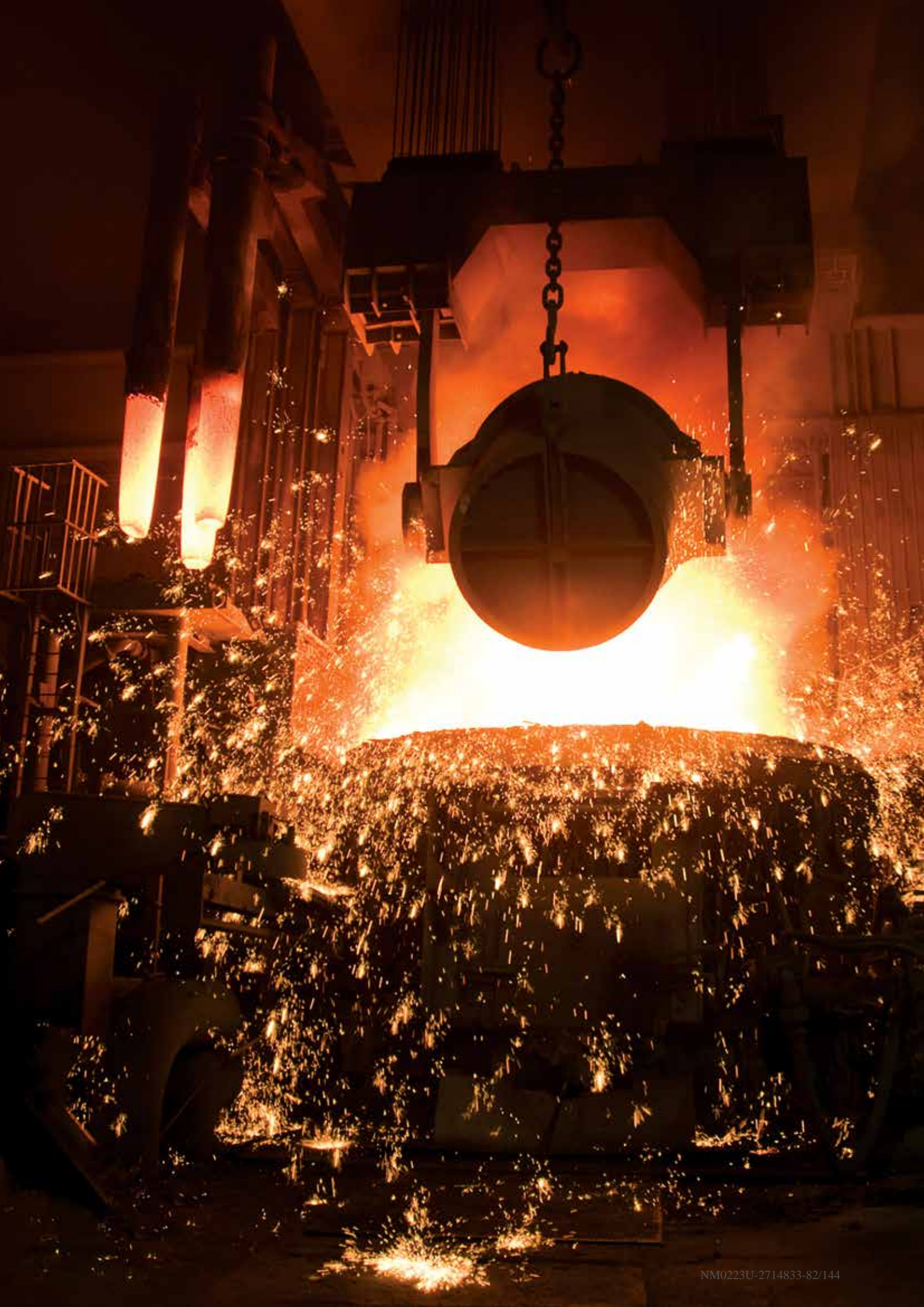
**ED WARNER**

Chairman

3 February 2022









# Financial statements



We added American steel producer Steel Dynamics to the portfolio. China restricting exports, a lack of new capacity in Europe and the United States and upcoming green infrastructure spend should see higher margins persist for longer than current valuations imply.

PHOTO COURTESY OF STEEL DYNAMICS



# Independent auditor's report

to the members of BlackRock Energy and Resources Income Trust plc

## Opinion

In our opinion:

- BlackRock Energy and Resources Income Trust plc's Group financial statements and Parent Company financial statements (the "financial statements") give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 November 2021 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards adopted pursuant to Regulation (EC) No.1606/2002 as it applies in the European Union;
- the Parent Company financial statements have been properly prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 as applied in accordance with section 408 of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of BlackRock Energy and Resources Income Trust plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 30 November 2021 which comprise:

Group	Parent company
Consolidated Statement of Financial Position as at 30 November 2021	Statement of Financial Position as at 30 November 2021
Consolidated Statement of Comprehensive Income for the year then ended	Statement of Changes in Equity for the year then ended
Consolidated Statement of Changes in Equity for the year then ended	Cash Flow Statement for the year then ended
Consolidated Cash Flow Statement for the year then ended	Related notes 1 to 19 to the financial statements including a summary of significant accounting policies
Related notes 1 to 19 to the financial statements, including a summary of significant accounting policies	

The financial reporting framework that has been applied in their preparation is applicable law and International Accounting Standards in conformity with the requirements of the Companies Act 2006 and, as regards to the Group financial statements, International Financial Reporting

Standards adopted pursuant to Regulation (EC) No. 1606/2002 as it applies in the European Union and as regards the Parent Company financial statements, as applied in accordance with section 408 of the Companies Act 2006.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group and Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and Parent Company's ability to continue to adopt the going concern basis of accounting included:

- Confirmation of our understanding of the Group and Parent Company's going concern assessment process and engagement with the Directors and the Company Secretary to determine if all key factors were considered in their assessment.
- Inspection of the Directors' assessment of going concern, including the revenue forecast, for the period to 30 November 2023. In preparing the revenue forecast, the Group and Parent Company have concluded that they are able to continue to meet their ongoing costs as they fall due.
- Review of the factors and assumptions, including the impact of the COVID-19 pandemic, as applied to the revenue forecast and the Directors' liquidity assessment of the investments. We considered the appropriateness of the methods used to calculate the revenue forecast and the liquidity assessment and determined, through testing of the methodology and calculations, that the methods utilised were appropriate to be able to make an assessment for the Group and Parent Company.
- In relation to the Group's overdraft facility, our inspection of the Directors' assessment of the risk of breaching the debt covenants as a result of a reduction in the value of the investment portfolio. We recalculated the Group's compliance with debt covenants and performed reverse stress testing in order to identify what factors would lead to the Group breaching the financial covenants.

- Consideration of the mitigating factors included in the revenue forecasts that are within control of the Group and Parent Company. We reviewed the Group and Parent Company's assessment of the liquidity of investments held and evaluated the Group and Parent Company's ability to sell those investments to cover working capital requirements should its revenue decline significantly.
- Review of the going concern disclosures included in the Annual Report in order to assess that the disclosures were appropriate and in conformity with the reporting standards.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group and Parent Company's ability to continue as a going concern for a period to 30 November 2023 which is at least twelve months from when the financial statements are authorised for issue.

In relation to the Group and Parent Company's reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group and Parent Company's ability to continue as a going concern.

### Overview of our audit approach

<b>Audit scope</b>	• We performed an audit of the complete financial information of BlackRock Energy and Resources Income Trust plc's components.
<b>Key audit matters</b>	<ul style="list-style-type: none"> <li>• Risk of incomplete or inaccurate revenue recognition, including the calculation and classification of special dividends and option premium income as revenue or capital items in the Consolidated Statement of Comprehensive Income; and</li> <li>• Risk of incorrect valuation or ownership of the investment portfolio and derivatives.</li> </ul>
<b>Audit scope</b>	• We performed an audit of the complete financial information of BlackRock Energy and Resources Income Trust plc's components.
<b>Materiality</b>	• Overall Group materiality of £1.21m (2020: £0.92m) which represents 1% (2020: 1%) of the Group's net asset value.

### An overview of the scope of the Parent Company and Group audits

#### Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for each company within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. We take into account size, risk profile, the organisation of the Group and effectiveness of group-wide controls and changes in the business environment when assessing the level of work to be performed at each company.

We performed an audit of the complete financial information of both the Parent Company and its subsidiary, BlackRock Energy and Resources Securities Income Company Limited ("full scope components").

All audit work performed for the purposes of the audit was undertaken by the Group audit team.

# Independent auditor's report

continued

## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk	Key observations communicated to the Audit and Management Engagement Committee
<p><b>Risk of incomplete or inaccurate revenue recognition, including the calculation and classification of special dividends and option premium income as revenue or capital items in the Consolidated Statement of Comprehensive Income</b></p> <p><i>Refer to the Report of the Audit and Management Engagement Committee (page 74); Accounting policies (pages 96 and 97); and note 3 of the consolidated Financial Statements (page 99).</i></p> <p>The total investment income for the year to 30 November 2021 was £6.01m (2020: £3.62m), consisting primarily of dividend income from listed investments. The option premium income for the year was £0.74m (2020: £1.24m).</p> <p>There is a risk of incomplete or inaccurate recognition of revenue through the failure to recognise proper income entitlements or to apply an appropriate accounting treatment.</p>	<p><b>We performed the following procedures:</b></p> <p>We obtained an understanding of The Bank of New York Mellon (International) Limited (BNYM) and BlackRock Fund Managers Limited (the Manager) processes and controls around revenue recognition and the classification of special dividends and option premium income by reviewing their internal controls reports and performing our walkthrough procedures. For the classification of special dividends and option premium income, we also evaluated the design and implementation of controls.</p> <p>For a sample of dividends and fixed interest payments, we recalculated the investment income by multiplying the investment holdings at the ex-dividend date, traced from the accounting records, by the dividend per share/coupon rate, as agreed to an independent data vendor. We agreed this sample to bank statements and, where applicable, we also agreed the exchange rates to an external source.</p>	<p>The results of our procedures identified no material misstatement in relation to the risk of incomplete or inaccurate revenue recognition, including the calculation and classification of special dividends and option premium income as revenue or capital items in the Consolidated Statement of Comprehensive Income.</p>



Risk	Our response to the risk	
<p><b>Special dividends</b> The total amount of special dividends received by the Group during the year was £0.49m, all of which were classified as revenue (2020: no special dividends).</p> <p>The Directors may, in certain circumstances, exercise judgement in determining whether income receivable in the form of special dividends should be classified as 'revenue' or 'capital' in the Consolidated Statement of Comprehensive Income.</p> <p><b>Option premium income</b> Options may be purchased or written over securities held in the portfolio for generating or protecting capital returns, or for generating or maintaining revenue returns. As such, there is a manual and judgemental element in allocating option premium income between revenue and capital, based on the underlying intention for writing the option. Based on the above, there is a risk that the option premium income is incorrectly allocated to revenue or capital.</p> <p>In the year ended 30 November 2021, all option premium income received was allocated to revenue (2020: all option premium income allocated to revenue).</p>	<p>To test completeness of recorded investment income, we tested that expected dividends for each investee company held during the year had been recorded as income with reference to investee company announcements obtained from an independent data vendor.</p> <p>For all dividends and fixed interest income accrued at the year end, we confirmed that the Group held the relevant investments as at the ex-dividend date and reviewed the investee company announcements to assess whether the obligation arose prior to 30 November 2021. We agreed the dividend rate to the corresponding announcements made by the investee company, recalculated the amount receivable and, where applicable, agreed the subsequent cash receipts to post-year end bank statements.</p> <p>We assessed the appropriateness of the Group's classification of special dividends as revenue with reference to publicly available information.</p> <p>For all option premia received, we agreed the key transaction details (i.e. contract size, number of contracts and contract price) to trade tickets, recalculated the option premium income and confirmed the income was correctly amortised over the life of the options. We agreed the cash receipts to bank statements and, where applicable, we also agreed the exchange rates to an external source.</p> <p>We obtained the Manager's summary for writing the options and challenged that the option premia have been correctly allocated to revenue based on the underlying intention for writing the option, and in accordance with the Group's accounting policy.</p>	

# Independent auditor's report

continued

Risk	Our response to the risk	Key observations communicated to the Audit and Management Engagement Committee
<p><b>Risk of incorrect valuation or ownership of the investment portfolio and derivatives</b></p> <p><i>Refer to the Report of the Audit and Management Engagement Committee (page 74); Accounting policies (pages 97 and 98); and note 10 of the Financial Statements (page 104).</i></p> <p>The valuation of the listed investment portfolio as at 30 November 2021 was £127.78m (2020: £97.58m). There were no open option contracts as at the year-end date (2020: net liability of £0.01m).</p> <p>The valuation of the instruments held in the investment portfolio is the key driver of the Group's net asset value and total return. Inappropriate investment pricing, including incorrect application of exchange rates, or failure to maintain proper legal title of the instruments held by the Group could have a significant impact on the portfolio valuation and, therefore, the return generated for shareholders.</p> <p>The fair value of listed investments is determined using quoted market bid prices at close of business on the reporting date. The value of option contracts is marked-to-market to reflect the fair value of the option based on traded prices.</p>	<p><b>We performed the following procedures:</b></p> <p>We obtained an understanding of BNYM's processes surrounding investment and derivative title and pricing by reviewing their internal control reports and performing our walkthrough procedures.</p> <p>For all listed investments in the portfolio, we compared the market prices and exchange rates applied to an independent pricing vendor and recalculated the investment valuations as at the year-end.</p> <p>We inspected the stale pricing reports produced by BNYM to identify prices that have not changed and verified whether the listed price is a valid fair value.</p> <p>We compared the Group's investment holdings at 30 November 2021 to independent confirmations received directly from the Group's Custodian and Depositary, testing any reconciling items to supporting documentation.</p>	<p>The results of our procedures identified no material misstatement in relation to the risk of incorrect valuation or ownership of the investment portfolio and derivatives.</p>

In the prior year, our auditor's report included a key audit matter in relation to the impact of COVID-19. The impact of COVID-19 on going concern continued to be relevant to our audit of the Group and Parent Company and we considered this as part of our overall work on going concern which is set out under "Conclusions relating to going concern". The other elements of the prior year key audit matter have not been included as a separate key audit matter as it was determined that they did not have a significant impact on our audit strategy for this year's audit.

## Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

## Materiality

*The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.*

We determined materiality for the Group and Parent Company to be £1.21m (2020: £0.92m), which is 1% (2020: 1%) of the Group and Parent Company's net asset value. We believe that net asset value provides us with the most important metric on which shareholders would judge the performance of the Group and Parent Company.

During the course of our audit, we reassessed initial materiality and found no reason to alter the basis of calculation used at year-end.

## Performance materiality

*The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.*

On the basis of our risk assessments, together with our assessment of the Group's overall control environment, our judgement was that performance materiality was 75% (2020: 75%) of our planning materiality, namely £0.91m (2020: £0.69m). We have set performance materiality at this percentage due to our past experience of the audit that indicates a lower risk of misstatements, both corrected and uncorrected.

Audit work at component locations for the purpose of obtaining audit coverage over significant financial statement accounts is undertaken based on a percentage of total performance materiality. The performance materiality set for each component is based on the relative scale and risk of the component to the Group as a whole and our assessment of the risk of misstatement at that component. In the current year, performance materiality allocated to BlackRock Energy and Resources Securities Income Company Limited was £0.01m (2020: £0.05m).

Given the importance of the distinction between revenue and capital for the Group we have also applied a separate testing threshold of £0.31m (2020: £0.22m) for the revenue column of the Consolidated Statement of Comprehensive Income, being the greater of 5% of the net revenue profit on ordinary activities before taxation and our reporting threshold.

## Reporting threshold

*An amount below which identified misstatements are considered as being clearly trivial.*

We agreed with the Audit and Management Engagement Committee that we would report to them all uncorrected audit differences in excess of £0.06m (2020: £0.05m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

## Other information

The other information comprises the information included in the Annual Report set out on pages 1 to 78 and 121 to 140 other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the Annual Report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

## Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

# Independent auditor's report

continued

## Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

## Corporate Governance Statement

The Listing Rules require us to review the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Group and Parent Company's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit:

- Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 55 and 95;
- Directors' explanation as to its assessment of the Group's prospects, the period this assessment covers and why the period is appropriate set out on page 40 and 41;
- Directors' statement on fair, balanced and understandable set out on pages 76 and 78;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 36;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems set out on pages 36 to 41; and

- The section describing the work of the Audit and Management Engagement Committee set out on pages 72 to 76.

## Responsibilities of Directors

As explained more fully in the Statement of Directors' Responsibilities in respect of Annual Report and Financial Statements set out on pages 77 and 78, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

## Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

## Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Group and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and

determined that the most significant are International Accounting Standards in conformity with the requirements of the Companies Act 2006, the Listing Rules, the UK Corporate Governance Code, the Association of Investment Company's Code of Corporate Governance and Statement of Recommended Practice, section 1158 of the Corporation Tax Act 2010 and The Companies (Miscellaneous Reporting) Regulations 2018.

- We understood how BlackRock Energy and Resources Income Trust plc is complying with those frameworks through discussions with the Audit and Management Engagement Committee and Company Secretary and review of Board minutes and the Group's documented policies and procedures.
- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur by considering the key risks impacting the financial statements. We identified a fraud risk with respect to incomplete or inaccurate revenue recognition, including the calculation and classification of special dividends as revenue or capital items in the Consolidated Statement of Comprehensive Income. Further discussion of our approach is set out in the section on key audit matters above.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved review of the reporting to the Directors with respect to the application of the documented policies and procedures and review of the financial statements to ensure compliance with the reporting requirements of the Group.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### **Other matters we are required to address**

- Following the recommendation from the Audit and Management Engagement Committee, we were appointed by the Group to audit the financial statements for the year ending 30 November 2006 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments is 16 years, covering the years ending 30 November 2006 to 30 November 2021.
- The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the Parent Company and we remain independent of the Group and the Parent Company in conducting the audit.
- The audit opinion is consistent with the additional report to the Audit and Management Engagement Committee.

### **Use of our report**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**MATTHEW PRICE** (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor

London  
3 February 2022



# Consolidated statement of comprehensive income

for the year ended 30 November 2021

	Notes	Revenue		Capital		Total	
		2021	2020	2021	2020	2021	2020
		£'000	£'000	£'000	£'000	£'000	£'000
Income from investments held at fair value through profit or loss	3	6,061	3,618	–	–	6,061	3,618
Other income	3	742	1,325	–	–	742	1,325
<b>Total revenue</b>		<b>6,803</b>	<b>4,943</b>	<b>–</b>	<b>–</b>	<b>6,803</b>	<b>4,943</b>
Net profit on investments and options held at fair value through profit or loss	10	–	–	25,954	6,307	25,954	6,307
Net loss on foreign exchange		–	–	(1)	(49)	(1)	(49)
<b>Total</b>		<b>6,803</b>	<b>4,943</b>	<b>25,953</b>	<b>6,258</b>	<b>32,756</b>	<b>11,201</b>
<b>Expenses</b>							
Investment management fee	4	(234)	(133)	(706)	(469)	(940)	(602)
Other operating expenses	5	(419)	(388)	(7)	(6)	(426)	(394)
<b>Total operating expenses</b>		<b>(653)</b>	<b>(521)</b>	<b>(713)</b>	<b>(475)</b>	<b>(1,366)</b>	<b>(996)</b>
<b>Net profit on ordinary activities before finance costs and taxation</b>		<b>6,150</b>	<b>4,422</b>	<b>25,240</b>	<b>5,783</b>	<b>31,390</b>	<b>10,205</b>
Finance costs	6	(5)	(9)	(15)	(26)	(20)	(35)
<b>Net profit on ordinary activities before taxation</b>		<b>6,145</b>	<b>4,413</b>	<b>25,225</b>	<b>5,757</b>	<b>31,370</b>	<b>10,170</b>
Taxation (expense)/credit	7	(441)	487	24	50	(417)	537
<b>Net profit on ordinary activities after taxation</b>		<b>5,704</b>	<b>4,900</b>	<b>25,249</b>	<b>5,807</b>	<b>30,953</b>	<b>10,707</b>
<b>Earnings per ordinary share (pence)</b>	9	<b>4.96</b>	<b>4.31</b>	<b>21.96</b>	<b>5.12</b>	<b>26.92</b>	<b>9.43</b>

The total column of this statement represents the Group's Statement of Comprehensive Income, prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards adopted pursuant to Regulation (EC) No. 1606/2002 as it applies in the European Union. The supplementary revenue and capital accounts are both prepared under guidance published by the Association of Investment Companies (AIC). All items in the above statement derive from continuing operations. No operations were acquired or discontinued during the year. All income is attributable to the equity holders of the Group.

The Group does not have any other comprehensive income. The net profit for the year disclosed above represents the Group's total comprehensive income.

The notes on pages 95 to 119 form part of these financial statements.

# Consolidated statement of changes in equity

for the year ended 30 November 2021

Group	Notes	Called up share capital £'000	Share premium account £'000	Special reserve £'000	Capital reserves £'000	Revenue reserve £'000	Total £'000
<b>For the year ended 30 November 2021</b>							
At 30 November 2020		1,190	46,977	66,775	(27,797)	4,497	91,642
Total comprehensive income:							
Net profit for the year		–	–	–	25,249	5,704	30,953
Transactions with owners, recorded directly to equity:							
Ordinary shares reissued from treasury	14, 15	–	750	2,131	–	–	2,881
Share issue costs	15	–	–	(6)	–	–	(6)
Ordinary shares purchased into treasury	14, 15	–	–	(48)	–	–	(48)
Dividends paid <sup>1</sup>	8	–	–	–	–	(4,594)	(4,594)
<b>At 30 November 2021</b>		<b>1,190</b>	<b>47,727</b>	<b>68,852</b>	<b>(2,548)</b>	<b>5,607</b>	<b>120,828</b>
<b>For the year ended 30 November 2020</b>							
At 30 November 2019		1,190	46,977	67,241	(33,604)	4,141	85,945
Total comprehensive income:							
Net profit for the year		–	–	–	5,807	4,900	10,707
Transactions with owners, recorded directly to equity:							
Ordinary shares purchased into treasury		–	–	(462)	–	–	(462)
Share purchase costs		–	–	(4)	–	–	(4)
Dividends paid <sup>2</sup>	8	–	–	–	–	(4,544)	(4,544)
<b>At 30 November 2020</b>		<b>1,190</b>	<b>46,977</b>	<b>66,775</b>	<b>(27,797)</b>	<b>4,497</b>	<b>91,642</b>

<sup>1</sup> 4th interim dividend of 1.00p per share for the year ended 30 November 2020, declared on 8 December 2020 and paid on 15 January 2021; 1st interim dividend of 1.00p per share for the year ended 30 November 2021, declared on 16 March 2021 and paid on 22 April 2021; 2nd interim dividend of 1.00p per share for the year ended 30 November 2021, declared on 8 June 2021 and paid on 16 July 2021 and 3rd interim dividend of 1.00p per share for the year ended 30 November 2021, declared on 14 September 2021 and paid on 19 October 2021.

<sup>2</sup> 4th interim dividend of 1.00p per share for the year ended 30 November 2019, declared on 10 December 2019 and paid on 20 January 2020; 1st interim dividend of 1.00p per share for the year ended 30 November 2020, declared on 17 March 2020 and paid on 23 April 2020; 2nd interim dividend of 1.00p per share for the year ended 30 November 2020, declared on 9 June 2020 and paid on 17 July 2020 and 3rd interim dividend of 1.00p per share for the year ended 30 November 2020, declared on 15 September 2020 and paid on 20 October 2020.

# Parent company statement of changes in equity

continued

Company	Notes	Called up share capital £'000	Share premium account £'000	Special reserve £'000	Capital reserves £'000	Revenue reserve £'000	Total £'000
<b>For the year ended 30 November 2021</b>							
At 30 November 2020		1,190	46,977	66,775	(24,822)	1,522	91,642
Total comprehensive income:							
Net profit for the year		–	–	–	25,258	5,695	30,953
Transactions with owners, recorded directly to equity:							
Ordinary shares reissued from treasury	14, 15	–	750	2,131	–	–	2,881
Share issue costs	15	–	–	(6)	–	–	(6)
Ordinary shares purchased into treasury	14, 15	–	–	(48)	–	–	(48)
Dividends paid <sup>1</sup>	8	–	–	–	–	(4,594)	(4,594)
<b>At 30 November 2021</b>		<b>1,190</b>	<b>47,727</b>	<b>68,852</b>	<b>436</b>	<b>2,623</b>	<b>120,828</b>
<b>For the year ended 30 November 2020</b>							
At 30 November 2019		1,190	46,977	67,241	(30,988)	1,525	85,945
Total comprehensive income:							
Net profit for the year		–	–	–	6,166	4,541	10,707
Transactions with owners, recorded directly to equity:							
Ordinary shares purchased into treasury		–	–	(462)	–	–	(462)
Share purchase costs		–	–	(4)	–	–	(4)
Dividends paid <sup>2</sup>	8	–	–	–	–	(4,544)	(4,544)
<b>At 30 November 2020</b>		<b>1,190</b>	<b>46,977</b>	<b>66,775</b>	<b>(24,822)</b>	<b>1,522</b>	<b>91,642</b>

<sup>1</sup> 4th interim dividend of 1.00p per share for the year ended 30 November 2020, declared on 8 December 2020 and paid on 15 January 2021; 1st interim dividend of 1.00p per share for the year ended 30 November 2021, declared on 16 March 2021 and paid on 22 April 2021; 2nd interim dividend of 1.00p per share for the year ended 30 November 2021, declared on 8 June 2021 and paid on 16 July 2021 and 3rd interim dividend of 1.00p per share for the year ended 30 November 2021, declared on 14 September 2021 and paid on 19 October 2021.

<sup>2</sup> 4th interim dividend of 1.00p per share for the year ended 30 November 2019, declared on 10 December 2019 and paid on 20 January 2020; 1st interim dividend of 1.00p per share for the year ended 30 November 2020, declared on 17 March 2020 and paid on 23 April 2020; 2nd interim dividend of 1.00p per share for the year ended 30 November 2020, declared on 9 June 2020 and paid on 17 July 2020 and 3rd interim dividend of 1.00p per share for the year ended 30 November 2020, declared on 15 September 2020 and paid on 20 October 2020.

For information on the Company's distributable reserves please refer to note 15 on pages 106 and 107.

# Consolidated and parent company statements of financial position

as at 30 November 2021

	Notes	30 November 2021		30 November 2020	
		Group £'000	Company £'000	Group (Restated) <sup>1</sup> £'000	Company £'000
<b>Non current assets</b>					
Investments held at fair value through profit or loss	10	127,784	131,588	97,580	101,375
<b>Current assets</b>					
Other receivables	12	4,878	7,619	338	2,857
Current tax asset		57	57	17	17
Cash collateral held with brokers		–	–	163	–
Cash and cash equivalents		6,552	7	6,380	8
<b>Total current assets</b>		<b>11,487</b>	<b>7,683</b>	<b>6,898</b>	<b>2,882</b>
<b>Total assets</b>		<b>139,271</b>	<b>139,271</b>	<b>104,478</b>	<b>104,257</b>
<b>Current liabilities</b>					
Other payables	13	(5,516)	(5,516)	(487)	(487)
Current tax liability		–	–	(221)	–
Derivative financial liabilities held at fair value through profit or loss	10	–	–	(11)	(11)
Bank overdraft		(12,927)	(12,927)	(12,117)	(12,117)
<b>Total current liabilities</b>		<b>(18,443)</b>	<b>(18,443)</b>	<b>(12,836)</b>	<b>(12,615)</b>
<b>Net assets</b>		<b>120,828</b>	<b>120,828</b>	<b>91,642</b>	<b>91,642</b>
<b>Equity attributable to equity holders</b>					
Called up share capital	14	1,190	1,190	1,190	1,190
Share premium account	15	47,727	47,727	46,977	46,977
Special reserve	15	68,852	68,852	66,775	66,775
<b>Capital reserves</b>					
At 1 December	15	(27,797)	(24,822)	(33,604)	(30,988)
Net profit for the year		25,249	25,258	5,807	6,166
At 30 November		(2,548)	436	(27,797)	(24,822)
<b>Revenue reserve</b>					
At 1 December	15	4,497	1,522	4,141	1,525
Net profit for the year		5,704	5,695	4,900	4,541
Dividends paid		(4,594)	(4,594)	(4,544)	(4,544)
At 30 November		5,607	2,623	4,497	1,522
<b>Total equity</b>		<b>120,828</b>	<b>120,828</b>	<b>91,642</b>	<b>91,642</b>
<b>Net asset value per ordinary share (pence)</b>	9	<b>103.97</b>	<b>103.97</b>	<b>80.76</b>	<b>80.76</b>

<sup>1</sup> Please refer to note 2 "Restatement of 2020 comparatives" on page 96 for further details.

The financial statements on pages 90 to 119 were approved and authorised for issue by the Board of Directors on 3 February 2022 and signed on its behalf by Ed Warner, Chairman.

BlackRock Energy and Resources Income Trust plc

Registered in England, No. 5612963

The notes on pages 95 to 119 form part of these financial statements.

# Consolidated and parent company cash flow statements

for the year ended 30 November 2021

	30 November 2021		30 November 2020	
	Group £'000	Company £'000	Group (Restated) <sup>1</sup> £'000	Company £'000
<b>Operating activities</b>				
Net profit on ordinary activities before taxation	31,370	31,370	10,170	9,949
Add back finance costs	20	20	35	30
Net profit on investments and options held at fair value through profit or loss (including transaction costs)	(25,954)	(25,963)	(6,307)	(6,666)
Net loss/(profit) on foreign exchange	1	(31)	49	86
Sales of investments held at fair value through profit or loss	82,907	82,907	94,723	94,723
Purchases of investments held at fair value through profit or loss	(87,168)	(87,168)	(87,461)	(87,461)
(Increase)/decrease in other receivables	(128)	(350)	171	141
Increase/(decrease) in other payables	231	231	(167)	(167)
Increase in amounts due from brokers	(4,412)	(4,412)	-	-
Increase in amounts due to brokers	4,798	4,798	-	-
Net movement in cash collateral held with brokers	163	-	55	-
<b>Net cash inflow from operating activities before taxation</b>	<b>1,828</b>	<b>1,402</b>	<b>11,268</b>	<b>10,635</b>
Taxation paid	(221)	-	(73)	-
Refund of UK corporation tax	-	-	946	946
Taxation on investment income included within gross income	(457)	(457)	(195)	(195)
<b>Net cash inflow from operating activities</b>	<b>1,150</b>	<b>945</b>	<b>11,946</b>	<b>11,386</b>
<b>Financing activities</b>				
Interest paid	(20)	(20)	(35)	(30)
Receipts from share issues	2,881	2,881	-	-
Share issue costs paid	(6)	(6)	-	-
Payments for share purchases	(48)	(48)	(462)	(462)
Share purchase costs paid	-	-	(4)	(4)
Dividends paid	(4,594)	(4,594)	(4,544)	(4,544)
<b>Net cash outflow from financing activities</b>	<b>(1,787)</b>	<b>(1,787)</b>	<b>(5,045)</b>	<b>(5,040)</b>
<b>(Decrease)/increase in cash and cash equivalents</b>	<b>(637)</b>	<b>(842)</b>	<b>6,901</b>	<b>6,346</b>
Effect of foreign exchange rate changes	(1)	31	(49)	(86)
<b>Change in cash and cash equivalents</b>	<b>(638)</b>	<b>(811)</b>	<b>6,852</b>	<b>6,260</b>
Cash and cash equivalents at start of year	(5,737)	(12,109)	(12,589)	(18,369)
<b>Cash and cash equivalents at end of year</b>	<b>(6,375)</b>	<b>(12,920)</b>	<b>(5,737)</b>	<b>(12,109)</b>
<b>Comprised of:</b>				
Cash at bank	6,552	7	6,380	8
Bank overdraft	(12,927)	(12,927)	(12,117)	(12,117)
	<b>(6,375)</b>	<b>(12,920)</b>	<b>(5,737)</b>	<b>(12,109)</b>

<sup>1</sup> Please refer to note 2 "Restatement of 2020 comparatives" on page 96 for further details.

The notes on pages 95 to 119 form part of these financial statements.



# Notes to the financial statements

for the year ended 30 November 2021

## 1. Principal activity

The principal activity of the Company is that of an investment trust company within the meaning of Section 1158 of the Corporation Tax Act 2010. The Company was incorporated on 4 November 2005 and this is the sixteenth Annual Report.

## 2. Accounting policies

The principal accounting policies adopted by the Group and Company are set out below.

### (a) Basis of preparation

The Group and Company financial statements have been prepared under the historic cost convention modified by the revaluation of financial assets and financial liabilities held at fair value through profit or loss in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 and, as regards the Group financial statements, International Financial Reporting Standards adopted pursuant to Regulation (EC) No. 1606/2002 as it applies in the European Union. The Company has taken advantage of the exemption provided under Section 408 of the Companies Act 2006 not to publish its individual Statement of Comprehensive Income and related notes. All of the Group's operations are of a continuing nature.

Insofar as the Statement of Recommended Practice (SORP) for investment trust companies and venture capital trusts issued by the Association of Investment Companies (AIC) in October 2019, is compatible with IFRS, the financial statements have been prepared in accordance with guidance set out in the SORP.

Substantially, all of the assets of the Group consist of securities that are readily realisable and, accordingly, the Directors believe that the Group has adequate resources to continue in operational existence for the period to 30 November 2023, being a period of at least one year from the date of approval of the financial statements and therefore consider the going concern assumption to be appropriate. The Directors have considered any potential impact of the COVID-19 pandemic, its potential longer-term effects on the global economy and the mitigation measures which key service providers, including the Manager, have in place to maintain operational resilience on the going concern of the Company. The Directors have reviewed compliance with the covenants associated with the bank overdraft facility, income and expense projections and the liquidity of the investment portfolio in making their assessment.

The Group's financial statements are presented in British Pound Sterling (Sterling), which is the functional currency of the Group and the currency of the primary economic environment in which the Group operates. All values are rounded to the nearest thousand pounds (£'000) except when otherwise indicated.

### Adoption of new and amended standards and interpretations:

**Amendments to IFRS 3 – Definition of a business** (effective 1 January 2020). This amendment revised the definition of a business. According to feedback received by the International Accounting Standards Board (IASB), application of the current guidance is commonly thought to be too complex and it results in too many transactions qualifying as business combinations. The adoption of this standard has had no impact on the financial statements of the Group.

**Amendments to IAS 1 and IAS 8 – Definition of material** (effective 1 January 2020). The amendments to IAS 1, 'Presentation of Financial Statements' and IAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors', and consequential amendments to other IASs, required companies to:

- (i) use a consistent definition of materiality throughout IASs and the Conceptual Framework for Financial Reporting;
- (ii) clarify the explanation of the definition of material; and
- (iii) incorporate some of the guidance of IAS 1 about immaterial information.

The adoption of this standard has had no impact on the financial statements of the Group.

**Amendments to IFRS 9, IAS 39 and IFRS 7 – Interest rate benchmark reform** (effective 1 January 2020). These amendments provided certain reliefs in connection with the interest rate benchmark reform (excluding phase 2 reforms). These reliefs relate to hedge accounting and have the effect that the Inter Bank Offer Rate (IBOR) reform should not generally cause hedge accounting to terminate. However, any hedge ineffectiveness should continue to be recorded in the income statement. Given the pervasive nature of hedges involving IBOR based contracts, the reliefs will affect companies in all industries.

The adoption of this standard has had no impact on the financial statements of the Group.

**Relevant IAS standards that have yet to be adopted:**  
**IAS 12 – Deferred tax related to assets and liabilities arising from a single transaction** (effective 1 January 2023). The IASB has amended IAS 12, 'Income taxes', to require companies to recognise deferred tax on particular transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. According to the amended guidance, a temporary difference that arises on initial recognition of an asset or liability is not subject to the initial recognition exemption if that transaction gave rise to equal amounts of taxable and deductible temporary differences. These amendments might have a significant impact on the preparation of financial statements by companies that have substantial balances of right-of-use assets, lease liabilities, decommissioning, restoration and similar liabilities. The impact for those affected would be the recognition of additional deferred tax assets and liabilities.

# Notes to the financial statements

continued

## 2. Accounting policies continued

This standard has not yet been adopted by the UK. The adoption of this standard is unlikely to have any significant impact on the Group.

**Amendments to IFRS 9, IAS 39 and IFRS 7 – Interest rate benchmark reform Phase 2** (effective 1 January 2021). The Phase 2 amendments address issues that might affect financial reporting during the reform of an interest rate benchmark, including the effects of changes to contractual cash flows or hedging relationships arising from the replacement of an interest rate benchmark with an alternative benchmark rate (replacement issues).

The objectives of the Phase 2 amendments are to assist companies in:

- applying IFRS Standards when changes are made to contractual cash flows or hedging relationships because of the interest rate benchmark reform; and
- providing useful information to users of financial statements.

In Phase 2 of its project, the Board amended requirements in IFRS 9 Financial Instruments, IAS 39 Financial Instruments: Recognition and Measurement, IFRS 7 Financial Instruments: Disclosures, IFRS 4 Insurance Contracts and IFRS 16 Leases relating to:

- changes in the basis for determining contractual cash flows of financial assets, financial liabilities and lease liabilities;
- hedge accounting; and
- disclosures.

The Phase 2 amendments apply only to changes required by the interest rate benchmark reform to financial instruments and hedging relationships.

This standard has been adopted by the UK. The adoption of this standard is unlikely to have any significant impact on the Group.

### Restatement of 2020 comparatives

In order to better reflect the requirements of IAS 32, 'Financial Instruments: Presentation', the parent company's bank overdraft has been presented separately from the subsidiary's cash balance in the Consolidated Statement of Financial Position and the Consolidated Cash Flow Statement with comparatives restated. These balances were previously shown on a net basis for the Group, even though the Group did not have the intention to net settle these balances as at the prior period-end. This correction of an error has no impact on the Group's net assets or the Group's Statement of Comprehensive Income. The Group's cash and cash equivalents balance

as at 30 November 2020 has been restated from £8,000 to £6,380,000 and the Group overdraft balance has been restated from £5,745,000 to £12,117,000.

### (b) Basis of consolidation

The Group's financial statements are made up to 30 November each year and consolidate the financial statements of the Company and its wholly owned subsidiary, which is registered and operates in England and Wales, BlackRock Energy and Resources Securities Income Company Limited (together 'the Group').

Subsidiaries are consolidated from the date of their acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of subsidiaries used in the preparation of the consolidated financial statements are based on consistent accounting policies. All intra-group balances and transactions, including unrealised profits arising therefrom, are eliminated. The subsidiary is not considered to be an investment entity.

### (c) Presentation of the Consolidated Statement of Comprehensive Income

In order to reflect better the activities of an investment trust company and in accordance with guidance issued by the AIC, supplementary information which analyses the Consolidated Statement of Comprehensive Income between items of a revenue and a capital nature has been presented alongside the Consolidated Statement of Comprehensive Income.

### (d) Segmental reporting

The Directors are of the opinion that the Group is engaged in a single segment of business being investment business.

### (e) Income

Dividends receivable on equity shares are recognised as revenue for the year on an ex-dividend basis. Where no ex-dividend date is available, dividends receivable on or before the year end are treated as revenue for the year. Provision is made for any dividends not expected to be received. Special dividends, if any, are treated as a capital or a revenue receipt depending on the facts or circumstances of each dividend. The return on a debt security is recognised on a time apportionment basis so as to reflect the effective yield on the debt security. Interest income and deposit interest is accounted for on an accruals basis.

Options may be purchased or written over securities held in the portfolio for generating or protecting capital returns, or for generating or maintaining revenue returns. Where the purpose of the option is the generation of income, the premium is treated as a revenue item. Where the purpose of the option is the maintenance of capital, the premium is treated as a capital item.

Option premium income is recognised as revenue evenly over the life of the option contract and included in the revenue account of the Consolidated Statement of Comprehensive Income unless the option has been written for the maintenance and enhancement of the Group's investment portfolio and represents an incidental part of a larger capital transaction, in which case any premia arising are allocated to the capital account of the Consolidated Statement of Comprehensive Income.

Where the Group has elected to receive its dividends in the form of additional shares rather than in cash, the cash equivalent of the dividend is recognised as revenue. Any excess in the value of the shares received over the amount of the cash dividend is recognised in capital.

### **(f) Expenses**

All expenses, including finance costs, are accounted for on an accruals basis. Expenses have been charged wholly to the revenue account of the Consolidated Statement of Comprehensive Income, except as follows:

- expenses which are incidental to the acquisition or sale of an investment are charged to the capital account of the Consolidated Statement of Comprehensive Income. Details of transaction costs on the purchases and sales of investments are disclosed within note 10 to the financial statements on page 104;
- expenses are treated as capital where a connection with the maintenance or enhancement of the value of the investments can be demonstrated; and
- the investment management fee and finance costs have been allocated 75% to the capital account and 25% to the revenue account of the Consolidated Statement of Comprehensive Income in line with the Board's expectations of the long term split of returns, in the form of capital gains and income, respectively, from the investment portfolio. The investment management fee rebate accrued as a result of the application of the cap on ongoing charges of 1.25% per annum of average daily net assets is offset against management fees and is allocated between revenue and capital in the ratio of total ongoing charges allocated between revenue and capital during the year.

Finance costs incurred by the Subsidiary are charged 100% to the revenue account.

### **(g) Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the Consolidated Statement of Comprehensive Income because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that were applicable at the balance sheet date.

Where expenses are allocated between the capital and revenue accounts, any tax relief in respect of expenses is allocated between capital and revenue returns on the marginal basis using the Company's effective rate of corporation tax for the accounting period.

Deferred taxation is recognised in respect of all temporary differences that have originated but not reversed at the financial reporting date, where transactions or events that result in an obligation to pay more taxation in the future or right to pay less taxation in the future have occurred at the financial reporting date. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of the temporary differences can be deducted. Deferred tax assets and liabilities are measured at the rates applicable to the legal jurisdictions in which they arise.

### **(h) Investments held at fair value through profit or loss**

In accordance with IFRS 9, the Group classifies its investments at initial recognition as held at fair value through profit or loss and are managed and evaluated on a fair value basis in accordance with its investment strategy and business model.

All investments are measured initially and subsequently at fair value through profit or loss. Purchases of investments are recognised on a trade date basis. Sales of investments are recognised at the trade date of the disposal.

The fair value of the financial investments is based on their quoted bid price at the financial reporting date, without deduction for the estimated selling costs. This policy applies to all current and non-current asset investments held by the Group.

The fair value of the investment in the subsidiary is calculated based on the net asset value of the underlying balances within the subsidiary.

Changes in the value of investments held at fair value through profit or loss and gains and losses on disposal are recognised in the Consolidated Statement of Comprehensive Income as 'Net profits on investments held at fair value through profit or loss'. Also included within the heading are transaction costs in relation to the purchase or sale of investments.

For all financial instruments not traded in an active market, the fair value is determined by using various valuation techniques. Valuation techniques include market approach (i.e., using recent arm's length market transactions adjusted as necessary and reference to the current market value of another instrument that is substantially the same) and the income approach (e.g., discounted cash flow analysis and option pricing models making use of available and supportable market data where possible).

# Notes to the financial statements

continued

## 2. Accounting policies continued

### (i) Options

Options are held at fair value through profit or loss based on the bid/offer prices of the options written to which the Group is exposed. The value of the option is subsequently marked-to-market to reflect the fair value through profit or loss of the option based on traded prices. Where the premium is taken to the revenue account, an appropriate amount is shown as capital return such that the total return reflects the overall change in the fair value of the option. When an option is exercised, the gain or loss is accounted for as a capital gain or loss. Any cost on closing out an option is transferred to the revenue account along with any remaining unamortised premium.

### (j) Other receivables and other payables

Other receivables and other payables do not carry any interest and are short term in nature and are accordingly stated on an amortised cost basis.

### (k) Dividends payable

Under IFRS, final dividends should not be accrued in the financial statements unless they have been approved by shareholders before the financial reporting date. Interim dividends should not be accrued in the financial statements unless they have been paid.

Dividends payable to equity shareholders are recognised in the Consolidated Statement of Changes in Equity.

### (l) Foreign currency translation

Transactions involving foreign currencies are converted at the rate ruling at the date of the transaction. Foreign currency monetary assets and liabilities and non-monetary assets held at fair value are translated into Sterling at the rate ruling on the financial reporting date. Foreign exchange differences arising on translation are recognised in the Consolidated Statement of Comprehensive Income as a revenue or capital item depending on the income or expense to which they relate. For investment transactions and investments held at the year end, denominated in a foreign currency, the resulting gains or losses are included in the profit/(loss) on investments held at fair value through profit or loss in the Consolidated Statement of Comprehensive Income.

### (m) Cash and cash equivalents

Cash comprises cash in hand and on demand deposits. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value.

### (n) Bank borrowings

Bank overdrafts are recorded as the proceeds received. Finance charges are accounted for on an accruals basis in the Consolidated Statement of Comprehensive Income using the effective interest rate method and are added to the carrying amount of the instruments to the extent that they are not settled in the period in which they arise.

### (o) Share repurchases and share reissues

Shares repurchased and subsequently cancelled – share capital is reduced by the nominal value of the shares repurchased, and the capital redemption reserve is correspondingly increased in accordance with Section 733 of the Companies Act 2006. The full cost of the repurchase is charged to the special reserve.

Shares repurchased and held in treasury – the full cost of the repurchase is charged to the special reserve.

Where treasury shares are subsequently reissued:

- amounts received to the extent of the repurchase price are credited to the special reserve; and
- any surplus received in excess of the repurchase price is taken to the share premium account.

### (p) Critical accounting estimates and judgements

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. Estimates and judgements are regularly evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Directors do not believe that any accounting judgements or estimates have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year.

### 3. Income

	2021 £'000	2020 £'000
<b>Investment income:</b>		
UK dividends	1,204	1,034
UK special dividends	205	–
Overseas dividends	3,745	1,848
Overseas special dividends	282	–
Overseas scrip dividends	–	17
Fixed income	625	722
Less provision for doubtful debts	–	(3)
	<b>6,061</b>	<b>3,618</b>
<b>Other income:</b>		
Option premium income	742	1,241
Interest on corporation tax refund	–	84
	<b>742</b>	<b>1,325</b>
<b>Total income</b>	<b>6,803</b>	<b>4,943</b>

During the year, the Group received option premium income in cash totalling £711,000 (2020: £1,238,000) for writing covered call and put options for the purposes of revenue generation.

Option premium income is amortised evenly over the life of the option contract and accordingly, during the period, option premiums of £742,000 (2020: £1,241,000) were amortised to revenue.

At 30 November 2021, there were no open positions (2020: 2) with an associated liability of £nil (2020: £11,000).

Dividends and interest received in cash during the year amounted to £4,951,000 and £411,000 (2020: £2,867,000 and £680,000).

No special dividends have been recognised in capital during the year (2020: £nil).

### 4. Investment management fee

	2021			2020		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Investment management fee	234	706	940	167	501	668
Expense rebate due from Manager	–	–	–	(34)	(32)	(66)
<b>Total</b>	<b>234</b>	<b>706</b>	<b>940</b>	<b>133</b>	<b>469</b>	<b>602</b>

Up to 16 March 2020, the investment management fee was levied at the rate of 0.95% of gross assets per annum on the first £250 million of the Company's gross assets reducing to 0.90% thereafter. With effect from 17 March 2020, the investment management fee is levied at 0.80% of gross assets per annum.

Gross assets are calculated based on net assets before the deduction of the bank overdraft.

The fee is allocated 25% to the revenue account and 75% to the capital account of the Consolidated Statement of Comprehensive Income. There is no additional fee for company secretarial and administration services.

In addition, effective from 17 March 2020, the Company is entitled to a rebate from the investment management fee charged by the Manager in the event the Company's ongoing charges exceed the cap of 1.25% per annum of average daily net assets. The amount of rebate accrued for the year ended 30 November 2021 amounted to £nil (2020: £66,000) and has been adjusted in the investment management fee charged by the Manager. The rebate is offset against management fees and is allocated between revenue and capital in the ratio of total ongoing charges (as defined on pages 132 and 133) allocated between revenue and capital during the year.



# Notes to the financial statements

continued

## 5. Other operating expenses

	2021 £'000	2020 £'000
<b>Allocated to revenue:</b>		
Custody fee	5	4
Auditors' remuneration:		
– audit services <sup>1</sup>	45	37
Registrar's fee	30	30
Directors' emoluments <sup>2</sup>	131	131
Broker fees	25	23
Depository fees	10	7
Marketing fees	34	32
Printing and postage fees	33	29
Legal and professional fees	18	16
Directors search fees	21	20
Bank charges	7	7
Stock exchange listings fees	8	7
Other administrative costs	52	45
	<b>419</b>	<b>388</b>
<b>Allocated to capital:</b>		
Custody transaction charges <sup>3</sup>	7	6
	<b>426</b>	<b>394</b>
The Company's ongoing charges <sup>4</sup> , calculated as a percentage of average daily net assets and using the management fee and all other operating expenses excluding finance costs, direct transaction costs, custody transaction charges, VAT recovered, taxation and certain non-recurring items were:	1.21%	1.25%

<sup>1</sup> No non-audit services are provided by the Company's auditors.

<sup>2</sup> Further information on Directors' emoluments can be found in the Directors' Remuneration Report on page 62. The Company has no employees.

<sup>3</sup> For the year ended 30 November 2021, expenses of £7,000 (2020: £6,000) were charged to the capital account of the Statement of Comprehensive Income. These relate to transaction costs charged by the Custodian on sale and purchase trades.

<sup>4</sup> Alternative Performance Measure, see Glossary on pages 131 to 133.

Effective 17 March 2020, the Company's ongoing charges, as defined on pages 132 and 133 (including the investment management fee), will be capped at 1.25% per annum of average daily net assets. The Company is entitled to a rebate from the investment management fee charged by the Manager in the event the Company's ongoing charges exceed the cap. The rebate applies to ongoing charges incurred by the Company from 17 March 2020. No cap was in place for ongoing charges incurred up to 16 March 2020.

The overall cap on ongoing charges and any applicable rebate is calculated and accrued on a daily basis and is adjusted in the investment management fees charged up to 30 November every year. See note 4 on page 99.

## 6. Finance costs

	2021			2020		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Interest payable – bank overdraft	5	15	20	9	26	35
<b>Total</b>	<b>5</b>	<b>15</b>	<b>20</b>	<b>9</b>	<b>26</b>	<b>35</b>

Finance costs for the Company are charged 25% to the revenue account and 75% to the capital account of the Consolidated Statement of Comprehensive Income. Subsidiary finance costs are charged 100% to the revenue account of the Consolidated Statement of Comprehensive Income.

## 7. Taxation

### (a) Analysis of charge/(credit) for the year

	2021			2020		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Corporation taxation	83	(83)	–	298	(77)	221
Double taxation relief	(65)	65	–	(20)	20	–
Reallocation of part of subsidiary's tax charge	6	(6)	–	(7)	7	–
Prior years UK corporation tax adjustment (note 7(c))	–	–	–	(946)	–	(946)
Overseas taxation	417	–	417	188	–	188
<b>Total taxation charge/(credit) (note 7(b))</b>	<b>441</b>	<b>(24)</b>	<b>417</b>	<b>(487)</b>	<b>(50)</b>	<b>(537)</b>

The AIC SORP states that any tax relief obtained on expenses should be allocated between capital and revenue on the assumption that expenses charged to revenue are matched first against taxable revenue items. Tax relief is only reflected in capital to the extent that 'additional' expenses are utilised from capital to reduce or eliminate the Investment Company's tax liability. The amount of tax relief on such expenses should be the amount of corporation tax, or additional corporation tax, that would have been payable were it not for the existence of these 'additional' expenses.

In accordance with Her Majesty Revenue & Customs' (HMRC's) taxation structure for the Group, the Company surrenders its excess management expenses to the subsidiary in order to reduce the taxation calculated on a standalone basis for the subsidiary. As Group relief is not charged between the Company and subsidiary, the Group accounts do not include any allocation of tax relief between capital and revenue as the substance of any such transfer within the Group accounts would be a payment for Group relief which is an inter-group transaction that is eliminated on consolidation. Consequently, the consolidated financial statements do not reflect the marginal basis of taxation allocation as recommended by the SORP. The Board consider that including this adjustment would result in a misleading consolidated earnings per share figure.

Had the recommended approach within the SORP been adopted, the Company's consolidated tax charge to the revenue account of the Consolidated Statement of Comprehensive Income would have been increased by £59,000 (2020: £21,000) and this would have been offset by a credit to the tax charge in the capital account of the same primary statement for the same amount, resulting in a nil impact on the tax charge in the total account of the Consolidated Statement of Comprehensive Income. There would have been no impact on either the parent company or the subsidiary company accounts.

Management expenses of £310,000 accounted for through the capital account of the Consolidated Statement of Comprehensive Income have been surrendered to the subsidiary for the year ended 30 November 2021 (2020: £110,000). In accordance with the Company's accounting policy the transfer has been made for group tax relief between the Company and its subsidiary.

# Notes to the financial statements

continued

## 7. Taxation continued

### (b) Factors affecting total tax charge for the year

The taxation assessed for the year is lower (2020: lower) than the standard rate of corporation taxation in the UK of 19.00% (2020: 19.00%). The differences are explained below:

	2021			2020		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Net profit on ordinary activities before taxation	6,145	25,225	31,370	4,413	5,757	10,170
Net profit on ordinary activities multiplied by standard rate of corporation tax at 19.00% (2020: 19.00%)	1,168	4,793	5,961	838	1,094	1,932
<b>Effects of:</b>						
Non taxable UK dividend income	(268)	–	(268)	(197)	–	(197)
Non taxable overseas dividend income	(752)	–	(752)	(326)	–	(326)
Non taxable overseas scrip dividends	–	–	–	(3)	–	(3)
Overseas tax suffered	417	–	417	188	–	188
Relief for overseas tax	(65)	53	(12)	(20)	16	(4)
Net profit on investments and options held at fair value through profit or loss	–	(4,931)	(4,931)	–	(1,198)	(1,198)
Net (profit)/loss on foreign exchange	–	(6)	(6)	–	16	16
Group relief for nil payment	(59)	59	–	(21)	21	–
Management expenses not utilised	–	7	7	–	–	–
Disallowed expenses	–	1	1	–	1	1
Prior years UK corporation tax adjustment	–	–	–	(946)	–	(946)
	(727)	(4,817)	(5,544)	(1,325)	(1,144)	(2,469)
<b>Total taxation charge/(credit) (note 7(a))</b>	<b>441</b>	<b>(24)</b>	<b>417</b>	<b>(487)</b>	<b>(50)</b>	<b>(537)</b>

The Company's taxable income is exceeded by its tax allowable expenses, which include both the revenue and capital elements of the management fee. As at 30 November 2021, the Company had accumulated surplus expenses of £39,000 (2020: £nil).

As at 30 November 2021, the Company has not recognised a deferred tax asset of £10,000 (2020: £nil) in respect of the accumulated expenses of £39,000. The deferred tax asset has been calculated at a rate of 25% UK corporation tax. Provided the Company continues to maintain its current investment profile, it is unlikely that the expenses will be utilised and that the Company will obtain any benefit from this.

The Company is exempt from corporation tax on capital gains provided it maintains its status as an investment trust under Chapter 4 of Part 24 of the Corporation Tax Act 2010. Due to the Company's intention to meet the conditions required to maintain its investment trust status, it has not provided for deferred tax on any capital gains or losses.

### (c) UK Corporation Tax refund

In the previous year, the Group received a corporation tax repayment of £0.9 million from HMRC. The refund related to corporation tax paid with respect to the years ended 2007, 2008 and 2009 and was issued as HMRC agreed that the Company was entitled to claim credit relief for the underlying tax associated with overseas dividends received in those periods.

## 8. Dividends

			2021 £'000	2020 £'000
<b>Dividends paid on equity shares</b>	<b>Record date</b>	<b>Payment date</b>		
4th interim dividend of 1.00p per share for the year ended 30 November 2020 (2019: 1.00p)	18 December 2020	15 January 2021	1,135	1,139
1st interim dividend of 1.00p per share for the year ended 30 November 2021 (2020: 1.00p)	26 March 2021	22 April 2021	1,135	1,135
2nd interim dividend of 1.00p per share for the year ended 30 November 2021 (2020: 1.00p)	18 June 2021	16 July 2021	1,162	1,135
3rd interim dividend of 1.00p per share for the year ended 30 November 2021 (2020: 1.00p)	24 September 2021	19 October 2021	1,162	1,135
<b>Accounted for in the financial statements</b>			<b>4,594</b>	<b>4,544</b>

The total dividends payable in respect of the year ended 30 November 2021 which form the basis of Section 1158 of the Corporation Tax Act 2010 and Section 833 of the Companies Act 2006, and the amounts proposed, meet the relevant requirements as set out in this legislation.

	2021 £'000	2020 £'000
<b>Dividends paid on equity shares:</b>		
1st interim dividend of 1.00p per share for the year ended 30 November 2021 (2020: 1.00p)	1,135	1,135
2nd interim dividend of 1.00p per share for the year ended 30 November 2021 (2020: 1.00p)	1,162	1,135
3rd interim dividend of 1.00p per share for the year ended 30 November 2021 (2020: 1.00p)	1,162	1,135
4th interim dividend of 1.10p per share for the year ended 30 November 2021 <sup>1</sup> (2020: 1.00p)	1,278	1,135
	<b>4,737</b>	<b>4,540</b>

<sup>1</sup> Based on 116,218,357 ordinary shares in issue on 17 December 2021.

## 9. Earnings and net asset value per ordinary share

Total revenue, capital return and net asset value per share are shown below and have been calculated using the following:

	2021	2020
Net revenue profit attributable to ordinary shareholders (£'000)	5,704	4,900
Net capital profit attributable to ordinary shareholders (£'000)	25,249	5,807
<b>Total profit attributable to ordinary shareholders (£'000)</b>	<b>30,953</b>	<b>10,707</b>
<b>Total shareholders' funds (£'000)</b>	<b>120,828</b>	<b>91,642</b>
The weighted average number of ordinary shares in issue during the year, on which the earnings per ordinary share was calculated was:	114,982,762	113,562,426
The actual number of ordinary shares in issue at the year end, on which the net asset value per ordinary share was calculated was:	116,218,357	113,470,349
<b>Earnings per share:</b>		
Revenue earnings per share (pence) – basic and diluted	4.96	4.31
Capital earnings per share (pence) – basic and diluted	21.96	5.12
<b>Total earnings per share (pence) – basic and diluted</b>	<b>26.92</b>	<b>9.43</b>
	<b>As at 30 November 2021</b>	<b>As at 30 November 2020</b>
Net asset value per ordinary share (pence)	103.97	80.76
Ordinary share price (pence)	96.70	71.40

There were no dilutive securities at the year end.

# Notes to the financial statements

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## 10. Investments held at fair value through profit or loss

	Group 2021 £'000	Company 2021 £'000	Group 2020 £'000	Company 2020 £'000
UK listed equity investments held at fair value through profit or loss	5,912	5,912	8,790	8,790
Overseas listed equity investments held at fair value through profit or loss	115,267	115,267	85,427	85,427
Fixed income investments held at fair value through profit or loss	6,605	6,605	3,363	3,363
Investment in subsidiary held at fair value through profit or loss <sup>1</sup>	–	3,804	–	3,795
<b>Total value of financial asset investments</b>	<b>127,784</b>	<b>131,588</b>	<b>97,580</b>	<b>101,375</b>
Derivative financial instruments – written option contracts	–	–	(11)	(11)
<b>Total value of financial asset investments and derivatives at 30 November</b>	<b>127,784</b>	<b>131,588</b>	<b>97,569</b>	<b>101,364</b>
Opening book cost of investments	83,807	83,807	96,611	96,611
Investment holding gains	13,762	17,557	1,913	5,349
Opening fair value	97,569	101,364	98,524	101,960
<b>Analysis of transactions made during the year:</b>				
Purchases at cost	87,168	87,168	87,461	87,461
Sales proceeds received	(82,907)	(82,907)	(94,723)	(94,723)
Gains on investments	25,954	25,963	6,307	6,666
<b>Closing fair value</b>	<b>127,784</b>	<b>131,588</b>	<b>97,569</b>	<b>101,364</b>
Closing book cost of investments	104,015	104,015	83,807	83,807
Closing investment holding gains	23,769	27,573	13,762	17,557
<b>Closing fair value</b>	<b>127,784</b>	<b>131,588</b>	<b>97,569</b>	<b>101,364</b>
Comprising of:				
– Equity investments	127,784	131,588	97,580	101,375
– Derivative financial instruments – written option contracts	–	–	(11)	(11)
<b>Total</b>	<b>127,784</b>	<b>131,588</b>	<b>97,569</b>	<b>101,364</b>

<sup>1</sup> Relates to wholly owned subsidiary, BlackRock Energy and Resources Securities Income Company Limited.

The Group and Company received £85,768,000 (2020: £94,723,000) from investments sold in the year. The book cost of these investments when they were purchased was £69,821,000 (2020: £100,265,000). These investments have been revalued over time and until they were sold any unrealised gains/losses were included in the fair value of the investments.

During the year, transaction costs of £58,000 (2020: £140,000) were incurred on the acquisition of investments. Costs relating to the disposal of investments during the year amounted to £31,000 (2020: £31,000). All transaction costs have been included within the capital reserve.



## 11. Investment in subsidiary

At 30 November 2021, the Company had one wholly owned subsidiary which is registered and operating in England and Wales and has been included in the consolidated financial statements. BlackRock Energy and Resources Securities Income Company Limited was incorporated on 31 October 2005. There are no non-controlling interests in the subsidiary.

The principal activity of the subsidiary, BlackRock Energy and Resources Securities Income Company Limited, is investment dealing. The registered office address for the subsidiary company is 12 Throgmorton Avenue, London EC2N 2DL. During the year, the subsidiary paid a dividend of £300,000 (2020: £692,000) to the Company.

	Description of ordinary shares	Authorised and issued share capital	
		2021	2020
BlackRock Energy and Resources Securities Income Company Limited	Ordinary shares of £1	£1	£1

## 12. Other receivables

	Group 2021 £'000	Company 2021 £'000	Group 2020 £'000	Company 2020 £'000
Prepayments and accrued income	466	466	338	338
Amounts due from brokers	4,412	4,412	-	-
Amounts receivable from subsidiary	-	2,741	-	2,519
	<b>4,878</b>	<b>7,619</b>	<b>338</b>	<b>2,857</b>

## 13. Other payables

	Group 2021 £'000	Company 2021 £'000	Group 2020 £'000	Company 2020 £'000
Accruals for expenses and interest payable	718	718	487	487
Amounts due to brokers	4,798	4,798	-	-
	<b>5,516</b>	<b>5,516</b>	<b>487</b>	<b>487</b>

## 14. Called up share capital

	Number of shares in issue	Treasury shares	Total shares	Nominal value £'000
<b>Allotted, called up and fully paid share capital comprised:</b>				
<b>Ordinary shares of 1 pence each</b>				
At 30 November 2020	113,470,349	5,495,651	118,966,000	1,190
Ordinary shares issued from treasury	2,800,000	(2,800,000)	-	-
Ordinary shares bought back into treasury	(51,992)	51,992	-	-
<b>At 30 November 2021</b>	<b>116,218,357</b>	<b>2,747,643</b>	<b>118,966,000</b>	<b>1,190</b>

During the year ended 30 November 2021, the Company bought back and transferred 51,992 (2020: 700,000) shares into treasury for a total consideration including costs of £48,000 (2020: £466,000).

The Company also reissued 2,800,000 (2020: nil) shares from treasury for a net consideration after costs of £2,875,000 (2020: £nil). Since the year end and up to 1 February 2022, the Company has re-issued a further 2,375,000 shares from treasury for consideration of £2,692,000.

Since the year end, no ordinary shares have been bought back.

# Notes to the financial statements

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## 15. Reserves

Group	Share premium account	Special reserve	Capital reserve arising on investments sold	Capital reserve arising on revaluation of investments held	Revenue reserve
	£'000	£'000	£'000	£'000	£'000
At 30 November 2020	46,977	66,775	(41,446)	13,649	4,497
Movement during the year:					
Total comprehensive income:					
Net profit for the year	–	–	15,297	9,952	–
Revenue return for the year	–	–	–	–	5,704
Transactions with owners recorded directly to equity:					
Ordinary shares reissued from treasury	750	2,131	–	–	–
Share issue costs	–	(6)	–	–	–
Ordinary shares purchased into treasury	–	(48)	–	–	–
Dividends paid	–	–	–	–	(4,594)
<b>At 30 November 2021</b>	<b>47,727</b>	<b>68,852</b>	<b>(26,149)</b>	<b>23,601</b>	<b>5,607</b>

Company	Distributable reserves				
	Share premium account	Special reserve	Capital reserve arising on investments sold	Capital reserve arising on revaluation of investments held	Revenue reserve
	£'000	£'000	£'000	£'000	£'000
At 30 November 2020	46,977	66,775	(42,264)	17,442	1,522
Movement during the year:					
Total comprehensive income:					
Net profit for the year	–	–	15,297	9,961	–
Revenue return for the year	–	–	–	–	5,695
Transactions with owners recorded directly to equity:					
Ordinary shares purchased into treasury	750	2,131	–	–	–
Share issue costs	–	(6)	–	–	–
Ordinary shares purchased into treasury	–	(48)	–	–	–
Dividends paid	–	–	–	–	(4,594)
<b>At 30 November 2021</b>	<b>47,727</b>	<b>68,852</b>	<b>(26,967)</b>	<b>27,403</b>	<b>2,623</b>

Group	Share premium account	Special reserve	Capital reserve arising on investments sold	Capital reserve arising on revaluation of investments held	Revenue reserve
	£'000	£'000	£'000	£'000	£'000
At 30 November 2019	46,977	67,241	(35,517)	1,913	4,141
Movement during the year:					
Total comprehensive income:					
Net (loss)/profit for the year	–	–	(5,929)	11,736	–
Revenue return for the year	–	–	–	–	4,900
Transactions with owners recorded directly to equity:					
Ordinary shares purchased into treasury	–	(462)	–	–	–
Share purchase costs	–	(4)	–	–	–
Dividends paid	–	–	–	–	(4,544)
<b>At 30 November 2020</b>	<b>46,977</b>	<b>66,775</b>	<b>(41,446)</b>	<b>13,649</b>	<b>4,497</b>

Company	Distributable reserves				
	Share premium account	Special reserve	Capital reserve arising on investments sold	Capital reserve arising on revaluation of investments held	Revenue reserve
	£'000	£'000	£'000	£'000	£'000
At 30 November 2019	46,977	67,241	(36,335)	5,347	1,525
Movement during the year:					
Total comprehensive income:					
Net (loss)/profit for the year	–	–	(5,929)	12,095	–
Revenue return for the year	–	–	–	–	4,541
Transactions with owners recorded directly to equity:					
Ordinary shares purchased into treasury	–	(462)	–	–	–
Share purchase costs	–	(4)	–	–	–
Dividends paid	–	–	–	–	(4,544)
<b>At 30 November 2020</b>	<b>46,977</b>	<b>66,775</b>	<b>(42,264)</b>	<b>17,442</b>	<b>1,522</b>

The share premium and capital redemption reserve are not distributable profits under the Companies Act 2006. In accordance with ICAEW Technical Release 02/17BL on Guidance on Realised and Distributable Profits under the Companies Act 2006, the special reserve and capital reserve of the Parent Company may be used as distributable profits for all purposes and, in particular, the repurchase by the Parent Company of its ordinary shares and for payments as dividends. In accordance with the Company's Articles of Association, the special reserve, capital reserves and the revenue reserve may be distributed by way of dividend. The Parent Company's capital gains of £436,000 (2020: capital losses of £24,822,000) comprise a loss on capital reserve arising on investments sold of £26,967,000 (2020: loss of £42,264,000), a gain on capital reserve arising on revaluation of listed investments of £23,599,000 (2020: gain of £13,647,000) and a revaluation gain on the investment in the subsidiary of £3,804,000 (2020: gain of £3,795,000). The capital reserve arising on the revaluation of listed investments of £23,599,000 (2020: £13,647,000) is subject to fair value movements and may not be readily realisable at short notice, as such it may not be entirely distributable. The investments are subject to financial risks, as such capital reserves (arising on investments sold) and the revenue reserve may not be entirely distributable if a loss occurred during the realisation of these investments. The reserves of the subsidiary company are not distributable until distributed as a dividend to the Parent Company.

# Notes to the financial statements

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## 16. Risk management policies and procedures

The Group's investment activities expose it to various types of risks which are associated with the financial instruments and markets in which it invests. The following information is not intended to be a comprehensive summary of all risks and shareholders should refer to the Alternative Investment Fund Managers' Directive FUND 3.2.2R Disclosures which can be found at [blackrock.com/uk/beri](https://blackrock.com/uk/beri) for a more detailed discussion of the risks inherent in investing in the Group.

### Risk management framework

The following information refers to the risk management framework of the Alternative Investment Fund Manager (AIFM). However, as disclosed in the Corporate Governance Statement on pages 66 to 71 and in the Statement of Directors' Responsibilities on page 77, it is the ultimate responsibility of the Board to ensure that the Group's risks are appropriately monitored, and to the extent that elements of this are delegated to third party service providers, the Board is responsible for ensuring that the relevant parties are discharging their duties in accordance with the terms of the relevant agreements and taking appropriate action to the extent issues are identified.

The Directors of the AIFM review quarterly investment performance reports and receive semi-annual presentations in person from the Investment Manager covering the Group's performance and risk profile during the year. The AIFM has delegated the day-to-day administration of the investment programme to the Investment Manager. The Investment Manager is also responsible for ensuring that the Group is managed within the terms of its investment guidelines and limits set out in the Alternative Investment Fund Managers' Directive FUND 3.2.2R Disclosures which can be found at [blackrock.com/uk/beri](https://blackrock.com/uk/beri).

The AIFM is responsible for monitoring investment performance, product risk monitoring and oversight and has the responsibility for the monitoring and oversight of regulatory and operational risk for the Group. The Directors of the AIFM have appointed a Risk Manager who has responsibility for the daily risk management process with assistance from key risk management personnel of the Investment Manager, including members of the Risk and Quantitative Analysis Group (RQA) which is a centralised group which performs an independent risk management function. RQA independently identifies, measures and monitors investment risk and tracks the actual risk management practices being deployed across the Group. By breaking down the components of the process, RQA has the ability to determine if the appropriate risk management processes are in place. This captures the risk management tools employed, how the levels of risk are controlled, ensuring risk/return is considered in portfolio construction and reviewing outcomes.

The AIFM reports to the Audit and Management Engagement Committee twice yearly on key risk metrics and risk management processes; in addition, the Depositary monitors the performance of the AIFM and reports to the Audit Committee. Any significant issues are reported to the Board as they arise.

### Risk Exposures

The risk exposures of the Group and Company are set out as follows:

#### (a) Market risk

Market risk arises mainly from uncertainty about future values of financial instruments influenced by other price, currency and interest rate movements. It represents the potential loss the Group may suffer through holding market positions in financial instruments in the face of market movements.

A key metric the RQA Group uses to measure market risk is Value-at-Risk (VaR) which encompasses price, currency and interest rate risk. VaR is a statistical risk measure that estimates the potential portfolio loss from adverse market moves in an ordinary market environment. VaR analysis reflects the interdependencies between risk variables, unlike a traditional sensitivity analysis.

The VaR calculations are based on a confidence level of 99% with a holding period of not greater than one day and a historical observation period of not less than one year (250 days). A VaR number is defined at a specified probability and a specified time horizon. A 99% one day VaR means that the expectation is that 99% of the time over a one day period the Company will lose less than this number in percentage terms. Therefore, higher VaR numbers indicate higher risk. It is noted that the use of VaR methodology has limitations, namely assumptions that risk factor returns are normally distributed and that the use of historical market data as a basis for estimating future events does not encompass all possible scenarios, particularly those that are of an extreme nature and that the use of a specified confidence level (e.g. 99%) does not take into account losses that occur beyond this level. There is some probability that the loss could be greater than the VaR amounts. These limitations, and the nature of the VaR measure, mean that the Company can neither guarantee that losses will not exceed the VaR amounts indicated, nor that losses in excess of the VaR amounts will not occur more frequently.

The one-day VaR for the Group and Company as of 30 November 2021 and 30 November 2020 (based on a 99% confidence level) was 3.60% and 6.28%, respectively.

### **(i) Market risk arising from other price risk**

#### **Exposure to other price risk**

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting similar financial instruments traded in the market. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issues, recessions, or other events could have a significant impact on the Group and the market price of its investments and could result in increased premiums or discounts to the Group's net asset value.

COVID-19 continues to have an impact on the global economy, supply chains and capital markets, and could continue to adversely affect the economies of many nations across the entire global economy, individual issuers and capital markets, and could continue to an extent that cannot necessarily be foreseen. In addition, the impact of infectious illnesses in emerging market countries may be greater due to generally less established health care systems. Public health crises caused by the COVID-19 outbreak may exacerbate other pre-existing political, social and economic risks in certain countries or globally. The duration of the COVID-19 outbreak and its effects cannot be determined with certainty.

The Group is exposed to market price risk arising from its equity investments and written options. The movements in the prices of these investments result in movements in the performance of the Group. Other price risk sensitivity has been covered by the VaR analysis under the market risk section above.

#### **Use of derivatives**

The Group may utilise both exchange traded and over-the-counter derivatives, including, but not limited to, options, as part of its investment policy. Options written by the Group provide the purchaser with the opportunity to purchase from or sell to the Group the underlying asset at an agreed-upon value either on or before the expiration of the option. Options are generally settled on a net basis.

#### **Management of other price risk**

By diversifying the portfolio, where this is appropriate and consistent with the Group's objectives, the risk that a price change of a particular investment will have a material impact on the NAV of the Group is minimised which is in line with the investment objectives of the Group.

The Group's exposure to other changes in market prices at 30 November 2021 on its equity and fixed income investments was £127,784,000 (2020: £97,580,000). In addition, the Group's gross market exposure to these price changes through its option portfolio was £nil (2020: £1,459,000).

### **(ii) Market risk arising from foreign currency risk**

#### **Exposure to foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign currency sensitivity risk has been covered by the VaR analysis under the market risk section.

The fair values of the Group's and Company's monetary items which have foreign currency exposure at 30 November 2021 and 30 November 2020 are shown overleaf. Where equity investments which are not monetary items are denominated in a foreign currency, they have been included separately in the analysis so as to show the overall level of exposure.

# Notes to the financial statements

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## 16. Risk management policies and procedures continued

2021	US Dollar £'000	Euro £'000	Canadian Dollar £'000	Other £'000
Receivables (due from brokers, dividends and other income receivable)	5,096	52	972	180
Payables (due to brokers and other payables)	(3,468)	–	(1,330)	(10)
Cash and cash equivalents	7	–	–	–
<b>Total foreign currency exposure on net monetary items</b>	<b>1,635</b>	<b>52</b>	<b>(358)</b>	<b>170</b>
Investments at fair value through profit or loss	62,949	15,295	15,283	16,005
<b>Total net foreign currency exposure</b>	<b>64,584</b>	<b>15,347</b>	<b>14,925</b>	<b>16,175</b>

2020	US Dollar £'000	Euro £'000	Canadian Dollar £'000	Other £'000
Receivables (due from brokers, dividends and other income receivable)	227	16	–	4
Cash and cash equivalents	8	–	(10)	–
Derivative financial liabilities at fair value through profit or loss	(11)	–	–	–
<b>Total foreign currency exposure on net monetary items</b>	<b>224</b>	<b>16</b>	<b>(10)</b>	<b>4</b>
Investments at fair value through profit or loss	44,766	16,669	10,094	10,436
<b>Total net foreign currency exposure</b>	<b>44,990</b>	<b>16,685</b>	<b>10,084</b>	<b>10,440</b>

### Management of foreign currency risk

The Investment Manager monitors the Group's exposure to foreign currencies on a daily basis and reports to the Board of the Group on a regular basis.

The Investment Manager measures the risk to the Group of the foreign currency exposure by considering the effect on the Group's net asset value and income of a movement in the exchange rate to which the Group's assets, liabilities, income and expenses are exposed.

The Group does not use financial instruments to mitigate the currency exposure in the period between the time that income is included in the financial statements and its receipt. Derivative contracts are not used to hedge against exposure to foreign currency risk.

Consequently, the Group is exposed to risks that the exchange rate of its reporting currencies relative to other currencies may change in a manner which has an adverse effect on the value of the portion of the Group's assets which are denominated in currencies other than their own currencies.

### (iii) Market risk arising from interest rate risk

#### Exposure to interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group is exposed to interest rate risk specifically through its fixed income investments, cash holdings and its borrowing facility for investment purposes. Interest rate movements may affect the level of income receivable from any cash at bank and on deposits. The effect of interest rate changes on the earnings of the companies held within the portfolio may have a significant impact on the valuation of the Group's investments. Interest rate sensitivity risk has been covered by the VaR analysis under the market risk section.

#### Interest rate exposure

The exposure for the Group and Company at 30 November 2021 and 30 November 2020 of financial assets and liabilities to interest rate risk is shown by reference to:

- floating interest rates – when the interest rate is due to be re-set; and
- fixed interest rates – when the financial instrument is due for repayment.



Group	2021			2020		
	Within one year	More than one year	Total	Within one year (restated)	More than one year (restated)	Total (restated)
	£'000	£'000	£'000	£'000	£'000	£'000
Exposure to floating interest rates:						
Cash and cash equivalents	6,552	–	6,552	6,380	–	6,380
Bank overdraft	(12,927)	–	(12,927)	(12,117)	–	(12,117)
Exposure to fixed interest rates:						
Fixed income investments	–	6,605	6,605	–	3,363	3,363
<b>Total exposure to interest rates</b>	<b>(6,375)</b>	<b>6,605</b>	<b>230</b>	<b>(5,737)</b>	<b>3,363</b>	<b>(2,374)</b>

Company	2021			2020		
	Within one year	More than one year	Total	Within one year	More than one year	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Exposure to floating interest rates:						
Cash and cash equivalents	7	–	7	8	–	8
Bank overdraft	(12,927)	–	(12,927)	(12,117)	–	(12,117)
Exposure to fixed interest rates:						
Fixed income investments	–	6,605	6,605	–	3,363	3,363
<b>Total exposure to interest rates</b>	<b>(12,920)</b>	<b>6,605</b>	<b>(6,315)</b>	<b>(12,109)</b>	<b>3,363</b>	<b>(8,746)</b>

Interest rates received on cash balances or paid on bank overdrafts in Sterling, respectively, is approximately 0.00% and 0.91% per annum (2020: 0.11% and 1.15% per annum).

#### Management of interest rate risk

The possible effects on fair value and cash flows that could arise as a result of changes in interest rates are taken into account when making investment decisions and borrowings under the overdraft facility.

The Group finances part of its activities through borrowings at levels approved and monitored by the Board of the Company. The Group, generally, does not hold significant balances, with short term borrowings being used when required. Derivative contracts are not used to hedge against the exposure to interest rate risk.

#### (b) Counterparty credit risk

Credit risk is the risk that the issuer of a financial instrument will fail to fulfil an obligation or commitment that it has entered into with the Group.

The Group is exposed to counterparty credit risk from the parties with which it trades and will bear the risk of settlement default. Counterparty credit risk to the Group arises from transactions to purchase or sell investments and through option writing transactions on equity investments held within the portfolio.

Other receivables as at 30 November 2021 include fixed interest income of £nil (2020: £3,000) that has been fully provided for (see note 3). There were no other past due assets as at 30 November 2021 (2020: nil).

The major counterparties engaged with the Group are all widely recognised and regulated entities.

# Notes to the financial statements

continued

## 16. Risk management policies and procedures continued

### Depository

The Group's Depository is The Bank of New York Mellon (International) Limited (BNYM or the Depository) (S&P long-term credit rating as at 30 November 2021: AA- (2020: AA-)). The Group's listed investments are held on its behalf by The Bank of New York Mellon (International) Limited (BNYM) as the Group's Custodian (as sub-delegated by the Depository). All of the equity assets and cash of the Group are held within the custodial network of the global custodian appointed by the Depository. Bankruptcy or insolvency of the Depository/Custodian may cause the Group's rights with respect to its investments held by the Depository/Custodian to be delayed or limited. The maximum exposure to this risk at 30 November 2021 is the total value of equity investments held with the Depository/Custodian and cash and cash equivalents in the Consolidated Statement of Financial Position.

In accordance with the requirements of the depository agreement, the Depository will ensure that any agents it appoints to assist in safekeeping the equity and fixed income investments of the Group will segregate the equity and fixed income assets of the Group. Thus, in the event of insolvency or bankruptcy of the Depository, the Group's non-cash assets are segregated and this reduces counterparty credit risk. The Group will, however, be exposed to the counterparty credit risk of the Depository in relation to the Group's cash held by the Depository. In the event of the insolvency or bankruptcy of the Depository, the Group will be treated as a general creditor of the Depository in relation to cash holdings of the Group. The Board monitors the Company's risk by reviewing the Custodian's internal control reports.

### Counterparties/brokers

The Group only invests directly in markets that operate on a 'delivery versus payment' basis, and consequently most investment transactions in listed securities involve simultaneous delivery of securities against cash payment using an approved broker. The risk of default is considered minimal, and the trade will fail if either party fails to meet its obligation.

For a few markets that the Group invests in from time to time, although they operate on a 'delivery versus payment' basis, there may be a very short time gap between stock delivery and payment, giving potential rise to counterparty credit risk with the broker in relation to transactions awaiting settlement. Risk relating to unsettled transactions is considered small due to the short settlement period involved and the high credit quality of the brokers used for those markets. The Group monitors the credit rating and financial position of the broker used to further mitigate this risk.

Cash held as security by the counterparty to financial derivative contracts is subject to the credit risk of the counterparty. The following table details the total number of counterparties to which the Group is exposed, the maximum exposure to any one counterparty, the collateral held by the Group against this exposure, the total exposure to all other counterparties and the lowest long term credit rating of any one counterparty (or its ultimate parent if unrated).

Year	Total number of counterparties	Maximum exposure to any one counterparty <sup>1</sup> £'000	Collateral held <sup>1</sup> £'000	Total exposure to all other counterparties <sup>1</sup> £'000	Lowest credit rating of any one counterparty <sup>2</sup>
2021	8	6,552	–	4,412	BBB+
2020 (restated)	2	6,380	–	163	A+

<sup>1</sup> Calculated on a net basis.

<sup>2</sup> S&P Ratings.

The Group may also be exposed to counterparty risk should there be any rehypothecation of pledged collateral. Collateral is received/paid where the client service agreement states that there should be collateral movements agreed with the counterparty, where there is a requirement for a mark-to-market process or collateralisation to ensure that the Group is protected against any counterparty default.

### Over-the-counter (OTC) financial derivative instruments

During the year ended 30 November 2021 and 30 November 2020, the Group wrote covered call and put option contracts to generate revenue income for the Group. As the call and put options are covered by dedicated cash or stock resources and no call or put option contracts were written to manage price risk, there is no impact on the Group's exposure to gearing or leverage as a result of writing covered call and put options. The notional amount of call/put options written that were open at 30 November 2021 was £nil (2020: £1,459,000).

### Management of OTC financial derivative instruments

Economic exposure through option writing transactions is restricted such that no more than 30% of the Group's assets shall be under options at any given time. Exposures are monitored daily by the Investment Manager, BlackRock, and its independent risk management team. The Group's Boards also review the exposures regularly.

There were no open positions (2020: 2) diversified across sectors and geographies as at 30 November 2021.

The economic exposures to options can be closed out at any time by the Group with immediate effect. Details of securities and exposures to market risk and credit risk implicit within the options portfolio are given elsewhere in this note.

### Collateral

The Group engages in activities which may require collateral to be provided to a counterparty (pledged collateral). Cash collateral pledged by the Group is separately identified as an asset in the Consolidated Statement of Financial Position and is not included as a component of cash and cash equivalents.

The fair value of cash collateral pledged is reflected in the table below:

	Pledged collateral	
	As at 30 November 2021	As at 30 November 2020
	£'000	£'000
Cash collateral – Bank of America Merrill Lynch	–	163

### Receivables

Amounts due from debtors are disclosed in the Consolidated and Parent Company Statements of Financial Position as receivables. The counterparties included in receivables are the same counterparties discussed previously under counterparty credit risk and subject to the same scrutiny by the BlackRock RQA Counterparty & Concentration Risk team (RQA CCR). The Group monitors the ageing of receivables to mitigate the risk of debtor balances becoming overdue.

In summary, the exposure to credit risk at 30 November 2021 and 2020 was as follows:

Group	2021	2020 (restated)
	£'000	£'000
Fixed income investments	6,605	3,363
Cash collateral held with brokers	–	163
Cash and cash equivalents	6,552	6,380
Other receivables (amounts due from brokers, dividends and interest receivable)	4,935	355
	<b>18,092</b>	<b>10,261</b>

Company	2021	2020
	£'000	£'000
Fixed income investments	6,605	3,363
Other receivables (amounts due from brokers, dividends, interest receivable and receivable from subsidiary company)	7,676	2,874
Cash and cash equivalents	7	8
	<b>14,288</b>	<b>6,245</b>

# Notes to the financial statements

continued

## 16. Risk management policies and procedures continued

### Management of counterparty credit risk

Credit Risk is monitored and managed by RQA CCR. The team is headed by BlackRock's Chief Credit Officer who reports to the Global Head of RQA. Credit authority resides with the Chief Credit Officer and selected team members to whom specific credit authority has been delegated. As such, counterparty approvals may be granted by the Chief Credit Officer, or by identified RQA Credit Risk Officers who have been formally delegated authority by the Chief Credit Officer.

The counterparty/credit risk is managed as follows:

- transactions are only entered into with those counterparties approved by RQA CCR, with a formal review carried out for each new counterparty and with counterparties selected by RQA CCR on the basis of a number of risk mitigation criteria designed to reduce the risk to the Group of default;
- the creditworthiness of financial institutions with whom cash is held is reviewed regularly by the RQA CCR; and
- the RQA CCR team review the credit standard of the Group's brokers on a periodic basis and set limits on the amount that may be due from any one broker.

The Board monitors the Group's counterparty risk by reviewing:

- the semi-annual report from the Depository, which includes the results of periodic site visits to the Company's Custodian where controls are reviewed and tested;
- the Custodian's Service Organisation Control (SOC 1) reports which include a report by the Custodian's auditor. This report sets out any exceptions or issues noted as a result of the auditor's review of the Custodian's control processes;
- the Manager's internal control reports which include a report by the Manager's auditor. This report sets out any exceptions or issues noted as a result of the auditor's review of the Manager's control processes; and
- in addition, the Depository and the Manager report to the Board any significant breaches or issues arising as soon as these are identified.

### Offsetting disclosures

In order to better define its contractual rights and to secure rights that will help the Group mitigate its counterparty risk, the Group may enter into an ISDA Master Agreement or similar agreement with its OTC derivative contract counterparties. An ISDA Master Agreement is an agreement between the Group and the counterparty that governs OTC derivative contracts and typically contains, among other things, collateral posting terms and netting provisions in the event of a default and/or termination event. Under an ISDA Master Agreement, the Group has a contractual right to offset with the counterparty certain derivative financial instruments payables and/or receivables with collateral held and/or posted and create one single net payment in the event of default including the bankruptcy or insolvency of the counterparty. However, bankruptcy or insolvency laws of a particular jurisdiction may impose restrictions on or prohibitions against the right of offset in bankruptcy, insolvency or other events.

For financial reporting purposes, the Group does not offset derivative assets and derivative liabilities that are subject to netting arrangements in the Consolidated and Parent Company Statements of Financial Position. The disclosures set out in the following tables include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement.

At 30 November 2021 and 2020, the Group's and Company's derivative assets and liabilities (by type) are as follows:

Derivatives	At 30 November 2021		At 30 November 2020	
	Assets £'000	Liabilities £'000	Assets £'000	Liabilities £'000
Written option contracts	-	-	-	(11)
Total derivative assets and liabilities in the Consolidated and Parent Company Statements of Financial Position	-	-	-	(11)
Total assets and liabilities subject to a master netting agreement	-	-	-	(11)

The following table presents the Group's and Company's derivative liabilities by counterparty, net of amounts available for offset, under a master netting agreement and net of any related collateral paid by the Group at 30 November 2021 and 30 November 2020:

Counterparty	Derivative liabilities subject to a master netting agreement by a counterparty £'000	Derivatives available for offset £'000	Net amount as per statement of financial position £'000	Non-cash collateral given £'000	Pledged cash collateral £'000	Net amount of derivative liabilities £'000
At 30 November 2021						
Bank of America Merrill Lynch	-	-	-	-	-	-
At 30 November 2020						
Bank of America Merrill Lynch	(11)	-	(11)	-	11	-

### (c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulties in meeting obligations associated with financial liabilities. The Group is also exposed to the liquidity risk for margin calls on derivative instruments. At the year end, the Group had an overdraft facility of the lower of £17.5 million or 20% of the Group's net assets. (2020: £17.5 million or 20% of the Group's net assets).

The Board has also considered the portfolio liquidity in light of the COVID-19 pandemic on global market liquidity. As at 31 January 2022, 98.9% of the portfolio was estimated as being capable of being liquidated within 5 days.

#### Liquidity risk exposure

The remaining undiscounted gross cash outflows of the financial liabilities as at 30 November 2021 and 30 November 2020, based on the earliest date on which payment can be required, were as follows:

Group 2021	3 months or less £'000	Not more than one year £'000	Total £'000
Amounts due to brokers, accruals and provisions	5,516	-	5,516
Bank overdraft	12,927	-	12,927
	<b>18,443</b>	<b>-</b>	<b>18,443</b>

Company 2021	3 months or less £'000	Not more than one year £'000	Total £'000
Amounts due to brokers, accruals and provisions	5,516	-	5,516
Bank overdraft	12,927	-	12,927
	<b>18,443</b>	<b>-</b>	<b>18,443</b>

Group 2020	3 months or less (restated) £'000	Not more than one year £'000	Total (restated) £'000
Amounts due to brokers, accruals and provisions	487	221	708
Derivative financial liabilities held at fair value through profit or loss	11	-	11
Bank overdraft	12,117	-	12,117
	<b>12,615</b>	<b>221</b>	<b>12,836</b>

# Notes to the financial statements

continued

## 16. Risk management policies and procedures continued

Company 2020	3 months or less £'000	Not more than one year £'000	Total £'000
Amounts due to brokers, accruals and provisions	487	–	487
Derivative financial liabilities held at fair value through profit or loss	11	–	11
Bank overdraft	12,117	–	12,117
	<b>12,615</b>	<b>–</b>	<b>12,615</b>

### Management of liquidity risk

Liquidity risk is minimised by holding sufficient liquid investments which can be readily realised to meet liquidity demands. Asset disposals may also be required to meet liquidity needs. However, the timely sale of trading positions can be impaired by many factors including decreased trading volume and increased price volatility. As a result, the Group may experience difficulties in disposing of assets to satisfy liquidity demands. Liquidity risk is not significant as the Group's assets are investments in listed securities that are readily realisable.

The Group's liquidity risk is managed on a daily basis by the Investment Manager in accordance with established policies and procedures in place. The Portfolio Managers' review daily forward-looking cash reports which project cash obligations. These reports allow them to manage their obligations.

For the avoidance of doubt, none of the assets of the Group are subject to special liquidity arrangements.

### (d) Valuation of financial instruments

Financial assets and financial liabilities are either carried in the Consolidated and Parent Company Statements of Financial Position at their fair value (investments and derivatives) or at an amount which is a reasonable approximation of fair value (due from brokers, dividends and interest receivable, due to brokers, accruals, cash at bank and bank overdrafts). IFRS 13 requires the Group to classify fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The valuation techniques used by the Group are explained in the accounting policies note 2(h) to the Financial Statements on page 97.

Categorisation within the hierarchy has been determined on the basis of the lowest level input that is significant to the fair value measurement of the relevant asset.

The fair value hierarchy has the following levels:

#### Level 1 – Quoted market price for identical instruments in active markets

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis. The Group does not adjust the quoted price for these instruments.

#### Level 2 – Valuation techniques using observable inputs

This category includes instruments valued using quoted prices for similar instruments in markets that are considered less than active, or other valuation techniques where all significant inputs are directly or indirectly observable from market data.

Valuation techniques used for non-standardised financial instruments such as options, currency swaps and other over-the-counter derivatives include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants making the maximum use of market inputs and relying as little as possible on entity specific inputs.

#### Level 3 – Valuation techniques using significant unobservable inputs

This category includes all instruments where the valuation technique includes inputs not based on market data and these inputs could have a significant impact on the instrument's valuation.

This category includes instruments that are valued based on quoted prices for similar instruments where significant entity determined adjustments or assumptions are required to reflect differences between the instruments and instruments for which there is no active market. The Investment Manager considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.



The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement.

Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability. The determination of what constitutes 'observable' inputs requires significant judgement by the Investment Manager.

Over-the-counter derivative option contracts have been classified as Level 2 investments as their valuation has been based on market observable inputs represented by the underlying quoted securities to which these contracts expose the Group.

The investment in the subsidiary is classified within Level 3 since the subsidiary is not a listed entity. The fair value of the investment in the subsidiary is calculated based on the net asset value of the underlying balances within the subsidiary. Therefore, no sensitivity analysis has been presented.

#### Fair values of financial assets and financial liabilities

The table below sets out fair value measurements using the IFRS 13 fair value hierarchy.

##### Financial assets at fair value through profit or loss at 30 November 2021 – Group

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
<b>Assets:</b>				
Equity investments	121,179	–	–	121,179
Fixed income investments	3,898	2,707	–	6,605
	<b>125,077</b>	<b>2,707</b>	<b>–</b>	<b>127,784</b>

##### Financial assets at fair value through profit or loss at 30 November 2021 – Company

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
<b>Assets:</b>				
Equity investments	121,179	–	3,804	124,983
Fixed income investments	3,898	2,707	–	6,605
	<b>125,077</b>	<b>2,707</b>	<b>3,804</b>	<b>131,588</b>

##### Financial assets/(liabilities) at fair value through profit or loss at 30 November 2020 – Group

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
<b>Assets:</b>				
Equity investments	94,217	–	–	94,217
Fixed income investments	3,216	147	–	3,363
<b>Liabilities:</b>				
Derivative financial instruments – written options	–	(11)	–	(11)
	<b>97,433</b>	<b>136</b>	<b>–</b>	<b>97,569</b>

##### Financial assets/(liabilities) at fair value through profit or loss at 30 November 2020 – Company

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
<b>Assets:</b>				
Equity investments	94,217	–	3,795	98,012
Fixed income investments	3,216	147	–	3,363
<b>Liabilities:</b>				
Derivative financial instruments – written options	–	(11)	–	(11)
	<b>97,433</b>	<b>136</b>	<b>3,795</b>	<b>101,364</b>

# Notes to the financial statements

continued

## 16. Risk management policies and procedures continued

A reconciliation of fair value measurement in Level 3 is set out below.

<b>Level 3 Financial assets fair value through profit or loss at 30 November – Company</b>	<b>2021 £'000</b>	<b>2020 £'000</b>
Opening fair value	3,795	3,436
Total gains or losses included in profit/(loss) on investments in the Consolidated Statement of Comprehensive Income:		
– assets held at the end of the year	9	359
<b>Closing balance</b>	<b>3,804</b>	<b>3,795</b>

### (e) Capital management policies and procedures

The Group's capital management objectives are:

- to ensure it will be able to continue as a going concern; and
- to achieve an annual dividend target and over the long term capital growth by investing primarily in securities of companies operating in the mining and energy sectors.

This is to be achieved through an appropriate balance of equity capital and gearing. The Group operates a flexible gearing policy which depends on prevailing conditions.

The Group's total capital at 30 November 2021 was £133,755,000 (2020: £103,759,000), comprising a bank overdraft of £12,927,000 (2020: £12,117,000) and equity shares, capital and reserves of £120,828,000 (2020: £91,642,000).

Under the terms of the overdraft facility agreement, the Group's total indebtedness shall at no time exceed £17.5m or 20% of the Group's net asset value (whichever is the lowest) (2020: £17.5m or 20% of the Group's net asset value (whichever is the lowest)).

The Board with the assistance of the Investment Manager monitors and reviews the broad structure of the Group's capital on an ongoing basis. This review includes:

- the planned level of gearing, which takes into account the Investment Manager's view on the market; and
- the need to buy back equity shares, either for cancellation or to be held in treasury, which takes account of the difference between the NAV per share and the share price (i.e. the level of share price discount or premium).

The Group is subject to externally imposed capital requirements:

- as a public company, the Company has a minimum share capital of £50,000; and
- in order to be able to pay dividends out of profits available for distribution, the Company has to be able to meet one of the two capital restrictions tests imposed on investment companies by law.

During the year, the Company complied with the externally imposed capital requirements to which it was subject including those imposed in respect of overdraft covenants.

### (f) Investments held through Stock Connect

The Company may invest no more than 10% of its net asset value in investments held through Stock Connect. Any China A shares invested in via Stock Connect will be held by the Depository/Sub-custodian in accounts in the Hong Kong Central Clearing and Settlement System (CCASS) maintained by the Hong Kong Securities Clearing Company Limited (HKSCC) as central securities depository in Hong Kong. HKSCC in turn will hold any such China A Shares, as the nominee holder, through an omnibus securities account in its name registered with ChinaClear for the Company. At 30 November 2021 the Company did not hold any investments through Stock Connect (30 November 2020: none).

## 17. Related party disclosure

### Directors' emoluments

At the date of this report, the Board consists of five non-executive Directors, all of whom are considered to be independent of the Manager by the Board.

Disclosures of the Directors' interests in the ordinary shares of the Company and fees and expenses payable to the Directors are set out in the Directors' Remuneration Report on pages 62 and 63. At 30 November 2021, £10,000 (2020: £10,000) was outstanding in respect of Directors' fees.

### Significant holdings

The following investors are:

- funds managed by the BlackRock Group or are affiliates of BlackRock Inc. ("Related BlackRock Funds") or
- investors (other than those listed in (a) above) who held more than 20% of the voting shares in issue in the Company and are as a result, considered to be related parties to the Company ("Significant Investors").

#### As at 30 November 2021

Total % of shares held by Related BlackRock Funds	Total % of shares held by Significant Investors who are not affiliates of BlackRock Group or BlackRock, Inc.	Number of Significant Investors who are not affiliates of BlackRock Group or BlackRock, Inc.
nil	n/a	n/a

#### As at 30 November 2020

Total % of shares held by Related BlackRock Funds	Total % of shares held by Significant Investors who are not affiliates of BlackRock Group or BlackRock, Inc.	Number of Significant Investors who are not affiliates of BlackRock Group or BlackRock, Inc.
nil	n/a	n/a

## 18. Transactions with the Investment Manager and AIFM

BlackRock Fund Managers Limited (BFM) provides management and administrative services to the Group under a contract which is terminable on six months' notice. BFM has (with the Group's consent) delegated certain portfolio and risk services, and other ancillary services to BlackRock Investment Management (UK) Limited (BIM (UK)). Further details of the investment management contract are disclosed in the Directors' Report on pages 53 and 54.

The investment management fee due for the year ended 30 November 2021 amounted to £940,000 (2020: £602,000). At the year end, £498,000 was outstanding in respect of the management fee (2020: £296,000).

Effective from 17 March 2020, the Company is entitled to a rebate from the investment management fee charged by the Manager in the event the Company's ongoing charges exceeds the cap of 1.25% per annum of average daily net assets. The amount of rebate accrued to the 30 November 2021 amounted to £nil (2020: £66,000) and has been adjusted in the investment management fee charged by the Manager.

Further details in respect of the management fee and rebate are given in note 4 on page 99.

In addition to the above services, BlackRock has provided the Group with marketing services. The total fees paid or payable for these services for the year ended 30 November 2021 amounted to £34,000 excluding VAT (2020: £32,000). Marketing fees of £22,000 excluding VAT (2020: £20,000) were outstanding as at the year end.

The ultimate holding company of the Manager and the Investment Manager is BlackRock, Inc., a company incorporated in Delaware USA.

## 19. Contingent liabilities

There were no contingent liabilities at 30 November 2021 (2020: nil).



# Additional information



The Exploration and Production (E&P) sector also saw notable shareholder returns during the year. The largest such holding in the portfolio at year end was American multinational ConocoPhillips.

PHOTO COURTESY OF CONOCOPHILLIPS



# Shareholder information

## Financial calendar

The timing of the announcement and publication of the Company's results may normally be expected in the months shown below:

<b>January/February</b>	Annual results for the year ended 30 November announced and the Annual Report and Financial Statements published.
<b>March</b>	Annual General Meeting.
<b>July</b>	Half yearly figures to 31 May announced and Half Yearly Financial Report published.

## Quarterly Dividends

Dividends are paid quarterly as follows:

Period ending	Ex-date	Payment date
28 February	March	April
31 May	June	July
31 August	September	October
30 November	December	January

## Payment of dividends

Cash dividends will be sent by cheque to the first-named shareholder at their registered address. Dividends may also be paid directly into a shareholder's bank account. This may be arranged by contacting the Company's registrar, Computershare Investor Services PLC (Computershare), on 0370 707 1476, through their secure website [investorcentre.co.uk](http://investorcentre.co.uk), or by completing the Mandate Instructions section on the reverse of your dividend counterfoil and sending it to Computershare.

Dividend confirmations will be sent to shareholders at their registered address, unless other instructions have been given, to arrive on the payment date.

## Dividend tax allowance

The annual tax-free allowance on dividend income across an individual's entire share portfolio is £2,000. Above this amount, individuals will pay tax on their dividend income at a rate dependent on their income tax bracket and personal circumstances.

The Company will continue to provide registered shareholders with confirmation of the dividends paid and this should be included with any other dividend income received when calculating and reporting total dividend income received. It is a shareholder's responsibility to include all dividend income when calculating any tax liability.

If you have any tax queries, please contact a financial advisor.

## Dividend reinvestment scheme (DRIP)

Shareholders may request that their dividends be used to purchase further shares in the Company. Dividend

reinvestment forms may be obtained from Computershare Investor Services PLC on 0370 707 1476 or through their secure website, [investorcentre.co.uk](http://investorcentre.co.uk). Shareholders who have already opted to have their dividends reinvested do not need to reapply.

## Share price

The Company's mid-market ordinary share price is quoted daily in The Financial Times and The Times under 'Investment Companies' and in The Daily Telegraph under 'Investment Trusts'. The share price is also available on the BlackRock website at [blackrock.com/uk/beri](http://blackrock.com/uk/beri).

## ISIN/SEDOL numbers

The ISIN/SEDOL numbers and mnemonic codes for the Company's shares are:

	Ordinary shares
ISIN	GB00BON8MF98
SEDOL	BON8MF9
Reuters Code	BERI:L
Bloomberg Code	BERI:LN

## Share dealing

Investors wishing to purchase more shares in the Company or sell all or part of their existing holding may do so through a stockbroker. Most banks also offer this service. Alternatively, please go to [www.computershare.com/dealing/uk](http://www.computershare.com/dealing/uk) for a range of dealing services made available by Computershare.

## CREST

The Company's shares may be held in CREST, an electronic system for uncertificated securities trading.

Private investors can continue to retain their share certificates and remain outside the CREST system. Private investors are able to buy and sell their holdings in the same way as they did prior to the introduction of CREST, although there may be differences in dealing charges.

## Electronic communications

Computershare provides a service to enable shareholders to receive correspondence electronically (including annual and half yearly financial reports) if they wish. If a shareholder opts to receive documents in this way, paper documents will only be available on request (unless electronic submission fails, in which case a letter will be mailed to the investor's registered address giving details of the website address where information can be found online). Shareholders who opt for this service will receive a Notice of Availability via e-mail from Computershare with a link to the relevant section of the BlackRock website where the documents can be viewed and printed. For more information, to view the terms and conditions and to register for this service, please visit Computershare's internet site at [investorcentre.co.uk/ecomms](http://investorcentre.co.uk/ecomms) (you will need your shareholder reference number).



## Electronic proxy voting

Shareholders are able to submit their proxy votes electronically via Computershare's internet site at [eproxyappointment.com](http://eproxyappointment.com) using a unique identification PIN which will be provided with voting instructions and the Notice of Annual General Meeting. CREST members who wish to appoint one or more proxies or give an instruction through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. Further details are set out in the notes on the Form of Proxy and the Notice of Annual General Meeting.

## Nominee code

Where shares are held in a nominee company name, the Company undertakes:

- to provide the nominee company with multiple copies of shareholder communications, so long as an indication of quantities has been provided in advance; and
- to allow investors holding shares through a nominee company to attend general meetings, provided the correct authority from the nominee company is available.

Nominee companies are encouraged to provide the necessary authority to underlying shareholders to attend the Company's general meetings.

## Publication of NAV/portfolio analysis

The NAV per share of the Company is calculated and published daily. Details of the Company's investments and performance are published monthly.

The daily NAV per share and monthly information are released through the London Stock Exchange's Regulatory News Service and are available on the BlackRock website at [www.blackrock.com/uk/beri](http://www.blackrock.com/uk/beri) and through the Reuters News Service under the code 'BLRKINDEX', on page 8800 on Topic 3 (ICV terminals) and under 'BLRK' on Bloomberg (monthly information only).

## Online access

Other details about the Company are also available on the BlackRock website at [blackrock.com/uk/beri](http://blackrock.com/uk/beri).

The financial statements and other literature are published on the website. Visitors to the website need to be aware that legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in their jurisdiction.

Shareholders can also manage their shareholding online by using Investor Centre, Computershare's secure website, at [investorcentre.co.uk](http://investorcentre.co.uk).

To register on Computershare's website you will need your shareholder reference number. Listed below are the most frequently used features of the website.

- Holding enquiry – view balances, values, history, payments and reinvestments.
- Payments enquiry – view your dividends and other payment types.
- Address change – change your registered address.
- Bank details update – choose to receive your dividend payment directly into your bank account instead of by cheque.
- e-Comms sign-up – choose to receive email notification when your shareholder communications become available instead of paper communications.
- Outstanding payments – reissue payments using the online replacement service.
- Downloadable forms – including dividend mandates, stock transfer, dividend reinvestment and change of address forms.

## Individual Savings Accounts (ISAs)

ISAs are a tax-efficient method of investment and the Company's shares are eligible investments for inclusion in an ISA. In the 2021/2022 tax year, investors will be able to invest up to £20,000 in Individual Savings Accounts (ISAs) either as cash or shares.

## Shareholder enquiries

The Company's registrar is Computershare Investor Services PLC. Certain details relating to your holding can be checked through the Computershare Investor Centre website. As a security check, specific information will need to be input accurately to gain access to your account including your shareholder reference number, available from your share certificate, dividend confirmation or other electronic communications received from Computershare. The address of the Computershare website is [investorcentre.co.uk](http://investorcentre.co.uk). Alternatively, please contact the registrar on 0370 707 1476.

Changes of name or address must be notified in writing either through Computershare's website, or to the registrar at:

### Computershare Investor Services PLC,

The Pavilions,  
Bridgwater Road,  
Bristol BS99 6ZZ

## General enquiries

Enquiries about the Company should be directed to:

The Company Secretary  
BlackRock Energy and Resources Income Trust plc  
12 Throgmorton Avenue  
London EC2N 2DL  
Telephone: 020 7743 3000  
Email: [Cosec@blackrock.com](mailto:Cosec@blackrock.com)

# Analysis of ordinary shareholders

as at 30 November 2021

## By type of holder

	Number of shares	% of total 2021	% of total 2020	Number of holders	% of total 2021	% of total 2020
Direct private investors	1,780,115	1.5	1.5	182	28.6	26.8
Banks and nominee companies	112,482,832	94.6	91.7	439	68.9	70.8
Others	1,955,410	1.6	2.2	15	2.3	2.3
Shares held in treasury	2,747,643	2.3	4.6	1	0.2	0.1
	118,966,000	100.0	100.0	637	100.0	100.0

## By size of holding

	Number of shares	% of total 2021	% of total 2020	Number of holders	% of total 2021	% of total 2020
1-10,000	1,507,847	1.3	1.5	359	56.4	57.4
10,001-100,000	5,876,709	4.9	5.1	178	27.9	27.4
100,001-1,000,000	24,871,740	20.9	21.1	77	12.1	11.1
1,000,001-5,000,000	43,953,903	37.0	48.1	17	2.7	3.6
5,000,001-9,999,999	40,008,158	33.6	19.6	5	0.8	0.4
Shares held in treasury	2,747,643	2.3	4.6	1	0.2	0.1
	118,966,000	100.0	100.0	637	100.0	100.0

# Historical analysis

<b>Year ended 30 November</b>	<b>Net assets attributable to ordinary shareholders</b>	<b>Net asset value per ordinary share</b>	<b>Ordinary share price (mid-market)</b>	<b>Revenue return per ordinary share</b>	<b>Dividend per ordinary share</b>	<b>Ongoing charges ratio<sup>1</sup></b>
	<b>£'000</b>	<b>p</b>	<b>p</b>	<b>p</b>	<b>p</b>	
At launch, 13 December 2005	73,500	98.00	100.00	–	–	–
Period ended 30 November 2006	79,784	105.53	101.25	5.28	4.50	1.50
Year ended 30 November 2007	110,018	158.05	149.75	6.31	5.25	1.30
Year ended 30 November 2008	57,625	80.25	72.50	6.96	5.40	1.40
Year ended 30 November 2009	90,260	120.63	119.75	5.74	5.50	1.50
Year ended 30 November 2010	125,848	139.05	143.00	5.85	5.60 <sup>2</sup>	1.40
Year ended 30 November 2011	118,642	131.08	127.75	5.88	5.75	1.30
Year ended 30 November 2012	111,663	118.47	122.75	6.10	5.90	1.30
Year ended 30 November 2013	101,830	105.79	109.50	5.87	5.95	1.40
Year ended 30 November 2014	96,696	91.95	99.00	6.20	6.00	1.50
Year ended 30 November 2015	69,430	60.08	59.75	6.32	6.00	1.40
Year ended 30 November 2016	98,933	83.57	82.75	4.43	5.00	1.39
Year ended 30 November 2017	91,357	76.92	75.00	4.84	4.00	1.36
Year ended 30 November 2018	88,109	75.87	70.60	4.37	4.00	1.39
Year ended 30 November 2019	85,945	75.28	66.00	3.97	4.00	1.48
Year ended 30 November 2020	91,642	80.76	71.40	4.31	4.00	1.25
<b>Year ended 30 November 2021</b>	<b>120,828</b>	<b>103.97</b>	<b>96.70</b>	<b>4.96</b>	<b>4.10</b>	<b>1.21</b>

<sup>1</sup> Revised for years prior to 30 November 2014 to conform to AIC best practice guidance. The ongoing charges ratio is an Alternative Performance Measure. See the Glossary on pages 132 to 133 for more details in respect of the calculation.

<sup>2</sup> In addition, two special dividends were also paid during the year, totalling 1.52 pence per share.

# Management & other service providers

## Registered Office

(Registered in England, No. 5612963)  
12 Throgmorton Avenue  
London EC2N 2DL

## Alternative Investment Fund Manager<sup>1</sup>

BlackRock Fund Managers Limited<sup>2</sup>  
12 Throgmorton Avenue  
London EC2N 2DL  
Telephone: 020 7743 3000

## Investment Manager and Company Secretary

BlackRock Investment Management (UK) Limited<sup>2</sup>  
12 Throgmorton Avenue  
London EC2N 2DL  
Email: cosec@blackrock.com

## Banker, Custodian and Depositary

The Bank of New York Mellon (International) Limited<sup>2</sup>  
One Canada Square  
London E14 5AL

## Registrar

Computershare Investor Services PLC<sup>2</sup>  
The Pavilions  
Bridgwater Road  
Bristol BS99 6ZZ  
Telephone: 0370 707 1476

## Auditor

Ernst & Young LLP  
25 Churchill Place  
London E14 5EY

## Stockbroker

Winterflood Securities Limited<sup>2</sup>  
The Atrium Building  
25 Dowgate Hill  
London EC4R 2GA

## Solicitor

Gowling WLG (UK) LLP  
4 More London Riverside  
London SE1 2AU

<sup>1</sup> BlackRock Fund Managers Limited (BFM) was appointed as the Alternative Investment Fund Manager on 2 July 2014. BlackRock Investment Management (UK) Limited continues to act as the Investment Manager under a delegation agreement with BFM.

<sup>2</sup> Authorised and regulated by the Financial Conduct Authority.

# AIFMD disclosures

## Report on remuneration

The Alternative Investment Fund Managers' Directive (the AIFMD) requires certain disclosures to be made with regard to the remuneration policy of the Company's AIFM.

Details of the BlackRock AIFM Remuneration Policy are disclosed on the Company's website at [www.blackrock.com/uk/beri](http://www.blackrock.com/uk/beri) and have applied to the Manager since 1 January 2015, being the beginning of the first financial year of BlackRock following the Manager's authorisation as an AIFM.

## Quantitative remuneration disclosure

Appropriate disclosures will be made in due course in accordance with FUND 3.3.5, Article 22(2)(e) and 22(2)(f) of the AIFMD and Article 107 of the Delegated Regulation.

## Leverage

The Company may employ leverage and borrow cash in accordance with its stated investment policy or investment strategy. The Company may also employ leverage in its investment programme through foreign exchange forward contracts and may also utilise a variety of exchange traded and over-the-counter (OTC) derivative instruments such as covered put/call options as part of its investment policy. The use of derivatives may expose the Company to a higher degree of risk. In particular, derivative contracts can be highly volatile and the amount of initial margin is generally small relative to the size of the contract so that transactions may be leveraged in terms of market exposure. A relatively small market movement may have a potentially larger impact on derivatives than on standard underlying bonds or equities. Leveraged derivative positions can therefore increase the Company's volatility. The use of borrowings and leverage has attendant risks and can, in certain circumstances, substantially increase the adverse impact to which the Company's investment portfolio may be subject. No foreign exchange forward contracts or derivatives were used for leverage purposes during the year.

For the purposes of this disclosure, leverage is any method by which the Company's exposure is increased, whether through borrowing of cash or securities, or leverage embedded in foreign exchange forward contracts or by any other means.

The AIFMD requires that each leverage ratio be expressed as the ratio between a Company's exposure and its NAV, and prescribes two required methodologies, the gross methodology and the commitment methodology (as set out in AIFMD Level 2 Implementation Guidance), for calculating such exposure.

Using the methodologies prescribed under the AIFMD, the leverage of the Group and Company is disclosed in the following table below:

	Commitment leverage as at 30 November 2021	Gross leverage as at 30 November 2021
Leverage ratio	1.14	1.14

Further information on the calculation of leverage ratios is provided in the Glossary on pages 131 and 132.

## Other risk disclosures

The financial risk disclosures relating to risk framework and liquidity risk are set out in note 16 to the notes to the financial statements on pages 108 to 118.

## Pre investment disclosures

The AIFMD requires certain information to be made available to investors in AIFs before they invest and requires that material changes to this information be disclosed in the annual report of each AIF. An Investor Disclosure Document, which sets out information on the Company's investment strategy and policies, leverage, risk, liquidity, administration, management, fees, conflicts of interest and other shareholder information is available on the website at [www.blackrock.com/uk/beri](http://www.blackrock.com/uk/beri).

There have been no material changes (other than those reflected in these financial statements or previously disclosed to the London Stock Exchange through a primary information provider) to this information requiring disclosure. Any information requiring immediate disclosure pursuant to the AIFMD will be disclosed to the London Stock Exchange through a primary information provider.

## SARAH BEYNSBERGER

For and on behalf of  
BlackRock Investment Management (UK) Limited  
Company Secretary  
3 February 2022

# Information to be disclosed in accordance with Listing Rule 9.8.4

The disclosures below are made in compliance with the requirements of Listing Rule 9.8.4.

9.8.4 (1) The Company has not capitalised any interest in the period under review.

9.8.4 (2) The Company has not published any unaudited financial information in a class 1 circular or prospectus or any profit forecast or profit estimate.

9.8.4 (3) This provision has been deleted.

9.8.4 (4) The Company does not have any long-term incentive schemes in operation.

9.8.4 (7) During the year, the Company issued shares out of treasury on six occasions and 2,800,000 ordinary shares in total with a nominal value of £2,800 were issued at an average price of 101.83 pence per share for a total consideration of £2,880,000 before the deduction of issue costs.

Details of the allottees are set out in the following table:

Allottee	Number of issues	Shares issued	Price range (pence)	Total consideration (£'000)	Average premium %
Winterflood Securities Limited	6	2,800,000	100.48 to 103.66	2,881	1.61

9.8.4 (8) and 9.8.4 (9) are not applicable.

9.8.4 (11) This provision is not applicable to the Company.

9.8.4 (12) and (13) There were no arrangements under which a shareholder has waived or agreed to waive any dividends or future dividends.

9.8.4 (14) This provision is not applicable to the Company.

By order of the Board

**SARAH BEYNSBERGER**

For and on behalf of  
BlackRock Investment Management (UK) Limited  
Company Secretary  
3 February 2022



# Information to be disclosed in respect of investment in the People's Republic of China (PRC) via the Stock Connect

The Stock Connect links markets in mainland China and Hong Kong, allowing foreign (non-Chinese) investors to invest in China A Shares listed on the relevant mainland markets more easily than was possible prior to establishment of the Stock Connect. The disclosures below are given to provide shareholders and investors in the Company with more information in respect of how the Stock Connect works, and more detail on the risks associated with the scheme. Additional disclosures are set out in the notes to the financial statements on page 118.

The Stock Connect is a securities trading and clearing linked program developed by the Hong Kong Exchanges and Clearing Market (HKEX), Shanghai Stock Exchange (SSE) and China Clear with an aim to achieve mutual stock market access between the People's Republic of China (PRC) and Hong Kong. The Stock Connect comprises a Northbound Trading Link and a Southbound Trading Link. Under the Northbound Trading Link, Hong Kong and overseas investors (including the Company), through their Hong Kong brokers and a securities trading service company established by the Hong Kong Stock Exchange (SEHK), may be able to trade eligible China A Shares listed on the SSE by routing orders to SSE. Under the Southbound Trading Link investors in the PRC will be able to trade certain stocks listed on the SEHK. Under a joint announcement issued by the SFC and CSRC on 10 November 2014 the Stock Connect commenced trading on 17 November 2014.

Companies and funds investing in the PRC may invest in China A Shares trading on the Shanghai Stock Exchange via Stock Connect. The Stock Connect is a programme that links the Shanghai Stock Exchange and the SEHK. Under the programme, investors can access the Shanghai Stock Exchange via the Hong Kong Central Clearing and Settlement System (CCASS) maintained by the Hong Kong Securities Clearing Company Ltd (HKSCC) as central securities depository in Hong Kong. Investing in China A Shares via Stock Connect bypasses the requirement to obtain Renminbi Qualified Foreign Institutional Investor (RQFII) status which is required for direct access to the Shanghai Stock Exchange.

## Quota limitations

Investing in the PRC via Stock Connect is subject to quota limitations which apply to the Investment Manager. In particular, once the remaining balance of the relevant quota drops to zero or the daily quota is exceeded, buy orders will be rejected (although investors will be permitted to sell their cross-boundary securities regardless of the quota balance).

## Investment thresholds for stock connect funds

The Company may invest no more than 10% of its net asset value in the Stock Connect.

## Legal/beneficial ownership

The China A Shares invested in via the Stock Connect will be held by the Trustee in accounts in the Hong Kong Central Clearing and Settlement System the China Securities Repository and Clearing Company Limited (CCASS) maintained by the HKSCC as central securities depository in Hong Kong. HKSCC in turn holds the China A Shares, as the nominee holder, through an omnibus securities account in its name registered with the China Securities Depository and Clearing Company Limited (CSDCC). The precise nature and rights of the Stock Connect Funds as the beneficial owners of the China A Shares through HKSCC as nominee is not well defined under PRC law. There is lack of a clear definition of, and distinction between, "Legal Ownership" and "Beneficial Ownership" under PRC law and there have been few cases involving a nominee account structure in the PRC courts. Therefore the exact nature and methods of enforcement of the rights and interests of the Stock Connect Funds under PRC law is uncertain. Because of this uncertainty, in the unlikely event that HKSCC becomes subject to winding up proceedings in Hong Kong it is not clear if the China A Shares will be regarded as held for the beneficial ownership of the Company or as part of the general assets of HKSCC available for general distribution to its creditors.

## Clearing and settlement risk

HKSCC and CSDCC will establish the clearing links and each will become a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house. As the national central counterparty of the PRC's securities market, CSDCC operates a comprehensive network of clearing, settlement and stock holding infrastructure. CSDCC has established a risk management framework and measures that are approved and supervised by the CSRC. The chances of CSDCC default are considered to be remote. In the remote event of a CSDCC default, HKSCC's liabilities in respect of China A Shares invested in via the Stock Connect will be limited under its market contracts with clearing participants to assisting clearing participants in pursuing their claims against CSDCC. HKSCC should in good faith, seek recovery of the outstanding stocks and monies from CSDCC through available legal channels or through CSDCC's liquidation. In that event, the Company may suffer a delay in the recovery process or may not fully recover its losses from CSDCC.

# Information to be disclosed in respect of investment in the People's Republic of China (PRC) via the Stock Connect continued

## **Suspension risk**

It is contemplated that both the SEHK and the Shanghai Stock Exchange would reserve the right to suspend trading if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator will be sought before a suspension is triggered. Where a suspension is effected, the Company's ability to access the PRC market will be adversely affected.

## **Differences in trading day**

The Stock Connect will only operate on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. So it is possible that there are occasions when it is a normal trading day for the PRC market but the Company cannot carry out any China A Shares trading via the Stock Connect. The Company may be subject to a risk of price fluctuations in China A Shares during the time when the Stock Connect is not trading as a result.

## **Restrictions on selling imposed by front-end monitoring**

PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise the Shanghai Stock Exchange will reject the sell order concerned. SEHK will carry out pre-trade checking on China A Share sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling. If the Company intends to sell certain China A Shares it holds, it must transfer those China A Shares to the respective accounts of its broker(s) before the market opens on the day of selling ("trading day"). If it fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this requirement, the Company may not be able to dispose of its holdings of China A Shares in a timely manner.

## **Regulatory risk**

The Stock Connect is a novel concept. The current regulations are untested and there is no certainty as to how they will be applied. In addition, the current regulations are subject to change and there can be no assurance that the Stock Connect will not be abolished. New regulations may be issued from time to time by the regulators/stock exchanges in the PRC and Hong Kong in connection with operations, legal enforcement and cross-border trades under the Stock Connect. The Company may be adversely affected as a result of such changes.

## **Recalling of eligible stocks**

When a stock is recalled from the scope of eligible stocks for trading via the Stock Connect, the stock can only be sold but restricted from being bought. This may restrict the ability of the Company to acquire shares.

## **No protection by investor compensation fund**

Investment in China A Shares via the Stock Connect is conducted through brokers, and is subject to the risk of default by such brokers in their obligations. Investments of the Company are not covered by the Hong Kong's investor compensation fund, which has been established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorised financial institution in relation to exchange-traded products in Hong Kong. Since default matters in respect of China A Shares invested in via the Stock Connect do not involve products listed or traded on the SEHK, they will not be covered by the investor compensation fund. Therefore the Company is exposed to the risks of default of the broker(s) it engages in its trading in China A Shares through the Stock Connect.

## **Operational risk**

The Stock Connect is premised on the functioning of the operational systems of the relevant market participants. Market participants are permitted to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.

The securities regimes and legal systems of the SEHK and the Shanghai Stock Exchange differ significantly and market participants may need to address issues arising from the differences on an on-going basis. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems fail to function properly, trading in both markets through the program could be disrupted. The Company's ability to access the China A Share market (and hence to pursue its investment strategy) may be adversely affected.

## **Taxation risks**

The PRC tax authorities have also made announcements that gains derived from China A Shares investments via the Stock Connects would be temporarily exempted from PRC taxation effective from 17 November 2014. This temporary exemption applies to China A-Shares generally, including shares in PRC 'land-rich' companies. The duration of the period of temporary exemption has not been stated and may be subject to termination by the PRC tax authorities with or without notice and, in the worst case, retrospectively. If the temporary exemption is withdrawn the relevant Stock Connect Funds would be subject to PRC taxation in respect of gains on China A Shares and the resultant tax liability would eventually be borne by investors. However, this liability may be mitigated under the terms of an applicable tax treaty, and if so, such benefits will also be passed to investors.

# Glossary

## Alternative Performance Measures (APM)

An APM is a measure of performance or financial position that is not defined in applicable accounting standards and cannot be directly derived from the financial statements. The Group's APMs are set out below and are cross-referenced where relevant to the financial inputs used to derive them as contained in other sections of the Annual Financial report.

## Closed-end company

An investment trust works along the same lines as a unit trust, in that it pools money from investors which is then managed on a collective basis. The main difference is that an investment trust is a company listed on the Stock Exchange and, in most cases, trading takes place in shares which have already been issued, rather than through the creation or redemption of units. As the number of shares which can be issued or cancelled at any one time is limited, and requires the approval of existing shareholders, investment trusts are known as closed end funds or companies. This means that investment trusts are not subject to the same liquidity constraints as open ended funds and can therefore invest in less liquid investments.

## Discount and premium\*

Investment trust shares can frequently trade at a discount to NAV. This occurs when the share price (based on the mid-market share price) is less than the NAV and investors may therefore buy shares at less than the value attributable to them by reference to the underlying assets. The discount is the difference between the share price and the NAV, expressed as a percentage of the NAV. As at 30 November 2021, the share price was 96.70p (2020: 71.40p) and the NAV per share was 103.97p (2020: 80.76p) giving a discount of 7.0% (2020: discount of 11.6%) (please see note 9 of the financial statements for the audited inputs to these calculations).

A premium occurs when the share price (based on the mid-market share price) is more than the NAV and investors would therefore be paying more than the value attributable to the shares by reference to the underlying assets. For example, if the share price was 370p and the NAV 365p, the premium would be 1.4%.

Discounts and premiums are mainly the consequence of supply and demand for the shares on the stock market.

## Gearing and borrowings\*

Investment companies can borrow to purchase additional investments. This is called 'gearing'. It allows investment companies to take advantage of a long term view on a sector or to take advantage of a favourable situation or a particularly attractive stock without having to sell existing investments.

Gearing works by magnifying a company's performance. If a company 'gears up' and then markets rise and returns on the investments outstrip the costs of borrowing, the overall

returns to investors will be even greater. But if markets fall and the performance of the assets in the portfolio is poor, then losses suffered by the investor will also be magnified.

The Group may achieve gearing through borrowings or the effect of gearing through an appropriate balance of equity capital, investment in derivatives and structured financial instruments, and borrowings. Gearing through the use of derivatives is limited to a maximum of 30% of the Group's assets for the purposes of efficient portfolio management and to enhance portfolio returns. Gearing through borrowings is limited to 40% of the Group's gross assets; however borrowings are not envisaged to exceed 20% of the Group's gross assets at the date of drawdown.

Net gearing calculation	Page	30 November	30 November	
		2021	2020	
		£'000	£'000	
Net assets	93	120,828	91,642	(a)
Borrowings	93	12,927	12,117	(b)
Total assets (a+b)		133,755	103,759	(c)
Current assets <sup>2</sup>	93	11,487	6,898	(d)
Current liabilities (excluding borrowings)	93	(5,516)	(719)	(e)
Net current assets (d+e)		5,971	6,179	(f)
<b>Net gearing figure ((b - f)/a)</b>		<b>5.8%</b>	<b>6.5%</b>	<b>(g)</b>

<sup>1</sup> Please refer to note 2 "Restatement of 2020 comparatives" on page 96 for further details.

<sup>2</sup> Includes cash at bank.

## Gross assets

Gross assets is defined as the total of the Group's net assets and borrowings.

## Leverage

Leverage is defined in the AIFM Directive as "any method by which the AIFM increases the exposure of an AIF it manages whether through borrowing of cash or securities, or leverage embedded in derivative positions or by any other means".

Leverage is measured in terms of 'exposure' and is expressed as a ratio of net asset value:

$$\text{Leverage ratio} = \frac{\text{Exposure}}{\text{Net assets}}$$

The Directive sets out two methodologies for calculating exposure. These are the Gross Method and the Commitment Method. The treatment of cash and cash equivalent balances in terms of calculating what constitutes an "exposure" under AIFMD differs for these two methods. The definitions for calculating the Gross Method exposures require that "the

\* Alternative Performance Measures.

# Glossary

continued

value of any cash and cash equivalents which are highly liquid investments held in the base currency of the AIF, that are readily convertible to a known amount of cash, are subject to an insignificant risk of change in value and provide a return no greater than the rate of a three-month high quality government bond” should be excluded from exposure calculations.

## NAV and share price return (with dividends reinvested)\*

Performance statistics enable the investor to make performance comparisons between investment trusts with different dividend policies. The performance measures the combined effect of any dividends paid, together with the rise or fall in the share price or NAV. This is calculated by the movement in the share price or NAV plus the dividends paid by the Group assuming these are reinvested in the Group at the prevailing NAV/Share price (please see note 9 of the financial statements for the inputs to the calculations).

NAV total return	Page	30 November 2021	30 November 2020	
Closing NAV per share (pence)	103	103.97	80.76	
Add back interim and final dividends (pence)	103	4.00	4.00	
Effect of dividend reinvestment (pence)		0.55	1.00	
Adjusted closing NAV (pence)		108.52	85.76	(a)
Opening NAV per share (pence)	103	80.76	75.28	(b)
<b>NAV total return (c = ((a - b)/b)) (%)</b>		<b>34.4</b>	<b>13.9</b>	<b>(c)</b>

Share price total return	Page	30 November 2021	30 November 2020	
Closing share price (pence)	103	96.70	71.40	
Add back interim and final dividends (pence)	103	4.00	4.00	
Effect of dividend reinvestment (pence)		0.44	1.17	
Adjusted closing share price (pence)		101.14	76.57	(a)
Opening share price (pence)	103	71.40	66.00	(b)
<b>Share price total return (c = ((a - b)/b)) (%)</b>		<b>41.7</b>	<b>16.0</b>	<b>(c)</b>

\* Alternative Performance Measures.

## Net asset value per share (Cum income NAV)

This is the value of the Group’s assets attributable to one ordinary share. It is calculated by dividing ‘equity shareholders’ funds’ by the total number of ordinary shares in issue (excluding treasury shares). For example, as at 30 November 2021, equity shareholders’ funds were worth £120,828,000 (2020: £91,642,000 and there were 116,218,357 (2020: 113,470,349 ordinary shares in issue (excluding treasury shares); the undiluted NAV was therefore 103.97 pence per ordinary share (2020: 80.76 pence per ordinary share (please see note 9 of the financial statements for the inputs to the calculations).

Equity shareholders’ funds are calculated by deducting from the Group’s total assets, its current and long-term liabilities and any provision for liabilities and charges.

## Net asset value per share (Capital only NAV)\*

The capital only NAV is a popular point of reference when comparing a range of investment trusts. This NAV focuses on the value of the Group’s assets disregarding the current period revenue income, on the basis that most trusts will distribute substantially all of their income in any financial period. It is also the measure adopted by the Association of Investment Companies for preparation of statistical data. It is calculated by dividing ‘equity shareholders’ funds’ (excluding current period revenue) by the total number of ordinary shares in issue.

As at 30 November 2021, equity shareholders’ funds less the current year net revenue return (after interim dividends) amounted to £118,583,000 and there were 116,218,357 ordinary shares in issue (excluding treasury shares); therefore the capital only NAV was 102.03 pence.

Equity shareholders’ funds (excluding current period revenue) of £118,583,000 are calculated by deducting from the Group’s net assets (£120,828,000) its current period revenue (£5,704,000) and adding back the interim dividends paid from revenue (£3,459,000).

## Ongoing charges ratio\*

$$\text{Ongoing charges (\%)} = \frac{\text{Annualised ongoing charges}}{\text{Average undiluted net asset value in the period}}$$

Ongoing charges are those expenses of a type which are likely to recur in the foreseeable future, whether charged to capital or revenue, and which relate to the operation of the investment company as a collective fund. Ongoing charges are based on costs incurred in the year as being the best estimate of future costs and include the annual management charge.

As recommended by the AIC in its guidance, ongoing charges are calculated using the Group’s annualised recurring revenue and capital expenses (excluding finance costs, direct

transaction costs, custody transaction charges, VAT recovered, taxation and certain non-recurring items) expressed as a percentage of the average daily net assets of the Group during the year.

The inputs that have been used to calculate the ongoing charges percentage are set out in the following table.

Ongoing charges calculation	Page	30 November 2021 £'000	30 November 2020 £'000	
Management fee	99	940	602	
Other operating expenses	100	419	388	
Total management fee and other operating expenses		1,359	990	(a)
Average daily net assets in the year		112,098	79,170	(b)
<b>Ongoing charges (c = a/b)</b>		<b>1.21%</b>	<b>1.25%</b>	<b>(c)</b>

Effective 17 March 2020 the Company's ongoing charges (including the investment management fee), will be capped at 1.25% per annum of average daily net assets. No cap was in place for ongoing charges incurred up to 16 March 2020.

### Options and options overwriting strategy

An option is a contract that offers the buyer the right, but not the obligation, to buy (call) or sell (put) a security or other financial asset at an agreed-upon price (the strike price) during a certain period of time or on a specific date (exercise date) for a fee (the premium). The sale of call or put options on stocks that are believed to be overpriced or underpriced, based on the assumption that the options will not be exercised, is referred to as an 'options overwriting' strategy.

The seller of the option collects a premium but, if the option subsequently expires without being exercised, there will be no down side for the seller. However, if the stock rises above the exercise price the holder of the option is likely to exercise the option and this strategy can reduce returns in a rising market.

The Group employs an options overwriting strategy but seeks to mitigate risk by utilising predominantly covered call options (meaning that call options are only written in respect of stocks already owned within the Group's portfolio such that, if the options are exercised, the Group does not need to purchase stock externally at fluctuating market prices to meet its obligations under the options contract). Any use of derivatives for efficient portfolio management and options for investment purposes will be made on the basis of the same principles of risk spreading and diversification that apply to the Group's direct investments.

\* Alternative Performance Measures.

### Quoted securities and unquoted securities

Securities that trade on an exchange for which there is a publicly quoted price. Unquoted securities are financial securities that do not trade on an exchange and for which there is not a publicly quoted price.

### Revenue profit and revenue reserves

Revenue profit is the net revenue income earned after deduction of fees and expenses allocated to the revenue account and taxation suffered by the Group. Revenue reserves is the undistributed income that the Group keeps as reserves. Investment trusts do not have to distribute all the income they generate, after expenses. They may retain up to 15% of revenue generated which will be held in a revenue reserve. This reserve can be used at a later date to supplement dividend payments to shareholders.

### Treasury shares

Treasury shares are shares that a company keeps in its own treasury which are not currently issued to the public. These shares do not pay dividends, have no voting rights and are not included in a company's total issued share capital amount for calculating percentage ownership. Treasury stock may have come from a repurchase or buy back from shareholders, or it may never have been issued to the public in the first place. Treasury shares may be reissued from treasury to the public to meet demand for a company's shares in certain circumstances.

### Yield\*

The yield is the amount of cash (in percentage terms) that is returned to the owners of the security, in the form of interest or dividends received from it. Normally, it does not include the price variations, distinguishing it from the total return.


	Page	30 November 2021	30 November 2020	
Interim dividends paid/payable (pence) <sup>1</sup>	103	4.10	4.00	(a)
Ordinary share price (pence)	103	96.70	71.40	(b)
<b>Yield (c = a/b) (%)</b>		<b>4.2%</b>	<b>5.6%</b>	<b>(c)</b>

<sup>1</sup> Comprising dividends declared/paid for the twelve months to 30 November.









# Annual general meeting



The long term prospects for stocks embracing the Energy Transition continue to brighten with the US\$1.75 trillion “build it back better” bill gaining initial approval in November, shortly after the EU approved its Green Deal in May.

PHOTO COURTESY OF EDPR

# Notice of annual general meeting

Given the risks posed by the spread of COVID-19 and in accordance with Government guidance, special arrangements have been made with respect to the Company's Annual General Meeting for 2022. More details may be found in note 1 on page 138 and page 7 of the Chairman's Statement. Details are also available on the Company's website at [www.blackrockcom/uk/beri](http://www.blackrockcom/uk/beri).

Notice is hereby given that the next Annual General Meeting of BlackRock Energy and Resources Income Trust plc will be held at the offices of BlackRock at 12 Throgmorton Avenue, London EC2N 2DL on Tuesday, 15 March 2022 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (which will be proposed in the case of resolutions 1 to 11, as ordinary resolutions and, in the case of resolutions 12 to 13, as special resolutions).

More information in respect of the contribution of each Director to support their re-election or election is given in the Directors' Report on pages 57 and 58.

## Ordinary business

1. To receive the report of the Directors of the Company and the financial statements for the year ended 30 November 2021, together with the report of the Auditor thereon.
2. To approve the Directors' Remuneration Report for the year ended 30 November 2021.
3. That the shareholders approve the Company's dividend policy to continue to pay four quarterly interim dividends, which in the year under review totalled 4.10p per share.
4. To re-elect Dr Bell as a Director.
5. To re-elect Mr Brown as a Director.
6. To re-elect Mr Robson as a Director.
7. To elect Mrs Ferguson as a Director.
8. To reappoint Ernst & Young LLP as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
9. To authorise the Audit and Management Engagement Committee to determine the Auditor's remuneration.

## Special business

### Ordinary resolutions

10. That pursuant to Article 32.4 (a) of the Company's Articles of Association, the aggregate maximum fees payable to the Directors (other than alternate Directors) for their service in the office of Director per annum (excluding amounts payable under any other provision of the Articles) shall be increased to £200,000 per annum.
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 £118,593.36 (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 2023, 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

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 2023, 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 £118,593.36, (representing 10% of the aggregate nominal amount of the issued share capital 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 not less than the net asset value per ordinary share as close as practicable to the allotment or sale.
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 17,777,144 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 2023 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.

By order of the Board

**SARAH BEYNSBERGER**

For and on behalf of  
BlackRock Investment Management (UK) Limited  
Company Secretary  
3 February 2022

Registered Office:  
12 Throgmorton Avenue  
London EC2N 2DL

# Notice of annual general meeting

continued

Notes:

- At present UK Government restrictions on public gatherings are no longer in force in connection with COVID-19 and at the time of publication of this report it is intended that the AGM will be held in the normal way with physical attendance by shareholders. However, shareholders should be aware that it is possible that such restrictions could be reimposed prior to the date of the AGM. In such event, these restrictions could mean that the AGM is required to be held as a closed meeting as happened last year with physical attendance limited to only a small number of attendees comprising the required quorum for the meeting and those persons whose attendance is necessary for the conduct of the meeting, and that any other persons will be refused entry. Accordingly, all shareholders are recommended to vote by proxy in advance of the AGM and to appoint the Chairman of the meeting as their proxy. This will ensure that shareholders' votes will be counted even if they (or any appointed proxy) are not able to attend. All votes will be taken by poll so that all proxy votes are counted. The Company may impose entry restrictions on persons wishing to attend the AGM (including, if required, refusing entry) in order to secure the orderly conduct of the AGM and the safety of the attendees. All shareholders intending to attend should either be fully vaccinated or obtain a negative COVID-19 test result before entering the venue. Negative test results must be obtained no earlier than one day before entering the venue and fully vaccinated shareholders are also strongly encouraged to get tested. Attendees will also be required to wear a face covering at all times within the venue except when seated in the relevant meeting room. Shareholders are also requested not to attend the AGM if they have tested positive for COVID-19 in the 10 days prior to the AGM, are experiencing new or worsening COVID-19 related symptoms, have been in close contact with anyone who is experiencing symptoms or has contracted COVID-19 during the 14 days prior to the AGM, or are required to self isolate pursuant to UK Government guidance. In the absence of any re imposition of restrictions, the Board very much looks forward to meeting with shareholders.
- A member entitled to attend and vote at the meeting convened by the above Notice is also entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend, speak and vote in his place. A proxy need not be a member of the Company. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member.
- To appoint a proxy you may use the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned to the office of the Company's registrar in accordance with the instructions thereon as soon as possible and in any event by not later than 10.30 a.m. on 11 March 2022 (Saturdays, Sundays and public holidays excepted). Amended instructions must also be received by the Company's registrar by the deadline for receipt of forms of proxy. Alternatively you can vote or appoint a proxy electronically by visiting [eproxyappointment.com](http://eproxyappointment.com). You will be asked to enter the Control Number, the Shareholder Reference Number and PIN which are printed on the Form of Proxy. The latest time for the submission of proxy votes electronically is 10.30 a.m. on 11 March 2022 (Saturdays, Sundays and public holidays excepted).
- Proxymity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.30 a.m. on 11 March 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
- Completion and return of the Form of Proxy will not prevent a member from attending the meeting and voting in person.
- Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 (a Nominated Person) should note that the provisions in notes 2 and 3 above concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only ordinary shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such agreement to give instructions to the member as to the exercise of voting rights at the meeting.
- Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy the information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from the Nominated Person.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only ordinary shareholders registered in the register of members of the Company by not later than 6.00 p.m. two days prior to the time fixed for the meeting shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at such time. If the meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00 p.m. two days prior to the time of adjournment. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- Shareholders who hold their ordinary shares electronically may submit their votes through CREST, by submitting the appropriate and authenticated CREST message so as to be received by the Company's registrar not later than 48 hours before the start of the meeting (excluding non-working days). Instructions on how to vote through CREST can be found by accessing the following website: [euroclear.com/CREST](http://euroclear.com/CREST). Shareholders are advised that CREST and the internet are the only methods by which completed proxies can be submitted electronically.
- If you are a CREST system user (including a CREST personal member) you can appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must

be received by Computershare (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting (excluding non-working days). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Computershare is able to retrieve the message. CREST personal members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of The Uncertificated Securities Regulations 2001.

12. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interest in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3% or more of the voting rights in the Company, who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
13. Any questions relevant to the business of the meeting may be asked at the meeting by anyone permitted to speak at the meeting. A shareholder may alternatively submit a question in advance by a letter addressed to the Company Secretary at the Company's registered office. Under Section 319A of the Companies Act 2006, the Company must answer any question a shareholder asks relating to the business being dealt with at the meeting, unless (i) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer had already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.
15. Under Section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
  - (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are laid before the meeting; or
  - (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006.

The Company may not require the members requesting such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time

when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

16. Under Sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company:
  - (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or
  - (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

- (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
- (b) it is defamatory of any person; or
- (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than on 1 February 2022, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

17. As at 2 February 2022 (being the last practicable date prior to the publication of this Notice of Annual General Meeting), the Company's issued share capital (excluding 372,643 treasury shares) consisted of 118,593,357 ordinary shares of 1p each. Each ordinary share carries the right to one vote and therefore the total voting rights in the Company as at the date of this report are 118,593,357.
18. Further information regarding the meeting which the Company is required by Section 311A of the Companies Act 2006 to publish on a website in advance of the meeting (including this Notice), can be accessed at [blackrock.com/uk/beri](http://blackrock.com/uk/beri).
19. No service contracts exist between the Company and any of the Directors, who hold office in accordance with letters of appointment and the Articles of Association.

# Share fraud warning

Be ScamSmart



## Investment scams are designed to look like genuine investments



### Spot the warning signs

Have you been:

- contacted out of the blue
- promised tempting returns and told the investment is safe
- called repeatedly, or
- told the offer is only available for a limited time?

If so, you might have been contacted by fraudsters.

### Avoid investment fraud

**1 Reject cold calls**

If you've received unsolicited contact about an investment opportunity, chances are it's a high risk investment or a scam. You should treat the call with extreme caution. The safest thing to do is to hang up.

**2 Check the FCA Warning List**

The FCA Warning List is a list of firms and individuals we know are operating without our authorisation.

**3 Get impartial advice**

Think about getting impartial financial advice before you hand over any money. Seek advice from someone unconnected to the firm that has approached you.

### Report a scam

If you suspect that you have been approached by fraudsters please tell the FCA using the reporting form at [www.fca.org.uk/consumers](http://www.fca.org.uk/consumers). You can also call the FCA Consumer Helpline on **0800 111 6768**

If you have lost money to investment fraud, you should report it to Action Fraud on 0300 123 2040 or online at [www.actionfraud.police.uk](http://www.actionfraud.police.uk)

Find out more at [www.fca.org.uk/scamsmart](http://www.fca.org.uk/scamsmart)

**Remember: if it sounds too good to be true, it probably is!**

SGN001



Printed by Park Communications on FSC® certified paper.

Park works to the EMAS standard and its Environmental Management System is certified to ISO 14001.

This publication has been manufactured using 100% offshore wind electricity sourced from UK wind.

100% of the inks used are vegetable oil based, 95% of press chemicals are recycled for further use and, on average 99% of any waste associated with this production will be recycled and the remaining 1% used to generate energy.

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