

# BLACKROCK

**BlackRock, Inc.**

## **Board of Directors Nominating and Governance Committee Charter**

### **Establishment and Purposes**

The Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of BlackRock, Inc. (the "Company") is established pursuant to Section 3.15(e)(iii) of the Company's By-laws. The Committee's primary purposes are to:

- assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders;
- recommend to the Board the Corporate Governance Guidelines applicable to the Company;
- lead the Board in its annual review of the Board and management's performance;
- recommend to the Board director nominees for each committee; and
- oversee the Company's Related Persons Transaction Policy.

### **Membership**

The Committee shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board upon the recommendation of the then serving members of the Committee and may be removed by the Board in its discretion. The Board will appoint one of the members of the Committee to serve as Chairman.

Members of the Committee shall be independent directors under the New York Stock Exchange's listing requirements.

### **Administration**

Except as otherwise provided by resolution of the Board or the Committee, the presence in person or by telephone of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. The Committee may delegate to its Chairman or other members such powers and authority as the Committee deems to be appropriate, except such powers and authority required by law to be exercised by the whole Committee.

The Committee shall have the sole authority to retain and terminate any search firms, consultants, legal counsel and other advisers to assist the Committee in fulfilling its duties and responsibilities and shall have sole authority to approve the fees and the other terms and conditions of any such retention.

## **Duties and Responsibilities**

In furtherance of the purposes of the Committee, the Committee shall:

- Actively seek individuals qualified to become board members for recommendation to the Board.
- Consider persons suggested by stockholders and may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates. In addition, the Committee shall review the suitability as a director of each Board member when his or her term expires and when he or she has a change in status.
- Annually review the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of experience and skills required for the Board as a whole.
- Make recommendations regarding the size and composition of each Board committee.
- Receive comments from all directors and members of committees of the Board and report annually to the Board with an assessment of the Board's and each committee's performance.
- Review and reassess the adequacy of the Company's Corporate Governance Guidelines and Lead Independent Director Guidelines annually and recommend any proposed changes to the Board for approval and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
- Review transactions in accordance with the Company's Related Persons Transaction Policy.
- Make regular reports to the Board and maintain minutes of its meetings and records relating to those meetings and the Committee's activities.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- Annually review its own performance.