



## Lead Independent Director Guidelines

Effective Date: September 27, 2016

---

### 1. Purpose

When the positions of Chief Executive Officer and Chairman of the Board of Directors (the “Board”) of BlackRock, Inc. (the “Company” or “BlackRock”) are combined or the Chairman is not an independent Director, the independent Directors shall appoint a Lead Independent Director to serve as the Lead Independent Director with the authority and responsibilities described in these Guidelines and as the Board and/or the independent Directors may determine from time to time.

The Lead Independent Director shall be an independent Director as determined by the Board in accordance with the listing standards of the New York Stock Exchange and such other independence standards as the Board may adopt from time to time.

### 2. Authority and Responsibilities

The Lead Independent Director shall have the following authority and specific responsibilities:

#### *Meetings and Executive Sessions.*

- Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent Directors.
- Call additional meetings of the independent Directors.
- Facilitate discussion and open dialogue among the independent Directors during Board meetings, executive sessions and outside of Board meetings.

#### *Liaison with the Chairman and Management.*

- Serve as principal liaison between the independent Directors and the Chairman of the Board, without inhibiting direct communication between them.
- Communicate to the Chairman and management, as appropriate, any decisions reached, suggestions, views or concerns expressed by independent Directors in executive sessions or outside of Board meetings.
- Provide the Chairman with feedback and counsel concerning the Chairman’s interactions with the Board.

#### *Oversight of Information Provided to the Board.*

- Work with the Chairman to develop and approve Board meeting agendas and meeting schedules.
- Work with the Chairman on the appropriateness (including quality and quantity) and timeliness of information provided to the Board.

- Authorize the retention of advisors and consultants who report directly to the Board when appropriate.

*Board Evaluation and Leadership.*

- In consultation with the Nominating and Governance Committee, review and report on the results of the Board and Committee performance self-evaluations.
- Periodically meet individually with independent Directors to discuss Board and Committee performance, effectiveness and composition.

*Stockholder Communication.*

- If appropriate, and in coordination with executive management, be available for consultation and direct communication with major shareholders.

### **3. Qualifications**

In designating a Director to serve in the capacity of Lead Independent Director, the independent Directors of the Board shall take into account any and all factors they deem appropriate which may include the following:

- the Director's understanding of the business and affairs of BlackRock;
- the Director's willingness and ability to devote a substantial amount of time to the position;
- the Director's experience serving on public company boards and/or in senior management roles; and
- the Director's judgment and leadership skills.

### **4. Appointment and Removal**

The Lead Independent Director shall be appointed annually and shall serve until his or her successor is duly appointed and qualified, or until his or her earlier removal or resignation or such time as he or she is no longer an independent director of the Board. Although appointed annually, the Lead Independent Director is generally expected to serve for more than one year.

### **5. Annual Review of Guidelines**

The Nominating and Corporate Governance Committee, in consultation with the Lead Independent Director, shall review the adequacy of these Guidelines annually and recommend to the Board any modifications or changes for approval by the Board.

### **6. General**

These Guidelines are not intended to establish legally binding obligations by their own force and are to be interpreted in the context of the flexible nature and framework by which the Lead Independent Director assists the Board with its oversight of the business and affairs of the Company.