

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 or candidates to fill vacancies or newly created directorships that may occur between such meetings;
- evaluate and recommend to the Board corporate governance policies, practices and 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 of each Board member to serve as a director when his or her term expires and when he or she has a change in his or her primary job responsibilities.
- 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 and diversity of experience, thought and skills required for the Board as a whole.
- Make recommendations regarding the size and composition of each Board committee, including committee chair positions.
- Review comments and suggestions from directors and members of committees of the Board with respect to the Board's and each committee's annual self-assessment and report annually to the Board regarding the results.
- Review the Company's engagement with shareholders on governance matters and consider shareholder proposals and proposed responses.
- 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.
- Periodically review corporate governance trends, best practices and regulation applicable to the corporate governance of the Company and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
- Periodically review the Company's corporate and investment stewardship-related policies, programs and significant publications relating to environmental (including climate change), social and other sustainability matters in coordination with the other standing Committees of the Board and, as appropriate, make recommendations on such matters to the full Board.
- Periodically review the philanthropic programs of the Company and related policies and strategy.
- Periodically review the Company's public policy and advocacy activities, including lobbying priorities, political contributions and memberships in trade associations.
- Review and approve, or ratify, all Related Person 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.

- Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- Annually review its own performance.

Dated: January 29, 2020