

## Charter

### Nominating and Governance Committee

#### Board of Directors of BlackRock, Inc.

#### Purpose

The Nominating and Governance Committee (the "Committee") is established pursuant to Section 3.16(e)(iii) of the Amended and Restated Bylaws of BlackRock, Inc. (the "Company"). The Committee's purpose is (1) to assist the Board of Directors of the Company (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; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board and management's performance; and (4) to recommend to the Board director nominees for each committee.

#### Committee Membership

The Committee shall consist of no fewer than three members. If required by the rules of the New York Stock Exchange (the "NYSE"), the members of the Committee shall meet the independence requirements of the NYSE. Presently, the NYSE rules do not require the Company to have a fully independent Committee since the Company is a "controlled company" since more than 50% of the voting power of the Company's common stock is held by The PNC Financial Services Group, Inc.

The members of the Committee shall be appointed and replaced by the Board. The Board will appoint one of the members of the Committee to serve as the Committee Chair. 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.

#### Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board. The Committee will also 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.
3. The Committee will 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.

4. The Committee shall make recommendations regarding the size and composition of each Board committee.
5. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance.
6. The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company annually and recommend any proposed changes to the Board for approval and shall consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
7. The Committee may form and delegate authority to subcommittees when appropriate.
8. The Committee shall make regular reports to the Board and shall maintain minutes of its meetings and records relating to those meetings and the Committee's activities.
9. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.