

December 4, 2019

R. Andrew Dickson, III
Director & Corporate Secretary
BlackRock, Inc.
55 East 52nd Street
New York, NY,
USA 10055

Dear Mr. Dickson:

The Unitarian Universalist Association, a long-time shareowner of Blackrock, Inc., is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the Board authorize the preparation of a report, to be updated annually, disclosing the company's lobbying activities and expenditures. This is similar to the resolution filed last year that received the support of nearly 30% of the shares voted, excluding those held by Blackrock and PNC.

The Unitarian Universalist Association ("UUA") is a faith community of more than 1000 self-governing congregations that brings to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, Unitarianism and Universalism have been forces in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA is also an investor with an endowment valued at approximately \$200 million, the earnings from which are an important source of revenue supporting our work in the world. The UUA takes its responsibility as an investor and shareowner very seriously. We view the shareholder resolution process as an opportunity to bear witness to our values at the same time that we enhance the long-term value of our investments.

We submit the enclosed resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the upcoming annual meeting. We have held at least \$2,000 in market value of the company's common stock for more than one year as of the filing date and will continue to hold at least the requisite number of shares for filing proxy resolutions through the stockholders' meeting.



Andrew McGeorge, CFA
Treasurer and
Chief Financial Officer

Verification that we are beneficial owners of the requisite shares of Blackrock is enclosed. If you have questions or wish to discuss the proposal, please contact Timothy Brennan representing the UUA at (617) 620-0574 or tbrennan@uua.org.

Yours very truly,

A handwritten signature in dark ink, appearing to read 'AMG' or similar, written in a cursive style.

Andrew McGeorge

CC: Timothy Brennan, Special Advisor on Responsible Investing

Enclosures: Shareholder resolution
Proof of ownership

Whereas, we believe in full disclosure of BlackRock's direct and indirect lobbying activities and expenditures to assess whether our company's lobbying is consistent with its expressed goals and in stockholders' best interests.

Resolved, the stockholders of BlackRock request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by BlackRock used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Description of management's and the Board's decision-making process and oversight for making payments described in section 2 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which BlackRock is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Governance and Risk committees and posted on BlackRock's website.

Supporting Statement

BlackRock spent \$21,280,000 from 2010 – 2018 on federal lobbying. This does not include state lobbying, where BlackRock also lobbies but disclosure is uneven or absent. For example, BlackRock spent \$1,885,418 on lobbying in New York from 2011 – 2018. BlackRock also lobbies abroad, spending between €1,250,000–1,499,999 on lobbying in Europe for 2018. Media outlets have reported that BlackRock "implemented a strategy of lobbying, campaign contributions, and revolving door hires to fight off government regulation,"¹ and CEO Laurence Fink has stated that "lobbying is really good because it is maximizing shareholder value."²

BlackRock lists memberships in the Investment Company Institute and the Securities Industry and Financial Markets Association, which together spent \$24,724,212 on lobbying in 2017 and 2018. BlackRock reportedly belongs to the Chamber of Commerce,³ which has spent over \$1.5 billion on lobbying since 1998, and belongs to the Business Roundtable, which is lobbying to limit shareholder rights to file resolutions. BlackRock does not comprehensively disclose its memberships in, or payments to, trade associations, nor the amounts used for lobbying.

We are concerned that BlackRock's lack of disclosure presents reputational risks when its lobbying contradicts company public positions. For example, BlackRock believes "investors can no longer ignore climate

¹ <https://www.valuwalk.com/2019/09/blackrock-campaign-contributions/>

² <https://promarket.org/unusual-debate-at-davos-lobbying-maximizing-shareholders-value-and-the-duty-of-ceos/>

³ https://www.washingtonpost.com/business/economy/is-the-us-chamber-losing-its-grip/2017/07/14/f104d348-4f88-11e7-91eb-9611861a988f_story.html

change”⁴ and BlackRock Chairman and CEO Fink publicly disagreed with the US exit from the Paris Agreement,⁵ yet the Chamber undermined the Paris climate accord.⁶

We believe the reputational damage stemming from this misalignment between general policy positions and actual direct and indirect lobbying efforts harms long-term value creation by BlackRock, and thus we urge the Board to institute comprehensive lobbying disclosure.

⁴ <https://www.blackrock.com/corporate/literature/whitepaper/bii-climate-change-2016-international.pdf>

⁵ <https://www.fnlonon.com/articles/goldman-and-blackrock-chiefs-lead-finances-revolt-on-trumps-climate-call-20170602?tesla=y&tesla=y>

⁶ <https://www.bloomberg.com/news/articles/2017-06-09/paris-pullout-pits-chamber-against-some-of-its-biggest-members>