

新聞稿

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**貝萊德 (BlackRock) 同意收購巴克萊國際投資管理(BGI)，
包括其領先市場的iSHARES業務**

將兩家市場領導企業合併為一家卓越的投資管理公司——BlackRock Global Investors (簡稱「貝萊德 (BlackRock)」)

將主動投資、量化與指數策略合而為一，為全球機構投資人開發投資解決方案的獨特實力

指數習基金(ETF)的領導者iShares與貝萊德集團的全球共同惠基金結合，為個人投資人創造建構投資組合的雄厚實力

領先業界的風險管理及諮詢平台 BlackRock Solutions[®]將受惠於更廣泛的風險管理及分析能力

合併後公司將會完全整合及獨立經營管理，其員工、客戶及產品將遍布全球

巴克萊公司將擁有合併後公司19.9%的股權。

台北，2009年6月12日—貝萊德 (BlackRock，紐約證交所代碼：BLK) 宣佈，已簽署收購協議，以向巴克萊 (「Barcalys」) 收購旗下資產管理部門巴克萊國際投資管理 (「BGI」)，包括其具有市場領導地位的ETF平台iShares。貝萊德與BGI分別在主動投資與指數化策略市場佔據領先地位，兩者的合併將創造一家卓越的資產管理公司，合併後公司的營運名稱將為BlackRock Global Investors (簡稱「貝萊德 BlackRock」)，獨立且完全整合的資產管理公司，合計管理資產超過2.7兆美元。

由於巴克萊之前已與另一家公司訂立出售BGI的iShares業務的意願書(go shop)。因此除非巴克萊在未來五個營業日內收到該買家的併購提案，且該條件與貝萊德收購BGI的協議條款相當，否則巴克萊的董事會將與貝萊德簽署收購協議，並且建議巴克萊的股東同意此項交易。

合而為一之後，貝萊德與BGI將擁有橫跨所有風險領域的世界級產品發售，為個人及機構客戶帶來更多以解決方案為中心的卓越服務。BGI在產品創新、風險分析領

域的良好記錄以及在量化投資、指數化及退休金解決方案領域的均具有領導地位，將與貝萊德透過BlackRock Solutions為基礎的主動基金管理、規劃解決方案、創新文化及風險管理的專業知識達成互補。

該公司的產品將包括股票、固定收益、現金管理及另類投資，並且將通過獨立帳戶、共同信託基金、共同基金、指數型基金、對沖基金及封閉式基金，向客戶提供進入全球市場的多元管道。

iShares與貝萊德全球共同基金的聯合，將提供合併後的公司無與倫比的能力，得以向投資人提供訂製投資組合的服務。iShares是領先業界的指數型基金平台，整合全球逾350檔基金，管理資產超過3,000億美元。iShares現正快速增長，在過去三年裏均名列共同基金及指數型基金銷售前三名。

合併後公司將擁有無與倫比的人才、分析工具、流動性規模、全球影響及當地市場洞察力。貝萊德將繼續致力創造超額報酬，將超額報酬放在所有主動管理產品的工作首要目標，同時為被動投資策略實現高效能的貝塔（beta）系數。

向各種客戶提供更為全面的風險管理、諮詢及分析能力，將使BlackRock Solutions領先業界的服務受益匪淺。

預期本交易在第四季度完成後，巴克萊將持有貝萊德 19.9%的股權。這兩家公司將尋求擴大在投資銀行及財富管理領域的合作關係。

併購案完成後，貝萊德將在24個國家擁有逾9,000名員工，並且在遍佈全球的主要市場均擁有重要影響力。加入BGI在舊金山的業務據點後，貝萊德在美國市場的實力將大幅增強。

貝萊德主席暨執行長Laurence D. Fink表示，「能夠在全球大幅擴張我們投資人服務的規模及範圍，我們感到非常高興。主動與被動投資產品的結合，將增強我們向機構及個人客戶提供全面解決方案及訂製解決方案的能力。」

「人才是成功公司的核心所在，BlackRock Global Investors (簡稱 貝萊德BlackRock) 屆時將會人才濟濟、能人輩出。在過去十多年裏，業界湧現出各種關鍵投資問題及趨勢，這些問題及趨勢目前正急劇加速變化，包括資本市場全球化、更加關注資產配置、跨資產類別解決方案、受託管理及諮詢服務；合併後公司的領導階層及智識資本可確保我們將仍然走在解決這些投資問題及趨勢的前端。」

「對於BGI的行政總裁Blake Grossman將會擔任整合後新公司的副主席、科技投資主管及主席辦公室的成員，我感到非常興奮。我熱切期望與他合作，一起領導公司。此外，能夠與巴克萊資本及巴克萊財富建立更密切的關係，我同樣感到高興，並歡迎 John Varley 和 Bob Diamond 加入 貝萊德 的董事會。」

BLACKROCK 貝萊德

「我們一直非常尊重 BGI，並認識到我們的文化和價值觀十分吻合。我們兩家公司都很強調卓越、誠信及團隊合作。兩家公司過去通過 BlackRock Solutions 已合作達七年，而 BGI 的美國固定收益部門更是客戶之一。這種關係將確實有助於未來的整合。」

巴克萊的總裁 Robert E. Diamond, Jr. 指出：「這種關係提供了很好的機會，使我們的投資銀行和財務管理業務與貝萊德能建立更緊密關係。」他補充說：「貝萊德整合後所建立的平台，其突出的優勢及廣泛的涵蓋範圍將使到我們能夠更好地服務全球客戶。」

BGI 的全球行政總裁 Blake R. Grossman 評論到：「BlackRock Global Investors (簡稱 貝萊德 BlackRock) 可以協助我們的機構客戶及個人客戶處理其投資上的各種艱鉅挑戰，這將為兩家公司的人才帶來全新的機遇。兩家公司的合作非常順利，我深信我們結合成一家公司的過程將會十分順暢。」

交易條款

根據交易條款，貝萊德將會以 3780 萬股 貝萊德的普通股和普通股等價物以及 66 億美元現金收購 BGI。這些股份將佔新整合公司 4.9% 的投票權及合計 19.9% 的股權。公司將會易名為 BlackRock Global Investors (簡稱 貝萊德 BlackRock)。

根據協議的條款，巴克萊對於貝萊德股份的賣出及買入將有若干限制，但若日後貝萊德發行額外股本，將有權依照目前的比例，優先認購新股，以維持其股權的比重。

本次購入價的現金部份融資將會來自現有現金、已實現的貸款及向若干機構投資者出售股票所得。有關購入價的現金部份已經全數實現。

包括巴克萊、花旗及瑞信等若干銀行已承諾為 貝萊德提供上限為 20 億美元 364 日全新的循環貸款。此項提款將會在交易完成時按需提取，並在期間從任何融資交易的所得償還。貝萊德意欲從有期貸款融資所得將本貸款的動用貸款額重新融資。

此外，貝萊德亦已取得若干機構投資者的承諾，在上述交易完成時以總數 28 億美元購入的 1990 萬股股票。

待競購安排完成後，本交易仍需獲巴克萊股東、監管機構、客戶的同意或批准以及通過一般程序。

花旗及瑞信將會擔任貝萊德的財務顧問。Bank of America Merrill Lynch Securities、Morgan Stanley 及 Perella Weinberg Partners 會提供其他的財務顧問支援。Skadden, Arps, Slate, Meagher & Flom 則擔任 貝萊德的法律顧問。

(本新聞稿為翻譯本，一切請以英文原文為準)

Conference Calls

BlackRock and Barclays PLC to Host Joint Teleconference for Members of the Media Today - Thursday, June 11th at 8:30 p.m. ET

Laurence D. Fink, Chairman and Chief Executive Officer of BlackRock; Robert S. Kapito, President of BlackRock; John Varley, Chief Executive Officer of Barclays PLC; and Robert E. Diamond Jr., President of Barclays PLC, will host a joint teleconference for members of the media today at 8:30 p.m. ET. Those interested in participating in the teleconference should dial, from the United States, (800) 374-0176, or from outside the United States, (706) 679-4634 before 8:30 p.m. ET and reference Conference ID number 14126895. A live, listen-only webcast will also be available via the Investor Relations section of www.blackrock.com.

This teleconference and webcast will be available for replay by 10:00 p.m. ET on Thursday, June 11, 2009 and ending at midnight ET on Friday, June 19, 2009. To access a replay of this teleconference, callers from the United States should dial (800) 642-1687 and callers from outside the United States should dial (706) 645-9291 and enter Conference ID Number 14126895.

BlackRock to Host Teleconference for Analysts and Investors Tomorrow - Friday, June 12th at 8:30 a.m. ET

Laurence D. Fink, Robert S. Kapito and Ann Marie Petach, Chief Financial Officer of BlackRock, will host a teleconference for analysts and investors tomorrow at 8:30 a.m. ET. Those interested in participating in the teleconference should dial, from the United States, (800) 374-0176, or from outside the United States, (706) 679-4634 before 8:30 a.m. ET and reference Conference ID number 14126326. A live, listen-only webcast will be available via the Investor Relations section of www.blackrock.com. BlackRock will also post an investor presentation to this section of its website prior to the teleconference.

This teleconference and webcast will be available for replay by 12:00 p.m. ET on Friday, June 12, 2009 and ending at midnight on Friday, June 19, 2009. To access a replay of this teleconference, callers from the United States should dial (800) 642-1687 and callers from outside the United States should dial (706) 645-9291 and enter Conference ID Number 14126326.

It is important to note that a limited number of phone lines are available for the calls and that each call will be prioritized on a first come, first-served basis.

貝萊德簡介

貝萊德(BlackRock)是全球規模最大的上市資產管理集團之一，截至 2009 年 3 月 31 日止，合計管理資產達 1.283 兆美元。貝萊德透過提供多元化的股票、固定收益、現金管理及另類投資產品，為世界各地的法人及個人投資者管理資產。此外，使用 BlackRock Solutions®的投資系統、風險管理及金融顧問服務的機構投資人日益增加中。貝萊德總部位於紐約市，聘雇員工遍及全球 21 個國家，於美國、歐洲、亞洲、澳洲及中東等主要地區具重要的市場佔有率。如欲查詢詳情，歡迎瀏覽公司網頁 www.blackrock.com.tw。

臺北市 106 敦化南路二段 95 號 28 樓。電話(02)2326-1600。(95)金管投顧新字第(088)號。
貝萊德證券投資顧問股份有限公司獨立經營管理。

Forward Looking Statements

This press release, and other statements that BlackRock may make, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act, with respect to BlackRock's future financial or business performance, strategies or expectations. Forward-looking statements are typically identified by words or phrases such as "trend," "potential," "opportunity," "pipeline," "believe," "comfortable," "expect," "anticipate," "current," "intention," "estimate," "position," "assume," "outlook," "continue," "remain," "maintain," "sustain," "seek," "achieve," and similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "may" or similar expressions.

BlackRock cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made, and BlackRock assumes no duty to and does not undertake to update forward-looking statements. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

In addition to risk factors previously disclosed in BlackRock's SEC reports and those identified elsewhere in this report the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: (1) the introduction, withdrawal, success and timing of business initiatives and strategies; (2) changes and volatility in political, economic or industry conditions, the interest rate environment or financial and capital markets, which could result in changes in demand for products or services or in the value of assets under management; (3) the relative and absolute investment performance of BlackRock's investment products; (4) the impact of increased competition; (5) the impact of capital improvement projects; (6) the impact of future acquisitions or divestitures; (7) the unfavorable resolution of legal proceedings; (8) the extent and timing of any share repurchases; (9) the impact, extent and timing of technological changes and the adequacy of intellectual property protection; (10) the impact of legislative and regulatory actions and reforms and regulatory, supervisory or enforcement actions of government agencies relating to BlackRock, Barclays, Bank of America, Merrill Lynch or PNC; (11) terrorist activities and international hostilities, which may adversely affect the general economy, domestic and local financial and capital markets, specific industries or BlackRock; (12) the ability to attract and retain highly talented professionals; (13) fluctuations in the carrying value of BlackRock's investments; (14) fluctuations in foreign currency exchange rates, which may adversely affect the value of investment advisory and administration fees earned by BlackRock or the carrying value of certain assets and liabilities denominated in foreign currencies; (15) the impact of changes to tax legislation and, generally, the tax position of the Company; (16) the ability of BlackRock to effectively manage the former Quellos business along with its historical operations; (17) BlackRock's success in maintaining the distribution of its products; (18) the impact of BlackRock electing to provide support to its products from time to time; (19) the impact of problems at other financial institutions or the failure or negative performance of products at other financial institutions; and (20) the ability of BlackRock to complete the transaction with Barclays.

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