

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

將兩家市場領袖合併為一家超卓的投資管理公司——BlackRock Global Investors (簡稱 BlackRock，中文名稱為貝萊德)

將主動投資、量化與指數策略熔為一爐，為全球機構投資者提供投資解決方案的無與倫比實力

領先市場的交易所買賣基金 (ETF) 平台iShares與貝萊德集團的全球互惠基金強勢聯合，創造了為零售投資者訂製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<sup>®</sup>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，其員工、客戶及產品將遍布全球

Barclays PLC 將擁有合併後公司19.9%的經濟權益。

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香港，2009年6月12日—BlackRock, Inc. (紐約證交所代碼：BLK) 宣佈，其已經簽署收購協議，以向 Barclays PLC (「巴克萊」) 收購巴克萊國際投資管理 (「BGI」)，包括其領先市場的ETF平台iShares。貝萊德與BGI分別在主動投資與指數化策略市場占據領先地位，它們的合併將會創造一家超卓的資產管理公司，合併後公司的營運名稱將為 BlackRock Global Investors (簡稱 BlackRock，中文名稱為貝萊德)。該交易將創造一家獨立且完全整合的資產管理公司，合計管理資產超過2.7萬億美元。

巴克萊此前已與另一個買家訂立了「意願書」(“go shop”)安排項下的協議，以出售BGI的iShares業務。除非巴克萊在五個營業日內收到該買家的要約且要約條款與貝萊德收購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批准交易。

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，並且將通過獨立賬戶、共同信託基金、互惠基金、ETFs、對沖基金及封閉式基金，向客戶提供進入全球市場的多元化渠道。

聯合iShares提供貝萊德全球互惠基金將是合併後公司一項無與倫比的能力，以向零售投資者提供度身訂做的投資組合。iShares是領先業界的指數型基金(ETFs)平台，整合了全球逾350只基金超過3,000億美元的管理資產。iShares現正快速增長，在過去三年裏均名列互惠基金及ETF銷售前三甲。

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。貝萊德將繼續致力產生超額收益，將超額收益放在所有主動管理產品的工作首位，同時為被動投資策略實現高效的貝塔(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%的經濟權益。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。

併購方案完成後，貝萊德將在24個國家擁有逾9,000名員工，並且在遍布全球的主要市場均擁有重要影響力。加入了BGI位於三藩市的辦事處後，貝萊德在美國市場的實力也將大幅增強。

貝萊德主席兼首席執行官勞倫斯·芬克 (Laurence D. Fink) 表示，「能夠在全球大幅擴張我們向投資者提供的服務規模及範圍，我們感到非常高興。透過主動與被動投資產品的強勢聯合，將增強我們向機構及零售客戶提供全面的解決方案及合適的投資組合方案。」

「人才是成功公司的核心所在，BlackRock Global Investors (簡稱 BlackRock，中文名稱為貝萊德) 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惡化，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；合併後新公司將融合著更強的前瞻思維及專業知識，確保我們繼續走在前方解決這些投資問題及趨勢。」

「對於BGI的行政總裁Blake Grossman將會擔任經整合的新公司之副主席、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 的董事局。

「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。我們兩間公司都很強調卓越、誠信及團隊合作。兩間公司過往七年通過 BlackRock Solutions 已有合作，而 BGI 的美國固定收益部更是其客戶之一。這種關係實在大大有助未來的整合。」

巴克萊的總裁Robert E. Diamond, Jr. 指出：「這種關係提供了大好機會，使我們的投資銀行和財務管理業務與貝萊德得以建立更緊密關係。」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有效地服務全球客戶。」

BGI的全球行政總裁Blake R. Grossman評論到：「BlackRock Global Investors (簡稱BlackRock，中文名稱為貝萊德)可以協助我們的機構客戶及零售客戶應付其投資上的各種艱巨挑戰，這將為兩間公司的人才帶來全新的機遇。兩間公司的整合非常順利，我深信我們結合成一間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% 的經濟權益。公司將會易名為BlackRock Global Investors。

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，將有權維持其擁有權的百分比。

是次購入價的現金部份融資將會來自現有現金、已作實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悉數作實。

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牽頭財務顧問。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 11<sup>th</sup> 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](http://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 12<sup>th</sup> 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](http://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.*

#### **About BlackRock**

BlackRock is one of the world's largest publicly traded investment management firms. At March 31, 2009, BlackRock's AUM was \$1.283 trillion. The firm manages assets on behalf of institutions and individuals worldwide through a variety of equity, fixed income, cash management and alternative investment products. In addition, a growing number of institutional investors use *BlackRock Solutions* for investment system, risk management and financial advisory services. Headquartered in New York City, BlackRock has employees in 21 countries and a major presence in key global markets, including the U.S., Europe, Asia, Australia and the Middle East. For additional information, please visit the Company's website at [www.blackrock.com](http://www.blackrock.com).

## 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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