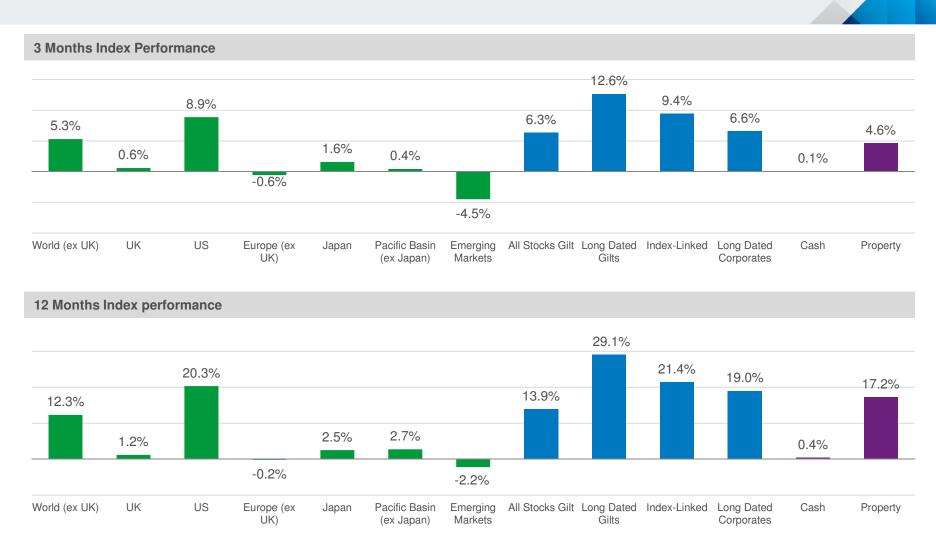
BLACKROCK®

London Borough of Lewisham

Christopher Head, Head of UK Local Authorities
Andrew Graver, Senior Investment Strategist
19 February 2015

Market returns to 30 September 2014



GREEN = Equities, BLUE = Fixed Income, PURPLE = Alternatives. All returns shown in sterling, total return as of 31 December 2014. World (ex UK): FTSE AW DEV ex UK NET of TAX GBP, UK: FTSE All-Share TR Index, US: FTSE United States in GBP, Europe (ex UK): FTSE AW DEV Europe ex UK NET of TAX GBP, Japan: FTSE AW Japan NET of TAX GBP, Pacific Basin (ex Japan): FTSE AW DEV AsiaPac ex Japan NET of TAX GBP, Emerging Markets: MSCI Emerging Markets Index (Net), All Stocks Gilt: FTA All Stocks Gilts Index, Long Dated Gilts: FTSE AS Gilt 25+ Index, Index-Linked: FTSE Actuaries UK Index Linked Gilts Over 5 Years Index, Long Dated Corporates: iBoxx Sterling Non Gilt 15+ Index. Source: BlackRock, 2014



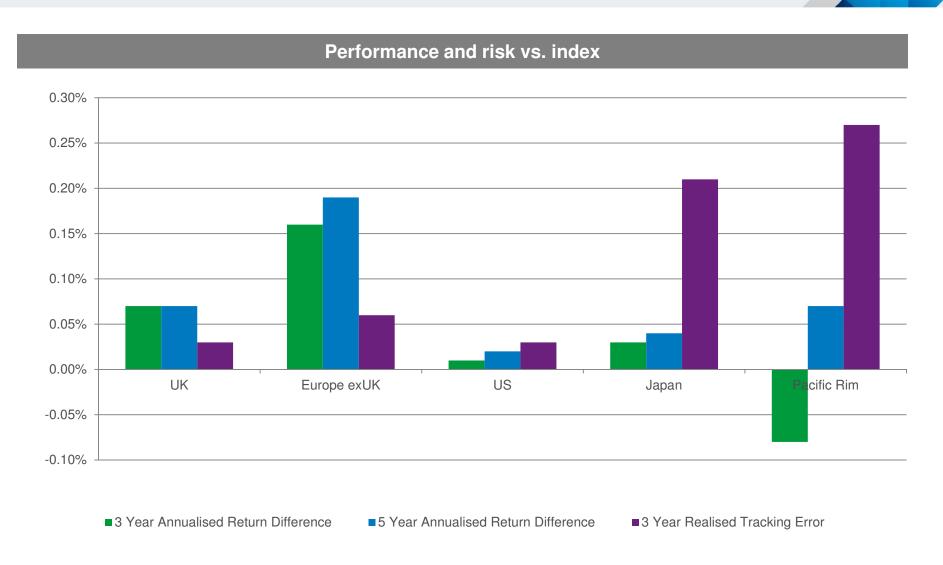
London Borough of Lewisham Valuation

	Benchmark	Valuation	
Fixed Income			
Aquila Life Over 15 Years UK Gilt Index Fund	FTA Over 15 Year Gilt Index	30,444,002	
Aquila Life Over 5 Year UK Index-Linked Fund	FTSE Actuaries UK Index Linked Gilts Over 5 Years Index	30,238,549	
BlackRock UK Credit Bond Index Fund	Markit iBoxx GBP Non-Gilts Overall TR Index	30,715,976	
Equities			
Aquila Life Canadian Equity Index Fund	FTSE Canada TR NET of TAX GBP	8,963,458	
Aquila Life European Equity Index Fund	FTSE AW DEV Europe ex UK NET of TAX GBP	37,315,710	
Aquila Life Israel Equity Index Fund	FTSE Israel Net	540,555	
Aquila Life Japanese Equity Index Fund	FTSE AW Japan NET of TAX GBP	18,024,596	
Aquila Life Pacific Rim Equity Index Fund	FTSE AW DEV AsiaPac ex Japan NET of TAX GBP	10,287,139	
Aquila Life UK Equity Index Fund	FTSE All-Share TR Index	86,003,822	
Aquila Life US Equity Index Fund	FTSE United States in GBP	131,806,402	
BlackRock Emerging Markets Index Sub-Fund	MSCI Emerging Markets Index (Net)	24,783,888	
Cash		10,548	
London Borough of Lewisham valuation as at 31 Dec	£409,134,645		
London Borough of Lewisham valuation as at 30 Jar	£422,003,951		

^{1.} Valuation is unaudited. Fund values are based on creation prices calculated as at the last working day of each valuation period. Source: BlackRock



Q4 2014 - Aquila Life relative performance and tracking error



Source: Source: BlackRock and FTSE as at 31 December 2014. Aguila Life funds are benchmarked to the FTSE Net Indices. Past performance is not a reliable indicator of future results.

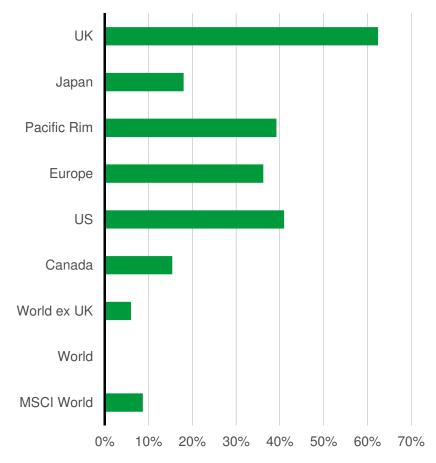


Q4 2014 - Trailing 12-month unit-level crossing statistics update

Aquila Life equity index funds

- Unit-level crossing is a free service provided to clients
- ▶ Est. £16.9m saved by clients over 12 months through December 2014 from unit level crossing in Aquila Life equity funds

Percent crossed by fund over trailing 12 months



Crossing statistics exclude in-specie transfers

Source: BlackRock as at 31 December 2014.



CORPORATE GOVERNANCE SNAPSHOT

JANUARY 2015

Our half-yearly snapshot highlights the latest themes identified by our Corporate Governance and Responsible Investment (CGRI) team. In this issue, we focus on:

- ▶ Changes to UK Corporate Governance Code
- Audit reform
- ▶ Human capital

REGULATION – CHANGES TO THE UK CORPORATE GOVERNANCE CODE

During the second half of the year, the UK Financial Reporting Council updated the Corporate Governance Code with changes to a number of topics, including going concern, executive remuneration and shareholder engagement. The revised Code is intended to promote the inclusion of a 'viability statement' in the Strategic Report, providing investors with an improved forward-looking assessment of the long-term solvency and liquidity of the company.

The revised Code places greater emphasis on ensuring that executive remuneration is designed to promote the long-term success of the company and the sustained creation of shareholder value, focusing less on attracting and retaining talent. Given this, we expect future engagements on remuneration to increasingly focus on how the design of executive incentive schemes acts as a support function to the sustainable creation of long-term returns. The revised Code also encourages companies to explain how they intend to engage with shareholders when a significant percentage of shareholders have voted against a resolution. As a result of this, there will likely be increased engagement activity following a significant vote against pay, especially outside the proxy season (i.e. during the second half of the year).

AUDIT

As discussed in our first issue of Corporate Governance Snapshot, during H1 2014 we engaged frequently on audit-related issues with UK issuers, who seem to be responding to a structurally-changed market by tendering audit more frequently. And coupled with increasing investor awareness on the value of audit themed engagements and an expectation in the reduction of the average audit tenure, more issuers have approached investors wanting to ensure that they fully understand their tendering process. Despite the relatively recent changes to the audit market, we expect the increase in audit-related engagement to continue as more UK issuers begin to tender their auditing services on the back of legislative changes.

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AMRA BALIC Managing Director

At BlackRock, we view corporate governance in an investment context. We believe that a sound corporate governance framework promotes strong leadership from boards of directors and good management practices, which in turn help companies to achieve better returns for our clients. Our CGRI team develops and applies our environmental, social and governance framework.

HUMAN CAPITAL

In recent years, the CGRI team has increasingly focused its engagement efforts on human capital, driven by our belief that effective human capital management can be a driver of competitive advantage and contributor to sustainable shareholder returns over the long-term. Research shows that employee satisfaction is associated with positive abnormal returns in certain markets, while reputational issues associated with employee relations and safety issues can be an economic issue for investors.

Although human capital management challenges manifest themselves in different ways depending on the industry concerned, we expect boards of directors to dedicate more attention to ensuring the appropriate internal mechanisms are in place for attracting, incentivizing and retaining human capital, while ensuring safe working conditions and human rights protections in their global supply chains. As such, we think companies will become increasingly active in discussing human capital with their investors, and we expect this topic to be an integral part of our future engagement efforts alongside more traditional corporate governance subjects.

OF EFFECTIVE ENGAGEMENT

Want to know more?



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Source: BlackRock. All data as at December 2014 unless otherwise stated.

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What is Smart Beta?

An evolution in the concept of passive investing

Smart Beta strategies seek to capture systematic sources of return, while retaining many of the benefits of passive strategies

What is Smart Beta?

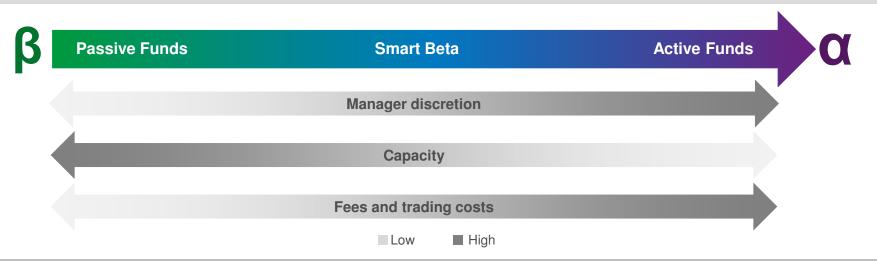
- Portfolio construction is rules-based, transparent, and generally not cap-weighted
- ▶ Seeks to enhance risk-adjusted returns through exposure risk premia, market anomalies or investment themes that are well-understood, persistent, and desirable
- BlackRock looks for Smart Betas that are value creating over time and not correlated with core asset classes

What can Smart Beta do for a portfolio?

A powerful tool to potentially improve investment outcomes:

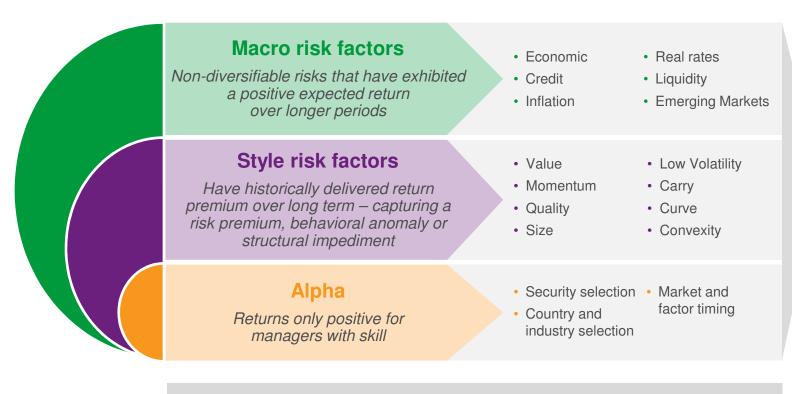
- Capture many of the themes present in active portfolios for a fraction of the cost
- ▶ Efficiently implement an investment view or theme
- Provides a factor-based view of the world to enhance returns or reduce risk

Smart Beta strategies reside in a continuum between active and passive



Understanding different types of factors: A framework for explaining investment returns

Investors increasingly seek to differentiate active manager skill from risk factor exposures which can be efficiently replicated



Portfolio returns

Smart Beta captures rewarded factors with efficiency and transparency

Reframing the investment opportunity set: Where Smart Beta fits into a portfolio

Smart Beta solutions may help investors enhance returns or reduce risk

Get more out of beta

Improve the expected risk-adjusted return while retaining the transparency and efficiency of beta

Seek incremental returns

Replace and complement active strategies

A transparent, well-diversified and low cost alternative to low-risk active strategies

Lower fees & costs, improve transparency

Implement investment views

- Implement tactical views along factor dimensions
- Introduce explicit downside risk protection

Seek incremental returns and reduce risk

Completion strategies

 Complement the factor exposures of the existing manager line up

Reduce unwanted risks

Summary of alternative indexing methodologies

Minimum Volatility Equal Weighted Fundamental Indexing Indexing Indexing Strategies Equal stock weights Global equity exposure Fundamental rules-based What is it? with lower total risk across universe investment strategy Minimize volatility while Fundamental factors Equal weight rebalancing Methodology maintaining global sector determine strategy over various time and country exposure weights intervals Global equities with 1/3 Tilts away from large Tilt towards value and **Characteristics** caps, higher volatility less risk and some small cap stocks than cap weight downside protection MSCI Equal Weighted **MSCI World Minimum FTSE RAFI Providers** S&P Equal Weight Volatility Index MSCI Value Weighted



INVESTING WITH IMPACT

A new approach to ethical investing

JANUARY 2015

Ethical investing is high on the agenda for many UK local authority pension schemes. Following the recent clarification on whether their committees can consider the ethical implications of investments, schemes are looking to incorporate the ethical views of their stakeholders in portfolios. We propose new strategies that could increase positive impact and enhance investment returns.

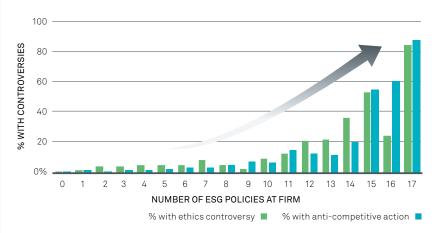
Ethical investors historically have implemented their views using a negative screen – excluding 'sin' stocks i.e. tobacco, arms and gambling. This limits the investable universe adversely and affects the risk and return characteristics of their portfolios.

Another approach is to look for desired outcomes and to search for companies that invest for social 'good'. These goals could include renewable energy, human rights or progressive employment policies.

While we agree with this positive approach we see too much reliance on what companies are saying about themselves and the image they are trying to project and too little on what they actually achieve.

Our research (see exhibit 1) has shown that in many cases the companies that have the most policies governing these issues are the ones involved in the most controversies, attracting negative news and social media coverage.

EXHIBIT 1: FIRMS WITH MORE ESG* POLICIES HAVE HIGHER RATES OF CONTROVERSY



Sample universe: Russell 1000. Policy data source: Thomson Reuters Asset4Controversy likelihood is calculated from average number of controversies for firms in and out of the index in question, controlling for size, industry, country and multinational effects.

BLACKROCK®

ESG-friendly policies to be less frequently involved in controversies and scandals. We couldn't have been more wrong. The firms that 'tick all the boxes' with employee leave and training programmes, human rights monitoring for their suppliers, signing on to UN and ILO directives and so forth, have by far the worst performance with respect to controversy.

^{*} ESG – environmental social and governance.

WHAT DO WE PROPOSE?

We propose investors extend the analysis beyond policies and focus less on trying to extract disclosure from companies. A better approach is to leverage the vast ocean of data that goes far beyond what firms say about themselves.

Our scientific approach analyses thousands of public information sources, ranging from news feeds to government sources, regulators and social media, in a thorough and systematic way. Filtering the information into a manageable output and positive stock-holding decisions, identifies companies that have a measurable positive societal impact.

FRAMEWORK: What qualities do we look for in companies to identify outcome-oriented businesses?



Company focus

Does the company care
about its impact on the
environment and society?



Minimise controversiesHas the company limited the number of negative outcomes?



Impact outcomes
Do the company's
achievements and
actions demonstrate
that it is committed?



Public perception
Do customers, employees, and suppliers believe the company?

Our approach allows investors to measure and capture impact by moving beyond the public image companies portray. Our platform, with its multiple data sources and deep experience in sorting out signal from noise, is used to avoid the biases present in traditional ESG approaches.

RESEARCH: Active and wide research agenda into impact factors across the globe covering three main areas



Health

- Medical treatments
- ➤ Global burden of disease
- Nutrition



Environment

- Carbon footprint
- ▶ Green innovations
- Resource efficiency



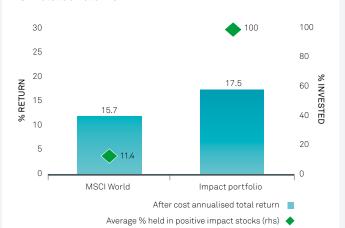
Welfare

- Employee sentiment
- ▶ Labour relations
- Tax evasion

We are looking for companies with products, technologies and ways of doing business that have a positive societal impact. Companies that innovate create competitive advantages. The use of multiple measurements and data sources allows us to isolate companies whose words match their actions, assessing whether key stakeholders such as employees, customers and suppliers believe them.

We like to think the process conducts a 360 degree impact review for each firm in the portfolio for both positive and negative effects.

EXHIBIT 2: PERFORMANCE WITH IMPACT Simulated returns



BENCHMARK	TRACKING ERROR	SIMULATION PERIOD
MSCI World	100bp	2010-2014

Source: BlackRock as of 7 November 2014.

ACCORDING TO OUR SIMULATED RETURNS:

- As shown in exhibit 2, the MSCI World index would have returned 15.7% pa annualised with little emphasis on achieving 'good'
- ▶ Positive impact portfolio would have returned 17.5% pa with 100% of portfolio in positive impact investments and 100 bps tracking error.

AN INVESTMENT APPROACH BUILT FOR CHANGING MARKETS

 Daily news flow is built into company scoring and portfolios are adjusted on a periodic basis.

BETTER REPORTING AND TRANSPARENCY

You can quantify the social impact of your portfolio in your report & accounts with information we provide.

Examples:

- Health: portfolio has 101 clinical studies from 23 companies on Dengue fever
- Environment: portfolio has 66% more green innovations than the benchmark
- Welfare: employees are 26% happier and companies experienced 6x fewer lawsuits and litigation
- You can respond to information requests on your portfolio in 'real time' with our interactive performance tool.

EXHIBIT 3: NEXT GENERATION PERFORMANCE REPORTING



Source: BlackRock.

BENEFITS OF OUR IMPACT INVESTING PROCESS

- ✓ Exploits insights from vast amounts of data
- ✓ Removes emotion from the process
- ✓ Delivers transparent portfolios
- Quantifies your portfolio's social impact

Want to know more?

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Appendix

London Borough of Lewisham Performance to 31 December 2014

(%)	3 Months			12 Months		
(/6)	Fund	Index	Relative	Fund	Index	Relative
Fixed Income						
Aquila Life Over 15 Years UK Gilt Index Fund	11.19	11.19	0.00	26.23	26.13	0.10
Aquila Life Over 5 Year UK Index-Linked Fund	9.42	9.42	0.00	21.44	21.38	0.06
BlackRock UK Credit Bond Index Fund	4.37	4.35	0.02	12.21	12.20	0.01
Equities						
Aquila Life Canadian Equity Index Fund	-0.29	-0.37	0.08	8.92	8.73	0.19
Aquila Life European Equity Index Fund	-0.50	-0.57	0.07	-0.03	-0.21	0.18
Aquila Life Israel Equity Index Fund	3.87	3.82	0.05	24.23	24.07	0.16
Aquila Life Japanese Equity Index Fund	1.57	1.58	-0.01	2.50	2.52	-0.02
Aquila Life Pacific Rim Equity Index Fund	0.44	0.43	0.01	2.49	2.73	-0.24
Aquila Life UK Equity Index Fund	0.54	0.58	-0.04	1.18	1.18	0.00
Aquila Life US Equity Index Fund	8.87	8.87	0.00	20.31	20.32	-0.01
BlackRock Emerging Markets Index Sub-Fund	-0.48	-0.71	0.23	4.02	3.90	0.12
Total						

In-house figures. The returns shown are client specific, in sterling and gross of fees unless otherwise stated. Past performance is no guarantee of future results. Source: BlackRock



Platform provides comprehensive Smart Beta exposure

	Key Institutional Smart Beta strategies								
Category	Equity \$77 b ETFs: \$47b I Non-ETFs: \$30 b			Fixed Income \$34 b		Multi-Asset \$10 b	Alternatives \$1 b		
Strategy	Income	Minimum Volatility	Fundamentally- weighted	Factor funds	Sovereign Screened	Credit Screened	Market Advantage	Commodities Plus	
Lead PM	Alan Mason				Model-Based Fixed Income Team	Model-Based Fixed Income Team	GMSG Team	Rob Shimell	
AUM	\$34 b	\$19 b	\$11 b	\$ 3 b	\$4 b	\$30 b	\$10 b	\$1 b	
Benchmark	DJ Select Dividend, Morningstar Dividend Focus, FTSE Dividend, S&P Dividend Aristocrats, MSCI High Dividend	MSCI Minimum Volatility, Russell Defensive	FTSE RAFI, Russell Fundamental	MSCI Factor Indices	Barclays Global Treasury Index (customized)	Various global credit indices	Cash + 5%	Bloomberg Commodities Index, GSCI Commodities Index	
Description	Seeks to achieve or exceed the return of a third party benchmark through Total Performance Management – the deliberate balancing of risk, return and cost	Seeks to achieve or exceed the return of a third party benchmark through Total Performance Management – the deliberate balancing of risk, return and cost	Seeks to achieve or exceed the return of a third party benchmark through Total Performance Management – the deliberate balancing of risk, return and cost	Seeks to achieve or exceed the return of a third party benchmark through Total Performance Management – the deliberate balancing of risk, return and cost	Seeks to provide broad exposure to corporate sovereign issuers, leveraging BLK's proprietary sovereign screening model to avoid bonds that are perceived to be the most at risk of downgrade or deterioration in price	Seeks to provide broad exposure to sovereign issuers, leveraging BLK's proprietary credit models to avoid bonds that are perceived to be the most at risk of downgrade or deterioration in price	Global multi-asset risk parity strategy designed to balance sources of return more optimally than traditional asset allocation portfolios. The strategy seeks to provide consistent, stable returns across market environments with two-thirds the risk of equity markets	An enhanced index solution that seeks to deliver more efficient exposure to the asset class by optimizing roll yield through a disciplined and systematic optimal contract selecting and roll timing	

As of 31 December 2014. The views and strategies described may not be suitable for all investors. This material has been prepared for informational purposes only, and is not intended to provide, and should not be relied on for, accounting, legal or tax advice. You should consult your tax or legal advisor regarding such matters. Please contact your account manager for further information



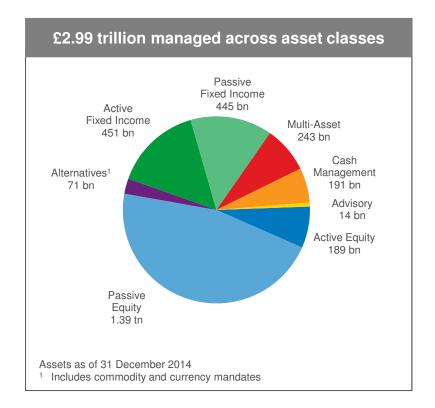
BlackRock at a glance

BlackRock Mission Statement

Create a better financial future for our clients by building the most respected investment and risk manager in the world

BlackRock facts *

- Established in 1988
- NYSE: BLK
- ▶ \$4.65 trillion assets under management
- ▶ More than 12,000 employees
- ▶ More than 1,900 investment professionals **
- Offices in over 30 countries
- ▶ 28 primary investment centers **
- Clients in over 100 countries
- Over 700 iShares® ETFs
- ▶ BlackRock Solutions® manages over \$15 trillion in assets
- ► Financial Markets Advisory business managed or advised on over \$8 trillion in asset and derivative portfolios
- Transition Management team partners with clients to save costs and reduce risks when changing investment exposures



^{*} As of 31 December 2014

^{**} As of 30 September 2014

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BlackRock at-a-glance

134 investment teams located in 18 countries connect through a common culture and operating platform

Diverse client base represented by more than 65 offices in over 30 countries

Daily global meeting for BlackRock's 1,900+ investment professionals to discuss markets, portfolio positioning and ongoing trends

Investment excellence and client service – related awards around the world

The BlackRock advantage

Strength in asset management and a culture of risk management

Focus on problem solving to meet our clients' unique situations

Culture of integrity, transparency, accountability and investment excellence

Global investment platform that maximises local insights

Widely held public company with a majority of independent directors

BlackRock capabilities and services

Investment strategies: Client-driven solutions

Comprehensive risk management

Flexible and targeted exposure

Creative solutions for complex challenges

Global presence, local efforts

BlackRock Investment Management (UK) Limited

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