

27 September 2024

IMPORTANT INFORMATION

This document is important and requires your immediate attention.

If you are unsure as to the contents of this document, please call the BlackRock Client Services Team on 0800 445522* or +44 (0)207 743 5024* if outside the UK, or consult your financial adviser.

Dear unitholder,

Amendments to the investment objective and ESG policy of certain funds within the BlackRock Charities Funds range. ISINs are set out in Schedule I to this letter.

BlackRock continually reviews its fund ranges to ensure that the investment characteristics and positioning of our funds remain both relevant to and consistent with the current investment environment and expectations of our clients.

Background

We are writing to notify you that changes will be made to the investment objective and ESG policy of the funds listed below (each a “**Fund**” and together the “**Funds**”).

- BlackRock Charities Growth & Income Fund
- BlackRock Catholic Charities Growth & Income Fund

Last November, the Financial Conduct Authority (FCA) issued its Policy Statement PS23/16, ‘Sustainability Disclosure Requirements (SDR) and investment labels’ (the “**Policy Statement**”) which, among other things, contained new rules and guidance applicable to fund managers in relation to the marketing of funds using sustainability-related terms, as well as the introduction of labels for funds seeking to achieve positive sustainability outcomes, if they meet the qualifying criteria. These regulatory changes were implemented by way of updated rules and guidance. The purpose of these new rules generally is to increase transparency on the sustainability goals and features of funds and firms.

In light of the Policy Statement and the FCA’s requirements and expectations more generally, we, in consultation with the Investment Manager of the Funds (Blackrock Investment Management (UK) Limited), have determined to make a number of clarifications and additions to each Fund’s ESG policy.

Changes to the investment objective and ESG policy of the Funds

As part of its investment process in respect of each Fund, the Investment Manager will limit and / or exclude (as applicable) direct investment in corporate issuers having exposure to, or ties with, certain sectors. We are making amendments to the ESG policy of each Fund set out in the prospectus to enhance the information we provide you regarding these ESG commitments.

We will also include a statement in the prospectus to clarify that, whilst the Fund applies these ESG commitments within its investment process and monitors the application of these commitments through ESG related metrics, it does not have a specific sustainability goal and the investment strategy of the Funds means they are not able to meet the criteria of any sustainability label. For this reason, we are also amending the investment objective of each Fund to remove the cross-reference to each Fund's ESG policy to make clear that each Fund does not have a sustainability objective.

Details of the changes to be made to the investment objective and ESG policy of each Fund are set out in Schedule II.

As detailed above, these amendments are being made to reflect regulatory requirements and expectations and are not intended to reflect any change to the Funds or how they are managed.

The revised prospectus of BlackRock Charities Funds reflecting these changes is expected to be published on or around 29 October 2024 (the "**Effective Date**").

Costs

BlackRock will pay the costs of the unitholder notification. Legal costs as a result of the change in the investment objective and ESG policy of each Fund shall be borne by the Funds. For the avoidance of doubt, there are not expected to be any portfolio realignment costs or other transaction costs in connection with these changes.

Action to be taken by you

You do not need take any action as a result of this communication.

If you would rather not remain invested in the Fund, you can redeem your units as normal, or alternatively, you can switch your holding into an equivalent unit class (or another unit class which you are eligible to hold) in another fund managed by BlackRock Fund Managers Limited (a "**BlackRock Fund**"). Information on switching can be obtained from our Client Services Team on 0800 445522* or +44 (0)207 743 5024* if outside the UK.

Please note that if you decide to switch your investment to another BlackRock Fund this will constitute a 'disposal of units' for capital gains tax purposes and depending on your individual circumstances, may give rise to a tax liability. If you are unsure how this may affect you then you should contact your financial adviser.

IF YOU ARE UNSURE AS TO THE CONTENT OF THIS DOCUMENT, YOU SHOULD CONTACT YOUR FINANCIAL ADVISER.

Further information

A revised prospectus will be available from the BlackRock website www.blackrock.com on or around the Effective Date.

If, after reading this letter, you would like any further information then please speak to your financial adviser, email us at enquiry@ukclientservices.blackrock.com or call our Client Services Team on 0800 445522* or +44 (0)207 743 5024* if outside the UK. Telephone lines are open from 8.30am to 5.30pm, UK time, Monday to Friday.

Yours sincerely



BlackRock Fund Managers Limited

*For your protection, telephone calls are usually recorded.

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SCHEDULE I

Fund ISINs

Fund	ISINs
BlackRock Charities Growth & Income Fund Class A Accumulating	GB00BFBFWJ18
BlackRock Charities Growth & Income Fund Class A Distributing	GB00BFBFWH93
BlackRock Charities Growth & Income Fund Class C Accumulating	GB00BFK3MG33
BlackRock Charities Growth & Income Fund Class C Distributing	GB00BFK3MF26
BlackRock Charities Growth & Income Fund Class X Accumulating	GB00BFBFWX51
BlackRock Catholic Charities Growth & Income Fund Class A Accumulating	GB00BFK3M961
BlackRock Catholic Charities Growth & Income Fund Class A Distributing	GB00BFK3MB87

SCHEDULE II

Amended investment objective and investment policy (additions in underline and deletions in strikeout):

This Sub-Fund does not have a UK sustainable investment label. Sustainable investment labels help investors find products that have a specific sustainability goal. The Sub-Fund does not use a sustainability label because whilst the Sub-Fund applies ESG commitments within its investment process (as described below), the Sub Fund does not have a specific sustainability goal and the investment strategy of the Sub-Fund means it is not able to meet the criteria of any sustainability label.

Investment Objective

The aim of the Sub-Fund is to provide a return on your investment (net of fees) over a period of 5 or more consecutive years beginning at the point of investment, generated through an increase to the value of the assets held by the Sub-Fund and/or income received from those assets ~~whilst adhering to the Sub-Fund's ESG Policy.~~

Although the Sub-Fund aims to achieve its investment objective, there is no guarantee that this will be achieved. The Sub-Fund's capital is at risk meaning that the Sub-Fund could suffer a decrease in value and the value of your investment would decrease as a result.

Investment Policy

In seeking to achieve its investment objective the Sub-Fund will use a variety of investment strategies and may invest in the full spectrum of permitted investments. The Sub-Fund may invest in equities (i.e. shares of companies), equity-related investments (i.e. other investments whose value is related to equities), fixed-income securities (i.e. bonds) issued by governments, government agencies, companies and supranationals (e.g. the International Bank for Reconstruction and Development) worldwide and fixed-income related investments (i.e. other investments whose value is related to fixed-income securities), units in collective investment schemes (i.e. other investment funds which may be Associated Funds), money market instruments (i.e. debt securities with short-term maturities), cash, assets that can be turned into cash quickly and alternative asset classes which includes without limitation commodities (i.e. precious metals and agricultural produce) and property. The Sub-Fund may invest in a full range fixed-income securities and money market instruments which may include non-investment grade securities (i.e. securities which have a relatively low credit rating or which are unrated).

Derivatives (i.e. investments the prices of which are based on one or more underlying assets) may be used to help achieve the Sub-Fund's investment objective. Derivatives may also be used to seek to reduce risk (relevant to the investment objective) within the Sub-Fund, reduce investment costs and generate additional income for the Sub-Fund (often referred to as "efficient portfolio management" or "EPM").

~~The Investment Manager seeks to exclude direct investments in companies which derive more than a specific proportion of their turnover from certain products and services related to alcohol, armaments, gambling, pornography, tobacco and companies engaged in certain environmentally damaging activities and high-interest lending in accordance with the Sub-Fund's environmental, social and governance ('ESG') criteria as detailed in the "ESG Policy" in this Annex E.~~

Investment Process and ESG

The Investment Manager will limit and/or exclude (as applicable) direct investment in corporate issuers which, at the time of purchase, in the opinion of the Investment Manager, have exposure to, or ties with, the following sectors:

- (a) issuers deriving more than 5% of their revenue from controversial weapons (including, but not limited to, cluster munitions, biological-chemical, landmines, depleted uranium, blinding laser, non-detectable fragments, incendiary weapons) or nuclear weapons;
- (b) issuers which produce tobacco products;
- (c) issuers deriving more than 10% of their revenue from the tobacco industry;
- (d) issuers deriving more than 5% of their revenue from the adult entertainment industry;
- (e) issuers deriving more than 10% of their revenue from alcohol or alcohol-related products;
- (f) issuers deriving more than 10% of their revenue from gambling-related products;
- (g) issuers deriving more than 10% of their revenue from tar sands (also known as oil sands) and/or thermal coal; and
- (h) issuers deriving more than 10% of their revenue from predatory lending (including the provision of home-collected credit ("doorstep lending"), unsecured short-term loans ("payday loans") or pawnbroker loans).

Should existing holdings, compliant with the above limits and/or exclusions at the time of investment subsequently become ineligible, they will be divested within a reasonable period of time. Where the Investment Manager does not have the relevant data to determine if a particular issuer is compliant with the above limits and/or exclusions, that issuer is still eligible for investment. However, if data subsequently becomes available that shows an existing holding is ineligible for investment, it will be divested within a reasonable period of time.

The exclusionary screens described above are only applied by the Investment Manager to direct investments made by the Sub-Fund in corporate issuers and accordingly the Sub-Fund may have exposure to other investments (including, but not limited to, derivatives, money market instruments, units or shares in collective investment schemes, cash and assets that can be turned into cash quickly) which are inconsistent with the exclusionary screens. At any time, the proportion of investments which comply with the exclusionary screens will vary and the Investment Manager does not make any commitment as to the minimum proportion of the portfolio which will comply with the exclusionary screens.

Use of data

For the purposes of applying the exclusionary screens, the Investment Manager will use data from MSCI, although the Investment Manager may, in the future, change the data provider(s) where it considers that a better data source is available.

There are certain risks involved with the use of third party data, as further set out in section 26.3(i) (Risks relating to the application of ESG criteria) above.

Sub-Fund Benchmarks

A composite benchmark (i.e. a benchmark that is made up of one or more benchmarks) comprising MSCI World Index (GBP) (60%); Global Aggregate Bond Index (GBP Hedged) (20%); 3 Month GBP SONIA compounded in arrears plus 3% (20%) (the "**Underlying Benchmarks**") is used by the Investment Manager when constructing the portfolio of the Sub-Fund. The Underlying Benchmarks are chosen dynamically from time to time at the discretion of the Investment Manager in view of the investment objective and policy of the Sub-Fund. This benchmark has been chosen because the Investment Manager has determined that it is representative of the investment universe of the Sub-Fund and should be used by Unitholders to compare the performance of the Sub-Fund.

ESG Policy

~~In order to seek to comply with the Sub-Fund's investment policy, the Investment Manager will use MSCI Inc, or such other service provider deemed appropriate from time to time, in relation to direct investments made on behalf of the Sub-Fund.~~

~~Subject to the provisions of this Prospectus and the Deed, the Manager has decided as a matter of policy that, in relation to direct investments made on behalf of the Sub-Fund and to the extent that MSCI (or such other service provider from time to time) is able to screen for companies whose activities are contrary to the following investment restrictions:~~

- ~~(A) The Sub-Fund will not invest in any company which is engaged in military related activity and/or conventional armaments where the company's annual turnover in relation to such activities exceeds 5% of the company's latest annual turnover, or, if the company is part of a group, 5% of the group's latest annual turnover. The Sub-Fund will not invest in any company that generates any of its revenue from controversial armaments (such as cluster munitions).~~
- ~~(B) The Sub-Fund may not invest in any company listed on any stock exchange which is engaged in the ownership of tobacco plantations or the production, manufacture or distribution of tobacco, cigarettes, other tobacco products or tobacco processing machinery; where~~
 - ~~(1) in relation to a company engaged in ownership, production or manufacture, the company's annual turnover in relation to such activities is more than £1,000,000 or exceeds 1% of the~~

~~company's latest annual turnover or, if the company is part of a group, 1% of the group's latest annual turnover;~~

~~(2) in relation to a company engaged in distribution, the company's annual turnover in relation to such activities exceeds 10% of the company's latest annual turnover or, if the company is part of a group, 10% of the group's latest annual turnover.~~

~~(C) The Sub Fund will not invest in (i) any company which provides adult entertainment services; (ii) providers of adult entertainment via mobile telecommunication networks and (iii) publishers/wholesalers of pornographic magazines, where the company's annual turnover in relation to such products and services exceeds 5% of the company's latest annual turnover, or, if the company is part of a group, 5% of the group's latest annual turnover.~~

~~(D) The Sub Fund will not invest in any company that earns 10% or more of its latest annual turnover, or, if the company is part of a group, 10% of the group's latest annual turnover, from alcohol or alcohol-related products.~~

~~(E) The Sub Fund will not invest in any company that earns 10% or more of its latest annual turnover, or, if the company is part of a group, 10% of the group's latest annual turnover, from gambling-related products.~~

~~(F) The Sub Fund will not invest in any company that earns 10% or more of its latest annual turnover, or, if the company is part of a group, 10% of the group's latest annual turnover, from tar sands and/or thermal coal.~~

~~(G) The Sub Fund will not invest in any company where the company's annual turnover in relation to the provision of home-collected credit ("doorstep lending"), unsecured short term loans ("payday loans") or pawnbroker loans exceeds 10% of the company's latest annual turnover, or, if the company is part of a group, 10% of the group's latest annual turnover, either directly or through owned subsidiaries.~~

~~For the avoidance of doubt, the scope of the terms contained in the above ESG Policy shall be as interpreted by the Manager (as informed by MSCI or the relevant Service Provider) from time to time.~~

BLACKROCK CATHOLIC CHARITIES GROWTH & INCOME FUND:

BlackRock Catholic Charities Growth & Income Fund is a sub-fund of BlackRock Charities Funds, a Non-UCITS Retail Scheme under the COLL Sourcebook. The Sub-Fund was established on 17 September 2019 and was authorised by the FCA on 17 September 2019.

This Sub-Fund does not have a UK sustainable investment label. Sustainable investment labels help investors find products that have a specific sustainability goal. The Sub-Fund does not use a sustainability label because whilst the Sub-Fund applies ESG commitments within its investment process (as described below), the Sub-Fund does not have a specific sustainability goal and the investment strategy of the Sub-Fund means it is not able to meet the criteria of any sustainability label.

Investment Objective

The aim of the Sub-Fund is to provide a return on your investment (net of fees) over a period of 5 or more consecutive years beginning at the point of investment, generated through an increase in the value of the assets held by the Sub-Fund and/or income received from those assets ~~whilst adhering to the Sub-Fund's ethical investment policy.~~

Although the Sub-Fund aims to achieve its investment objective, there is no guarantee that this will be achieved. The Sub-Fund's capital is at risk meaning that the Sub-Fund could suffer a decrease in value and the value of your investment would decrease as a result.

Investment Policy

In seeking to achieve its investment objective the Sub-Fund will use a variety of investment strategies and may invest in the full range of permitted investments. The Sub-Fund may invest in equities (i.e. shares of companies), equity-related investments (i.e. other investments whose value is related to equities), fixed-income securities (i.e. bonds) issued by governments, government agencies, companies and supranationals (e.g. the International Bank for Reconstruction and Development) worldwide and fixed-income related investments (i.e. other investments whose value is related to fixed-income securities), units in collective investment schemes (i.e. other investment funds which may be Associated Funds), money market instruments (i.e. debt securities with short-term maturities), cash, assets that can be turned into cash quickly and alternative asset classes which includes without limitation commodities (i.e. precious metals and agricultural produce) and property. The Sub-Fund may invest in a full range of fixed-income securities and money market instruments which may include non-investment grade securities (i.e. securities which have a relatively low credit rating or which are unrated).

Derivatives (i.e. investments the prices of which are based on one or more underlying assets) may be used to help achieve the Sub-Fund's investment objective. Derivatives may also be used to seek to reduce risk (relevant to the investment objective) within the Sub-Fund, reduce investment costs and generate additional income for the Sub-Fund (often referred to as "efficient portfolio management" or "EPM").

Ethical Investment Policy

The Investment Manager seeks to ~~will limit and/or exclude~~ will limit and/or exclude (as applicable) direct investments in companies which derive investment in corporate issuers which, at the time of purchase, in the opinion of the Investment Manager, have exposure to, or ties with, the following sectors:

~~A) issuers deriving more than a specific proportion 5% of their turnover revenue from certain controversial weapons (including, but not limited to, cluster munitions, biological-chemical, landmines, depleted uranium, blinding laser, non-detectable fragments, incendiary weapons) or nuclear weapons;~~
A) issuers deriving more than 5% of their turnover revenue from certain controversial weapons (including, but not limited to, cluster munitions, biological-chemical, landmines, depleted uranium, blinding laser, non-detectable fragments, incendiary weapons) or nuclear weapons;

~~B) issuers which produce tobacco products;~~
B) issuers which produce tobacco products;

~~C) issuers deriving more than 10% of their revenue from the tobacco industry;~~
C) issuers deriving more than 10% of their revenue from the tobacco industry;

~~D) issuers deriving more than 3% of their revenue from the adult entertainment industry;~~
D) issuers deriving more than 3% of their revenue from the adult entertainment industry;

~~E) issuers deriving more than 10% of their revenue from alcohol or alcohol-related products;~~
E) issuers deriving more than 10% of their revenue from alcohol or alcohol-related products;

~~F) issuers deriving more than 10% of their revenue from gambling-related products;~~
F) issuers deriving more than 10% of their revenue from gambling-related products;

~~G) issuers deriving more than 10% of their revenue from tar sands (also known as oil sands) and services related to Sanctity of Life, alcohol, armaments, gambling, pornography, tobacco and companies engaged in certain environmentally damaging activities and high interest lending in accordance with the Sub-Fund's ethical investment policy in this Annex G. /or thermal coal;~~
G) issuers deriving more than 10% of their revenue from tar sands (also known as oil sands) and services related to Sanctity of Life, alcohol, armaments, gambling, pornography, tobacco and companies engaged in certain environmentally damaging activities and high interest lending in accordance with the Sub-Fund's ethical investment policy in this Annex G. /or thermal coal;

~~H) issuers deriving more than 10% of their revenue from predatory lending (including the provision of home-collected credit ("doorstep lending"), unsecured short-term loans ("payday loans") or pawnbroker loans); and~~
H) issuers deriving more than 10% of their revenue from predatory lending (including the provision of home-collected credit ("doorstep lending"), unsecured short-term loans ("payday loans") or pawnbroker loans); and

~~I) issuers which offers services contrary to the Sanctity of Life (as defined by MSCI) and/or are engaged in the production and/or manufacture of products contrary to the Sanctity of Life.~~
I) issuers which offers services contrary to the Sanctity of Life (as defined by MSCI) and/or are engaged in the production and/or manufacture of products contrary to the Sanctity of Life.

~~Should existing holdings, compliant with the above limits and/or exclusions at the time of investment subsequently become ineligible, they will be divested within a reasonable period of time. Where the Investment Manager does not have the relevant data to determine if a particular issuer is compliant with the above limits and/or exclusions, that issuer is still eligible for investment. However, if data subsequently becomes available that shows an existing holding is ineligible for investment, it will be divested within a reasonable period of time.~~
Should existing holdings, compliant with the above limits and/or exclusions at the time of investment subsequently become ineligible, they will be divested within a reasonable period of time. Where the Investment Manager does not have the relevant data to determine if a particular issuer is compliant with the above limits and/or exclusions, that issuer is still eligible for investment. However, if data subsequently becomes available that shows an existing holding is ineligible for investment, it will be divested within a reasonable period of time.

~~The exclusionary screens described above are only applied by the Investment Manager to direct investments made by the Sub-Fund in corporate issuers and accordingly the Sub-Fund may have exposure to other investments (including, but not limited to, derivatives, money market instruments, units or shares in collective investment schemes, cash and assets that can be turned into cash quickly) which are inconsistent with the exclusionary screens. At any time, the proportion of investments which comply with the exclusionary screens will vary and the Investment Manager does not make any commitment as to the minimum proportion of the portfolio which will comply with the exclusionary screens.~~
The exclusionary screens described above are only applied by the Investment Manager to direct investments made by the Sub-Fund in corporate issuers and accordingly the Sub-Fund may have exposure to other investments (including, but not limited to, derivatives, money market instruments, units or shares in collective investment schemes, cash and assets that can be turned into cash quickly) which are inconsistent with the exclusionary screens. At any time, the proportion of investments which comply with the exclusionary screens will vary and the Investment Manager does not make any commitment as to the minimum proportion of the portfolio which will comply with the exclusionary screens.

Use of data

~~For the purposes of applying the exclusionary screens, the Investment Manager will use data from MSCI, although the Investment Manager may, in the future,~~
For the purposes of applying the exclusionary screens, the Investment Manager will use data from MSCI, although the Investment Manager may, in the future,

the data provider(s) where it considers that a better data source is available. There are certain risks involved with the use of third party data, as further set out in section 26.3(i) (*Risks relating to the application of ESG criteria*) above.

Sub-Fund Benchmarks

A composite benchmark (i.e. a benchmark that is made up of one or more benchmarks) comprising: MSCI World Index (GBP) (60%); Global Aggregate Bond Index (GBP Hedged) (20%); 3 Month GBP SONIA compounded in arrears plus 3% (20%) (the "**Underlying Benchmarks**") is used by the Investment Manager constructing the portfolio of the Sub-Fund. The Underlying Benchmarks are chosen dynamically from time to time at the discretion of the Investment Manager in view of the investment objective and policy of the Sub-Fund. This benchmark has been chosen because the Investment Manager has determined that it is representative of the investment universe of the Sub-Fund and should be used by Unitholders to compare the performance of the Sub-Fund.

Ethical Investment Policy

~~In order to seek to comply with the Sub-Fund's ethical investment policy, the Investment Manager will use MSCI Inc, or such other service provider deemed appropriate from time to time, in relation to direct investments made on behalf of the Sub-Fund. The Manager and the Investment Manager have no means of verifying whether the investments of another investment fund are in compliance with the Sub-Fund's ethical investment policy at any given time.~~

~~Subject to the provisions of this Prospectus and the Deed, the Manager has decided as a matter of policy that, in relation to direct investments made on behalf of the Sub-Fund and to the extent that MSCI (or such other service provider from time to time) is able to screen for companies whose activities are contrary to the following investment restrictions:~~

- ~~(A) The Sub-Fund will not invest in any company which is engaged in military related activity and/or conventional armaments where the company's annual turnover in relation to such activities exceeds 5% of the company's latest annual turnover, or, if the company is part of a group, 5% of the group's latest annual turnover. The Sub-Fund will not invest in any company that generates any of its revenue from controversial armaments (such as cluster munitions).~~
- ~~(B) The Sub-Fund may not invest in any company listed on any stock exchange which is engaged in the ownership of tobacco plantations or the production, manufacture or distribution of tobacco, cigarettes, other tobacco products or tobacco processing machinery; where~~
- ~~(C) in relation to a company engaged in ownership, production or manufacture, the company's annual turnover in relation to such activities is more than £1,000,000 or exceeds 1% of the company's latest annual turnover or, if the company is part of a group, 1% of the group's latest annual turnover;~~

- ~~(D) in relation to a company engaged in distribution, the company's annual turnover in relation to such activities exceeds 10% of the company's latest annual turnover or, if the company is part of a group, 10% of the group's latest annual turnover.~~
- ~~(E) The Sub-Fund will not invest in (i) any company which provides adult entertainment services; (ii) providers of adult entertainment via mobile telecommunication networks and (iii) publishers/wholesalers of pornographic magazines, where the company's annual turnover in relation to such products and services exceeds 3% of the company's latest annual turnover, or, if the company is part of a group, 3% of the group's latest annual turnover.~~
- ~~(F) The Sub-Fund will not invest in any company that earns 10% or more of its latest annual turnover, or, if the company is part of a group, 10% of the group's latest annual turnover, from alcohol or alcohol related products.~~
- ~~(G) The Sub-Fund will not invest in any company that earns 10% or more of its latest annual turnover, or, if the company is part of a group, 10% of the group's latest annual turnover, from gambling-related products.~~
- ~~(H) The Sub-Fund will not invest in any company that earns 10% or more of its latest annual turnover, or, if the company is part of a group, 10% of the group's latest annual turnover, from tar sands and/or thermal coal.~~
- ~~(I) The Sub-Fund will not invest in any company where the company's annual turnover in relation to the provision of home-collected credit ("doorstep lending"), unsecured short term loans ("payday loans") or pawnbroker loans exceeds 10% of the company's latest annual turnover, or, if the company is part of a group, 10% of the group's latest annual turnover, either directly or through owned subsidiaries.~~
- ~~(J) The Sub-Fund will not invest in any company which offers services contrary to the Sanctity of Life (as defined by MSCI) and/or is engaged in the production and/or manufacture of products contrary to the Sanctity of Life.~~

~~For the avoidance of doubt, the scope of the terms contained in the above Ethical Investment Policy shall be as interpreted by the Manager (as informed by MSCI or the relevant Service Provider) from time to time.~~