

JANUS CAPITAL GROUP INC.

CORPORATE GOVERNANCE GUIDELINES

**Adopted November 11, 2003
(last modified on October 20, 2009)**

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the "Board") of Janus Capital Group Inc. (the "Corporation") to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, including the Delaware General Corporation Law, or the Certificate of Incorporation or Bylaws of the Corporation. These Corporate Governance Guidelines are subject to modification from time to time by the Board.

1. THE BOARD

(a) The Board's Goals.

The Board's goal is to build long-term value for the Corporation's shareholders and to assure the vitality of the Corporation for its customers, employees and the other individuals and organizations who depend on the Corporation.

To achieve these goals the Board will monitor both the performance of the Corporation (in relation to its goals, strategy and competitors) and the performance of the CEO (the "CEO"), and offer him or her constructive advice and feedback. When it is appropriate or necessary, it is the Board's responsibility to remove the CEO and to select his or her successor.

(b) Office of Chairman and CEO.

The Board may decide whether the positions of Chairman and CEO should be held by the same person. The Board may determine the best arrangement for the Corporation and its shareholders, given the changing circumstances of the Corporation and the composition of the Board.

(c) Size of the Board.

The Board shall be comprised of between 3 and 18 Directors. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board could, however, be increased or decreased if determined to be appropriate by the Board. For example, it may be desirable to increase the size of the Board in order to accommodate the availability of an outstanding candidate for director.

(d) Board Membership Criteria.

See Attachment I.

(e) Selection of New Director Candidates.

The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of shareholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall also consider advice and recommendations from others as it deems appropriate.

The Nominating and Corporate Governance Committee will consider candidates recommended by shareholders under the same procedures used for considering nominees recommended by management or other directors. In considering candidates submitted by shareholders, the Nominating and Corporate Governance Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Nominating and Corporate Governance Committee may establish procedures, from time to time, regarding shareholder submission of candidates.

(f) Definition of Independent.

A director is independent if the Board has made an affirmative determination that such director has no material relationship with the Corporation that would impair his or her independent judgment (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation). In the process of making such determinations, the Board will consider the nature, extent and materiality of the director's relationships with the Corporation and the Board will apply the following guidelines that are consistent with the independent requirements as defined under the New York Stock Exchange Corporate Governance Listing Standards. A director will be deemed not to be independent by the Board if the Board finds that within the last three years:

- (1) A director is employed by the Corporation, or a director's immediate family member is employed by the Corporation as an executive officer, other than as an interim executive officer;
- (2) A director or a director's immediate family member receives more than \$120,000 during any twelve month period in direct compensation from the Corporation, other than director's fees, pension or other forms of deferred compensation that is for prior service and not contingent upon continued service, compensation for former service as an interim Chairman or CEO, or compensation received by an immediate family member for service as an employee below the level of executive officer;
- (3) (i) A director or an immediate family member of the director is a current partner of a firm that is the Corporation's internal or external auditor;

(ii) a director is a current employee of a firm that is the Corporation's internal or external auditor;

- (iii) a director has an immediate family member who is a current employee of a firm that is the Corporation's internal or external auditor and personally works on the Corporation's audit; or
- (iv) a director or an immediate family member of the director was within the past three years a partner or employee of a firm that is the Corporation's internal or external auditor and personally worked on the Corporation's audit within that time;
- (4) A director or a director's immediate family member is or within the last three years has been employed as an executive officer by another entity whose compensation committee *at the same time* includes or included any present executive officers of the Corporation; or
- (5) A director is currently employed, or a director's immediate family member is currently employed as an executive officer, by an entity (including a tax-exempt entity) that makes payments to, or receives payments from, the Corporation for property or services (other than charitable contributions) in an amount that exceeds, in a single fiscal year, the greater of \$1 million or two percent of that entity's consolidated gross revenues. (Former employment of a director or immediate family member shall not be considered in this particular test.)

Additionally, the Corporation will disclose in its Annual Proxy Statement any charitable contributions to any charitable organization in which a director serves as an executive officer, if within the preceding three years, contributions, excluding matching gifts, in a single fiscal year exceeded the greater of \$1 million or two percent of the charitable organization's consolidated gross revenues, and, in such case, the Board will consider the materiality of such contributions.

At times, the Company may co-source or fully outsource its internal audit functions.

(g) Mix of Inside and Independent Directors.

A majority of the Board shall consist of independent Directors, and there shall be enough independent Directors on the Board to staff the Audit, Compensation and Nominating and Corporate Governance committees.

(h) Lead Director.

The Board may appoint an independent Director to act as Lead Director. The Lead Director shall serve for a one year term and, in addition to the duties and responsibilities set forth herein, shall have the following duties:

- Act as the primary contact between the Corporation and the independent Directors, undertaking to meet or confer periodically with members of the Corporation's executive team regarding matters related to the business of the Corporation.

- Assist the Chairman of the Board, as necessary with conducting Board meetings.
- Include items on the agendas for meetings of the Board and any committees thereof.
- Such other duties as the Board may from time to time assign to the Lead Director.

(i) Executive Sessions of Independent Directors.

The independent Directors shall meet at scheduled executive sessions without management at least once per year.

(j) Director to Preside at Executive Sessions.

The Board has adopted a policy providing that scheduled executive sessions of the independent Directors shall be presided by the Lead Director, if one has been appointed. If the Lead Director so desires, such responsibility may be delegated to another independent Director, including the Chair of the Committee having jurisdiction over the bulk of the issues to be discussed at an executive session.

(k) Directors Who Change Their Present Job Responsibility.

A Director who experiences a significant change in job responsibilities or assignment, which could interfere with participation in the Corporation's Board, shall submit a resignation to the Board. The remaining Directors, upon recommendation of the Nominating and Corporate Governance Committee, shall then determine the appropriateness of continued Board membership.

(l) Former Officer's Board Membership.

Any Director serving as an officer of the Corporation or any subsidiary shall resign from the Board at the time such person ceases to be an officer unless otherwise approved by the Board.

(m) Term Limits.

No Director shall be eligible to serve as member of the Board for more than five terms of three years each.

(n) Retirement Age.

A Director shall submit a letter of resignation the day before the Corporation's Annual Meeting of Shareholders following the attainment of age 72. The Board shall be free to accept or reject the letter of resignation, and shall promptly notify the Director concerned of the Board's decision. A director's letter of resignation will be reconsidered annually thereafter, if applicable.

(o) Board Compensation.

A director who is also an officer of the Corporation shall not receive additional compensation for such service as a director.

The Corporation believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Corporation's stock through the payment of a portion of director compensation in Corporation stock, options to purchase Corporation stock or similar compensation. The Compensation Committee will periodically review the level and form of the Corporation's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Corporation's directors, including any charitable contributions by the Corporation to organizations in which a director is affiliated and consulting or other similar arrangements between the Corporation and a director. Changes to director compensation will be proposed to the full Board for consideration.

Director's fees (including any additional amounts paid to chairs of committees and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Corporation; provided, however, that a member of the Audit Committee may also receive fixed amounts of compensation under a retirement plan (including deferred compensation) from the Corporation for prior service with the Corporation so long as such compensation is not contingent in any way on continued service.

(p) Director Orientation and Continuing Education.

The Corporation shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Corporation's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. Each director is expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director.

(q) Board Interaction with Institutional Investors, the Press, Customers, etc.

The CEO and, as appropriate, designated members of senior management shall speak for the Corporation. It is suggested that each director shall refer all inquiries from institutional investors, analysts, the press or customers to the CEO or his or her designee.

(r) Board Access to Management.

Directors shall have complete access to management; however, Independent Directors are expected to keep the CEO informed of such contacts. The Board encourages the attendance of officers other than executive officers at Board meetings when matters within their areas of responsibility are discussed.

(s) Board Access to Independent Advisors.

Directors shall have complete access, as necessary and appropriate, to the Corporation's outside advisors.

(t) Extending the Invitation to a New Potential Director to Join the Board.

The Chairman of the Nominating and Corporate Governance Committee shall extend invitations to new potential Directors on behalf of the Board.

(u) Evaluating the Board's Performance.

The Board shall conduct an annual evaluation in order to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee shall set the methodology and shall oversee the Board's annual evaluation. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Corporation. The Nominating and Corporate Governance Committee will utilize the results of this evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

(v) Review of Corporate Governance Guidelines.

The Nominating and Corporate Governance Committee shall review and assess periodically, and at least annually, the adequacy of the Corporate Governance Guidelines of the Corporation and shall recommend any proposed changes to the Board for approval.

(w) Other Public Corporation Directorships.

Directors shall not serve on boards of directors of more than four other public companies in addition to the Board. While the Board recognizes that other directorships may add to the diversity of its members' experiences and skill sets, it believes such benefits may be offset by the difficulties inherent in balancing the competing time demands of multiple directorships.

In addition, in recognition of the enhanced time commitments associated with membership on a public company's audit committee, the Board has adopted a policy that no member of the Audit Committee may serve simultaneously on the audit committees of more than two (2) other public companies.

In recognition of the time demands as a full-time executive of the Corporation, the Board has also adopted a policy that the CEO cannot serve as a director on the board of directors of more than two (2) other public companies.

2. **BOARD MEETINGS**

(a) Frequency of Meetings.

There shall be five regularly scheduled meetings of the Board each year. At least one regularly scheduled meeting of the Board shall be held quarterly.

(b) Selection of Agenda Items for Board Meeting.

The Chairman shall establish the agenda for each Board meeting in consultation with the Lead Director, if one has been appointed. Any individual Board members may request an item to be included on the agenda.

(c) Board Materials Distributed in Advance.

Materials pertaining to Board and committee meetings shall be distributed in advance of those meetings. A Director is expected to review all distributed materials prior to any Board or committee meeting in which the Director is a member. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

(d) Attendance of Directors at Board Meetings.

Directors are expected to regularly attend meetings of the Board or its committees of which they are members. Directors may attend meetings of committees of which they are not members provided that they will not receive compensation for attending such meetings.

(e) Regular Attendance of Non-Directors at Board Meetings.

The Board encourages the CEO to bring members of management from time to time into Board meetings to (i) provide management insight into items being discussed by the Board which involve the manager; (ii) make presentations to the Board on matters which involve the manager; and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board. Should the CEO desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence. The independent Directors shall meet with the CEO without the other executive officers being present, as often as deemed appropriate but no less than quarterly.

3. **COMMITTEE MATTERS**

(a) Number of Committees.

There are currently four standing Board committees: Audit Committee; Nominating and Corporate Governance Committee; Compensation Committee; and the Planning and

Strategy Committee. The Board may form new committees and disband such committees as appropriate.

(b) Independence of Board Committees.

Each of the Audit Committee, the Nominating and Corporate Governance Committee, the Compensation Committee, and the Planning and Strategy Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee.

(c) Assignment and Rotation of Committee Members.

Committee assignments are made by the Board based upon recommendations of the Nominating and Corporate Governance Committee; provided that in the case of the Nominating and Corporate Governance Committee, the Chairman of the Board shall recommend to the Board an individual to serve as Chair of the Committee and those two individuals shall recommend to the Board of Directors other individuals to serve as members of the Nominating and Corporate Governance Committee. Based upon the recommendation of the Nominating and Corporate Governance Committee, and taking into account all relevant circumstances, the Board shall consider rotation of Committee chairs after a chairman has served for three successive years. The Nominating and Corporate Governance Committee generally shall consider rotating a committee member periodically.

(d) Frequency and Length of Committee Meetings.

Each committee chairperson shall determine the frequency and length of committee meetings in consultation with other committee members.

(e) Committee Agenda.

The chairperson of each committee shall determine the committee's agenda prior to the meeting giving consideration to management recommendations.

4. LEADERSHIP DEVELOPMENT

(a) Formal Evaluation of the CEO.

The performance of the CEO shall be reviewed annually by the Nominating and Corporate Governance and Compensation Committees based in part on preset goals. The results of this review, as well as the preset goals, shall then be submitted for consideration by the non-executive directors of the Board at a meeting or executive session of that group. The results of the executive session shall be reported to the CEO by the chairperson of the Compensation Committee.

- The CEO will develop a self-evaluation at the end of each fiscal year and provide this to the Board as soon as practicable thereafter.

- With this information, each non-management director will provide his or her assessment of the CEO's performance to the Compensation Committee. These assessments should include the director's appraisal of:
 - The Corporation's performance and the CEO's contribution to it, both compared to competitors and the Corporation's own strategic goals;
 - Achievement of personal goals set by the CEO for the year, as part of his or her self-evaluation; and
 - Other aspects of the CEO's performance which the non-management director deems relevant.

The Compensation Committee will synthesize this information and report a summary of this information to the non-management directors in executive session at the next board meeting.

(b) Succession Planning.

The Board shall plan for the succession to the position of the CEO. To assist the Board, the CEO shall prepare and distribute to the Board an annual report on succession planning for all senior officers of the Corporation with an assessment of senior managers and their potential to succeed the CEO and other senior management positions. In addition, the CEO shall prepare, on a continuing basis, a short-term succession plan which delineates a temporary delegation of authority to certain officers of the Corporation, if all or a portion of the senior officers should unexpectedly become unable to perform their duties. The short-term succession plan shall be approved by the Board and shall be in effect until the Board has the opportunity to consider the situation and take action, when necessary.

(c) Management Development.

The CEO shall report periodically to the Board on the training and development program for management and shall review with the Board the executives who have change of control agreements with the Corporation. The Board shall determine that a satisfactory system is in effect for education, development, and orderly succession of senior and mid-level managers throughout the Corporation.

**MEMBERSHIP CRITERIA FOR NON-EMPLOYEE
DIRECTORS OF JANUS CAPITAL GROUP INC.**

It is the Corporation's desire to select individuals for nomination to the Board of Directors, who, if elected, will best serve the interests of the Corporation and its shareholders. To accomplish this goal, each candidate nominee should:

- Possess fundamental qualities of intelligence, honesty, perceptiveness, good judgment, maturity, high ethics and standards, integrity, fairness and responsibility.
- Have a genuine interest in the Corporation and a recognition that as a member of the Board one is accountable to the shareholders of the Corporation, not to any particular interest group.
- Have a background that demonstrates an understanding of business and financial affairs and the complexities of a large, multifaceted, global business, governmental or educational organization.
- Be or have been a senior officer of a highly complex organization such as a corporation, university, foundation, or major unit of government.
- Directors should not serve on boards of directors of more than four other public companies in addition to the Board.
- Have no conflict of interest or legal impediment which would interfere in a fundamental way with the duty of loyalty owed to the Corporation and its shareholders.
- Have the ability and be willing to spend the time required to function effectively as a Director.
- Be compatible and able to work well with other Directors and executives in a team effort with a view to a long-term relationship with the Corporation as a Director.
- Have independent opinions and be willing to state them in a constructive manner.
- Accumulate over initial three years of service as a Director, and maintain thereafter while serving as a Director, shares of the Corporation's common stock with a value (based on the value of the shares at time of acquisition) at least equal to \$250,000.

Directors will be selected on the basis of talent and experience without regard to race, religion, sex or national origin. The Corporation seeks a Board with diversity of background among its members. The majority of the Board should consist of individuals who are not members of the operating management of the Corporation.

In certain circumstances it may be appropriate not to renominate current Board members prior to their mandatory retirement age (72) if they no longer meet the criteria for membership described above. If a Director discontinues or changes the employment affiliation held at the time of election as a Director of the Corporation, becomes involved in a potential, fundamental conflict of interest, becomes unable to spend the required time, or becomes disabled for an extended period, that Director shall submit a resignation to the Board. The Nominating and Corporate Governance Committee shall review the information presented and evaluate the appropriateness of continued membership. No member of the Nominating and Corporate Governance Committee whose Board membership is being reviewed shall participate in the review process or vote on the matter.

The Board of Directors (with the exception of the Director whose Board membership is being reviewed) shall determine the appropriateness of continued Board membership, giving consideration to the recommendation made by the Nominating and Corporate Governance Committee.