

Planning and Strategy Committee Charter

Special Committee of the Board of Directors of Janus Capital Group Inc.

PURPOSE

The Planning and Strategy Committee (the “Committee”) of the Janus Capital Group Inc. (the “Company”) Board of Directors (the “Board”) is hereby created to assist the Board in fulfilling its principal oversight responsibilities with respect to certain of the Company’s material business strategy, financial and capital matters in the pursuit of continuing the long-term success of the Company. The Committee will have the authority to take actions as set forth in this charter.

MEMBERSHIP

The Committee shall consist of no fewer than three independent members of the Board, at least one of whom shall be a member of the Audit Committee. In addition, at least one of the Committee members shall have financial management expertise such as banking or investment management. Committee members shall be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee, and may be removed by a majority vote of the Board based on the recommendation of the Nominating and Corporate Governance Committee. Any vacancy on the Committee shall be filled by a majority vote of the Board based on the recommendation of the Nominating and Corporate Governance Committee.

The Committee Chairman shall be appointed by the Board after receiving a recommendation from the Nominating and Corporate Governance Committee. The Committee may delegate to its Chairman such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law to be exercised by the whole Committee or the full Board.

AUTHORITY AND RESPONSIBILITIES

In addition to ongoing responsibilities that may from time to time be delegated to the Committee by the Board, the Committee is responsible for oversight related to the following matters: the Company’s material business strategies; the five-year plan; capital structure; mergers, acquisitions and divestitures; industry trends and their implications for Janus; and product development. The following are within the authority of the Committee:

Business Strategy

1. Review and make recommendations to the Board and to management related to the Company's international build-out strategy;
2. Review the Company's product development plan and implementation at least annually;
3. Review the Company's distribution and marketing strategies by distribution segment at least annually; and
4. Review strategic initiatives of the Company's subsidiaries as appropriate.

Five-Year Plan

1. Review the Company's five-year financial and strategic plan at least annually; and
2. Identify potential business or competitive concerns that the Company may face in the future.

Capital Structure

1. Review the Company's capital structure and recommend to the Board such actions, including debt or equity financing, which meet the Company's long-term objectives; and
2. Review the Company's dividend and share buy-back programs and recommend to the Board any dividend action.

Acquisitions and Divestures

1. Assist management and the Board with the identification of potential strategic transactions including acquisitions, divestitures, mergers, equity stakes, joint ventures, etc.;
2. Review and make recommendations to the Board regarding any such strategic transaction which involves cash and/or consideration in excess of \$5 million;¹ and
3. Review and make recommendations to the Board regarding the annual capital expenditure budget.

¹ Management has discretion of any capital expenditures of \$5 million or less. Expenditures of \$5 million or more outside the normal course of business require Board approval, and expenditures for long-term commitments of more than \$5 million require Board approval.

MEETINGS AND PROCEDURES

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Chairperson of the Committee, in consultation with the other Committee members and either the Chief Executive Officer or Chief Financial Officer, shall determine the frequency and length of the Committee meetings and shall determine the meeting agendas.

The Committee, in its discretion, may ask members of management or Company employees to attend its meetings, or portions thereof, and to provide pertinent information as necessary. The Committee shall have authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other appropriate advisors.

A majority of the members of the Committee present in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. All actions of the Committee must be approved by a majority vote of the members present, unless there are only two members present, in which case such actions require a unanimous vote.

The Committee shall maintain minutes of its meetings and records relating to those meetings. Except as the Committee Chairperson may otherwise determine, the appointed secretary or another person designated by the Committee Chairperson will maintain all meeting minutes and appropriate Committee records, copies of which will be given to the Board once approved by the Committee or its Chairperson.

EVALUATION AND REPORTING TO THE BOARD

In accordance with any applicable regulatory or listing exchange requirements, the Committee shall evaluate its performance in coordination with the Nominating and Corporate Governance Committee. The Committee shall deliver annually to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies.