

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS OF JANUS CAPITAL GROUP INC.**

AMENDED AND RESTATED ON MARCH 18, 2005

I. PURPOSE OF THE COMMITTEE

The Nominating and Corporate Governance Committee (the "Committee") is appointed to assist the Board of Directors (the "Board" and each member of the Board, a "Director") in promoting the best interests of Janus Capital Group Inc. (the "Corporation") and its shareholders through the implementation of sound corporate governance principles and practices. The Committee will accomplish this by, among other things: (1) assisting the Board by identifying individuals qualified to become Board members, and recommending to the Board the Director nominees for the next annual meeting of shareholders; (2) reviewing the qualifications and independence of the members of the Board and its various committees on a regular periodic basis; (3) recommending to the Board the Corporate Governance Guidelines and reviewing such Guidelines and this Charter on a regular basis to confirm that such Guidelines and this Charter remain consistent with sound corporate governance practices and with any legal, regulatory or New York Stock Exchange ("NYSE") requirements; and (4) leading the Board in its annual review of the Board's performance.

II. AUTHORITY AND COMPOSITION

The Committee is established pursuant to Article IV of the Bylaws of the Corporation. Committee members are appointed annually by the Board and may be removed by [a majority vote] the Board [based on the recommendation of the Committee (excluding the recommendation of the Director whose Committee membership is being reviewed)]. Any vacancy on the Committee shall be filled by the procedure set forth in Section 3(c) of the Corporate Governance Guidelines. The Committee must consist of at least three Directors, all of whom shall meet the independence requirements of the NYSE and any standards of independence as may be prescribed for purposes of any federal securities laws relating to the Committee's duties and responsibilities. The Committee Chairman shall be appointed by the Board based on the recommendation of the Chairman of the Board.

The Committee may also appoint a secretary, who need not be a Director, and 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 by a subcommittee of at least two members.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than [two times] annually. The Committee, in

its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than [two] members; and *provided, further*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. RESPONSIBILITIES OF THE COMMITTEE

The following activities are set forth as a guide with the understanding that the Committee may diverge from this guide as it considers appropriate, subject to compliance with applicable NYSE and federal securities rules and regulations.

A. Board Candidates and Nominees

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

- (a) To identify, recruit and if appropriate, interview potential candidates for nomination as Directors on an ongoing basis, including persons suggested by shareholders or others, in such manner as the Committee deems appropriate.
- (b) To review the background and qualifications of individuals being considered as director candidates. The Committee shall assess whether each candidate possesses the membership criteria for non-employee directors set forth in Section 1(d) of the Corporate Governance Guidelines.
- (c) To recommend to the Board a slate of nominees for election as Directors at the Corporation's annual meeting of shareholders.
- (d) To recommend to the Board persons to be appointed as Directors in connection with Director vacancies and any newly created directorships.
- (e) To review the qualifications and independence of the members of the Board on a regular basis, including the suitability for continued service as a Director of each Board member when his or her term expires and when he or she has a change in

status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

B. *Board Composition and Procedures*

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

- (a) To recommend to the Board standards for determining outside director independence consistent with the requirements of the NYSE and other legal or regulatory corporate governance requirements and review and assess these standards on a periodic basis.
- (b) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the NYSE.
- (c) To review periodically the size of the Board and to recommend to the Board any appropriate changes.
- (d) To make recommendations on the frequency and structure of Board meetings.

C. *Board Committees*

The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

- (a) To make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, excluding the Committee.
- (b) To review the qualifications and independence of members of the committees on a regular periodic basis.
- (c) To confirm with the Committee Chairman that each standing committee of the Board has a charter in effect.
- (d) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.
- (e) To review annually committee assignments and discuss any policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

- (f) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance and Other Matters

The Committee shall have the following duties and responsibilities with respect to corporate governance and certain other matters:

- (a) To review and assess periodically, and at least annually, the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.
- (b) To review any proposed amendments to the Corporation's Certificate of Incorporation and Bylaws and recommend appropriate action to the Board.
- (c) To review and assess the Corporation's compliance with the corporate governance requirements established by the NYSE and the requirements established under the Sarbanes-Oxley Act, by federal laws and regulations or otherwise as applicable to each of the Corporation and its subsidiaries and controlled affiliates.
- (d) To recommend to the Board such additional actions related to corporate governance matters as the Committee may deem necessary or advisable from time to time.
- (e) To review and assess the Board's effectiveness in monitoring waivers to Board-approved policies and guidelines.
- (f) To oversee the Corporation's director orientation and continuing education programs.
- (g) To review and assess the adequacy of the Director and officer insurance coverage maintained by the Corporation and recommend appropriate action to the Board.

E. Evaluation of the Board and Management

The Committee shall have the following duties and responsibilities with respect to evaluation of the Board and management:

- (a) To receive comments from all Directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board near or following the end of each fiscal year.

- (b) To oversee the evaluation of management conducted by the Compensation Committee. The Committee shall establish procedures to allow it to exercise this oversight function.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance.

The Committee shall deliver 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 or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Corporation.