

POLICY REGARDING DIRECTOR RECOMMENDATIONS BY STOCKHOLDERS

1. The Board of Directors of Waddell & Reed Financial, Inc. (the "Company") will consider a candidate properly and timely recommended for directorship by a stockholder or group of stockholders of the Company (the "Recommending Stockholder") in accordance with this policy (the "Candidate").
2. Any such stockholder recommendation must be submitted by one or more stockholders that have individually or as a group owned beneficially at least two percent of the Company's issued and outstanding common stock for at least one year, determined as of the date the recommendation is submitted.
3. Stockholder recommendations must be submitted to the Secretary of the Company, in writing via certified U.S. mail, not less than 120 days prior to the first anniversary of the date of the proxy statement relating to the Company's previous annual meeting. Recommendations must be addressed as follows:

Waddell & Reed Financial, Inc.
Attn: Corporate Secretary
6300 Lamar Avenue
Overland Park, KS 66202
DIRECTOR CANDIDATE RECOMMENDATION

The recommendation must include the following information in order to be considered by the Nominating and Corporate Governance Committee (the "Committee") and the Board of Directors:

- (a) The name and address, as they appear on the Company's books and records, of the Recommending Stockholder;
 - (b) The class and number of shares of the Company's common stock, including the date(s) of acquisition thereof, which are beneficially owned by the Recommending Stockholder;
 - (c) The name, age, business address and residence of the Candidate;
 - (d) The principal occupation or employment of the Candidate for the past five years;
 - (e) A description of the qualifications of the Candidate to serve as a director, including the Candidate's financial expertise and whether the candidate qualifies as "independent" under the Company's corporate governance guidelines;
 - (f) The class and number of shares of the Company's common stock beneficially owned by the Candidate, if any; and
 - (g) A description of all arrangements and understandings between the Recommending Stockholder and the Candidate or any other persons pursuant to which the Recommending Stockholder is making the recommendation.
4. The Recommending Stockholder and the Candidate must submit, with the recommendation, a signed statement agreeing and acknowledging that:

- (a) The Candidate consents to being a director candidate and, if nominated and elected, he/she will serve as a director representing all of the Company's stockholders in accordance with applicable laws and the Company's Certificate of Incorporation and Bylaws;
- (b) The Candidate, if elected, will comply with the Company's corporate governance guidelines and any other applicable rule, regulation, policy or standard of conduct applicable to the Board of Directors or its individual members;
- (c) The Recommending Stockholder will maintain beneficial ownership of at least two percent of the Company's issued and outstanding common stock through the date of the annual meeting for which the Candidate is being recommended for nomination and that, upon such Candidate's nomination and election to the Company's board of directors, the Recommending Stockholder intends to maintain such ownership throughout the Candidate's term as director; and
- (d) The Recommending Stockholder and the Candidate will promptly provide any additional information requested by the Committee and/or the Board of Directors to assist in the consideration of the Candidate; including, without limitation, a completed and signed Questionnaire for Directors and Officers on the Company's standard form and an interview with the Committee or its representative.

5. Upon receipt of a recommendation, the Committee will consider the qualifications of the Candidate. The Committee does not intend to review and/or consider Candidates in a manner different than other recommendations, although the Committee may prefer director candidates who are personally known to the existing directors, have experience in the industries in which the Company engages and whose reputations are highly regarded.

6. If a Candidate is nominated by the Board of Directors, included in the Company's proxy statement, and does not receive at least 25% of the votes cast in the related election of directors, the Candidate shall be prohibited from again serving as a Candidate for four years from the date of the annual meeting in question.

7. The Committee is authorized to adopt such rules and procedures, as it deems appropriate for the purpose of implementing this policy and to determine any questions of interpretation that may arise hereunder.

8. This policy may be revised from time to time by the Board of Directors of the Company as it may determine is in the best interest of the Company and its stockholders.