



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

IN RE WADDELL & REED FINANCIAL, INC., )  
a Delaware Corporation )

Civil Action No. 4602-CC

**[PROPOSED] ORDER AND JUDGMENT GRANTING RELIEF**  
**PURSUANT TO 8 DEL. C. § 231(c)**

Having reviewed the Verified Petition for Relief Pursuant to 8 *Del. C.* § 231(C) (the “Petition”) filed by Petitioners Waddell & Reed Financial, Inc. and Daniel C. Schulte, as well as all supporting affidavits and all other supporting or responsive documents filed with the Court in this matter, the Court has determined that the relief requested in the Petition should be granted. It is therefore ordered, pursuant to 8 *Del. C.* § 231(c), that the Inspector for the Annual Meeting may accept the Omitted Votes and permit such votes to be counted for the matters voted upon during the Annual Meeting, including the Proposal. All capitalized terms set forth in this Order shall have the same meaning as in the Petition.

SIGNED this 12th day of June, 2009.

Handwritten signature of William B. Chandler III in cursive script.

---

Chancellor