



POSITION DESCRIPTION

CHAIR OF THE COMPENSATION COMMITTEE (THE "CHAIR")

1. PURPOSE AND COMPOSITION

- (a) The Chair's primary role is to co-ordinate the affairs of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Pengrowth Energy Corporation (the "**Pengrowth**") and to act as the main liaison between the Committee and the Board with respect to matters relating to the mandate of the Committee. The Chair shall be a member of the Committee and meet the independence standards set out in National Instrument 58-101 *Disclosure of Corporate Governance Practices* and Section 303A.02 of the New York Stock Exchange Listed Company Manual.
- (b) The Chair is appointed annually by the members of the Committee, and reports to the Board.
- (c) In carrying out his role as set out in this position description, the Chair shall have direct access to the Chief Executive Officer of the Corporation but his primary contact shall be with the Vice President, Human Resources of the Corporation.

2. DUTIES AND RESPONSIBILITIES

Leadership

The Chair provides independent, effective leadership to the Committee and leads the Committee in fulfilling the duties set out in the Committee's terms of reference. In particular, the Chair has the responsibility to:

- (a) provide overall leadership to enhance the effectiveness of the Committee; and
- (b) take all reasonable steps to ensure that the responsibility and duties of the Committee, as outlined in its terms of reference, are well understood by the Committee members and executed as effectively as possible.

Ethics

The Chair has the responsibility to foster ethical and responsible decision making by the Committee and its individual members.

Committee Governance

The Chair has the responsibility to:

- (a) provide effective Committee leadership, overseeing all aspects of the Committee's direction and administration in fulfilling its terms of reference;
- (b) oversee the structure, composition, membership and activities delegated to the Committee;

- (c) encourage all Committee members to have a working familiarity with executive compensation practices; and
- (d) ensure that all of the Committee members are "independent" as that term is defined in the Committee's Terms of Reference.

Committee Meetings

The Chair has the responsibility to:

- (a) ensure that the Committee meets as often as necessary to carry out its duties effectively;
- (b) establish the agenda for each Committee meeting with the Chairman of the Board, other Committee members, members of management and outside advisors, as appropriate;
- (c) chair all meetings of the Committee, including closed sessions and *in camera* sessions; if the Chair is not present, the Committee members present will choose a Committee member to chair the meeting;
- (d) ensure sufficient time during Committee meetings to fully discuss agenda items;
- (e) encourage Committee members to ask questions and express viewpoints during meetings;
- (f) deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus; and
- (g) ensure that the Committee meets in separate, regularly scheduled, non-management, *in camera* sessions and in closed sessions with internal personnel or outside advisors, as needed or appropriate.

Committee Reporting

The Chair has the responsibility to:

- (a) following each meeting of the Committee, report to the Board on the activities, findings and any recommendations of the Committee; and
- (b) ensure that Committee materials are available to any director on request.

Committee / Management Relationships

The Chair has the responsibility to:

- (a) take all reasonable steps to ensure that Committee members receive written information and are exposed to presentations from management required to fulfill the Committee's terms of reference;
- (b) facilitate effective communication between Committee members and management, both inside and outside of Committee meetings; and
- (c) have an effective working relationship with management.

Advisors / Resources

The Chair has the responsibility to:

- (a) ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently; and
- (b) coordinate with the Committee to retain, oversee, compensate and terminate independent advisors to assist the Committee in its activities.

Other

The Chair shall carry out any other appropriate duties and responsibilities assigned by the Board or delegated by the Committee.

3. REVIEW

The members of the Committee as well as the Corporate Governance and Nominating Committee of Pengrowth, with input from all Board members and management, will review this position description at least annually or, where circumstances warrant, at such shorter interval as is necessary, to determine if further additions, deletions or other amendments are required.

Adopted by the Board of Pengrowth on November 4, 2011.