



**SCOPE OF RESPONSIBILITY OF THE  
PRESIDENT AND CHIEF EXECUTIVE OFFICER**

**1. GENERAL**

The President and Chief Executive Officer (the “**CEO**”) reports to the Board of Directors (the “**Board**”) of Pengrowth Energy Corporation (“**Pengrowth**”). The primary responsibilities of the CEO include:

- (a) providing overall leadership and vision in developing, in concert with the Board, the organization's strategic direction and the tactics and business plans necessary to realize organizational objectives; and
- (b) ensuring strategic and business plans are effectively implemented, financial and operational objectives are attained, and the results are monitored and reported to the Board.

**2. MANDATE**

The CEO's specific duties and responsibilities include, but are not limited to the following:

Overall Business Responsibility

The CEO will have the overall responsibility for:

- (a) providing leadership and ensuring the senior management team successfully implements business and operational plans;
- (b) providing leadership and directing the senior management team in evaluating business development opportunities for approval by the Board;
- (c) providing leadership and vision in developing, in concert with the Board, the organization's strategic direction and the tactics and business plans necessary to realize organizational objectives;
- (d) managing the overall business to ensure strategic and business plans are effectively implemented, the results are monitored and reported to the Board, and financial and operational objectives are attained;
- (e) developing annual capital commitment and expenditure budgets for approval by the Board;
- (f) developing in cooperation with the Chief Financial Officer (“**CFO**”), annual and long term operating forecasts of revenue, expenditures, operational results and financial performance as requested by the Board. Annual Operating Budgets require approval of the Board;

- (g) working with the CFO to keep the Board fully informed on all aspects of the organization's operational and financial affairs, and on all matters of significant relevance to the organization. This includes external items emanating from industry, financial markets, governments and regulators on issues such as business and market trends, fiscal and monetary policies, legislation, etc.;
- (h) authorizing the commitment of corporate resources in accordance with the delegation of authority. Entering into agreements, contracts, leases, etc. in the ordinary course of business, in order to pursue the approved strategies, business plans and objectives of the organization, provided however, that major commitments, exposures and risks will be reported to the Board on a regular and timely basis;
- (i) establishing and leading initiatives to develop world class technical, operating and project management capabilities which are consistent with, and support the organization's strategic direction;
- (j) initiating and directing initiatives to improve capital and operating efficiencies and annually report to the Board on progress including comparison of performance against its peers;
- (k) reviewing and reporting regularly to the Board on the overall progress and results against operating and financial plans and objectives and initiate courses of action for improvement;
- (l) working with the Compensation Committee to lead and direct development of HR policies and to maintain a positive work climate that is conducive to attracting, retaining and motivating a group of top-quality employees at all levels;
- (m) working with the Corporate Governance and Nominating Committee on an annual basis to establish and review with the Board a plan for senior management development and succession; and
- (n) fostering a corporate culture that drives performance, promotes ethical practices and encourages individual integrity and social responsibility.

### Leadership

The CEO is the leader of the organization and will:

- (a) lead and manage the organization within parameters established by the Board and relevant committees;
- (b) maintain a positive work climate that is conducive to attracting, retaining and motivating a group of top-quality employees at all levels;
- (c) develop and maintain a sound, effective organization structure, and ensure capable management succession, progressive employee training and development plans;
- (d) ensure that all members of the organization have their responsibilities and authorities clearly established;
- (e) maintain or cause to be maintained such industry, governmental, public or other external relationships as are deemed advisable and in the interests of the organization; and
- (f) foster a corporate culture that drives performance and promotes ethical practices and encourages individual integrity and social responsibility.

### Strategy

The CEO will develop and recommend strategic plans to the Board that will contribute to the organization's profitable growth and overall success. This includes updating and making changes as required, and involving the Board of Directors in the early stages of developing or executing the strategy.

The CEO will identify the principal risks of the organization's business and ensure implementation of appropriate systems to manage these risks.

### Financial Reporting and Disclosure

In connection with the organization's financial reporting and disclosure obligations, the CEO will, in cooperation with the CFO:

- (a) review and report regularly to the Board on the overall progress and results against operating and financial objectives and initiate courses of action for improvement;
- (b) keep the Board fully informed on all aspects of the organization's business development, operational, financial, and investor relations affairs, and on all matters of significant relevance to the organization. This includes external items emanating from industry, financial markets, governments and regulators on issues such as business and market trends, fiscal and monetary policies, legislation, etc;
- (c) ensure effective communications and appropriate relationships are maintained with the shareholders and other stakeholders;
- (d) provide quarterly and annual certificates as to the accuracy of the financial statements, accompanying management's discussion and analysis and as to disclosure controls and procedures and internal control over financial reporting; and
- (e) manage and oversee the required disclosure and other interfaces between the organization, shareholders and the public and act as the principal spokesperson for the organization.

### Compliance Monitoring

The CEO will, together with the CFO and General Counsel, ensure the safe and efficient operation of the organization and ensure compliance with the organization's internal policies and practices and will ensure that all operations and activities of the organization are conducted in accordance with laws, regulations, listing standards, the organization's Code of Business Conduct and Ethics, sound business practices and in accordance with the policies and practices approved by the Board.

## **3. REVIEW**

The Corporate Governance and Nominating Committee, with input from all Board members and the CEO, 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.

Last reviewed and approved by the Corporate Governance and Nominating Committee on •, 2011.

Last reviewed and approved by the Board of Pengrowth November 4, 2011.