



**SCOPE OF RESPONSIBILITY OF THE
CHAIRMAN OF THE BOARD OF DIRECTORS**

1. GENERAL

The chairman ("**Chair**") of the Board of Directors ("**Board**") of Pengrowth Energy Corporation ("**Pengrowth**") is appointed by, reports to and serves at the pleasure of, the Board.

The primary responsibilities of the Chair include:

- (a) ensuring that the Board is organized properly, functions effectively, and meets its obligations and responsibilities in all aspects of its work;
- (b) coordinating the affairs of the Board and ensuring effective relations with directors, officers, securityholders, other stakeholders and the public; and
- (c) setting the "tone" for the Board and its members so as to foster ethical and responsible decision-making, appropriate oversight of management and best practices in corporate governance.

The Chair is expected to maintain frequent two-way communication with the other directors, the President and Chief Executive Officer ("**CEO**"), the Corporate Secretary and other officers.

2. MANDATE

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

Facilitating Interaction between the Board and Management

The Chair will:

- (a) ensure that management is aware of concerns of the directors, securityholders, other stakeholders and the public;
- (b) assess, in conjunction with the relevant committees of the Board, the performance of officers, and provide input with respect to their compensation and succession;
- (c) work closely with the CEO to ensure that management strategies, plans, and performance are appropriately presented to the Board; and
- (d) provide assistance on major policy issues such as acquisitions, divestitures, and new strategic initiatives.

Working with the Board of Directors

The Chair will work with the Board to:

- (a) provide the principal point of contact between management and the Board and facilitate effective interaction between directors and management;
- (b) lead the Board in assessing whether the organization has an effective senior management team;
- (c) lead the Board in the implementation of management succession and development plans;
- (d) ensure the Board receives full, timely and relevant information on all issues important to the welfare and future of the organization;
- (e) maintain a liaison and communication with all directors and Board committee chairs to coordinate input from directors, and optimize the effectiveness of the Board and its committees; and
- (f) in collaboration with the Corporate Secretary, ensure that information requested by Directors or Board committees is provided and meets their needs.

Managing the Board

The Chair will have obligations to the Board which will include the responsibility to:

- (a) ensure the directors understand their obligations to the organization, securityholders, management, other stakeholders and pursuant to law;
- (b) chair Board meetings;
- (c) work with the Corporate Governance and Nominating Committee to establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the directors;
- (d) assist the Corporate Governance and Nominating Committee in recommending to the Board a slate of directors to be nominated for election to the Board; and
- (e) ensure the coordination of the agenda, information packages and related events for Board meetings in conjunction with the CEO and the Corporate Secretary.

Relations with Shareholders, Other Stakeholders and the Public

The Chair will:

- (a) chair meetings of shareholders;
- (b) ensure, in conjunction with the relevant committees of the Board, that the organization's management and, where applicable, the Board are appropriately represented at official functions and meetings with major securityholder groups and other stakeholder groups;
- (c) at the request of the Board, assist in representing the organization with senior levels of industry or government to promote specific corporate objectives; and
- (d) undertake public service activities, as requested by the Board and relevant committees, in conjunction with the organization's charitable, educational and cultural objectives.

3. REVIEW

The Corporate Governance and Nominating Committee, 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.

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

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