

GREAT-WEST LIFECO INC.

CHAIR OF THE BOARD – POSITION DESCRIPTION

The Board of Directors (the "Board") is responsible for supervising the management of the business and affairs of the Corporation. In so doing, the Board may reasonably rely on the information, advice and recommendations provided by management, while exercising independent judgment. The Chair of the Board (the "Chair") shall ensure that the Board can fulfill its duties and responsibilities in an effective manner in accordance with the laws, regulations and policies governing the Corporation, bearing in mind the Corporation's responsibility to all of its shareholders. In so doing, the Chair shall:

1. with respect to the Board:
 - (a) act as Chair of Board meetings in a manner that furthers appropriate deliberations and decision-making;
 - (b) plan and organize the activities of the Board in consultation with the President and Chief Executive Officer (the "CEO"), including approving meeting dates and agendas; and
 - (c) coordinate the activities of the Board Committees with the work of the Board, and ensure that delegated Committee functions are carried out and reported to the Board;
 - (d) ensure that the Directors who are independent of management have opportunities to meet as needed (and at least annually) without management present; and
 - (e) engage where necessary, at the expense of the Corporation, outside advisors for Directors, the Board, and Board Committees;
2. act as Chair of annual and special meetings of the shareholders, and participate in such meetings in any other manner as may be required by the Board;
3. facilitate, together with the CEO, effective and transparent interaction between the Board and management;
4. ensure that the Corporation's strategic, financial and other plans are defined and communicated to the Board for its approval, that the quality and timeliness of information that goes to the Board is appropriate, and that all matters of importance are regularly dealt with at the Board level;
5. provide input to the Governance and Nominating Committee with respect to (a) the composition and structure of the Board, the formation of Board Committees, and the integration of the activities of Committees with the work of the Board, and (b) candidates for Board and Committee membership and the selection of such candidates to be submitted to the Board for approval; and
6. ensure that the Corporation provides an appropriate orientation for new Directors and that existing Directors are updated as to the business and operations of the Corporation;

7. provide input to the Human Resources Committee with respect to the evaluation and compensation of the CEO;
8. recommend to the Board the appointment or removal, as applicable, of the CEO; and
9. ensure that the Corporation's business is conducted in a way that takes into consideration the interests of all shareholders, and that issues of potential or actual conflict of interest between the Corporation and its majority shareholder (and its affiliates) are identified by management or by the Directors. Such issues of potential or actual conflict should be referred to the Conduct Review Committee in the normal course by management or, if applicable, by the Chair after consultation with the Chair of the Conduct Review Committee.

The Board and the Chair shall periodically review this position description and make any changes that they deem appropriate.