

SECRETARY POSITION DESCRIPTION

The Secretary of Nexen Inc. (Nexen) has the responsibility and specific duties described below.

Appointment

The Secretary will be appointed by the Board of Directors (Board) each year and will have the competencies and skills recommended by the Compensation and Human Resources Committee and determined by the Board.

Responsibility

The Secretary is the Chief Governance Officer and provides leadership to ensure that Nexen works continuously to implement best-in-class corporate governance practices appropriate for Nexen.

Specific Duties

The Secretary will:

Leadership

1. Provide leadership in effective governance, compliance, reporting and disclosure obligations, coordinating efforts and complementing the work of other members of Management.

Governance

2. Serve as Nexen's principal governance liaison to stock exchanges, regulatory bodies, corporate governance rating agencies, governance associations and outside advisors to Nexen, as applicable and appropriate.
3. Serve as the main source of governance expertise to the Board and Management on current developments and compliance.
4. Provide a positive influence on the structure, composition, membership, activities and ultimate effectiveness of the Board and Board Committees by providing resources, information and communications, as needed and appropriate.
5. Have effective working relationships with the Board Chair, Committee Chairs and individual Directors.
6. With the Board Chair and the Corporate Governance and Nominating Committee (CGN Committee) Chair, take all reasonable steps to provide that an appropriate governance program is developed, implemented and administered.
7. With the CGN Committee, administer the annual review of all corporate governance documents, including all Mandates and Position Descriptions, the Categorical Standards for Director Independence, the Corporate Governance Policy and the Director Evaluation Questionnaire.
8. With the CGN Committee Chair, administer the annual director evaluation of performance, independence, skills and expertise.
9. Take all reasonable steps to provide for compliance with Nexen's Corporate Governance Policy.

Sustainable Business Practices: Social Responsibility; Ethics and Integrity; Health, Safety and Environment

10. Actively support Nexen's commitment to sustainable business practices.
11. Oversee the development, implementation, administration of, and compliance with, *How We Work: Our Integrity Guide* (Our Integrity Guide), which constitutes our code of ethics and all other policies and programs, including the Integrity Program, in support of Our Integrity Guide.

Shareholder Communications and Relations

12. With other members of Management, as appropriate, develop, coordinate and distribute all communications and reports to shareholders and the Board.
13. With other members of Management, maintain relations with shareholders of Nexen.

Board and Committee Meetings

14. Serve as Secretary to the Board and Board Committees, reporting directly to the Board Chair in that role.
15. Provide notice of, direct arrangements for, and attend and record minutes of all meetings of shareholders, the Board and Board Committees.
16. Direct or coordinate and distribute all communications and reports to the Board.

Director Orientation / Education

17. Direct or coordinate the preparation of materials and presentations for the orientation program for new Directors.
18. With the CGN Committee Chair, direct or coordinate the administration of the continuing education program for Directors.

Regulatory Compliance and Filings

19. With other members of Management, as appropriate, develop, coordinate and distribute all proxy statements, CEO and CFO certifications and all other filings required under applicable law.
20. Direct or coordinate the preparation of all documents required under applicable law in order to effect approved changes in Nexen's Articles or By-Laws.

Securities

21. Direct or coordinate the preparation of all documents required for the issuance of Nexen securities.
22. Direct the activities of Nexen's transfer agent, proxy solicitor and other relevant vendors that serve as agents of Nexen.

Other

23. Sign documents on behalf of Nexen as authorized by the Board or the By-Laws, and affix the Nexen seal to documents as needed.

24. Carry out any other appropriate duties and responsibilities assigned by the Board, Board Chair, Board Committee, Committee Chair or the CEO.
25. To honour the spirit and intent of applicable law as it evolves, authority to make minor technical amendments to this Position Description is delegated to the Secretary, who will report any amendments to the CGN Committee at its next meeting.
26. Once or more annually, as the CGN Committee decides, this Position Description will be fully evaluated and updates recommended to the Board for consideration.

Approved: November 28, 2011