

September 20, 2012

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial Services Commission  
Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
New Brunswick Securities Commission  
Registrar of Securities, Prince Edward Island  
Nova Scotia Securities Commission  
Superintendent of Securities, Newfoundland and Labrador  
Superintendent of Securities, Northwest Territories  
Superintendent of Securities, Yukon  
Superintendent of Securities, Nunavut

Mr. John Stevenson, Secretary  
Ontario Securities Commission  
20 Queen Street West  
Suite 1900, Box 55  
Toronto, Ontario  
M5H 3S8  
e-mail: [jstevenson@osc.gov.on.ca](mailto:jstevenson@osc.gov.on.ca)

Me Anne-Marie Beaudoin, Corporate Secretary  
Autorité des marchés financiers  
800, Square Victoria, 22e étage  
C.P. 246, Tour de la Bourse  
Montréal, Québec H4Z 1G3  
e-mail: [consultation-en-cours@lautorite.qc.ca](mailto:consultation-en-cours@lautorite.qc.ca)

Dear Mr. Stevenson and Me Beaudoin:

Re: CSA Consultation Paper 25-401: Potential Regulation of Proxy Advisory Firms

Cenovus Energy Inc. supports the recommendations noted below as included in the letter from the Canadian Investor Relations Institute dated September 12, 2012 responding to the above referenced CSA Consultation Paper 25-401.

The CIRI recommendations include:

- (a) Proxy Advisory (PA) Firms should be required to disclose methodologies, sources of information, assumptions used to prepare their research reports and rationale for their voting recommendations.

- (b) PA Firms should prominently identify in the research reports and voting recommendations provided to their institutional investor clients any specific potential conflicts of interest with regard to the issuer and analyst/reviewer ownership interests.
- (c) PA Firms should be required to provide to all issuers draft research reports and voting recommendations for review for factual accuracy allowing 48 to 72 business hours for issuers to respond prior to the report being distributed to the PA Firm's clients.
- (d) PA Firms should be required to include in the final report to investors any comments provided by issuers regarding the review process, the research report and the voting recommendations.
- (e) PA Firms should establish an appeals process and identify an independent third party or Ombudsman to adjudicate on behalf of those issuers who have concerns about a research report that cannot be resolved through direct dialogue with the PA Firm.
- (f) Institutional investors who use a PA Firm should comply or explain why they do not comply, with a requirement to disclose how they assess the advice received from the PA Firm and not automatically follow it.

As a publicly listed issuer in Canada, we support and encourage good corporate governance practices and believe that regulation of Proxy Advisory Firms via the above stated recommendations will serve to improve the transparency and efficiency of the Canadian capital markets.

Sincerely,



Kerry D. Dyte  
Executive Vice-President, General Counsel &  
Corporate Secretary

c.c. Sheila M. McIntosh, Executive Vice-President,  
Communications and Stakeholder Relations  
Cenovus Energy Inc.