

Duke Frederick is furious at his daughter's disappearance. When he learns that the flight of his daughter and niece coincides with the disappearance of Orlando, the duke orders Oliver to lead the manhunt, threatening to confiscate Oliver's lands and property should he fail. Frederick also decides it is time to destroy his brother once and for all and begins to raise an army.

Duke Senior lives in the Forest of Ardenne with a band of lords who have gone into voluntary exile. He praises the simple life among the trees, happy to be absent from the machinations of court life. Orlando, exhausted by travel and desperate to find food for his starving companion, Adam, barges in on the duke's camp and rudely demands that they not eat until he is given food. Duke Senior calms Orlando and, when he learns that the young man is the son of his dear former friend, accepts him into his company. Meanwhile, Rosalind and Celia, disguised as Ganymede and Aliena, arrive in the forest and meet a lovesick young shepherd named Silvius who pires away for the disdainful Phoebe. The two women purchase a modest cottage, and soon enough Rosalind runs into the equally lovesick Orlando. Taking her to be a young man, Orlando confides in Rosalind that his affections are overpowering him. Rosalind, as Ganymede, claims to be an expert in exorcising such emotions and promises to cure Orlando of lovesickness if he agrees to pretend that Ganymede is Rosalind and promises to come woo her every day. Orlando agrees, and the love lessons begin.