

## **CORPORATE GOVERNANCE PRINCIPLES AND GUIDELINES**

### **Introduction**

Enbridge Inc. (the “Corporation”) is a corporation existing under the *Canada Business Corporations Act*. The Board of Directors (the “Board”) of the Corporation has adopted these Corporate Governance Principles and Guidelines (the “Guidelines”) to assist the Board in exercising its responsibilities by setting forth general principles with respect to key corporate governance issues for the Corporation. The Guidelines are intended as guidelines only and should be read in conjunction with the Corporation’s Articles, By-laws, Statement on Business Conduct, Whistle Blower Policy, and the Terms of Reference for the Board, the Board committees, the Chair of the Board and the Chief Executive Officer.

### **Role of the Board**

The Board directly, and through its committees, oversees the management of, and provides stewardship over, the Corporation’s affairs in a manner consistent with applicable law and the Terms of Reference for the Board.

### **Frequency of Board Meetings**

The Board has at least five regularly scheduled meetings per year including at least one meeting which shall be principally devoted to strategic planning. The Board holds such other meetings as necessary in its discretion. Board committee chairs will determine the frequency and length of Board committee meetings.

### **Regular Meetings of Non-Management Directors**

The Board meets regularly *in camera* (i.e., without officers of the Corporation present). In addition, the non-management Directors hold regularly scheduled meetings without management Directors present and may invite management Directors and members of management to attend as they may determine. In the event that the non-management Directors include Directors who are not independent under applicable stock exchange rules, the Corporation should, at least once per year, schedule an executive session including only independent Directors.

### **Director Responsibilities**

Director responsibilities shall be as specified in the Terms of Reference for the Board.

### **Director Independence**

Independent Directors will constitute a substantial majority of the Board. The independence of each Director will be determined in accordance with applicable securities laws and stock exchange rules.

### **Director Nominations and Qualifications**

The Board approves the nomination of Directors and has delegated the selection process to the Governance Committee. The Governance Committee serves as the Board’s nominating committee and has accountability for the oversight of the Board and committee succession planning process and for making recommendations to the Board for the appointment of new Board and Board committee members.

The Board should possess, as a group, the competencies, skills and characteristics necessary to develop and oversee the implementation of the strategic vision of the Corporation, and such other qualities as the Board shall identify from time to time. These characteristics and qualities include knowledge, experience, high ethics and standards, integrity, independent judgment, understanding of the Corporation's business and willingness to devote adequate time to Board duties. The Board also looks at diversity and inclusion considerations and has adopted a Diversity & Inclusion Policy to foster diversity and inclusion on the Board and senior management of the Corporation. The Diversity & Inclusion Policy sets out key criteria for the composition of the Board, including a goal to achieve representation on the Board of at least 40% women and 20% of racial and ethnic groups by 2025. .

### **Majority Voting**

Directors stand for election each year at the annual meeting of shareholders. Any nominee for Director who is elected in an uncontested election with a greater number of votes withheld than voted in favour of his or her election, shall immediately tender his or her resignation to the Chair of the Board, following the annual meeting of shareholders, and shall not participate in any meeting of the Board or any committee thereof at which the resignation is considered. The Board, on the recommendation of the Governance Committee, shall determine whether or not to accept the resignation within 90 days after the date of the applicable meeting of shareholders, and shall accept the resignation absent exceptional circumstances. The resignation will be effective when accepted by the Board. The Corporation shall promptly issue a news release with the Board's decision, a copy of which shall be provided to the Toronto Stock Exchange, and if the Board determines not to accept a resignation, the news release must fully state the reasons for that decision. This policy will not apply in the case of a contested election of Directors, in which case the Directors will be elected by a plurality of votes of the shares represented in person or by proxy at the meeting, and voted on the election of Directors.

### **Board Leadership**

The roles of Chair of the Board and Chief Executive Officer will not be combined nor held by the same person. The Corporation will have Terms of Reference for the roles of Chair of the Board and Chief Executive Officer.

### **Director Access to Management and Independent Advisors**

Directors have complete access to management of the Corporation, and the Board encourages the CEO to bring to Board meetings those senior management who can provide additional insight because of involvement in the matters being discussed.

The Board may engage the services of independent advisers at any time as it deems necessary and appropriate at the expense of the Corporation.

### **Board Interlocks**

Directors may serve on the boards of other public entities and together on the boards and committees of other public entities, as long as their outside positions and common memberships do not affect their ability to exercise independent judgment while serving on the Corporation's Board. Directors should advise the Chair of the Board in advance of accepting an invitation to serve on another public company board. Directors who serve on the Corporation's Audit, Finance & Risk Committee cannot sit on the audit committees of more than two other public entities unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Corporation's Audit, Finance & Risk Committee.

### **Director Orientation and Continuing Education**

The Board ensures that new Directors are appropriately introduced and oriented to the Corporation and its businesses as well as to the role of the Board, its committees and its Directors and that Directors receive continuing orientation, education and development.

### **Director Tenure**

Following the attainment of age 75, a Director will retire at the next annual meeting of shareholders. A Director will not be eligible to serve as Chair of the Board or the Chair of any Board committee beyond the annual meeting of shareholders following the Director's 74<sup>th</sup> birthday.

### **Director Compensation / Share Ownership**

Director compensation will be competitive, reasonable and customary in comparison to corporations that are similarly situated. The Governance Committee oversees, and the Board reviews and approves, Directors' compensation. Directors' compensation is to be formally reviewed by an independent, expert consultant every two years, with an informal, internal review of Directors' compensation to be undertaken by the Governance Committee on offset years and as otherwise determined by the Governance Committee. Employees of the Corporation who are also Directors will not receive additional compensation for their services as a Director.

In order to support the alignment of Directors' interests with those of the Corporation's shareholders, Directors shall hold a personal investment of at least three times their annual Board retainer in the Corporation's common shares, deferred stock units or a combination thereof, within five years of becoming a Director. These share ownership guidelines are periodically reviewed by the Governance Committee.

### **Board Committees**

The Board shall have at least the committees required by applicable stock exchange rules and applicable law. The standing committees of the Board, which assist the Board in discharging its responsibilities, are: (1) Audit, Finance & Risk Committee; (2) Corporate Social Responsibility Committee; (3) Governance Committee; (4) Human Resources & Compensation Committee; and (5) Safety & Reliability Committee.

Each standing Board committee will have Terms of Reference complying with applicable laws, rules and regulations and approved by the Board, containing the responsibilities of the committee and its chair. The Board may also create ad hoc committees from time to time to examine specific issues on behalf of the Board.

The Governance Committee annually reviews the Board Committee memberships and recommends Committee membership changes and assignments to the Board. A Director may serve on more than one committee for which he or she qualifies.

### **Annual Performance Evaluation of the Board**

The Board will ensure there is a process in place for annually evaluating the effectiveness and contribution of the Board, Board committees and individual Directors. The Governance Committee oversees the completion of this annual process.

**Annual Performance Evaluation of the Chief Executive Officer and Management Succession**

The Human Resources and Compensation Committee oversees the annual performance evaluation of the Chief Executive Officer.

The Board ensures that processes are in place for succession planning, including the appointment, training and monitoring of senior management and the Chief Executive Officer. The Human Resources and Compensation Committee oversees long-range planning for executive development, succession and retention.

**Shareholder Advisory Vote on Approach to Executive Compensation**

In accordance with applicable securities law and stock exchange requirements, shareholders shall periodically have the opportunity to review the Corporation's approach to executive compensation disclosed in the Corporation's proxy circular. As this is an advisory vote, the results will not be binding upon the Board, however the advisory vote will form an important part of the ongoing process of shareholder engagement.

**Amendment**

These Guidelines and related governance documents will be periodically reviewed and amended from time to time.

**No Rights Created**

These Guidelines are a broad policy statement and are intended to be part of the Board's flexible governance framework. These Guidelines do not create any legally binding obligations on the Board, any Board committee or the Corporation.