



Addendum to Enbridge's 2013 Corporate Social Responsibility Report (with a focus on 2013 data)

Governance, Commitments and Engagement Performance Data Sheet

This performance data sheet relates to the following Global Reporting Initiative (GRI G3.1) Standard Disclosure:

- Profile – Governance, Commitments and Engagement

Governance

Enbridge is listed on the Toronto Stock Exchange (TSX) and the New York Stock Exchange (NYSE), and we are subject to a range of governance regulations, rules and standards.

We are committed to the principles of good governance, and employ a variety of policies, programs and practices to manage corporate governance and ensure compliance.

Board of Directors

Enbridge's Board of Directors is responsible for the overall stewardship of Enbridge and, in discharging that responsibility, reviews, approves and provides guidance with respect to our strategic plan and operational risk management plan, and monitors their implementation.

The Board:

- Monitors our risk management programs and helps us identify principal risks
- Ensures that we have appropriate internal control and management systems in place to manage money, compliance and risk, and that these systems are functioning appropriately
- Approves major projects, plans and initiatives that could materially affect the company
- Approves all major corporate communications policies, including our corporate disclosure guidelines and all corporate disclosure documents
- Appoints the President & CEO and other members of senior management, monitors senior management's performance and reviews the succession strategy for all senior management positions every year

The Board delegates day-to-day management of Enbridge to our President & CEO and to senior management, although the Board must approve all major capital expenditures, debt and equity financing arrangements, and significant acquisitions and divestitures.

Board Committees

The Board carries out many of its responsibilities through its standing committees:

- CSR
- Audit, Finance & Risk
- Governance
- Safety & Reliability
- Human Resources & Compensation

CSR Committee: The CSR Committee reviews, approves or recommends to the Board the risk guidelines, policies, procedures and practices relating to CSR matters, which include: human rights, public awareness and consultation, issues management, environmental stewardship, external communications, government relations, stakeholder relations, Aboriginal and Native American relations, and community investments.

Audit, Finance & Risk Committee: The Audit, Finance & Risk Committee assists the Board in overseeing the integrity of our financial statements and financial reporting process. The Committee also oversees the integrity of our management information systems, disclosure controls, financial controls and internal audit function.

Governance Committee: The Governance Committee focuses on ensuring we have a comprehensive system of stewardship and accountability for directors and employees that is in the best interests of shareholders.

Safety & Reliability Committee: The Safety & Reliability Committee reviews, and makes recommendations to Enbridge's Board of Directors regarding matters such as the environment, health, safety, pipeline and facility integrity management, security (physical, data and cyber), emergency response preparedness and other operational risks.

Human Resources & Compensation Committee: The Human Resources & Compensation Committee reviews, approves or makes recommendations to the Board, or to the Boards of Directors of Enbridge's affiliates, with respect to Human Resources policies, practices and structures.

For more information on Enbridge's governance practices, please see pages 24-39 of the company's 2014 Management Information Circular.

Executive Compensation

Enbridge has a pay-for-performance philosophy and compensation programs for senior management, including the executive team, that are aligned with corporate and shareholder interests.

To attract and retain top talent, we set total compensation targets around the median of the competitive market. A significant portion of our total direct compensation is dependent on actual performance measured against short- and long-term performance goals, as approved by the Board.

Short-term incentive compensation for senior management is based on company, business unit and individual performance. Since 2011, we have measured company performance based on an annual earnings per share (EPS) target, as this metric best reflects our overall corporate performance on an annual basis. EPS features prominently in Enbridge's quarterly results discussions with external stakeholders and it is a metric that investment analysts and shareholders broadly accept.

Business unit performance measures encompass a variety of metrics, including safety and system integrity. In addition, workplace health and safety, and environmental performance, are among the key performance indicators that the Human Resources & Compensation Committee of the Board reviews each year.

Longer-term incentives include performance-based components that create a strong linkage to earnings growth and share price appreciation.

For more information on executive compensation, please see pages 47-86 of Enbridge's 2014 Management Information Circular.

Director Compensation

The Board develops and implements the directors' compensation plan and has delegated the day-to-day responsibility for director compensation to the Governance Committee. The directors' compensation plan is designed with four key objectives in mind:

- To attract and retain the most qualified individuals to serve as directors

- To compensate our directors to reflect the risks and responsibilities they assume when serving on our Board and Board committees
- To offer directors compensation that is competitive with other public companies that are comparable to Enbridge
- To align the interests of directors with those of our shareholders

For more information on director compensation, please see pages 41-46 of Enbridge's [2014 Management Information Circular](#).

Commitments to External Initiatives

We recognize the increasing public demand for corporations to be accountable and transparent in all of their business activities, and to be seen as proactively dealing with the issues of the day. With that in mind, and in keeping with our commitment to transparency and CSR, in 2002, we adopted the [Voluntary Principles on Security and Human Rights](#), which the U.S. Bureau of Democracy, Human Rights and Labor established, and which address responsible corporate action in conflict zones. We have incorporated these principles into our [Statement on Business Conduct](#).

In addition, in 2003, we signed on to the [United Nations Global Compact](#) (UNGC) and committed to following its principles. The UNGC is an initiative that brings companies together with UN agencies, labour and civil society to support principles in the areas of human rights, labour and the environment. We have committed to support and advance the UNGC's principles and to make them part of our strategy, culture and daily operations.

We maintain membership or associate status in a number of associations and advocacy organizations. You can find the complete list on www.csr.enbridge.com.

Stakeholders

The stakeholders to whom we are accountable include:

- Associations and civil society groups
- Customers
- Debt holders
- Employees, contractors, unions, Board of Directors
- Environmental and other non-governmental organizations
- Governments and government regulatory bodies in Canada and the U.S.
- Landowners
- Media
- Right-of-way communities
- Shareholders (retail and institutional investors)

It is important to note that, in Canada, Aboriginal persons have a constitutionally protected right to be consulted if any government decision has the potential to impact treaty or other Aboriginal rights. The Crown (the federal and provincial governments) therefore recognizes Aboriginal groups as being separate and distinct from stakeholders, and has a legal duty to consult with them. Project proponents, such as Enbridge, consult with Aboriginal groups as part of the regulatory process. This consultation includes consideration for their distinct nature and interests. Aboriginal groups can challenge or appeal decisions made by regulatory authorities if they are not satisfied with the decision from a rights and title perspective.

For More Information

Please see Enbridge's [2014 Management Information Circular](#) and the following performance data sheets on www.csr.enbridge.com: [Human Rights](#); [Aboriginal and Native American Rights and Engagement](#); and [Stakeholder Engagement](#).