

**TERMS OF REFERENCE FOR THE  
PRESIDENT & CHIEF EXECUTIVE OFFICER**

The President & Chief Executive Officer of Enbridge Inc. (the "Corporation") has the responsibility:

- A. to provide leadership and to manage the Corporation within parameters established by the Chair of the Board of Directors ("Board"), the Board and committees of the Board;
- B. to liaise with and report to the Board and, as required, liaise with and report to the Chair of the Board and committees of the Board;
- C. to ensure that the Chair of the Board, the Board, committees of the Board and management are involved, as necessary, in respect of matters pertaining to their respective responsibilities and, in connection therewith, ensure that the Board and management understand and respect the mandates and responsibilities of the other;
- D. to involve the Chair of the Board and the Board in the Corporation's strategic planning process;
- E. to recommend the strategic plan to the Board and to successfully implement the corresponding strategic, business and operational plans;
- F. to direct and monitor the activities of the Corporation in a manner that ensures that strategic, business and operational plans are met and that the assets of the Corporation are safeguarded and optimized in the best interests of the Corporation and its shareholders;
- G. to develop and implement operational policies to guide the Corporation within the limits prescribed by the Corporation's Articles and By-Laws and within the framework of the strategic plans adopted by the Board;
- H. to develop and recommend to the Board the overall corporate organizational structure and staffing;
- I. to develop and maintain an annual plan for the development and succession of senior management, including the appointment, training and monitoring of senior management;
- J. to manage and oversee the required interfaces between and among the Corporation, its stakeholders and the public, and to act as the principal spokesperson for the Corporation;
- K. to meet regularly and as required with the Chair of the Board, the Board and committees of the Board to review material issues and to ensure that the Chair and other Board members are provided with all relevant information in a timely manner; and
- L. to ensure that the Chair of the Board and other Board members have the access to senior management necessary to permit the Board to fulfill its statutory and other obligations.