Financial Strategy Optimization Update

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This presentation includes certain forward looking information (FLI) to provide Enbridge shareholders and potential investors with information about Enbridge and management’s assessment of its future plans and operations, which may not be appropriate for other purposes. FLI is typically identified by words such as “anticipate”, “expect”, “project”, “estimate”, “forecast”, “plan”, “intend”, “target”, “believe” and similar words suggesting future outcomes or statements regarding an outlook. All statements other than statements of historical fact may be forward-looking statements. In particular, this Presentation may contain forward-looking statements pertaining to the following: expectations regarding, and anticipated impact of, the Transaction, dividend payout policy and dividend payout expectations; adjusted earnings per share guidance, available cash flow from operations (ACFFO) guidance; satisfaction of closing conditions and the obtaining of consents and approvals required to complete the Transaction; effect, results and perceived benefits of the Transaction, including with respect to the consideration to be received by the Company; expected timing and completion of Transaction; future equity and debt offerings and financing requirements and plans; expected future sources and costs of financing; and future growth opportunities and the allocation and impact thereof.

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Our FLI is subject to risks and uncertainties pertaining to the Transaction, dividend policy, adjusted earnings guidance, ACFFO guidance, operating performance, regulatory parameters, weather, economic conditions, exchange rates, interest rates and commodity prices, including but not limited to those discussed more extensively in our filings with Canadian and US securities regulators. The impact of any one risk, uncertainty or factor on any particular FLI is not determinable with certainty as these are interdependent and our future course of action depends on management’s assessment of all information available at the relevant time. Except to the extent required by law, we assume no obligation to publicly update or revise any FLI, whether as a result of new information, future events or otherwise. All FLI in this presentation is expressly qualified in its entirety by these cautionary statements.

You should be cautioned that there is no assurance that the Transaction will be completed in the manner contemplated, or at all, or that the current market conditions and Enbridge’s assumptions and forecasts based on such market conditions will not materially change.

This presentation will make reference to non-GAAP measures including adjusted earnings and ACFFO, together with respective per share amounts. These measures are not measures that have a standardized meaning prescribed by U.S. GAAP and may not be comparable with similar measures presented by other issuers. Additional information on the Company’s use of non-GAAP measures can be found in Management’s Discussion and Analysis available on the Company’s website and www.SEDAR.com and the news release.
Agenda

• Overview
• Transaction Terms
• Transformation of Enbridge Income Fund Holdings Inc. (ENF)
• Funding Plan
• Financial Outlook
• Timeline
• Summary
Context

Our value proposition, strategies and disciplined approach to the business is unchanged

- #1 Priority – Safety and operational reliability
- Leading North American infrastructure company
- Strong competitive position
- Strategy focused on cost effective market access
- Extending industry leading growth outlook

*Adjusted earnings is a non-GAAP measure. For more information on non-GAAP measures please refer to disclosure in MD&A.
Fundamental Value Drivers

Optimization will enhance value of existing assets, industry leading growth and reliable business model.

Embedded Growth in Existing Assets

Industry Leading Organic Growth

World Class Major Project Capabilities

Strong Competitive Position and Commercial Underpinnings

Enterprise Wide Growth Capital Program

- $44B
- $34B
- $10

2014 – 2018 Plan

Risked unsecured

Commercially secured
Superior growth, strong coverage and reliable business model should attract improved valuation

**Expected ACFFO/share Growth (2014-2018)**

- ENB

**Dividend Coverage %**

- ENB

**Reliable Business Model**

**Price/ACFFO Multiple (2015e)**

- ENB

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- Available cash flow from operations (ACFFO) and Adjusted EPS are non-GAAP measures. For more information on non-GAAP measures please refer to disclosure in the news release and MD&A.
- Source: ACFFO data based on consensus estimates.
Benefits of Financial Optimization

Financial optimization drives superior, low risk total shareholder return; TSR outlook of ~17-19% through 2018

1. Accelerate DPS growth
   - 33% DPS increase (2015)
   - 14% - 16% DPS growth (2016 – 2018)

2. Enhanced funding cost competitiveness
   - Existing assets
   - Growth program ($44 billion)
   - New opportunities

3. Transform ENF
   - 10% DPS growth (2015 – 2019)
   - Superior asset base - enhanced scale
   - Embedded growth

4. Extend ENB growth beyond 2018
   - Tilted return profile
   - Growing incentive fees
   - Displaced equity requirements at ENB
   - Free up capital for re-deployment

Superior Shareholder Value Proposition

<table>
<thead>
<tr>
<th>Total Annual Expected Return (Through 2018)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dividend</td>
</tr>
<tr>
<td>Growth</td>
</tr>
<tr>
<td>Total Return</td>
</tr>
</tbody>
</table>
Transaction Value of $30.4 Billion

<table>
<thead>
<tr>
<th>ENB Transferred Assets</th>
<th>Initial Consideration</th>
</tr>
</thead>
<tbody>
<tr>
<td>Canadian Mainline</td>
<td>Equity $18.7</td>
</tr>
<tr>
<td>+ Growth</td>
<td></td>
</tr>
<tr>
<td>Regional Oilsands</td>
<td>Assumed Debt $11.7</td>
</tr>
<tr>
<td>+ Growth</td>
<td></td>
</tr>
</tbody>
</table>
| Renewable Power        |                       | $30.4 billion

$30.4 billion

- $15 billion secured embedded growth
  - $2 billion recently placed in service
  - $10 billion in tilted return projects
- Valuation
  - 2H2015 annualized EBITDA*: $2.2 billion
  - EV/EBITDA* based on above: ~13.8x
- Additional performance consideration/value
  - Existing Incentive Fee Mechanism
  - New Temporary Performance Distribution Right (“TPDR”)

*EBITDA is defined as Earnings Before Interest, Taxes, Depreciation and Amortization and is a non-GAAP measure and may not be comparable with similar measures presented by other issuers.
Transaction Terms – Incentive Distribution Rights

Incentive distribution rights provide growing earnings for Enbridge and participation in secured growth program

Existing Incentive Fee Mechanism

- Existing cash incentive fee continues
- Base incentive of $7.9 million, plus 25% of pre-incentive distributable cash above $1.295 / unit

New Temporary Performance Distribution Rights (TPDR)

- 33% of pre-incentive distributable cash above $1.295 / unit
- Paid in the form of Class D units
- TPDR expires the later of 2020 or 1 year after Line 3 in-service date
- Units convertible into cash paying units on the fourth anniversary of their year of issuance

\(^1\)Adjusted by a tax factor.
Fund Transformation – Asset Scale & Growth

Fund acquires highest quality and fastest growing asset base in Canadian energy infrastructure sector

- Superior liquids and natural gas infrastructure businesses
- Strong commercial underpinning
  - 100% fee based business
- $15 billion secured growth capital in execution
  - $2 billion already in service
- First right on growth within existing footprint

Enbridge Income Fund Asset Base
Fund Transformation – $15B Secured Growth Capital

Transparent, reliable and low-risk embedded growth

Alberta Regional
- Norealis Pipeline
- Surmont Phase 2 Expansion
- Woodland Pipeline Extension
- AOC Hangingstone Lateral
- Sunday Creek Terminal
- JACOS Hangingstone Lateral
- Regional Oilsands Optimization
  - Athabasca Pipeline Twin
  - Wood Buffalo Extension
- Norlite

Canadian Mainline
- Line 9 Reversal & Expansion
- Mainline Expansion (ABC Phase I & II)
- Canadian Mainline System Terminal Flexibility
- Edmonton to Hardisty Expansion
- Canadian Line 3 Replacement

By in-service date
- 2014: $2B
- 2015: $4B
- 2017: $9B
ENF Transformation – DPS Outlook

• Previously 1% annual growth, supplemented with ad hoc drop downs
• Expect approximately 10% 2015 – 2019 CAGR
  - Sequential investments in the Fund
  - Participation in Canadian Liquids Pipelines cash flow growth
**ENF Transformation – Value Drivers**

Drop down transforms ENF to the premium Canadian energy infrastructure investment vehicle

<table>
<thead>
<tr>
<th>ENF Value Driver Positioning</th>
<th>Status Quo</th>
<th>Pro Forma</th>
</tr>
</thead>
<tbody>
<tr>
<td>High Payout</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>Asset Scale</td>
<td>X</td>
<td>✓ ✓ ✓ ✓</td>
</tr>
<tr>
<td>Asset Quality / Cash Flow Reliability</td>
<td>✓</td>
<td>✓ ✓</td>
</tr>
<tr>
<td>High DPS Growth</td>
<td>X</td>
<td>✓ ✓</td>
</tr>
<tr>
<td>Visible Sources of Growth</td>
<td>X</td>
<td>✓ ✓</td>
</tr>
<tr>
<td>Future Development Opportunities</td>
<td>X</td>
<td>✓</td>
</tr>
<tr>
<td>Equity Market Liquidity</td>
<td>X</td>
<td>✓</td>
</tr>
</tbody>
</table>
Manageable annual funding plan; flexibility ensures timely and effective funding of growth program

Ongoing Equity Funding
($millions annually)

Public
$600 - $800

ENF
$750 - $1,000

Fund

ENB
$150 - $200

~$500

ENB Economic Interest in the Fund

0%
20%
40%
60%
80%
100%

2013 2014 2015 2018e
Funding Plan – Fund Debt Financing

Debt Assumed ($billions)

- EPI Public: $3.2
- EPI Commercial Paper*: $2.0
- Southern Lights Project Debt: $0.4
- Intercompany Term Loans from ENB: $6.1

Total: $11.7

* Commercial paper backstopping by term bank credit facilities (to bridge finance liquids pipelines development projects) is expected to be migrated from ENB to EPI over time.

Simplified for illustrative purposes.
Outlook - Adjusted Earnings*

• 10-12% average annual Adjusted EPS growth through 2018

• Well positioned to extend growth rate beyond 2018

*Adjusted earnings is a non-GAAP measure. For more information on non-GAAP measures please refer to disclosure in MD&A.
Record secured growth capital program drives strong ACFFO per share growth; supports strong dividend outlook

### ACFFO Per Share Definition ($millions) 2014

<table>
<thead>
<tr>
<th>Description</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash provided by operating activities</td>
<td>$2,528</td>
</tr>
<tr>
<td>+/- Changes in working capital</td>
<td>1,777</td>
</tr>
<tr>
<td>- Distributions to non-controlling interests</td>
<td>(614)</td>
</tr>
<tr>
<td>+/- Non-recurring items</td>
<td>30</td>
</tr>
<tr>
<td>- Enterprise wide maintenance capital</td>
<td>(970)</td>
</tr>
<tr>
<td>- Preferred dividends</td>
<td>(245)</td>
</tr>
<tr>
<td>= ACFFO</td>
<td>$2,506</td>
</tr>
<tr>
<td>Average shares outstanding</td>
<td>829</td>
</tr>
<tr>
<td>ACFFO per share</td>
<td>$3.02</td>
</tr>
</tbody>
</table>

*Available cash flow from operations (ACFFO) is defined as cash flow provided by operating activities before changes in operating assets and liabilities (including changes in regulatory assets and liabilities and environmental liabilities) less distributions to noncontrolling interests and redeemable noncontrolling interests, preference share dividends and maintenance capital expenditures, and further adjusted for unusual, non-recurring or non-operating factors. ACFFO is non-GAAP measures. For more information on non-GAAP measures please refer to disclosure in the news release.*
Financial Outlook – DPS Growth

ACFFO Payout Policy

- 40%
- 50%
- 33%

2014
$1.40

2015e
$1.86

2018e

14-16% DPS CAGR

- Accelerating ACFFO
- Execution of $44 billion growth program
- Growing returns on base business
- Tilted Returns
- Extended ENF Funding
- Sell Down of ENF Interest
- Enhanced Incentives
- Enhanced Competitiveness
Timeline

Restructuring on track to close Q3

- Dec 3rd: Financial Strategy Optimization Announced
- Independent Special Committee Process
- March 31st: Formal Proposal to ENF
- June 19th: Agreement Reached, ENB/Fund Board Approval
- ENF Circular Mailed
- August 20: ENF Shareholder Vote
- Q3: Expected Transaction Close

Agreement reached on $30.4 billion transfer
## Summary

<table>
<thead>
<tr>
<th>ENB</th>
<th>ENF</th>
</tr>
</thead>
<tbody>
<tr>
<td>- Core business remains unchanged</td>
<td>- Transformational, creating “best-in-class” Canadian liquids infrastructure entity of scale</td>
</tr>
<tr>
<td>- Reduced ENB equity requirements</td>
<td>- Highly reliable business model/high quality asset base</td>
</tr>
<tr>
<td>- Strong ACFFO* per share growth and coverage versus peers</td>
<td>- Expected future dividend growth accelerated to about 10% per year through 2019</td>
</tr>
<tr>
<td>- Significant 2015 dividend increase (33%)</td>
<td>- Highly visible secured organic growth, plus future development opportunities</td>
</tr>
<tr>
<td>- Superior annual dividend growth in 2016 through 2018 (14% - 16%)</td>
<td></td>
</tr>
<tr>
<td>- Positioned to extend industry leading growth beyond 2018</td>
<td></td>
</tr>
</tbody>
</table>

*Available cash flow from operations (ACFFO) is a non-GAAP measure. For more information on non-GAAP measures please refer to disclosure in the news release and MD&A.
Question & Answer Period
Existing Structure (Simplified)

- **Public**: 80.1%
- **ENF**: 19.9%
  - **Fund**: 42%
    - **ECT**: 58%
      - **EIPLP**: 58%
        - **Fund**: 42%
          - **EPI**: 26.4%
            - **Canadian Mainline**
            - **Renewable Energy**
            - **EEP**
          - **EPA**: 7.5%
            - **Regional Oil Sands System**
          - **U.S. LP**
          - **EGD**
          - **GP&P**

<table>
<thead>
<tr>
<th>Fund Ownership</th>
<th>Total Units (MM)</th>
<th>ENB Units (MM)</th>
<th>ENB Effective Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>ENF</td>
<td>70.4</td>
<td>14.0</td>
<td>8%</td>
</tr>
<tr>
<td>Fund</td>
<td>9.5</td>
<td>9.5</td>
<td>6%</td>
</tr>
<tr>
<td>ECT</td>
<td>87.7</td>
<td>87.7</td>
<td>52%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>167.6</strong></td>
<td><strong>111.2</strong></td>
<td><strong>66%</strong></td>
</tr>
</tbody>
</table>
New Structure (Simplified) - 2015

<table>
<thead>
<tr>
<th>Fund Ownership</th>
<th>Total Units (MM)</th>
<th>ENB Units (MM)</th>
<th>ENB Effective Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>ENF</td>
<td>70.4</td>
<td>14.0</td>
<td>2%</td>
</tr>
<tr>
<td>Fund</td>
<td>94.2</td>
<td>94.2</td>
<td>13%</td>
</tr>
<tr>
<td>ECT (historical)</td>
<td>87.7</td>
<td>87.7</td>
<td>13%</td>
</tr>
<tr>
<td>EIPLP (Class C)</td>
<td>443.0</td>
<td>443.0</td>
<td>64%</td>
</tr>
<tr>
<td>EIPI</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>EPA</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Legacy</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td>695.3</td>
<td>638.9</td>
<td>92%</td>
</tr>
</tbody>
</table>
**Asset description**

- Six adjacent pipelines originating in western Canada that deliver into the US system
- Lines 7, 8, 9, 10, and 11 that deliver into eastern Canada and the Northeastern U.S.
- Residual interest in Canadian portion of Southern Lights diluent line

**Total assets** $10 billion

**2014 adjusted earnings** $500 million

**Secured growth capital** $9 billion
Canadian Drop Down Assets: Liquids Pipelines – Regional

- Wood Buffalo Pipeline
- Waupisoo Pipeline
- Athabasca Pipeline
- Woodland Pipeline
- Norealis Pipeline
- Athabasca Pipeline Twin & Expansion
- Woodland Pipeline Extension
- Wood Buffalo Extension
- Norlite Diluent Pipeline
- Other

**Asset description**

<table>
<thead>
<tr>
<th>Total assets</th>
<th>$6 billion</th>
</tr>
</thead>
<tbody>
<tr>
<td>2014 adjusted earnings</td>
<td>$181 million</td>
</tr>
<tr>
<td>Secured growth capital</td>
<td>$6 billion</td>
</tr>
</tbody>
</table>
Canadian Drop Down Assets: Renewable Power

Asset description

- Blackspring Ridge: 50% ownership in 300 MW
- Lac Alfred: 67.5% ownership in 308 MW
- Massif du Sud: 80% ownership in 153 MW
- St. Robert Bellarmin: 50% ownership in 82 MW

Total assets $1 billion
## $15 Billion Secured Growth Capital

<table>
<thead>
<tr>
<th>Alberta Regional</th>
<th>Total Capital ($ billions)</th>
<th>In Service Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Norealis Pipeline</td>
<td>$0.5</td>
<td>In service</td>
</tr>
<tr>
<td>Surmont Phase 2 Expansion</td>
<td>$0.3</td>
<td>In service</td>
</tr>
<tr>
<td>Woodland Pipeline Extension</td>
<td>$0.7</td>
<td>Q3 2015</td>
</tr>
<tr>
<td>AOC Hangingstone Lateral</td>
<td>$0.2</td>
<td>Q4 2015</td>
</tr>
<tr>
<td>Sunday Creek Terminal</td>
<td>$0.2</td>
<td>Q3 2015</td>
</tr>
<tr>
<td>JACOS Hangingstone Lateral</td>
<td>$0.2</td>
<td>2016</td>
</tr>
<tr>
<td>Regional Oilsands Optimization</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Athabasca Pipeline Twin</td>
<td>$2.6</td>
<td>2017</td>
</tr>
<tr>
<td>• Wood Buffalo Extension</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Norlite</td>
<td>$1.3</td>
<td>2017</td>
</tr>
<tr>
<td><strong>Total Alberta Regional</strong></td>
<td><strong>$6.0</strong></td>
<td></td>
</tr>
</tbody>
</table>

| Canadian Mainline                             |                           |                 |
| Line 9 Reversal & Expansion                   | $0.7                       | Q2 2015         |
| Mainline Expansion (ABC Phase I & II)         | $0.7                       | 2015 (Phases)   |
| Canadian Mainline System Terminal Flexibility | $0.7                       | 2013-2015       |
| Edmonton to Hardisty Expansion                | $1.8                       | 2015 (Phases)   |
| Canadian Line 3 Replacement                   | $4.9                       | 2017            |
| **Total Canadian Mainline**                   | **$8.8**                   |                 |
| **Total Secured Growth Capital**              | **$14.8**                  |                 |