

TERMS OF REFERENCE FOR THE GOVERNANCE COMMITTEE

I. CONSTITUTION

There shall be a committee, to be known as the Governance Committee (the “Committee”), of the Board of Directors (the “Board”) of Enbridge Inc. (the “Corporation”).

II. MEMBERSHIP

Following each annual meeting of shareholders of the Corporation, the Board shall elect from its members, not less than three (3) Directors to serve on the Committee (the “Members”). The Members and the Chair of the Committee are elected by the Board after the Board has received the Governance Committee’s recommendations. Any Member may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a Director of the Corporation.

Members of the Committee shall meet applicable requirements and guidelines for nominating/corporate governance committee service, including requirements and guidelines with respect to being independent, as set forth in applicable securities laws or stock exchange requirements. Determinations as to whether a Director satisfies the requirements for membership on the Committee shall be made by the Board.

III. MEETINGS

The procedures for Committee meetings shall be as specified in the Terms of Reference for the Board.

IV. PURPOSE

The purpose of the Committee is to fulfill public company nominating/corporate governance committee legal obligations and carry out the responsibilities delegated by the Board related to the Corporation’s director nominations process, director compensation, and the Corporation’s corporate governance policies and practices.

V. DUTIES AND RESPONSIBILITIES OF THE CHAIR

The Chair is responsible for:

- A. providing leadership to the Committee, assisting the Committee in reviewing and monitoring its responsibilities and reporting to the Board on the recommendations and decisions of the Committee;
- B. designating the times and places of Committee meetings, ensuring Committee meetings are duly convened and that quorum is present when required;
- C. working with management on the development of agendas and related materials for the Committee meetings so that the Committee has sufficient information to permit it to properly make decisions when decisions are required;
- D. conducting Committee meetings in an efficient, effective and focused manner;

- E. working with the Chair of the Board and the Chief Executive Officer (“CEO”) in the recruitment of new directors, including participating in interviews of director candidates;
- F. working with the Chair of the Board to determine appropriate consequences for non-attendance by a Member at Board and/or Committee meetings; and
- G. working with the Chair of the Board to facilitate an orderly succession for the Chair of the Board.

VI. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall, as permitted by and in accordance with the requirements of the Corporation’s articles, by-laws, and applicable laws and stock exchange requirements:

- A. review, amend, approve, and/or make recommendations to the Board or the board(s) of the Corporation’s subsidiaries and affiliates in respect of guidelines, policies, procedures and practices relating to matters of corporate governance, including, but not limited to:
 - i) general corporate governance principles and guidelines for the Corporation, which guidelines shall be reviewed at least annually;
 - ii) the Corporation’s Board and Senior Management Inclusion Policy (the “Inclusion Policy”), which shall be reviewed at least annually, including monitoring its effectiveness and the Corporation’s progress thereon;
 - iii) processes for identifying potential Board member candidates, consistent with criteria approved by the Board, including an assessment of whether such individuals can devote sufficient time and resources to serving as a Director, and selecting, or recommending to the Board to select, nominees to stand for election as Directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders;
 - iv) consideration of all candidates recommended by the Corporation’s shareholders in accordance with the procedures set forth in the *Canada Business Corporations Act* and the Corporation’s by-laws and described in the Corporation’s management proxy circular;
 - v) the identification and review with the Board of the appropriate competencies, skills and characteristics required of the Board and Directors, including the considerations specified in the Inclusion Policy; the establishment and annual update of a long-term Board composition plan that takes into consideration such competencies, skills and characteristics, the latest retirement dates of current Directors, and the strategic direction of the Corporation;
 - vi) the appropriate size of the Board and relevant subsidiary boards;
 - vii) the indemnification and insurance program for Directors and officers of the Corporation, its subsidiaries or affiliates;

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- viii) questions of independence and possible conflict of interest between or among an officer, Director, or shareholder, which are properly directed to the Committee;
 - ix) Board standards to be applied in making determinations as to the absence of any relationship between the Corporation and a Director that could compromise the independence of a Director under applicable laws and stock exchange requirements;
 - x) compensation of Directors and relevant subsidiary directors for their duties or activities, including a periodic review of the Director share ownership guidelines;
 - xi) the division of duties between and among Directors, the Chair of the Board, the President & CEO, and management, and review of the Corporation's structure and procedures to assess whether the Board is able to, and is in fact, functioning independently of management; and
 - xii) the content of and compliance with the Statement on Business Conduct.
- B. monitor developments and best practices relating to corporate governance and periodically review the Corporation's governance practices with a view to maintaining high standards of corporate governance;
- C. receive reports from management and provide oversight with respect to risk management in corporate governance areas;
- D. after consultation with the Chair of the Board or the relevant subsidiary board, or should there be no chair, with the President & CEO, identify, evaluate, and if appropriate, recommend:
- i) for ratification by the Board and relevant subsidiary boards, those persons believed to be qualified and suitable to be proposed for election as directors at a meeting of shareholders, consistent with criteria and process approved by the Board;
 - ii) for election by the Board and relevant subsidiary boards, any person or persons to fill vacancies arising from an increase in the size of the Board within the maximum permitted by the articles or by-laws, from the death, disability or retirement of a director or from any other cause;
 - iii) for approval by the Board or the relevant subsidiary board, the appropriate committees to be established, including the mandate, duties, responsibilities and terms of reference of each committee, and those directors recommended for election to serve on each committee, including the chair of each committee;
 - iv) orientation and development programs and materials for Directors; and
 - v) the criteria to warrant a request by the Board or the applicable subsidiary board for the retirement of a Director or which should act to disqualify a Director from re-election.
- E. periodically review management's reports with respect to compliance by the Corporation and, where appropriate, its subsidiaries and affiliates, with corporate governance policies and with respect to applicable legislative, regulatory and stock exchange requirements, guidelines and standards regarding matters of corporate governance;

- F. recommend for approval by the Board and, where appropriate, its subsidiaries and affiliates, the descriptions contained in the required public disclosure documents concerning the governance standards of the Corporation in respect of compliance with applicable legislative, regulatory and stock exchange requirements, guidelines and standards, including the disclosure in the Corporation's management proxy circular regarding director independence and the operation of the Committee;
- G. exercise authority and utilize reasonable funding and resources, which are to be provided by the Corporation, as the Committee deems necessary, to carry out its duties and responsibilities, including the authority to select, retain, terminate and approve terms of engagement, including fees, for special counsel, experts, search firms or consultants, without seeking approval of the Board or management;
- H. meet separately with senior management, employees or independent advisors in respect of governance matters, as deemed necessary by the Committee; and
- I. consider any other matter properly referred to the Committee by the Chair of the Board, the Board, a Director, the CEO, or the management of the Corporation for review, recommendation or decision.

VII. REVIEW OF TERMS OF REFERENCE

The Committee shall review and reassess the adequacy of its Terms of Reference at least annually.

VIII. PERFORMANCE EVALUATION

The Committee shall establish procedures for and oversee annual performance evaluations to assess the effectiveness and performance of the Board as a whole, the Chair of the Board, individual Directors, and each committee of the Board (including the Committee). Such performance evaluations shall compare performance against any applicable terms of reference. The Board or the Board Chair shall receive the results of all performance evaluations.

IX. DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate to a subcommittee of the Committee all or a portion of its duties and responsibilities that may be lawfully delegated.

X. NO RIGHTS CREATED

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