



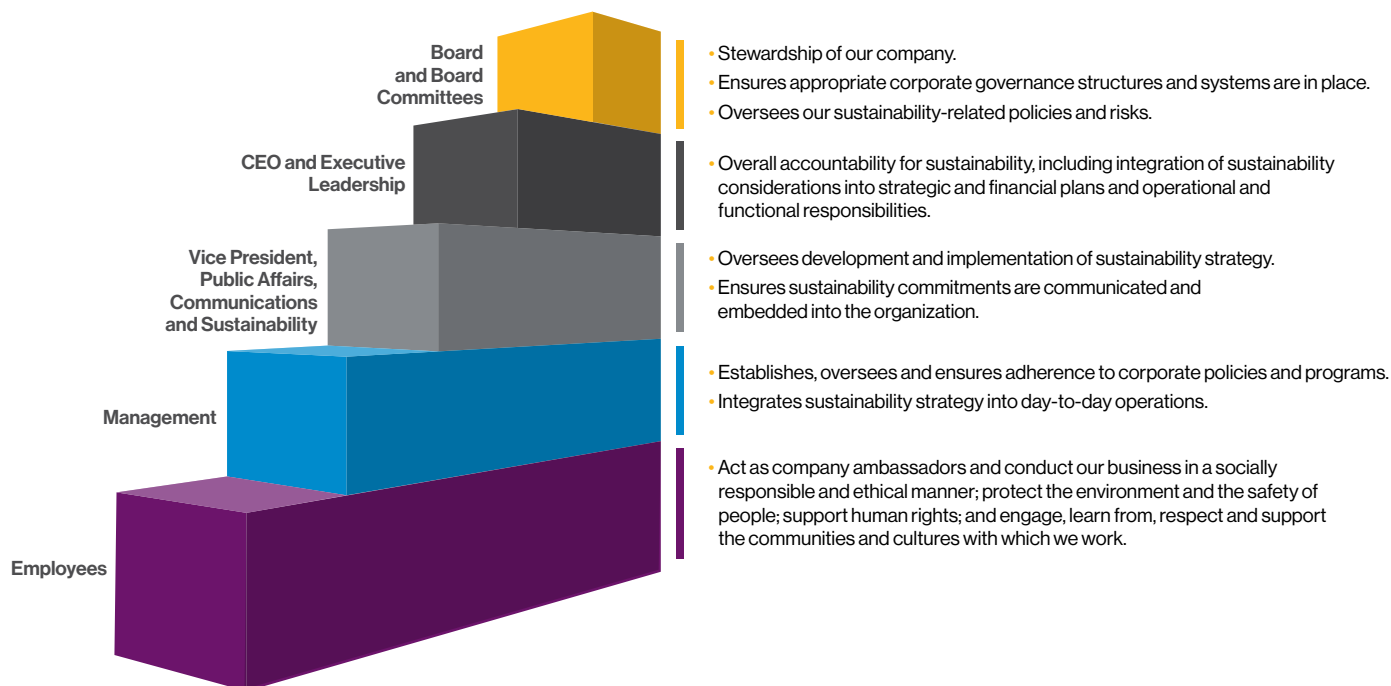
Corporate Governance

Sound business is built upon a foundation of trust. We believe good governance is important for our shareholders, our employees and our company.

Enbridge is committed to strong and sustainable governance, which promotes the long-term interests of our shareholders, strengthens our Board of Directors (Board) and management accountability, and builds stakeholder and public trust. Our comprehensive system of stewardship and accountability meets the requirements of all rules, regulations and standards that apply.

In the context of our overarching commitment to high standards of corporate governance, we have a clear and effective governance structure, beginning at the Board level, to provide oversight of environmental and social risks and opportunities. Key features of our sustainability governance structure are listed in the diagram below.

Sustainability Governance Structure



Board Committees

Our Board and its five standing committees each have [terms of reference](#) setting out their respective and distinct oversight roles. Select sustainability areas of oversight of each of the five Board committees are set out below:

Board ESG Oversight



The Corporate Social Responsibility (CSR) Committee is responsible for providing oversight of our policies, strategies and performance related to CSR and sustainability, including in the areas of Indigenous and stakeholder engagement, climate change, public policy, government relations and CSR reporting. The committee also considers social, political and environmental trends, risks and opportunities that affect Enbridge's business strategy and performance.

The CSR Committee meets quarterly and held four meetings in 2018. We provide details on the Committee meetings, our corporate governance structure and practices, and the role of the Board and Board Committees annually in our [Notice of 2019 Annual Meeting of Shareholders and Proxy Statement](#) (Proxy Statement).

Board Diversity, Qualifications and Expertise

Enbridge is committed to leadership in corporate governance and recognizes the importance of independent directors with a range of diverse perspectives, expertise and experience. The Governance Committee of the Board oversees Board succession planning and recommendations to the Board for new directors.

Enbridge is also committed to increasing diversity of our Board and senior management, and our Board has adopted a written diversity policy to highlight our approach to diversity. The diversity policy sets out key criteria for the composition of the Board, including the objective to have each gender comprise at least one-third of the independent directors. Eight of our 11 directors are independent under applicable securities law and stock exchange requirements.

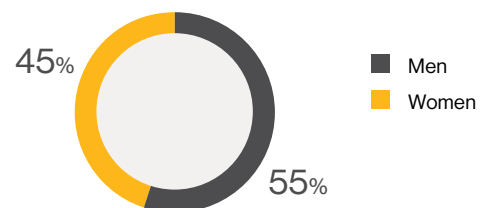
Sustainability is considered in our director recruitment and Board representation. We maintain a skills and experience matrix for our directors in areas we think are important for a company like ours, including:

- CSR and sustainability
- Public policy and government and stakeholder relations
- Health, Safety and Environment
- Risk oversight/management
- Governance/Board
- Strategy/growth

We use the skills matrix to annually assess our Board composition and in the recruitment of new directors.

In addition, Enbridge's [Corporate Governance Principles and Guidelines](#) contain tenure limits for our directors. Five of our 11 directors joined our board within the past five years and two joined in 2019. See our [Proxy Statement](#) for further information.

Board Gender Diversity



“Our Board provides strategic direction and oversight of decisions that shape the long-term future of the Company. They ensure we have the right leadership in place to build a diverse and skilled workforce to achieve our objectives.”

Karen Uehara,
Vice President and Corporate Secretary

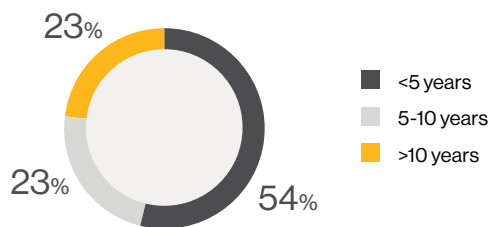


Management and Employees

In the governance of sustainability, management’s role is to establish, oversee and ensure adherence to corporate policies and programs. We have an established set of business standards and policies that outline expectations for our people and for those who work on our behalf, and we have integrated management systems and structures in place to support a consistent and rigorous approach across our business.

We have established checks and balances to ensure we adhere to the high standards we set at Enbridge, including our compliance investigations and reporting program and our Ethics Helpline. We regularly communicate our expectations, commitments and performance to our stakeholders through our Annual Report, our annual Sustainability Report and ongoing news releases, social media posts and community engagement initiatives.

Board Tenure



New directors, new perspective

We welcomed two new directors in February 2019. [Teresa S. Madden](#) and [Susan M. Cunningham](#) bring tremendous industry, business, technical and financial experience to the Board.

Executive and Employee Compensation

Enbridge’s approach to executive compensation is set by the Human Resources and Compensation Committee of our Board and is approved by our Board. Our executive compensation program is designed to: (1) attract and retain a highly effective executive team; (2) align executives’ actions with Enbridge’s business strategy (including our sustainability priorities such as safety, operational reliability and environmental performance of our systems); and (3) reward executives for short-, medium- and long-term performance.

Sustainability is integrated into the compensation structure of leadership in the form of expectations to meet corporate and business unit goals. Our senior leaders have goals in areas related to sustainability that focus on active safety leadership, employee and contractor personal safety, environmental impacts, employees and operational efficiency, system reliability and compliance. Executive compensation is directly related to the achievement of these and other goals. Our short term incentive plan (STIP) awards are designed to be a comprehensive assessment of corporate, business unit and individual performance.

Our executive compensation program is grounded in a pay-for-performance philosophy. Base salary is the sole fixed source of our executives’ cash compensation; the majority of their compensation is variable and strongly aligned to the achievement of Enbridge’s strategic priorities.

Success in our safety and reliability goals performance enhances our capability to keep the public safe and protect the environment while safely and reliably operating our assets. Our STIP program reinforces that obligation. All employees eligible for STIP have safety and reliability metrics. Company and/or business unit performance for these metrics directly impacts their annual variable compensation.

More information on our executive compensation programs can be found in our [Proxy Statement](#) at Enbridge.com.

Shareholder Engagement

We engage with shareholders on an ongoing basis and in a variety of ways, tailored to the specific needs and interests of a wide array of shareholder groups. Members of our executive and investor relations team regularly engage with our shareholders at company-hosted events, investor roadshows, industry conferences and one-on-one meetings. We remain focused on delivering on our strategic objectives and continue to enhance the transparency and disclosure of our financial, operational and ESG performance. Our investor relations and sustainability team keep the Board regularly updated on the views of shareholders.

Annual Meeting of Shareholders

All of our directors are elected annually at the annual meeting of shareholders. Detailed information on the items of business at our annual meeting of shareholders is available in our [Proxy Statement](#). We publicly disclose our voting results on SEDAR and EDGAR.