

## **TERMS OF REFERENCE FOR THE SUSTAINABILITY COMMITTEE**

### **I. CONSTITUTION**

There shall be a committee, to be known as the Sustainability 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. Each Member shall hold office until the close of the next annual meeting of shareholders of the Corporation or until the Member ceases to be a Director, resigns or is replaced, whichever first occurs.

### **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 provide oversight of, and carry out the responsibilities delegated by the Board related to sustainability matters, which include:

- the Corporation’s sustainability and Environmental, Social and Governance (ESG) goals, policies and practices, performance and reporting, including with respect to greenhouse gas (“GHG”) emissions;
- Actions the Corporation can take to be, and be known as, a responsible and good corporate citizen in the communities in which it operates, while furthering its long-term business objectives;
- Environmental, social, political and public policy trends, risks and opportunities that affect the Corporation’s business strategy and performance, including those related to climate change and energy transition. Assistance to the Board of Directors in response to shareholder concerns regarding environmental, social, human rights, political, and public policy matters; and
- Communication, engagement and relationship-building with communities, stakeholders, decision makers and Indigenous Peoples critical to the Corporation’s ability to build and sustain public trust and confidence.

**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 and ensuring the Committee has sufficient information to permit it to properly make decisions when decisions are required; and
- D. ensuring Committee meetings are conducted in an efficient, effective and focused manner.

**VI. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

The Committee is responsible for oversight of sustainability matters and shall, as permitted by and in accordance with the requirements of the Corporation's articles, by-laws and applicable law:

- A. review, approve or make recommendations to the Board or to the board(s) of the Corporation's subsidiaries and affiliates in respect of sustainability matters, including but not limited to the Corporation's progress on integrating ESG factors into business strategy and decision-making; and
- B. provide oversight on the Corporation's policies and strategies for performance, communications and engagement on sustainability and public policy matters in order to ensure the effectiveness with which the Corporation anticipates and manages related risks and opportunities to its long-term business goals; and meets its obligations and achieves its objectives with respect to being a responsible and good corporate citizen.

The Committee's primary duties and responsibilities for the oversight of sustainability matters are as follows:

*Policies and Strategies*

- (i) review, approve or recommend to management and/or the Board policies and priorities related to sustainability and public policy matters, including the following:
    - Climate and energy transition
    - Indigenous rights and relationships
    - Human rights
    - Stakeholder engagement
    - Community investment
-

- Community and landowner awareness on pipeline safety
  - Political contributions
- (ii) provide oversight of the Corporation's programs to identify social, political and environmental trends in public debate, public policy, regulation and legislation that may impact the Company's strategies and business interests and recommend, where significant, appropriate responses to management and/or the Board;

*Performance, Communications and Engagement*

- (iii) provide oversight of the Corporation's performance, engagement and communications directed towards building public confidence and stakeholder trust;
- (iv) review and provide oversight of the Corporation's conduct of business in a socially responsible, ethical and transparent manner;
- (v) review and provide oversight on the incorporation of ESG factors in the Corporation's reporting and public disclosure on sustainability matters, including use of reporting frameworks and methodologies for annual and specialized disclosure, as well as the Corporation's position in relevant independent ranking systems;
- (vi) review and provide oversight of the Corporation's programs and processes for community, Indigenous and government relations, including community investment and partnerships, and communication, consultation and engagement with key stakeholders, rights-holders and decision makers, to ensure a rigorous and systemic approach;

*Other*

- (vii) receive reports from management, including the Corporate Risk Assessment, and provide oversight with respect to risk management in sustainability and public policy areas;
- (viii) Receive reports from management as to progress towards the Company's emissions reductions goals and environmental impacts of the Company's operations and projects; and
- (ix) address any other matter properly referred to the Committee by the Chair of the Board, the Board, a Director, the Chief Executive Officer, or the Corporation's management for review, recommendation or decisions;
- (x) in conjunction with the Governance Committee, conduct an annual performance evaluation of the Committee;
- C. have the right, as deemed necessary by the Committee from time to time, to:
- (i) request reports and examine such records as it deems necessary to ensure that reasonable measures are in place to manage sustainability issues and prevent non-compliance with applicable corporate policies and regulatory requirements;
- (ii) furnish such recommendations to the boards of directors of the Corporation's subsidiaries or affiliates as the Committee deems appropriate with respect to sustainability matters;
-

- (iii) engage independent advisors and approve terms of their engagement including fees; and
- (iv) meet separately with management, employees or independent advisors in respect of sustainability matters.

## **VII. REVIEW OF TERMS OF REFERENCE**

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

## **VIII. 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.

## **IX. 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. While these Terms of Reference should comply with applicable laws, regulations and stock exchange requirements, and the Corporation's articles and by-laws, these Terms of Reference do not create any legally binding obligations on the Committee, the Board or the Corporation.