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EDITED TRANSCRIPT

ENB.TO - Enbridge Inc Annual Shareholders Meeting

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CORPORATE PARTICIPANTS

Tyler Robinson *Enbridge Inc. - VP and Corporate Secretary*

David Arledge *Enbridge Inc. - Director and Chairman of the Board*

Al Monaco *Enbridge Inc. - President and CEO*

CONFERENCE CALL PARTICIPANTS

Jana Jordan *Enbridge, Inc. - Shareholder*

Monica Woodward *Shareholder*

Alison Love *Enbridge, Inc. - Shareholder*

Mike Koby *Enbridge, Inc. - Shareholder*

Wanda Opheim *Enbridge, Inc. - Shareholder*

Leigh Kelln *Enbridge, Inc. - Shareholder*

Pat Murray *Enbridge, Inc. - Shareholder*

Colin Gruending *Enbridge, Inc. - Shareholder*

Perry Schuldhaus *Enbridge Income Fund Holdings, Inc. - Shareholder*

Chris Johnston *Enbridge, Inc. - Shareholder*

Catherine Dyer *Enbridge, Inc. - Shareholder*

Roxanna Benoit *Enbridge, Inc. - Shareholder*

Marc Weil *Enbridge, Inc. - Shareholder*

Amil Shreveney *Shareholder*

Dave Core *Canadian Association of Energy and Pipeline Landowner Association - Founding President, Shareholder of Enbridge*

PRESENTATION

Tyler Robinson - *Enbridge Inc. - VP and Corporate Secretary*

Good afternoon, ladies and gentlemen. My name is Tyler Robinson and I'm Vice President and Corporate Secretary of Enbridge. Every meeting at Enbridge starts with a safety moment so before we get started, I'd like to review a few safety and process matters.

All emergency exits are clearly lit with exit signs. In an emergency, the building's alarm system will sound and, unless instructed otherwise, you will proceed to the building's main exits leading outside in an orderly manner. Once outside, please proceed straight away from the building and gather in the main parking lot area. You'll be advised if and when it is safe to return. Wash rooms are located in the lobby outside the ballroom.

This meeting is being video recorded and transcribed for Enbridge's records. We ask that you please do not use still or video cameras during the meeting. Also out of courtesy to your fellow shareholders, please take a moment now to turn off your phone or set it to vibrate if you've not already done so.

A TV monitor providing real-time captioning for the hearing impaired is available today and is located to the left of the stage. If you require it but are unable to see it from where you're sitting, please let one of our volunteers know, and we will be happy to assist you in finding alternative sitting.



There will be three parts to today's meeting. First, the formal business portion, which will address the matters to be voted on today and will be conducted by our Chairman, Mr. David Arledge. Next, our President and CEO, Al Monaco will deliver his remarks to the shareholders. And finally we will open the floor for a general question-and-answer session for shareholders and proxy holders.

For the Q&A session, we ask that each shareholder or proxy holder to please limit themselves to one question or comment. Time permitting, if anyone has additional questions or comments, they will be given the opportunity to ask them once everyone who wishes to speak or ask a question has done so.

If you prefer, you can also write your question in the space provided on the back of your shareholder admission card, which you received when you registered and hand it to one of our volunteers. If you have additional questions that we are not able to get to during the Q&A session, we will be pleased to respond to you in writing if you provide us with your question and your name and contact information, which will be kept confidential.

Thank you, and I now welcome to the podium, Mr. David Arledge, Chairman of the Enbridge's Board of Directors.

David Arledge - *Enbridge Inc. - Director and Chairman of the Board*

Thank you, Tyler, and good afternoon, ladies and gentlemen. My name is David Arledge and it's my pleasure to welcome you to Enbridge's 2016 Annual Meeting of Shareholders, which I now call to order. I will also welcome those shareholders who can't be with us today but are listening to our live webcast over the internet.

Today is an important day. It's your opportunity to take part in the decisions affecting Enbridge's future, and we sincerely appreciate you're taking an interest and participation. As Chairman of the Enbridge Board of Directors and in accordance with our bylaws, I will act as chairman of the meeting. Tyler Robinson, Vice President and Corporate Secretary, will act as secretary. And Al Monaco, our President and CEO, is seated here with us today.

On behalf of Enbridge and the Board of Directors and senior management, I like to acknowledge today's meeting is being held within the traditional territory of Treaty 7 First Nations. In order to ensure that the business of today's meeting proceeds according to schedule, certain shareholders and proxy holders have volunteered to move or second the proposals relating to the business identified in the notice of meeting. Any shareholder, proxy holder with the question on a specific item of business is welcome to ask it at the time that item of business is being considered. If you wish to make a general comment, ask a question not directly related to the business under discussion, we ask that you please wait until the general question-and-answer period following the termination of the business portion of this meeting.

I would remind you that only registered shareholders or proxy holders are entitled to vote, to ask questions, or take an active part in this meeting. When asking a question or making or seconding a motion, please state your full name and confirm your status as a shareholder or a proxy holder. This will assist us in correctly recording the meeting.

This meeting has been called as an annual meeting of the holders of common shares of Enbridge. And this afternoon, we would deal with the items of business as specified in the notice of the meeting. Shareholders will be asked to consider the minutes of the last meeting of the shareholders held on May 6, 2015. They will then attend to the regular business of receiving the annual financial statements together with the accompanying report of Enbridge's auditors.

Shareholders will then be asked to elect the directors and a vote on the appointment of auditors for the next year as well as authorize the directors to fix the auditors' remuneration. As has been the case in prior years, shareholders will be asked to cast an advisory vote on our approach to executive compensation. And finally shareholders will be asked to consider and vote on a shareholder proposal received from Qube Investment Management as contained in Exhibit A of the Management Information Circular.

I'm pleased to report that all 11 of our incumbent directors are here today and are standing for reelection. We also have in the audience a number of members of senior management team. Each member of the senior management is wearing a silver name tag. Each director is wearing a white



tag. Following this afternoon's proceedings, we will have an informal gathering with refreshments in the lobby area, and I encourage you to approach these individuals and ask them whatever questions you would like to have answered.

Ms. Sylvia Stake and Ms. Kirsten Dillon, representatives of our registrar and transfer agent, CST Trust Company, are in attendance today, and I appoint them to act as scrutineers for the meeting. Could the scrutineers please identify themselves by raising their hand?

Thank you. I will now ask Mr. Robinson to confirm that proper notice of the meeting was given and that a quorum is present.

Tyler Robinson - *Enbridge Inc. - VP and Corporate Secretary*

Thank you, Mr. Chairman. The notice of this meeting was mailed on March 31, 2016, to all shareholders of record at the close of business on March 17, 2016. The copy of the notice of meeting and proof of service on registered shareholders will be filed with the records of this meeting.

The scrutineers' report with respect to attendance at the meeting shows nine shareholders in attendance in person and 811 shareholders represented by proxy. A total of 632,430,807 shares, which is 68.09% of the shares outstanding on March 17, 2016, are represented either by shareholders present or by proxy. Based on the scrutineers' report on attendance, I confirm that a quorum is present for the transaction of business at this meeting.

David Arledge - *Enbridge Inc. - Director and Chairman of the Board*

With that, I declare the meeting to be properly constituted for the transaction of business. Today's voting on the election of directors, the annual Say on Pay advisory vote, and the shareholder proposal will be conducted by ballot. Each registered shareholder who has not previously filed a proxy and each proxy holder in attendance today will have received a single ballot card containing these three items of business.

Mr. Robinson, please explain the ballot procedure to be followed today.

Tyler Robinson - *Enbridge Inc. - VP and Corporate Secretary*

Each registered shareholder, who has not previously filed a proxy as well as each proxy holder, must complete their ballot card in order to vote their shares. You will be given a moment after each matters brought before the meeting to cast your vote by marking an X either for the motion or depending on the matter being considered to withhold, vote against, or abstain from voting as the case may be. Following completion of all items of business, you'll be asked by the chairman to sign your ballot card and hand it to one of our scrutineers.

The results of the balloting will be announced at the end of today's question and answer period. Many shareholders present today will have already filled their -- filed their proxy with the company. If you have done so, you will not need to complete a ballot card since your shares will be voted in accordance with your existing proxy instructions. Unless a ballot is demanded as permitted by law, voting on all other matters before the meeting will be conducted by a show of hands.

David Arledge - *Enbridge Inc. - Director and Chairman of the Board*

The minutes of the last shareholder meeting are available, but unless a shareholder requires that they be read in their entirety, may I have a motion that the minutes of the annual meeting of shareholders held on May 6, 2015, as now submitted to this meeting be taken as read and approved.

Jana Jordan - *Enbridge, Inc. - Shareholder*

Chairman, my name is [Jana Jordan]. I'm a shareholder and I so move.

Monica Woodward - *Shareholder*

Mr. Chairman, my name is Monica Woodward. I am a shareholder and I second the motion.

David Arledge - *Enbridge Inc. - Director and Chairman of the Board*

You've heard the motion which has been seconded. Will those in favor please indicate their approval by raising your right hand? To the contrary, the motion is carried.

The next item of business is placing before the shareholders, the financial statements and the auditors' report for the year ended December 31, 2015. The financial statements, auditors' report, and the MD&A for the year ended December 31, 2015 are contained in the company's 2015 annual report.

The financial statements and MD&A have been approved by the Board and are available on the company's website. The corporation's auditors are PricewaterhouseCoopers. And at this time, I would like to introduce Ms. Shannon Ryhorchuk of Pricewaterhouse and ask her to stand and be recognized. Ms. Ryhorchuk will be available during the general question period following Mr. Monaco's remarks, and I encourage you to ask her questions and she will try to answer all of your questions regarding the auditors' report.

The next item on the agenda is the election of directors for the next meeting. Eleven directors are to be elected. At this point, I'd like to open the meeting for nomination of directors to serve for the upcoming year.

Alison Love - *Enbridge, Inc. - Shareholder*

Mr. Chairman, my name is Alison Love. I'm a shareholder and I nominate David A. Arledge, James J. Blanchard, Marcel R. Coutu, J. Herb England, Charles W. Fischer, V. Maureen Kempston Darkes, Al Monaco, George K. Petty, Rebecca B. Roberts, Dan C. Tutcher, and Catherine L. Williams for election of Directors of the Corporation to hold office until the close of the next annual meeting or until their respective successors are appointed.

David Arledge - *Enbridge Inc. - Director and Chairman of the Board*

As no other nominations for director were received in accordance with the company's advance notice bylaw, I declare the nominations closed. I will now entertain a motion respecting the election of directors.

Mike Koby - *Enbridge, Inc. - Shareholder*

Mr. Chairman, my name is Mike Koby. I'm a shareholder and I move that David A. Arledge, James J. Blanchard, Marcel R. Coutu, J. Herb England, Charles W. Fischer, V. Maureen Kempston Darkes, Al Monaco, George K. Petty, Rebecca B. Roberts, Dan C. Tutcher, and Catherine L. Williams be elected Directors of the Corporation to hold office until the close of the next annual meeting or until their respective successors have been elected.

Wanda Opheim - *Enbridge, Inc. - Shareholder*

Mr. Chairman, my name is Wanda Opheim. I am a shareholder and I second the motion.

David Arledge - *Enbridge Inc. - Director and Chairman of the Board*

You've heard the motion which has been seconded. We will conduct a vote on this motion by ballot. Please take a moment now to vote for the election of directors marking an X either for or withhold for each director on your ballot card, which will be collected after the last item of business today.

The next item of business is the appointment of the auditors. PricewaterhouseCoopers or its predecessor, Pricewaterhouse, have been the auditors of Enbridge for the past 22 years. The Board of Directors on advice of the Audit, Finance, and Risk Committee of the Board recommends their reappointment. May I have a motion that PricewaterhouseCoopers be appointed auditors of the Corporation to hold office until the close of the next annual meeting of shareholders at such remuneration as shall be fixed by the Board of Directors.

Leigh Kelln - *Enbridge, Inc. - Shareholder*

Mr. Chairman, my name is Leigh Kelln. I'm a shareholder and I so move.

Pat Murray - *Enbridge, Inc. - Shareholder*

Mr. Chairman, my name is Pat Murray. I am a shareholder and I second the motion.

David Arledge - *Enbridge Inc. - Director and Chairman of the Board*

You've heard the motion which has been seconded. As a ballot is not required for this matter, will those in favor of the motion please indicate their approval by raising their right hand? To the contrary, motion is carried.

The next item of business today is an advisory vote on the Corporation's approach to executive compensation. Although this vote is optional and nonbinding, it does give the shareholders an opportunity to provide important input to the Board. So may I have a motion that the resolution to accept the approach to executive compensation, the text of which is set forth on Page 21 of the Management Information Circular be and is hereby approved.

Colin Gruending - *Enbridge, Inc. - Shareholder*

Mr. Chairman, my name is [Colin Gruending]. I'm a shareholder and I so move.

Perry Schuldhaus - *Enbridge Income Fund Holdings, Inc. - Shareholder*

Mr. Chairman, my name is Perry Schuldhaus. I'm a shareholder and I second the motion.

David Arledge - *Enbridge Inc. - Director and Chairman of the Board*

You have heard the motion which has been seconded. We will conduct the vote by ballot. Please take a moment now to vote for this proposal by placing an X either for or against the motion on your ballot card. In the alternative, you may also abstain if you so choose.

The final item of business today is a shareholder proposal submitted by Qube Investment Management. On behalf of its clients in request that the Board require the Audit, Finance, and Risk Committees to request proposals for the audit engagement no less than every eight years. Enbridge does not support the shareholder proposal for the reasons that are set forth in the Management Information Circular including that the governance procedures and the professional standards currently in place provide the necessary checks and balances required to ensure the ongoing independence of the company's external auditor and the reliability of the company's financial statements.

Representatives of Qube were unable to attend today's meeting. May I have a motion that the Board of Directors require that the audit committee will request proposals for the audit engagement no less than every eight years be and is hereby approved.

Chris Johnston - *Enbridge, Inc. - Shareholder*

Mr. Chairman, my name is Chris Johnston. I am a shareholder and I so move.

David Arledge - *Enbridge Inc. - Director and Chairman of the Board*

Is there a seconder?

Catherine Dyer - *Enbridge, Inc. - Shareholder*

Mr. Chairman, my name is Catherine Dyer. I am a shareholder and I second the motion.

David Arledge - *Enbridge Inc. - Director and Chairman of the Board*

You've heard the motion which has been seconded. Is there any further discussion on this motion?

To pass this resolution, it must be approved by an ordinary resolution of common shareholders with approval of at least the majority of the votes cast. We will conduct the vote by ballot so please take a moment now to vote on this proposal by placing an X either for or against the motion on your ballot card. Alternatively, you may also abstain.

We have now completed all the scheduled business. For those registered shareholders and proxy holders who completed the ballots on the items of business being considered today, please sign your ballot card and raise your hand so our scrutineers can collect the cards.

While we wait for the scrutineers to tabulate and confirm the results, I'd like to express on behalf of the corporation my thanks to all of our directors for the advice and counsel they provided over the past year. Mr. Coutu and Mr. Tutcher were unable to be with us today because of existing conflicts. But I would ask that each director in attendance, please stand as your name is called so that you may be recognized. And please remain standing until all directors have been introduced. And please hold your applause until all directors have been introduced.

James Blanchard, Herb England, Charles Fischer, Maureen Kempston Darkes, Al Monaco, George Petty, Rebecca Roberts, Catherine Williams, and myself, David Arledge.

Finally, I would like to thank Enbridge Management Group for their fine leadership and also our shareholders for giving me the opportunity to serve both as a Director and Chair of the Board, and for taking time out of their day to be with us this afternoon.

I'll now announce the results of the balloting. The scrutineers have confirmed that all nominated directors have been elected. PricewaterhouseCoopers has been appointed auditors of the corporation for the upcoming year and the shareholders have approved the corporation's approach to executive compensation.

Accordingly, I declare each of these resolutions as carried. The shareholder proposals submitted by Qube Investment Management was not approved by majority of the votes cast and is therefore defeated. But we thank you for taking the time to present this proposal and provide the shareholders the opportunity to consider it and vote on. We will provide you with the percentage of votes for each of the balloted resolutions following the general question-and-answer session and the exact number of votes cast in respect to each matter will be filed on SEDAR and made available on our web site.



Thank you, again, for your strong show of support by attending our meeting. As all matters of business have been addressed, I'll now ask for a motion that the meeting be terminated.

Roxanna Benoit - *Enbridge, Inc. - Shareholder*

Mr. Chairman, my name is Roxanna Benoit. I'm a shareholder and I move that this meeting be terminated.

Marc Weil - *Enbridge, Inc. - Shareholder*

Mr. Chairman, my name is Marc Weil. I am a shareholder and second the motion.

David Arledge - *Enbridge Inc. - Director and Chairman of the Board*

Will those in favor indicate your approval by raising your right hand? The motion is carried, and I declare that this meeting is now terminated.

I'm now going to call on Al Monaco, Enbridge's President and CEO, to deliver remarks and conduct the general question-and-answer period.

Al Monaco - *Enbridge Inc. - President and CEO*

Thank you, David. Good afternoon, everyone. I'm going to start out by talking about the situation in Northern Alberta. We have seen destruction, fear, uncertainty for the residents of Fort McMurray. But that's been matched by incredible efforts to help the people and keep them safe, and to support them as you've seen here at the BMO Center where there are evacuees in attendance.

Many Enbridge people live and work in Northern Alberta. They and their families are safe, and our staff across the company have truly stood behind them. I couldn't be more proud of our team. Obviously, this is one of the most challenging events our provinces ever faced. I think it's bringing out the very best as Albertans and as Canadians.

It's clear that at times of crises, regions and borders don't matter. What matters and what our hearts and values dictate is community and family. We're seeing support from across Canada from the far reaches of the Atlantic to Ontario and Quebec. Canada is truly showing its colors during this crisis. The thoughts the Enbridge team I know all of you in this room are with the people of Fort McMurray. I know it's hard to envision at this point an entire community that's still needing to deal with the fire, thinking about rebuilding it, but there's no question that it will be rebuilt.

Our approach to these difficult issues as a company is the same as it always is. Our first priority has been to ensure the safety of our people, the community, and the environment. Our assets are critical infrastructure to this province and to Canada. So, we focus on making sure they're protected next. We do that in close coordination with the authorities in this province. And we stay in very close contact with our customers and our regulator.

We're bringing our own operations back into service as we speak, which will support our customers and marking the very first steps in the recovery. And Enbridge and our industry will be at the forefront of supporting that recovery. It's about being part of the community where we live and work. And that's a big part of why we look forward to this Annual Meeting because we have community here, we have shareholders, landowners, business partners, as well of course, the Enbridge staff who are also shareholders in this room.

I'd like to introduce our management team. As I was looking at this before the meeting, what struck me was they are all smiling, which isn't always the case. As well you see that their photos, I'm not sure it resembled their current state of age, but perhaps they'll have to resubmit some photos here shortly. If you add up the years of experience of this team, it is a very big number, but equally important is the energy that they are bringing for Enbridge to succeed.



I won't go through the names here, but I do want to call out one Glenn Beaumont, who has led Enbridge Gas Distribution and who will be retiring after 30-plus years with our company. One of the most important things I've learned over the years working with Glenn is his amazing connection to the staff and also to the people outside the company. So, Glenn, on behalf of the Board and Management, thank you for your great contributions to Enbridge. So, please after the session take an opportunity to chat with the team members here during the reception. I'd also like to acknowledge Pat Daniel. Pat is here joining us today and Pat led, of course, Enbridge through a great period of growth in the past, and he's still a shareholder we're glad to see.

I'm going to spend a bit of time today talking about our approach to the business and our results. But just as we're trying to look ahead today in Alberta, I'll also focus on the broader energy landscape and how our company is positioning for the future. On that note, it's a requirement that I advise you that I will be using forward-looking statements and information.

These three words on the cover of the Annual Report, consistency, strength, and value define who we are as a company and our business model. And in that context of a very tough commodity environment today is that business model that sets us apart and has once, again, proven to be very resilient. Let me try to boil this down, the essence of the business model.

First, we're disciplined by concentrating on what we do best and that is designing, building, and operating energy infrastructure; minimizing exposure to commodity prices, ensuring strong commercial structures when we put capital to work, and assuring we're sound financial footing at all times but particularly in these times. Most importantly we stay squarely focused on our customers. Even more so when they're under pressure like they are today. The way we support them is by providing efficient, reliable and low cost infrastructure, and by getting their production to the very best market. So, they receive a fair price for that for that production. That's good for them. It's good for us as a company, but it's also good for all Canadians who benefit from natural resources and the contribution to the economy.

Second, the number one priority is safety and reliability. At this point, our staff knows what's coming next, and that is without safety and reliability, nothing else that you're going to hear today is going to matter that's our mantra. It's been six years since our Marshall, Michigan incident. We keep it at the forefront of our minds because it has made us a lot better. Our safety numbers since 2010 are very good, but it's really the mindset rather than the numbers that drives us today.

We've brought safety across the company to an entirely new level. Our people think first and they're protecting the public and the environment and preventing incidents making double and triple sure that we get it right. We encourage our staff to speak up about concerns and the management team to listen to them carefully and we invest heavily maintaining the system, some \$5 billion since 2010. The most satisfying call that I can get or that I team can get is when a customer thanks us for being safe and reliable or when a peer company ask for advice.

The third part of the business model is sound execution strategy. Let me highlight just a few things that have moved our strategy needle over the last sort of while. In the last two years, we've put \$15 billion of new infrastructure into service. Nobody else, no other company can say that in our sector. Two critical projects in 2015 with the Woodland Extension, that's bringing Imperial and Exxon's volumes down to Edmonton, and the expansion of capacity between Edmonton and Hardisty. That said, our Mainline Expansion Projects, Alberta Clipper and Southern Access, provided very much needed capacity to the U.S. market.

Now, it's critical for our customers and it meant less crude moving by train. We complete Line 9, which now provides product to Eastern Canadian refineries. What does that do? It displaces foreign crude supply and, again, less barrels on rail. Again, good for customers, good for us, and good for Canada. We completed the Greater Toronto Area Expansion. So our 2.1 million customers there get the energy that they need to heat their homes, cook meals, and serve critical industries in the area.

Moving across the pond, we entered the European offshore wind market with a 25% interest in the Rampion wind farm. This is off the southern coast of Britain, and you can see the monopiles here on the left-hand side. Notice the individual there, the worker, relative to the size of those monopiles. And on the right-hand side is the barge that actually installs those monopoles.

This week we announced a new investment that will help us grow our offshore renewables business. I'm going to come back to that one later. We continue to build our Canadian Natural Gas Midstream footprint. We acquired two new plants, gas plants in proximity to our Alliance Pipeline. You



can see here the map around the Canadian Midstream business is starting to look very filled out. And we proved their skills once again in offshore Gulf of Mexico where it's very tough conditions by completing three projects.

Finally, we concluded the \$30 billion asset transfer to Enbridge Income Fund, which will lower the cost of funding, the big capital program that we have in front of us. We're making sure we have a strong balance sheet and the flexibility to pursue new opportunities that come along. In the first quarter, we raised \$3 billion of equity, which meets our equity needs not just this year but through the end of 2017 and then more from there.

All of these factors translated yes this year, 2015, to our best financial and operating performance ever. Adjusted earnings were up 16% to \$1.9 billion. That is \$2.20 a share. Available cash flow or ACFFO grew more than 23% to \$3.2 billion for \$3.72 a share. Progress was continued in the first quarter as we announced our results today. Adjusted earnings and ACFFO per share increased by roughly a third over the same quarter last year. We increased our 2016 dividend by 14%, 21st consecutive increase in the prior year, by 33%. So, it's really this picture that you see here that shows the strength of that business model that I was talking about earlier.

Now, unlike the previous years, the strong operating and financial results didn't translate to share price. Now, we weren't alone given the broader energy decline but it was disappointing to us nonetheless. What's important, though, is that we remain disciplined in the face of market downturns, and we remain true to the business model that we talked about, a model that's delivered superior returns for shareholders over the last 50 years. The way we look at it is that if we continue to focus on our customers and our operations and deliver on strategies that we refer to, it would be recognized in the market, and it's already starting to happen this quarter.

I often share this picture with our shareholders and our people at Enbridge. It shows our outlook through to 2019; some are secured program only. If we execute this program well, we should be able to continue to drive strong cash flow and dividend growth that will continue that chart that you saw earlier. So, that gives a snapshot of the approach that we use, our commitment to safety and solid execution, and our strategies that drive results.

Now, let's look forward. I'd like to touch on three aspects of the energy landscape where we see tremendous opportunity, not just for Enbridge but for Alberta and for Canada -- one, North America's energy advantage; two, industry's revitalized approach to energy development and a more constructive public conversation about energy; and three, the transition to a lower carbon economy.

Let's start with North America's competitive advantage, energy. There's a wide agreement that the world's needs for energy will increase not decrease. That's not a tagline put out by energy companies, it's our reality, and here's why I say that. In the next 25 years, the world's population is going to increase by about 2 billion people to 9 billion. Cities with populations of over 10 million will increase from 28 to 41, and developing countries will achieve improved standards of living just like we have here in North America. All of this requires more energy, somewhere in the range of 30% to 40% more. That means we're going to need all sources of energy supply to meet demand. That includes existing fuels but also lower carbon sources like renewables.

Now it just so happens that over the last two years, Canada and the United States have developed tremendous capability to deliver more and more energy. Therein lies what I think of as the North American competitive advantage in energy. That advantage stems from essentially three things -- massive resources, we all know about the unconventional resources in North America; the technology to develop those resources that frankly years ahead of the rest of the world; and the capital markets and the entrepreneurship to make this advantage a reality. So, you've got a couple of things happening here, increasing energy [event] and North America's potential to be a leader in satisfying that need. Now I say potential because achieving that advantage requires infrastructure to connect resources to the markets. Without infrastructure, it's an unfulfilled dream, a latent North American advantage.

We're only one company but let me tell you this story of how we're helping on that front. The strategy is pretty simple, bring inland production to coastal markets and beyond. A few years ago, we embarked on a mission to extend our systems, so that crude could reach the number one market in the world, the U.S. Gulf Coast. The first waypoint was getting to the Cushing hub followed by completing the first and only today large volume path for Canadian crude to get there. That system allows Canadian barrels to reach 8-plus million barrels per day of world-class refining capacity. The U.S. Gulf Coast is a great market for Canadian crude and Canadian barrels compete there.



What we didn't anticipate was the fact that the U.S. would lift its crude export path. So that path now that you're seeing on the screen here to the Gulf will be even more valuable because we can now connect North American supply to the rest of the world.

We haven't fulfilled Canada's needs to connect the tidewater, but I think our Line 9 project is an excellent first step. Having competitively priced reliable supply helps sustain Quebec's refineries and petrochemical industry, and 4,000 jobs that depend on it. So, two points, really just to conclude on this. Ultimately, we'll realize the North American advantage when infrastructure connects this to continent with the rest of the world. To be competitive, today any industry, not just energy, needs global connectivity. It simply doesn't make sense for our industry not to have it. And second, the future of commerce is going to be driven by trading blocks not individual countries. Of course, there are national interests, and that's not going to change. But we need to be looking at this energy advantage not as Canadians, as Americans or Mexicans, but as North Americans. That means more policy and leadership collaboration on energy and environment. It also means a new way of thinking about energy by our industry in all of Canada.

So let's talk about -- what's next? Over the last decade, a confluence of things has driven a significant change in how the public thinks about energy; legitimate, very legitimate concerns about climate change. We've got a national debate on energy infrastructure that affects and shapes how the public views energy.

And perhaps most important is the resurgence of the energy consumer who wants and has found, I think, a very loud voice. And the voice is basically demanding three things if we listen carefully. Consumers want energy and the economic and social benefits that go with it. They want energy at a low cost, and they want energy developed in an environmentally sensible way. Now you could say to that, that's a lot to ask for. But like any business, if you would know what consumers are telling you, you do it at your peril.

What's different today is that our industry gets that. That progress is fueling a much more balanced conversation about energy in this country. I have felt that over the last year. The polarization that we've seen in the past is starting to narrow and I think coming closer together. Here are a few things that illustrate how that change has happened -- the Alberta Climate Leadership Plan that came about because of unprecedented collaboration between producers, environmental groups, indigenous people, and governments. I think it was an amazing accomplishment. Another is COSIA, an industry technology sharing partnership that's accelerating environmental performance. Who would have thought that collaboration would take place just a few years ago. And in Ontario, government is working with companies like ours on energy conservation programs that reduce GHGs and energy bills for consumers, and exploring ways to reduce emissions by using more natural gas.

We play a leadership role in this shift that's occurring. The key part of that has been changing the way we engage with our stakeholders. We listen to concerns and take input and advice from communities on how to get better. David Collyer is here today, the President of Canadian Association of Energy and Pipeline Landowners, CAEPLA. Our relationship with David and his members has been very constructive. David doesn't fear telling us where we need to get better and holds us to account quite tightly. CAEPLA's input though has helped us get better and our Line 3 project in particular get better. And we're pleased that the NEB recently approved that project.

We continue to grow our relationships with indigenous people. This conversation we're having in Canada about reconciliation is a very important one. At our company, we look at building relationships with First Nations and [NT] as critical for many reasons. One, amongst them is the stewardship capability they have over land and water, and communities that's essential to how we think about resource development in Canada.

The low price of oil is also helping people better understand why it's so important for Canada to increase export capacity. And they're saying the most efficient way to do that is through pipelines. There's growing recognition of the economic benefits. I don't have to tell you all about the thousands of jobs, billions in investment, and huge tax revenue that energy and pipelines bring. While we face challenges, we're now seeing a more constructive debate as I said, one that's shifting to be more collaborative, less polarized.

Now the third area change in landscape is the transition to a lower carbon economy. In many ways, our company is a microcosm of the future of energy. Let me explain what I mean by that. As a company with both pipelines and wind turbines, we're delivering energy security and a lower carbon in the future. That's how we look at our role today, that's how we think as a team at Enbridge. Our pipeline assets will continue to play an absolutely critical role in our economy for decades to come. That's not going to change and in fact there's growth ahead in these assets. At the

same time as I said earlier, the world needs all forms of energy supply to meet needs. And natural gas renewables are becoming the fastest growing source of that supply.

We entered the natural gas business more than two decades ago. Today, we're the largest utility in Canada. North American gas reserves have grown dramatically 50% over the last few years. This is going to make natural gas an abundant fuel for many, many years to come, and it's going to play a large role in reducing emissions.

Our first renewables investment was 13 years ago. We were ahead of the curve at that time and that puts us in excellent position today. It's clear from the continued improvements in technology and introduction of carbon pricing that it will make it even more competitive going forward. The cost and efficiency of renewables has improved dramatically in a very short period of time. When we built their first wind farm, you can see this here on this chart, each turbine on the far left there was state of the art for today and have the capacity to generate about a half a megawatt of electricity.

Today, the turbines used in the U.K. Offshore Rampion Project generates 3 1/2 megawatts each; so six times above that anyway as much power. The newest generation of turbines can generate 10 times more power and you see the size on the far right. We've invested over \$5 billion in wind, solar, geothermal generation, and the plan going forward is to double that capacity.

Let me tell you about how we're going to build that story going forward. Over 20 gigawatts of new offshore wind generation is expected in Europe over the next five years. We see great potential to accelerate growth in this business. We've established a good first entry point with Rampion which is scheduled to be coming into service in 2018 at about 400 megawatts.

As we announced this week, we're participating in the development of three large projects off the coast of France that could together generate about 1,400 megawatts of electricity. These projects have the best commercial underpinning and framework we have seen.

And if all three projects go forward, that could total upwards of \$4.5 billion in investments for us over the next several years. It's a great example of the new opportunity set before us as we look to extend the growth that you saw earlier into the future and building on the solid opportunities that are already ahead of us.

So let me conclude with this. As we look forward, our future is shaped; in fact driven by both the economic imperative to capture new opportunities for Canada and for North America in an increasingly global energy market by ensuring we can effectively move existing fuels that are absolutely critical to all of us and by being part of the growth of a lower carbon energy future. It's the future frankly that we're very excited about. It's one in which we will continue to create value for our customers, communities, consumers, and our own staff. And one that will continue to drive strong returns for our shareholders. Representing those shareholders is our board of directors and our thanks to them, the management team thanks, for providing some very sound guidance and support over this period. It's a great importance to the management team.

Before we open up the floor, I want to say that personally it's a great honor to lead this company, and the reason for that is we have great people and great assets, and we have the responsibility to our 10,000 people. We have a long history of being part of North America's energy landscape from delivering natural gas to homes in Ontario before Confederation to being the first to connect Western Canadian crude oil to the U.S. market. Our success has been driven over that entire time frame by being able to adapt and change and grow. We're keenly focused now on positioning our company to continue that success for decades on to come.

As I noted at the outset, I am very proud of the Enbridge team. They're the ones that are on the frontlines, the people that protect the public and the public trust to safely deliver energy. Over the past 10 days or so, people across our company have come together to support our colleagues in Northern Alberta. They're working hard to support our community, to help our customers restart their operations and that's happening today as we speak, and to do all we can to enable the people of Fort McMurray to rebuild.

I've talked a lot about the business today and the future, but our thoughts and compassion and hope, and I know you all agree with this, sitting here today are for the people of Fort McMurray. Thank you very much.



Okay, thanks for your patience. We now will move to the Q&A session. So, please come up to the microphones and ask you question. I will try to answer it.

QUESTIONS AND ANSWERS

Amil Shreveney - *Shareholder*

My name is [Amil Shreveney]. I'm a shareholder.

Al Monaco - *Enbridge Inc. - President and CEO*

Hello.

Amil Shreveney - *Shareholder*

First of all, I'd like to thank the Enbridge Group for the dividends, and since I'm a senior I really appreciate that. My question is I understand that in the pipeline business, correct me if I'm wrong, you have taken pay contracts. Do we shareholders have to worry about companies going bankrupt because of the lower of oil prices? Hypothetically speaking, what happens when they go bankrupt, how will it affect us? And have any of them gone bankrupt to date?

Al Monaco - *Enbridge Inc. - President and CEO*

Okay.

Amil Shreveney - *Shareholder*

And I have a Part B.

Al Monaco - *Enbridge Inc. - President and CEO*

Okay, Part B.

Amil Shreveney - *Shareholder*

It's unrelated since I'm only asked a lot --

Al Monaco - *Enbridge Inc. - President and CEO*

Okay.

Amil Shreveney - *Shareholder*

Who is Qube? And, yes, could you elaborate that vote that we participated in regarding Qube? Thank you.



Al Monaco - Enbridge Inc. - President and CEO

Sure, sure. Okay. So, let me just go through that but start with your comment about the dividends. For sure, you've hit the nail on the head there. Part of the value proposition that we offer as you saw with the chart is that steady increased in dividends, and we're proud of that. And it really, I think, instills a very strong discipline on the management team to pay that kind of dividend and make sure that we're growing the business so we can continue to replicate it. So, I think that's a very good observation.

With respect to the take or pay contracts that you mentioned, you're right, oil prices are certainly creating some uncertainty with producers and in some cases financial stress. But with respect to the contracts, they are backed by very, very strong companies. So, the companies that support those contracts and pay us are told on a take or pay basis. They are generally the largest global players. They are the Suncors and the Shells and the Statoils of the world who have very, very strong balance sheets. And the way we measure and the easiest way to think about it is we look at their credit ratings. And in the vast majority of those contracts, the credit ratings are investment grade territory. So, we have a lot of strength and comfort behind that capability.

Perhaps, more importantly, though, there's a lot of those companies that actually have downstream refining operations, and what that does is provide a bit of a hedge to this price decline. So, although, from a producer's point of view the price is low, that's not great, on the other hand, that's a low [food stock] cost for downstream refining operations. So, that is a bit of a hedge to the whole environment that we are seeing today.

We haven't seen a lot -- to get to your third part of your question, we haven't seen a lot of bankruptcy situations at least to this point. But as I said most of our take or pay contracts, the vast majority are very well protected by strong companies.

With respect to the Qube proposal, essentially, that proposal goes to the issue of auditor independence. And the rationale for, I guess, management's view against that proposal was several reasons, really. Number one, from the board governance perspective, the way that we look at it is the professional standard of the accounting bodies plays a lot of onus on the accounting firms to ensure that they are doing the right things and they are being independent. In addition, the lead audit partner is rotated from time to time and actually it's every five years, and last was rotated in 2014.

The Audit, Finance, Risk Committee, of course, reviews annually the auditor's, I guess, performance and how they did, and ensures that independence is maintained on behalf of shareholders. So, those are the reasons for the position that the board took on that proposal. Hopefully, that -- hopes it answered the question.

Amil Shreveney - Shareholder

Who is Qube?

Al Monaco - Enbridge Inc. - President and CEO

Qube is essentially an investor and they -- the question was who was Qube for those of you who didn't hear it. Qube is an institutional investor so they are shareholder, and of course, they have the right to bring forward those proposals.

Okay, other questions? Yes, sir?

Dave Core - Canadian Association of Energy and Pipeline Landowner Association - Founding President, Shareholder of Enbridge

Good afternoon. My name is Dave Core. I am a shareholder of Enbridge and I'm also the founding president of CAEPLA, the Canadian Association of Energy and Pipeline Landowner Association. I do have a question but as always I have a few comments to make first.

Al Monaco - *Enbridge Inc. - President and CEO*

Okay, go ahead.

Dave Core - *Canadian Association of Energy and Pipeline Landowner Association - Founding President, Shareholder of Enbridge*

I've spent a quarter of the century with the modern pipeline landowner movement, and at that time, we have worked both with and against industry on crucial issues affecting farmers especially on the safety and environmental front. The last few years have been a period of constructive engagement with serious progress made on the safety and environmental front. This has not always been an easy process but it has increasingly been a productive one; one that landowners can rightfully take pride in.

To hear some of the criticisms about Enbridge and the industry from certain groups in the public is very disappointing because they have the tendency to disregard the work the landowner movement have done; the time and energy CAEPLA has put in to improving conditions for landowners. CAEPLA has been an industry watchdog since long before it became politically fashionable as it is today.

We are almost always the first to call industry out for mistakes companies make on project-by-project, on project-by-project basis. But it is important to give credit where it is due. As I have reported to shareholder meetings the last couple of years, Enbridge has indeed been making meaningful progress on issues directly affecting landowners, issues involving safety in the environment, environmental sustainability that matter not only to landowners but to the general public too.

So, when allegations are made against industry standards and practices, we at CAEPLA take that kind of personally. You see, we have been involved in producing industry's improved standards and best practices. We have worked hard to help industry developed those standards and practices, and we are proud of our work. We have engaged industry, Enbridge, in particular, at the negotiations table in the field, at workshops, and on joint projects.

We feel that a lot of work we have done with the company has been of immense benefit to our landowners and to the general public's piece of mind when it comes to safety, soil and water, and bio-security issues. We have worked with Enbridge to develop industry leading safe crossing [apps] and bio-security protocols that surpass all others. We will continue with Enbridge to deliver educational workshops on safety and environmental issues for landowners and the public.

As legitimate stewards of the land and as a public's environmental watchdog in energy transport projects, farmers, ranchers, and other pipeline landowners deserve a lot of the credit for where industry is today. We feel that criticism of this and any other pipeline company should be based on first-hand knowledge. It needs to recognize their accomplishments of the landowner movement in CAEPLA's advocacy on behalf of stakeholders.

We feel that that it's a wee bit unfair, to say the least, for some critics to trivialize the work landowners have done to not acknowledge our work to diminish our ongoing efforts to help bring industry up to speed on the safety and environmental issues that matter most to rural communities and the public at large. CAEPLA will continue to work harder on behalf of the landowners and continue to work with industry to deliver the results stakeholders deserve.

Our job, as I have said, is to function as the watchdog, but we also must give credit where it is due to get projects completed in a timely, safe, and environmentally sustainable way. I guess it is only fair to ask then, Mr. Monaco, do you feel Enbridge has been receiving an up credit for the improvements your company has been making in the last few years? And how much more room do you see for positive change and constructive engagement with landowners?

Al Monaco - *Enbridge Inc. - President and CEO*

Okay. I hope we are recording this somewhere because I want to take these remarks and keep them. Well, first of all, let me just comment -- thank you, David -- let me comment on the work of your association, your leadership. I think the thread that I saw in your comments was stewardship.

We see landowners as a prime stakeholder. And who better than to help us make our projects better in the people that are most connected to the land and who frankly are most impacted. So I think your leadership has been very strong in this area. The transition has happened just over the last three or four years. It's been very powerful. I would categorize you as a strong watchdog over our company and the entire industry.

Yes, we do -- by the way, before I get to the root of your question there, this notion of Enbridge doing well in this area, we appreciate that. But the work for that and the day-to-day effort to make that kind transition happen I think really comes down to the people again that are on the ground, people who talk to your staff, the people who are working day-to-day with landowners so we need to give them credit.

To the question of are we getting enough credit, the way I look at it, David, is I don't think we need a lot of credit. I mean we take pride in what we do but certainly what we do want to do is get better and better. And so that's really what in the end will prevail. So, that's how we look at that.

There is room for change. We still have room to move on many fronts. You can never be good enough in this business because the parameter is always changing. The targets keep changing, and you need to be better and better. So, we're going to keep moving and hopefully we can do that with your help.

Are there questions? I think this is at record, David.

Okay. I'm going to turn the meeting back over to our Chairman, David Arledge. Thank you.

David Arledge - Enbridge Inc. - Director and Chairman of the Board

Thank you, Al. On the matters voted upon today by ballot, I've received confirmation that each of the 11 directors has been elected by at least 97.3% of the votes cast for the election of directors. The advisory vote on executive compensation has been approved by at least 95.8% of the votes cast on that resolution, and the shareholder proposal received approximately 4.3%, 4.36% of the votes cast in favor of the resolution and approximately 95.2% of the votes cast against the resolution.

So, I want to thank you again today for attending our meeting, and we invite you to join the directors and the senior management for some live refreshments in the lobby area. Thank you so much.

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