NOTICE ANNUELLE: ENBRIDGE GAS

ENBRIDGE GAS INC.

(a subsidiary of Enbridge Inc.)

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 31, 2020

February 12, 2021

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PRESENTATION OF INFORMATION

The terms "we", "our", "us", "Enbridge Gas" and "the Company" as used in this Annual Information Form (AIF) refer to Enbridge Gas Inc. and its subsidiaries unless the context suggests otherwise. The term “Enbridge” refers to Enbridge Inc., our parent company, unless the context suggests otherwise.

Unless otherwise noted, the information contained in this AIF for Enbridge Gas is given as at or for the year ended December 31, 2020. Amounts are expressed in Canadian dollars unless otherwise indicated. Financial information is presented in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP). This AIF is dated February 12, 2021.

Our Management’s Discussion and Analysis (MD&A) and audited consolidated financial statements, dated February 12, 2021, in each case as at and for the year ended December 31, 2020, are incorporated by reference into this AIF and can be found on SEDAR at www.sedar.com.

FORWARD-LOOKING INFORMATION

Forward-looking information, or forward-looking statements, have been included in this AIF to provide the Company’s shareholders and potential investors with information about the Company and its subsidiaries, including management’s assessment of the Company’s and its subsidiaries’ future plans and operations. This information may not be appropriate for other purposes. Forward-looking statements are typically identified by words such as “anticipate”, “expect”, “project”, “estimate”, “forecast”, “plan”, “intend”, “target”, “believe”, “likely”, “continue”, “should”, “could”, “may”, “predict”, “will”, “potential” and similar words suggesting future outcomes or statements regarding an outlook. Forward-looking information or statements included or incorporated by reference in this document include, but are not limited to statements with respect to the following: expected performance of the Company’s businesses; expected costs, capacity and in-service dates related to announced projects and projects under construction, including the Company's Dawn-Parkway Expansion Project and additional community expansion projects; expected future growth and expansion opportunities; expected future decisions and actions of regulators and courts, and the timing and impact thereof; expectations regarding commodity prices; expectations regarding competitive energy sources and the continued advantages of and demand for natural gas; and estimated future dividends and our pay-out target.

Although the Company believes that these forward-looking statements are reasonable based on the information available on the date such statements are made and processes used to prepare the information, such statements are not guarantees of future performance and readers are cautioned against placing undue reliance on forward-looking statements. By their nature, these statements involve a variety of assumptions, known and unknown risks and uncertainties and other factors, which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such statements. Material assumptions include assumptions about the following: the expected supply of and demand for natural gas and other commodities and sources of energy that compete with natural gas; prices for natural gas and alternative sources of energy; exchange rates; inflation; interest rates; the availability of capital on satisfactory terms; the availability and price of labor and construction materials; operational reliability; maintenance of support and regulatory approvals for the Company’s projects; anticipated in-service dates; weather; expected costs related to remediation and potential insurance recoveries; expected earnings/(loss); and estimated future dividends. Assumptions regarding the expected supply of and demand for natural gas and the prices of natural gas are material to and underlie all forward-looking statements. These factors are relevant to all forward-looking statements as they may impact current and future levels of demand for the Company’s services. Similarly, exchange rates, inflation and interest rates impact the economies and business environments in which the Company operates, may impact levels of demand for the Company’s services and cost of inputs, and are therefore inherent in all forward-looking statements. Due to the interdependencies and correlation of these macroeconomic factors, the *impact of any one assumption on a forward-looking statement cannot be determined with certainty. The most relevant assumptions associated with forward-looking statements on expected capital expenditures include: the availability and price of labor and construction materials; the effects of inflation and foreign exchange rates on labor and material costs; the effects of interest rates on borrowing costs; and the impact of weather and customer, government and regulatory approvals on construction and in-service schedules and cost-recovery regimes.*

The Company's forward-looking statements are subject to risks and uncertainties pertaining to the realization of anticipated benefits and synergies of projects and transactions, operating performance, regulatory parameters, changes in regulations applicable to the Company's businesses, litigation, project approval and support, weather, economic and competitive conditions, public opinion, changes in tax law and tax rates, exchange rates, interest rates, commodity prices, and supply of and demand for commodities and other alternative energy. These risks and uncertainties include but are not limited to those risks and uncertainties discussed or incorporated by reference in this AIF and in the Company's other filings with Canadian securities regulators. The impact of any one risk, uncertainty or factor on a particular forward-looking statement is not determinable with certainty as these are interdependent and the Company's future course of action depends on management's assessment of all information available at the relevant time.

Except to the extent required by law, the Company assumes no obligation to publicly update or revise any forward-looking statements made or incorporated by reference in this AIF or otherwise, whether as a result of new information, future events or otherwise. All subsequent forward- looking statements, whether written or oral, attributable to the Company or persons acting on the Company's behalf, are expressly qualified in their entirety by these cautionary statements.

NON-GAAP MEASURE

The Statement of Executive Compensation *at* Schedule A *to this AIF contains reference to distributable cash flow (DCF) of Enbridge, which is a measure used for purposes of Enbridge's executive compensation programs. Enbridge's DCF is defined as Enbridge's cash flow provided by operating activities before the impact of changes in operating assets and liabilities (including changes in environmental liabilities) less distributions to noncontrolling interests, preference share dividends and maintenance capital expenditures, and further adjusted for unusual, infrequent or other non-operating factors. Enbridge's management also uses DCF to assess the performance of Enbridge and to set its dividend payout target. DCF does not have any standardized meaning prescribed by U.S. GAAP and therefore may not be comparable with similar measures presented by other issuers.*

CORPORATE STRUCTURE

Enbridge Gas is the result of an amalgamation of Enbridge Gas Distribution Inc. (EGD) and Union Gas Limited (Union Gas) on January 1, 2019 pursuant to the provisions of the *Business Corporations Act* (Ontario) (the OBCA). Enbridge Energy Distribution Inc. (EEDI) and Great Lakes Basin Energy L.P. (GLBE), both indirect wholly-owned subsidiaries of Enbridge, own all of the issued and outstanding common shares of Enbridge Gas, which continues to have all of the assets, rights, contracts, liabilities and obligations of each of EGD and Union Gas, including licenses and permits. Our head office and registered office is located at 500 Consumers Road, North York, Ontario, M2J 1P8.

EGD was incorporated in 1848 by *Special Act, II Victoria Cap. XIV*, of the Province of Canada. By letters patent dated September 30, 1954, EGD was continued under the *Corporations Act, 1953* (Ontario) and was subject to the OBCA. EGD changed its name from The Consumers' Gas Company Ltd. to Enbridge Gas Distribution Inc. on July 25, 2002.

Union Gas was incorporated under the laws of the Province of Ontario by letters patent dated December 19, 1911 and was subject to the OBCA. Pursuant to a certificate of amalgamation dated January 1, 1998, Union Gas amalgamated with Centra Gas Ontario Inc.

The Company did not have any other subsidiaries whose assets or revenues individually exceed 10%, or in the aggregate exceed 20%, of the total consolidated assets or total consolidated revenues of Enbridge Gas as at December 31, 2020.

GENERAL DEVELOPMENT OF THE BUSINESS

A description of significant events or conditions that have influenced the general development of the business over the last three completed financial years is set out below.

AMALGAMATION

On January 1, 2019, EGD and Union Gas amalgamated and have continued from this date as Enbridge Gas Inc., which continues to have all of the assets, rights, contracts, liabilities and obligations of each of EGD and Union Gas, including licenses and permits.

SALE OF ST. LAWRENCE GAS COMPANY INC.

On November 1, 2019, the Company closed the sale of the issued and outstanding shares of its wholly-owned subsidiary, St. Lawrence Gas Company, Inc. (St. Lawrence Gas). Total cash proceeds from the transaction were approximately $72 million, equivalent to approximately $55 million in United States (U.S.) dollars.

LOW CARBON TECHNOLOGY ADVANCEMENTS

In September 2020, the Ontario Energy Board (OEB) approved our application to commence a voluntary renewable natural gas (RNG) program in early 2021. Under this program, customers may voluntarily add $2 per month on their bill to be used by Enbridge Gas to purchase low carbon RNG and displace system supply of traditional natural gas.

On October 29, 2020, the OEB also approved our hydrogen blending pilot project. Under this pilot project, we will construct facilities that allow regular natural gas to be blended with hydrogen gas in an isolated portion of our existing distribution system. This program will allow us to study the use of hydrogen gas as a method for decarbonizing natural gas.

As we continue to develop opportunities to support a low carbon future, these programs are designed to reduce overall greenhouse gas (GHG) emissions from the natural gas consumed by our customers.

LONDON LINE REPLACEMENT PROJECT

On September 2, 2020, we filed a leave to construct application with the OEB for the London Line Replacement Project, a project that will replace the two current pipelines known collectively as the London Line, and which includes the construction of approximately 90.5-kilometers (km) of natural gas pipeline and ancillary facilities in southern Ontario. Subject to OEB approval, the project is expected to be placed into service in 2021.

DAWN-PARKWAY EXPANSION PROJECT

On October 22, 2020, due to changes in demand and uncertainties resulting from the COVID-19 pandemic, we withdrew the leave to construct application with the OEB relating to our Dawn-Parkway Expansion Project. We will continue to assess demand requirements for the expansion and refile as needed in the future.

CUSTOMER GROWTH

Business development is positively impacted by customer growth and the demand for new housing in Ontario remained strong in 2020. We added an average of approximately 45,000 new customers per year from 2018 through 2020. See *Business Outlook - Customer Growth.*

HISTORY OF THE BUSINESS

HISTORICAL OPERATING STATISTICS

Year ended December 31,	**2020**	2019	2018
Number of active customers[1,4] *(millions)*	**3.8**	3.8	3.7
Heating degree days[2]			
Actual	**3,657**	4,082	3,932
Forecast based on normal weather[3]	**3,843**	3,849	3,843
Actual heating degree days (below)/above forecast	**(186)**	233	89
Volumetric statistics *(billions of cubic feet)*			
Distribution volumes	**440**	490	472
Transportation volumes	**1,353**	1,370	1,349
Total throughput volumes	**1,793**	1,860	1,821

1 *Number of active customers is the number of natural gas consuming customers at the end of the year.*

2 *Heating degree days is a measure of coldness that is indicative of volumetric requirements for natural gas utilized for heating purposes in our distribution franchise areas.*

3 *Normal weather is the weather forecast by us in our legacy rate zones, using the forecasting methodologies approved by the OEB.*

4 *The number of active customers in 2018 includes approximately 17,000 customers of St. Lawrence Gas. St. Lawrence Gas customers are excluded from the 2019 balance due to its disposition on November 1, 2019.*

REGULATORY ENVIRONMENT

Federal Carbon Levy

In October 2018, the federal government confirmed that, with the Cap and Trade system no longer in place, Ontario is subject to the federal government's carbon pricing program, otherwise known as the Federal Carbon Pricing Backstop Program. This program consists of two components: an output-based pricing system (OBPS) and a carbon charge levied on fossil fuels, including natural gas.

In September 2020, Ontario and the federal government announced that the federal government has accepted that Ontario's Emission Performance Standards (EPS) will replace the federal OBPS for industrial facilities. The date of the transition has not yet been communicated. Enbridge Gas will continue to have a compliance obligation under either the OBPS or EPS program for its facility-related emissions, as well as the federal carbon charge for its customer-related emissions. See *Business Outlook - Federal Carbon Levy* and *Environmental Matters* for information regarding our responsibilities under this program.

Distribution Rates

Our distribution rates, commencing in 2019, are set under a five-year Incentive Regulation (IR) framework using a price cap mechanism. The price cap mechanism establishes new rates each year through an annual base rate escalation at inflation less a 0.3% stretch factor, annual updates for certain costs to be passed through to customers, and where applicable, the recovery of material discrete incremental capital investments beyond those that can be funded through base rates. The IR framework includes the continuation and establishment of certain deferral and variance accounts, as well as an earnings sharing mechanism that requires us to share equally with customers any earnings in excess of 150 basis points over the annual OEB approved return on equity (ROE).

EGD's distribution rates, beginning in 2014 through 2018, were set under a five-year customized IR plan. The plan required EGD to update select items in each of 2015 through 2018, in order to establish final allowed revenues and rates. Under the customized IR plan, EGD shared earnings above the annually approved ROE equally with customers.

Union Gas' distribution rates, beginning in 2014 through 2018, were set under a five-year IR plan which established new rates at the beginning of each year through the use of a pricing formula, rather than through the examination of revenue and cost forecasts. The IR plan included an earnings sharing mechanism with customers that permitted Union Gas to fully retain the ROE from utility operations up to 9.93%, to retain 50% of any earnings between 9.93% and 10.93%, and to retain 10% of any earnings above 10.93%.

Rates Applications

In September 2019, the OEB approved an effective date for 2019 base rates of April 1, 2019, and the inclusion of incremental capital module (ICM) amounts to allow for the recovery of incremental capital investments.

In June 2020, the OEB approved 2020 base rates, inclusive of requested ICM amounts, effective October 1, 2020 and interim rates in effect from January 1, 2020 through September 30, 2020 were made final. See *Business Outlook - Enbridge Gas 2020 Rate Application.*

In June 2020, we filed an application with the OEB for the setting of base rates for 2021, which was approved in November 2020 on an interim basis, effective January 1, 2021. In October 2020, we filed an application addressing the funding of discrete incremental capital investments through the ICM mechanism. See *Business Outlook - Enbridge Gas 2021 Rate Application.*

Cap and Trade

From January 1, 2017 through October 31, 2018, the OEB approved charge to customers included amounts billed to customers to recover Cap and Trade compliance costs through rates. There was no corresponding impact on our earnings, since the Cap and Trade compliance costs were flowed through to customers at cost. The Ontario Government repealed the Cap and Trade regulation in 2018.

DESCRIPTION OF THE BUSINESS

Enbridge Gas is a rate-regulated natural gas distribution utility with storage and transmission services that has been in operation for 172 years. We serve approximately 3.8 million residential, commercial and industrial customers across Ontario.

CORE BUSINESS – GAS DISTRIBUTION

There are three principal interrelated aspects of the natural gas distribution business in which Enbridge Gas is directly involved: Distribution, Transportation and Storage.

Distribution

Enbridge Gas' principal source of revenue arises from distribution of natural gas to customers. The services provided to residential, small commercial and industrial heating customers are primarily on a general service basis, without a specific fixed term or fixed price contract. The services provided to larger commercial and industrial customers are usually on an annual contract basis under firm or interruptible service contracts. Under a firm contract, Enbridge Gas is obligated to deliver natural gas to the customer up to a maximum daily volume. The service provided under an interruptible contract is similar to that of a firm contract, except that it allows for service interruption at Enbridge Gas' option primarily to meet seasonal or peak demands. The OEB approves rates for both contract and general services. The distribution system consists of approximately 146,000-km of pipelines that carry natural gas from the point of local supply to customers.

Customers have a choice with respect to natural gas supply. Customers may purchase and deliver their own natural gas to points upstream of the distribution system or directly into Enbridge Gas' distribution system, or, alternatively, they may choose a system supply option, whereby customers purchase natural gas from Enbridge Gas' supply portfolio. To acquire the necessary volume of natural gas to serve its customers, Enbridge Gas maintains a diversified natural gas supply portfolio, acquiring supplies on a delivered basis in Ontario, as well as acquiring supply from multiple supply basins across North America.

Transportation

Enbridge Gas contracts for firm transportation service, primarily with TransCanada Pipelines Limited (TransCanada), Vector Pipeline Limited Partnership and NEXUS Gas Transmission, LLC, to meet its annual natural gas supply requirements. The transportation service contracts are not directly linked with any particular source of natural gas supply. Separating transportation contracts from natural gas supply allows Enbridge Gas flexibility in obtaining its own natural gas supply and accommodating the requests of its direct purchase customers for assignment of TransCanada capacity. Enbridge Gas forecasts the natural gas supply needs of its customers, including the associated transportation and storage requirements.

In addition to contracting for transportation service, Enbridge Gas offers firm and interruptible transportation services on its own Dawn-Parkway pipeline system. Enbridge Gas' transmission system consists of approximately 5,500-km of high-pressure pipeline and five mainline compressor stations and has an effective peak daily demand capacity of 7.6 billion cubic feet (bcf) per day. Enbridge Gas' transmission system also links an extensive network of underground storage pools at the Tecumseh Gas Storage facility and Dawn Hub (collectively, Dawn) to major Canadian and U.S. markets, and forms an important link in moving natural gas from western Canada and U.S. supply basins to central Canadian and northeastern U.S. markets.

As the supply of natural gas in areas close to Ontario continues to grow, there is an increased demand to access these diverse supplies at Dawn and transport them along the Dawn-Parkway pipeline system to markets in Ontario, eastern Canada and the northeastern U.S. Enbridge Gas delivered 1,793 bcf of gas through its distribution and transmission system in 2020. A substantial amount of Enbridge Gas' transportation revenue is generated by fixed annual demand charges, with the average length of a long-term contract being approximately 13.5 years and the longest remaining contract term being 22 years.

Storage

Enbridge Gas' business is highly seasonal as daily market demand for natural gas fluctuates with changes in weather, with peak consumption occurring in the winter months. Utilization of storage facilities permits Enbridge Gas to take delivery of natural gas on favorable terms during off-peak summer periods for subsequent use during the winter heating season. This practice permits Enbridge Gas to minimize the annual cost of transportation of natural gas from its supply basins, assists in reducing its overall cost of natural gas supply and adds a measure of security in the event of any short-term interruption of transportation of natural gas to Enbridge Gas' franchise areas.

Enbridge Gas' storage facility at Dawn is located in southwestern Ontario, and has a total working capacity of approximately 276 bcf in 34 underground facilities located in depleted gas fields. Dawn is the largest integrated underground storage facility in Canada and one of the largest in North America. Approximately 180 bcf of the total working capacity is available to Enbridge Gas for utility operations. Enbridge Gas also has storage contracts with third parties for 21 bcf of storage capacity.

Dawn offers customers an important link in the movement of natural gas from western Canadian and U.S. supply basins to markets in central Canada and the northeast U.S. Dawn's configuration provides flexibility for injections, withdrawals and cycling. Customers can purchase both firm and interruptible storage services at Dawn. Dawn offers customers a wide range of market choices and options with easy access to upstream and downstream markets. During 2020, Dawn provided services such as storage, balancing, gas loans, transport, exchange and peaking services to over 200 counterparties.

A substantial amount of Enbridge Gas' storage revenue is generated by fixed annual demand charges, with the average length of a long-term contract being approximately four years and the longest remaining contract term being 16 years.

ENERGY EFFICIENCY AND DEMAND SIDE MANAGEMENT

We promote the responsible use of natural gas and deliver a wide range of energy conservation programs enabling customers to reduce their energy consumption, lowering both energy bills and emissions. Our conservation programs, sometimes referred to as demand side management, provide incentives to adopt higher efficiency space conditioning, water heating and commercial/industrial process equipment; undertake building envelope upgrades; or design and build new construction meaningfully above building code requirements. These programs collectively provide savings opportunities to all customers, including low income and Indigenous segments, and are funded through OEB approved rates. We also invest in collaborative research, development, demonstration and implementation of natural gas and low carbon technologies.

BUSINESS OUTLOOK

COVID-19 Pandemic

The COVID-19 pandemic and the emergency measures enacted by governments in Canada, the U.S. and around the world have caused material disruption to many businesses, resulting in a severe slow down in Canadian and global economies and leading to increased volatility in financial markets worldwide and demand reduction for commodities.

With respect to the safe operation of our distribution, transportation and storage systems, we continue to employ necessary safety processes and procedures. Our business continuity plans enable us to manage developments related to COVID-19 as they unfold. We are prepared and have implemented plans to enable operations to continue safely and reliably.

We are staying closely connected to recommendations from public health authorities and medical experts. Work-at-home plans remain in place across the organization and our business continuity plans are designed to enable the integrity of our operations and protect the health of our employees in pipeline control functions and service centers, field operations and other essential functions.

The COVID-19 pandemic has had a deep impact in the communities in which we operate. We are continuing to provide support in our communities by advancing funds to respond and provide relief to those who are most vulnerable. Our teams in our operating regions are working closely with our nonprofit community partners, our closest Indigenous neighbors and local governments to identify where resources are needed most.

We will continue to actively monitor the developing situations and may take further actions that we determine are in the best interest of our operations, employees, customers, partners and stakeholders, or as required by federal or provincial authorities. At this time, given the many outstanding questions as to the length and depth of the COVID-19 pandemic, the long-term impact on us is uncertain; however, it is possible that they may continue to have an adverse impact on our business and results of operations.

Community Expansion

On November 6, 2018, the Ontario Government passed legislation to amend the *Ontario Energy Board Act* (Bill 32) to support natural gas community expansion projects. On March 7, 2019, the Ontario Government released Ontario Regulation 24/19 (the Regulation) under the Ontario Energy Board Act which allows for ratepayer funding of specified community expansion projects. The projects identified in the Regulation and being pursued by us are: Cornwall Island, Chippewas of the Thames First Nation, Saugeen First Nation, Scugog Island, Hiawatha First Nation, North Shore and Peninsula Roads and the Chatham-Kent Rural Pipeline Expansion. The total funding for these projects is approximately $33 million. We proceeded with these community-based system expansion projects in 2019, with continued progress through 2019 and 2020.

On October 31, 2020, the OEB submitted its recommendations on further potential community expansion projects to the Ontario Minister of Energy, Northern Development and Mines (the Ministry). The Ministry is expected to announce selected projects eligible for funding in the first quarter of 2021. We have actively participated in this process and expect that we will be successful in gaining the funding required to proceed with a number of additional community expansion projects in 2021 through 2023.

Federal Carbon Levy
On July 4, 2019, the OEB issued a Decision and Order approving the as-filed unit rates related to the federal carbon levy effective August 1, 2019. The Decision and Order also provides approval of deferral and variance accounts associated with the federal carbon program.

On November 18, 2019, we filed an application with the OEB requesting approval to increase unit rates related to the federal carbon levy effective April 1, 2020, as well as to dispose of 2019 deferral and variance account balances. On February 11, 2020, the OEB issued an Interim Decision and Order approving, on an interim basis, the as-filed unit rates effective April 1, 2020.

On May 14, 2020, we filed an updated application with the OEB requesting approval on a final basis of interim unit rates effective April 1, 2020, as well as to dispose of final 2019 deferral and variance account balances. This application was approved on August 13, 2020 as part of an OEB Decision and Order.

On September 30, 2020, we filed an application with the OEB requesting approval to increase unit rates related to the federal carbon levy effective April 1, 2021. A decision on our application for 2021 unit rates is expected in the first quarter of 2021.

Enbridge Gas 2020 Rate Application
Our rate applications are filed in two phases. As part of an OEB Decision and Order issued in December 2019, Phase 1 of the application for 2020 rates, exclusive of funding for 2020 discrete incremental capital investments requested through the ICM mechanism, was approved effective January 1, 2020. Through a subsequent OEB Rate Order issued on June 11, 2020, Phase 2 of the application for 2020 rates, inclusive of requested 2020 ICM amounts, was approved effective October 1, 2020, and interim rates in effect from January 1, 2020 through September 30, 2020 were made final. The 2020 rate application, which represented the second year of a five-year term, was filed in accordance with the parameters of our OEB approved Price Cap IR rate setting mechanism.

Enbridge Gas 2021 Rate Application
On June 30, 2020, we filed Phase 1 of an application with the OEB for the setting of rates for 2021. The 2021 rate application was filed in accordance with the parameters of our OEB approved Price Cap IR rate setting mechanism and represents the third year of a five-year term. On October 6, 2020, we filed a Phase 1 Settlement Proposal and draft Interim Rate Orders with the OEB, which were approved, on an interim basis effective January 1, 2021, on November 6, 2020. Phase 2 of the application addressing 2021 ICM funding requirements was filed on October 15, 2020.

Price Advantage of Natural Gas
Natural gas is the predominant fuel of choice in the residential heating market throughout our franchise areas. The primary competition for natural gas remains domestic fuel oil and electricity. Natural gas has continued to provide both environmental and price advantages, and this is expected to continue. During 2020, natural gas in the residential market experienced, on average, a price advantage on an energy equivalent basis of 52% (2019 - 57%) against electricity, 65% (2019 - 70%) against domestic fuel oil and 54% (2019 - 61%) against propane.

Customer Growth

The Ontario franchise areas are located within one of the most rapidly growing regions in North America. As such, we expect to continue to grow our natural gas distribution business by adding customers to existing infrastructure and through geographic extension of the distribution system.

While customer growth results in increased distribution volumes, this increase is partially offset by the impact of lower average annual consumption, all else being equal. Lower average annual consumption typically results from customers' increased adoption of energy efficient technologies along with more energy efficient building construction.

The outbreak of COVID-19 in 2020 has unexpectedly shocked the global economy and disrupted financial markets and the energy sector. During the pandemic, natural gas has been less severely impacted than oil and coal but has still seen an impact in demand. Although we have and will continue to feel the impacts, the full extent still remains unknown.

WEATHER

We operate in a seasonal industry and operating results may vary significantly according to weather patterns. Specifically, periods of colder than normal weather would typically result in higher operating revenues and earnings compared to periods of warmer than normal weather.

NATURAL GAS PRICES

Revenues include amounts billed to customers for natural gas, which vary with fluctuations in natural gas prices. Higher natural gas prices would increase revenues, but would not similarly impact earnings, given that the cost of natural gas flows through to customers, as approved by the OEB. We do not earn a margin on the sale of natural gas.

We have a Quarterly Rate Adjustment Mechanism (QRAM) in place that allows for the quarterly adjustment of rates to reflect changes in natural gas prices, and for the establishment of rate riders required to collect or refund gas cost variances. See *Commodity Rates* below for further discussion.

REGULATORY ENVIRONMENT - OEB

We are regulated by the OEB pursuant to the provisions of the *Ontario Energy Board Act*, (1998), which is part of a package of legislation known as the *Energy Competition Act*, (1998). This legislation provides for different forms of regulation and competition in the energy (electricity and natural gas) industry in Ontario.

Commodity Rates

The OEB has a mechanism in place for us to update gas commodity rates for system supply customers on a quarterly basis. This QRAM process helps to ensure that customers' rates reflect future expected prices to the extent reasonably possible. The difference between the actual cost of natural gas purchased and the price approved by the OEB is deferred as a receivable from, or payable to, customers until it is approved for collection or refund. These differences are included in quarterly gas commodity rates and collected from, or refunded to, customers over the subsequent twelve months.

Franchise Agreeements
Our distribution business is subject to legislation and municipal by-laws that grant the right to operate in the franchise areas served. The OEB has the authority to approve and renew franchise agreements and certificates of public convenience and necessity, which entitles us to construct facilities and operate within our franchise areas.

EMPLOYEES
As at December 31, 2020, Enbridge Gas had 3,902 employees (2019 - 3,828).

CORPORATE SOCIAL RESPONSIBILITY

Sustainability is integral to our ability to safely and reliably deliver the energy people need and want. How well we perform as a steward of our environment, a safe operator of essential energy infrastructure and a diverse employer is inextricably linked to our business success and our ability to create long-term value for all stakeholders.

We take seriously our responsibility to conduct our business in a socially responsible and ethical manner; protecting the environment and the safety of people; supporting human rights; and engaging, learning from, respecting and supporting the communities and cultures with which we work. Enbridge employs a variety of policies, programs and practices to manage corporate governance and ensure fair, full and timely disclosure of its environmental and social performance to its stakeholders.

In November 2020, Enbridge announced expanded environment, social and governance (ESG) goals and targets to reinforce priorities in areas of GHG emissions, safety, diversity and inclusion, as well as increased transparency and accountability for ESG priorities and results. Setting goals in areas core to our business and stakeholders is just one of the ways we are further integrating ESG into strategy, operations and decision-making. These goals are designed to build on our progress and broaden our efforts in a way that responds to the changing energy landscape and societal needs.

Enbridge’s annual sustainability report is developed with guidance from the Global Reporting Initiative. Enbridge enhanced the disclosure of its sustainability progress in 2019 by aligning performance data with the Sustainability Accounting Standards Board voluntary framework and published a climate report using the recommendations of the Task Force on Climate-Related Financial Disclosures. A copy of the current sustainability and climate report and ESG Datasheet is available on Enbridge's website at www.enbridge.com. Unless otherwise specifically stated, none of the information contained on, or connected to, the Enbridge website, nor any of the contents of the report, are incorporated by reference in, or otherwise part of, this AIF.

ENVIRONMENTAL MATTERS

CARBON PRICING
In October 2018, the federal government confirmed that Ontario is subject to the federal government’s carbon pricing program, otherwise known as the Federal Carbon Pricing Backstop Program. This program consists of two components: a carbon charge levied on fossil fuels, including natural gas, and an OBPS.

The federal carbon charge took effect on April 1, 2019 at a rate of 3.91 cents/cubic meter (m3) of natural gas and is applicable to the majority of customers. Enbridge Gas is registered as a natural gas distributor with the Canada Revenue Agency and remits the federal carbon charge on a monthly basis. The charge increases annually on April 1 of each year by 1.96 cents/m3, rising up to 9.79 cents/m3 in 2022. In December 2020, the federal government announced plans to increase the federal carbon price by $15 per year, rising to $170 per tonne of carbon dioxide equivalent in 2030. Enbridge Gas estimates that this will equate to a federal carbon charge on natural gas of approximately 33.31 cents/m3 in 2030.

The OBPS component came into effect on January 1, 2019. Under OBPS, a registered facility has a compliance obligation for the portion of their emissions that exceeds their annual facility emissions limit, which is calculated based on the sector specific output-based standard and annual production. Enbridge Gas is registered with Environment and Climate Change Canada (ECCC) as an emitter in the OBPS program and has an annual compliance obligation associated with the combustion and flaring emissions associated with its natural gas pipeline transmission system. As a registered facility under OBPS, Enbridge Gas submitted an annual report along with the required verification report from an accredited third-party verifier who found no material misstatements. Enbridge Gas is required to remit payment for facility emissions that exceed its annual facility emissions limit. Due to COVID-19, ECCC has delayed the payment deadline from December 15, 2020 to April 15, 2021, and therefore Enbridge Gas has deferred payment until the first half of 2021.

GHG EMISSIONS

As with previous years, in 2020, we reported operational GHG emissions, including emissions from stationary combustion, flaring, venting and fugitive sources to ECCC, the Ontario Ministry of Environment, Conservation and Parks and a number of voluntary reporting programs. In accordance with the provincial GHG regulations, stationary combustion and flaring emissions related to storage and transmission operations were verified in detail by a third-party accredited verifier with no material discrepancies found.

Enbridge Gas utilizes emissions data management processes and systems to help with the data capture and mandatory and voluntary reporting needs. Quantification methodologies and emission factors will continually be updated in the system as required. Enbridge Gas continues to work with industry associations to refine quantification methodologies and emissions factors, as well as best management practices to minimize emissions.

OTHER ENVIRONMENTAL MATTERS

Information related to our Former Manufactured Coal Gas Plant Sites and the Hamilton Contaminated Site can be found in *Note 21. Commitments and Contingencies* to the audited consolidated financial statements as at and for the year ended December 31, 2020.

RISK FACTORS

A discussion of our risk factors can be found in the MD&A as at and for the year ended December 31, 2020 under the subheading *Risk Management and Financial Instruments*. All such risk disclosure is incorporated herein by reference and available on SEDAR at www.sedar.com.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

Year ended December 31,	2020	2019	2018
(millions of Canadian dollars, except per share amounts)			
Operating revenues			
Gas commodity and distribution	**3,631**	4,152	4,242
Storage, transportation and other	**884**	923	1,055
Total operating revenues	**4,515**	5,075	5,297
Earnings[1,2]	**497**	556	562
Dividends[2,3]			
Enbridge Gas Inc.			
Common share dividends declared	**450**	937	—
Dividends declared per common share	**0.86**	1.80	—
Enbridge Gas Distribution Inc.			
Common share dividends declared	**—**	—	540
Dividends declared per common share	**—**	—	2.53
Preference share dividends declared	**—**	—	3
Dividends declared per Group 3, Series D preference share	**—**	—	0.65
Union Gas Limited			
Common share dividends declared	**—**	—	225
Dividends declared per common share	**—**	—	3.85
Preference share dividends declared	**—**	—	3
Dividends declared per Class A, 5.5% Series A preference share	**—**	—	2.51
Dividends declared per Class A, 6% Series B preference share	**—**	—	2.74
Dividends declared per Class A, 5% Series C preference share	**—**	—	2.28
Dividends declared per Class B, 4.88% Series 10 preference share	**—**	—	0.65

1 *Earnings per share not provided as we are a wholly-owned indirect subsidiary of Enbridge.*

2 *2018 earnings include the impact of preference share dividends. On November 29, 2018, EGD redeemed all outstanding Group 3, Series D preference shares for $25.00 per share and Union Gas redeemed all outstanding preference shares for the following amounts per share: Class A, Series A - $50.50; Class A, Series B - $55.00; Class A, Series C - $50.50; and Class B, Series 10 - $25.00. On January 1, 2019, all classes of our preference shares were cancelled and an unlimited number of new preference shares were authorized. No preference shares have been issued as at December 31, 2020.*

3 *We are authorized to issue an unlimited number of Class A and Class B common shares. On January 1, 2019, we issued to EEDI, which wholly-owned EGD and owned 1% of Union Gas, 281,881,334 Class A common shares in exchange for 232,749,988 EGD common shares and 621,866 Union Gas Class A common shares. GLBE, which owned 99% of Union Gas, was issued 240,020,243 Class B common shares of Enbridge Gas in exchange for 57,822,650 Union Gas common shares. Both classes of common shares of Enbridge Gas are identical. Dividends cannot be paid to one class without paying dividends on the other.*

DIVIDENDS

The declaration of dividends on our common shares is at the discretion of the Board of Directors of Enbridge Gas and is approved quarterly. We target a dividend payout of up to 100% of operating cash flow; however, this is subject to our obligation to maintain average common equity in line with the deemed regulatory level, which may lead to a payout ratio that differs from target.

There are no restrictions that currently prevent us from paying dividends. However, restrictions in the credit or financing agreements entered into by us, or the provisions of applicable law, may preclude the payment of dividends in certain circumstances.

DESCRIPTION OF CAPITAL STRUCTURE

Further information related to our capital structure can be found in *Note 10. Debt* and *Note 11. Share Capital* to the audited consolidated financial statements as at and for the year ended December 31, 2020.

COMMON SHARES

Enbridge Gas is authorized to issue an unlimited number of Class A common shares and Class B common shares (together, the Common Shares), and an unlimited number of preference shares of the Company. The rights attaching to the Class A common shares and the Class B common shares are identical, and the holders of the common shares are entitled to one vote per share at all annual and special meetings of the shareholders of the Company. Holders of the common shares are entitled to receive dividends if, as and when declared by the Board of Directors. Dividends cannot be paid to one class of common share without paying dividends to the other. In the event of a liquidation, dissolution or winding up of the Company or other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of the common shares are, subject to the rights of the holders of any other class of shares of the Company entitled to received assets of the Company upon such a distribution in priority to or concurrently with the holders of the Common Shares, entitled to participate in the distribution.

As of the date hereof, there are 281,881,334 Class A common shares issued and outstanding, all of which are held by EEDI. There are 240,020,243 Class B common shares issued and outstanding, all of which are held by GLBE.

PREFERRED SHARES

The Company is authorized to issue an unlimited number of preferred shares. The Board of Directors has the authority to fix the number of shares in each series and to determine the designation, rights and privileges, restrictions and conditions to be attached to the shares of each series. As of the date hereof, no preferred shares were issued and outstanding.

RATINGS

The following table sets forth the ratings assigned to our medium-term notes (MTNs) and unsecured debt, and commercial paper by DBRS Limited (DBRS) and Standard & Poor's Ratings Services (S&P) as at December 31, 2020.

	DBRS	S&P
MTNs and unsecured debt	A	A-
Commercial paper	R-1 (low)	A-1 (low)
Rating outlook	Stable	Stable

Credit ratings are intended to provide investors with an independent assessment of the credit quality of an issue or issuer of securities and do not speak to the sustainability of particular securities for any particular investor. The credit ratings assigned by these ratings agencies to the securities may not reflect the potential impact of all risks on the value of the respective securities. The credit ratings accorded by these rating agencies are not recommendations to purchase, hold or sell the shares or securities and such ratings do not comment as to market price or suitability for a particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future if, in its judgment, circumstances so warrant. A description from the rating agency for each credit rating listed in the table above is set out below.

DBRS

DBRS has different rating scales for short- and long-term debt. The DBRS long-term rating scale provides an opinion on the risk of default. That is, the risk that an issuer will fail to satisfy its financial obligations in accordance with the terms under which an obligation has been issued. Ratings are based on quantitative and qualitative considerations relevant to the issuer, and the relative ranking of claims. All rating categories other than AAA and D also contain subcategories "(high)" and "(low)." The absence of either a "(high)" or "(low)" designation indicates the rating is in the "middle" of the category.

The A rating assigned to our MTNs and unsecured debentures is the third highest of eight categories for long-term debt. Long-term obligations rated A are of good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser credit quality than AA, and may be vulnerable to future events, but qualifying negative factors are considered manageable.

The R-1 (low) rating assigned to our commercial paper is the third highest of ten rating categories and indicates good credit quality. The capacity for the payment of short-term financial obligations as they fall due is substantial. Overall strength is not as favorable as with higher rating categories, and may be vulnerable to future events, but qualifying negative factors that exist are considered manageable.

S&P

S&P has different rating scales for short- and long-term obligations. Ratings for long-term obligations may be modified by the addition of a plus (+) or a minus (-) sign to show the relative standing within a major rating category.

The A- rating assigned to our MTNs and unsecured debt is the third highest of eleven rating categories for long-term obligations. An obligation rated A is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor’s capacity to meet its financial commitments on the obligation is still strong.

An S&P Canadian commercial paper rating is a forward-looking opinion about the capacity of an obligor to meet the financial commitments associated with a specific commercial paper program or other short-term financial instrument (obligation) relative to the debt servicing and repayment capacity of other obligors active in the Canadian domestic financial markets with respect to their own financial obligations. The rating of A-1 (low) assigned to our commercial paper is the third highest of eight rating categories. A short-term obligation rated A-1 (low) is slightly more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor’s capacity to meet its financial commitment on the obligation is satisfactory. Obligations rated A-1 (low) on the Canadian commercial paper rating scale qualify for a rating of A-2 on S&P’s global short-term rating scale.

We made payments to DBRS and S&P in connection with the assignment of ratings on our MTNs, unsecured debt and commercial paper and may make payments to these ratings agencies in connection with the confirmation of such ratings for the purposes of any future offering of such securities. Other than those payments made in respect of credit ratings, no additional payments have been made to any of these rating agencies for any other services provided to us during the past two years.

MARKET FOR SECURITIES

Trading Price and Volume

Our common shares are not listed and posted for trading on an exchange. We did not issue any securities that are listed or quoted on a marketplace during the year ended December 31, 2020.

Prior Sales

On April 1, 2020, we completed a $1.2 billion dual-tranche offering of 10-year and 30-year notes in the Canadian debt capital markets. For further information on the offering, refer to our MD&A and audited consolidated financial statements as at and for the year ended December 31, 2020, each of which are incorporated by reference into this AIF and can be found on SEDAR at www.sedar.com.

Issue Date		Principal Amount
(millions of Canadian dollars)		
April 2020	2.90% medium-term notes due April 2030	$600
April 2020	3.65% medium-term notes due April 2050	$600

CREDIT FACILITIES

We actively manage our bank funding sources to ensure adequate liquidity and to optimize pricing and other terms. The following table provides details of our credit facility at December 31, 2020.

		December 31, 2020			December 31, 2019
	Maturity	Total Facility	Draws[2]	Available	Total Facility
(millions of Canadian dollars)					
364 day extendible credit facility[3]	2022[1]	**2,000**	**1,121**	**879**	2,000

1 Maturity date is inclusive of a one-year term out option.

2 Includes facility draws and commercial paper issuances, net of discount, that are back-stopped by the external credit facility.

3 External credit facility.

On July 24, 2020, we extended our 364 extendible credit facility to July 23, 2022, inclusive of a one-year term out provision.

The credit facility carries a standby fee of 0.3% on the unused portion and the draws bear interest at market rates.

DIRECTORS AND OFFICERS

The directors and executive officers, as a group, do not own or control, directly or indirectly, any of our voting securities.

DIRECTORS

The following table sets forth the names of the Directors of Enbridge Gas as at February 12, 2021, their municipalities of residence, their respective principal occupations within the five preceding years and the year from which they first became a Director. Each Director who is elected holds office until the next annual proceedings of shareholders or until a successor is duly elected or appointed.

Name and Place of Residence	Principal Occupation During the Five Preceding Years	Year First Became a Director of Enbridge Gas Inc.
Cynthia L. Hansen Toronto, Ontario Canada	Executive Vice President & President, Gas Distribution & Storage of Enbridge since June 2019 and President of EGD since January 2019. Executive Vice President & President, Utilities & Power Operations of Enbridge from January 2019 to June 2019. Executive Vice President, Utilities & Power Operations of Enbridge and Executive Chair of EGD from February 2017 to January 2019. President of EGD from June 2016 to February 2017. Senior Vice President, Operations of Enbridge Pipelines Inc. from January 2015 to May 2016.	2019
James E. Sanders Toronto, Ontario Canada	Senior Vice President, Operations since January 2019. President of EGD from February 2017 to January 2019. Vice President, Engineering & Asset Management of EGD from June 2016 to February 2017. Vice President, Engineering & Integrity of EGD from August 2013 to June 2016.	2019
David G. Unruh Vancouver, British Columbia Canada	Corporate Director since 2003. Mr. Unruh retired as Senior Vice President and General Counsel in 2003 and as Vice Chair in 2005 for Duke Energy Gas Transmission. He was a Board member of EGD from 2017 to January 2019 and Union Gas from 1994 to January 2019. He has been a Board member of numerous publicly traded companies and several privately-owned companies.	2019

Mr. Unruh is an independent director pursuant to the definition of independence set out in National Instrument 52-110 Audit Committees.

OFFICERS

The following table sets forth the names of the executive officers, their current office with Enbridge Gas as at February 12, 2021, their municipalities of residence and their principal occupations within the five preceding years.

Name and Place of Residence	Principal Occupation During the Five Preceding Years
Cynthia L. Hansen President Toronto, Ontario Canada	Executive Vice President & President, Gas Distribution & Storage of Enbridge since June 2019 and President of EGD since January 2019. Executive Vice President & President, Utilities & Power Operations of Enbridge from January 2019 to June 2019. Executive Vice President, Utilities & Power Operations of Enbridge and Executive Chair of EGD from February 2017 to January 2019. President of EGD from June 2016 to February 2017. Senior Vice President, Operations of Enbridge Pipelines Inc. from January 2015 to May 2016.
James E. Sanders Senior Vice President, Operations Toronto, Ontario Canada	Senior Vice President, Operations since January 2019. President of EGD from February 2017 to January 2019. Vice President, Engineering & Asset Management of EGD from June 2016 to February 2017. Vice President, Engineering & Integrity of EGD from August 2013 to June 2016.
Mark R. Boyce Vice President, Law North York, Ontario Canada	Vice President, Law since January 2019. Vice President, Liquids Pipelines Law of Enbridge Employee Services (Canada) Inc. from June 2016 to January 2019. Vice President, Chief Compliance & Privacy Officer of Enbridge from May 2015 to June 2016.
Tanya M. Ferguson Vice President, Finance Pickering, Ontario Canada	Vice President, Finance since September 2020. Director, FP&A of EGD from July 2017 to September 2020. Manager Supply Chain Management of EGD from September 2013 to July 2017.
Michelle R. George Vice President, Engineering & STO Aurora, Ontario Canada	Vice President, Engineering & STO since July 2020. Vice President, Engineering from January 2019 to July 2020. Vice President, Engineering & Asset Management of EGD from May 2017 to January 2019. General Manager, Engineering Evaluation Services of Spectra Energy LLC from April 2016 to May 2017. Director, Major Projects of Union Gas from May 2012 to April 2016.
Malini Giridhar Vice President, Business Development & Regulatory North York, Ontario Canada	Vice President, Business Development & Regulatory since January 2019. Vice President, Market Development & Public Affairs of EGD from March 2017 to January 2019. Vice President, Market Development, Public & Government Affairs of EGD from June 2016 to March 2017. Vice President, Business Development of EGD from November 2015 to June 2016.
Tanya C. Mushynski Vice President, Customer Care Toronto, Ontario Canada	Vice President, Customer Care since January 2019. Vice President, Canada Gas and Union Gas Law from May 2017 to January 2019. Vice President and General Counsel - Canada of Spectra Energy from July 2016 to May 2017. General Manager of Cap and Trade & Legal Affairs of Union Gas from January 2016 until June 2016.
James G. Redford Vice President, Energy Services Chatham, Ontario Canada	Vice President, Energy Services since January 2019. Vice President, Business Development - Storage and Transmission of Union Gas from April 2016 to January 2019. Director, Business Development & Upstream Regulation of Union Gas from January 2012 to April 2016.

COMMITTEES

There are no committees of the Board. We are exempt from having an Audit Committee as required by the OBCA. under an order from the Ontario Securities Commission, subject to certain conditions.

CONFLICTS OF INTEREST

Directors and executives of Enbridge Gas are required to disclose the existence of potential conflicts in accordance with Enbridge policies governing directors and executive officers and in accordance with the OBCA. The Governance Committee of Enbridge closely monitors relationships among directors, including our directors, to ensure that business associations do not affect the Board's performance. In a circumstance where a director declares an interest in any material contract or material transaction being considered at a meeting, the director generally absents himself or herself from the meeting during the consideration of the matter, and does not vote on the matter.

LEGAL PROCEEDINGS

Information related to our legal proceedings can be can be found in *Note 21. Commitments and Contingencies* to the audited consolidated financial statements as at and for the year ended December 31, 2020.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than described below, no director, executive officer or principal shareholder of the Company, or any associate or affiliate or affiliate of any directors, executive officer or principal shareholder of the Company, has any material interest, direct or indirect, in any transaction within the last three years that has materially affected or will materially affect the Company.

Affiliates refer to Enbridge and companies that are either directly or indirectly owned by Enbridge. Enbridge and its affiliates perform centralized corporate functions for us pursuant to applicable agreements, including legal, accounting, compliance, treasury, information technology and other areas, as well as certain engineering and other services. We reimburse Enbridge for the expenses incurred to provide these services, as well as for other expenses incurred on our behalf. In addition, we perform services and incur expenses on behalf of our affiliates, which are subsequently reimbursed. Our expenses and recoveries for these services are based on the cost of actual services provided or using various allocation methodologies. All related party transactions are provided in the normal course of business and, unless otherwise noted, are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Further information with respect to our transactions with entities related through common or joint control and significantly influenced investees can be found in the MD&A as at and for the year ended December 31, 2020 under the subheading *Related Party Transactions*.

MATERIAL CONTRACTS

All material agreements are entered into in the ordinary course of business.

INTERESTS OF EXPERTS

Our auditors are PricewaterhouseCoopers LLP, Chartered Professional Accountants, who have prepared an independent auditor's report dated February 12, 2021 in respect of our consolidated financial statements as at December 31, 2020 and 2019, and for each of the years then ended. PricewaterhouseCoopers LLP has advised that they are independent with respect to us within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

ADDITIONAL INFORMATION

Additional financial information is provided in our audited consolidated financial statements and MD&A for the most recently completed financial year, incorporated by reference. This information and additional information related to Enbridge Gas may be found on SEDAR at www.sedar.com.

ADDITIONAL DISCLOSURE

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As of the date hereof, the outstanding voting securities of Enbridge Gas consist of 281,881,334 Class A common shares, all of which are held by EEDI, and 240,020,243 Class B common shares, all of which are held by GLBE. EEDI and GLBE are both indirect wholly-owned subsidiaries of Enbridge. Each of the Class A common shares and the Class B common shares entitle the holder thereof to one vote per share.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee, nor any associate of the foregoing persons, is now or has been indebted to us since the commencement of the last completed fiscal year, nor is, or at any time since the beginning of the most recently completed financial year, has any indebtedness of any such person been subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by us.

EXECUTIVE COMPENSATION

Our Statement of Executive Compensation is attached below as Schedule A.

SCHEDULE A

ENBRIDGE GAS INC.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Compensation

NAMED EXECUTIVE OFFICERS

This Compensation Discussion and Analysis describes the Enbridge executive compensation programs for 2020 that apply to the senior executives of Enbridge Gas Inc (*Enbridge Gas or the Company*), a wholly-owned indirect subsidiary of Enbridge. The Company does not have a compensation committee. These programs are administered by the Human Resources & Compensation Committee (the *HRC Committee*) of the Board of Directors of Enbridge (the *Enbridge Board*), with Mercer (Canada) Limited (*Mercer*) providing independent advisory support.

The following pages describe the compensation philosophy and programs for the Named Executive Officers (NEOs) of the Company:

- President (Cynthia L. Hansen);
- Vice President, Finance (Tanya M. Ferguson and Cassell V. Kincaid); and
- the next three most highly compensated officers (James E. Sanders, Michelle R. George and Malini Giridhar).

On September 6, 2020, Ms. Ferguson was appointed Vice President, Finance of the Company; previously the role of Vice President, Finance was held by Ms. Kincaid. Ms. Kincaid voluntarily departed the Company on August 7, 2020.

COMPENSATION PHILOSOPHY

Approach to executive compensation

Performance is foundational to the executive compensation program and payouts are strongly aligned to the achievement of the Company's strategic priorities. Compensation is targeted at the median within the markets where the Company competes for talent, with performance driving "at-risk" incentive payouts up or down accordingly. The executive compensation program is designed to motivate management to safely and efficiently operate the business with a focus on the longer term, while providing the superior risk-adjusted returns that shareholders expect.

Pay for performance

Relevant corporate and business unit performance measures are established for the short-term incentive plan that focus on the critical safety, system reliability, environmental, customer, employee and financial aspects of the business.

The performance measures for the medium- and long-term incentive plans focus on overall corporate performance aligned with Enbridge shareholder expectations for cash flow growth and total shareholder return.

When assessing performance, the HRC Committee considers performance results in the context of other qualitative factors not captured in the formal metrics, including key performance indicators relative to peers and the qualitative aspects of management's responsibilities.

COMPENSATION GOVERNANCE

Enbridge's compensation governance structure consists of the Enbridge Board and the HRC Committee, with Mercer, and others from time to time, providing independent advisory support to the HRC Committee. The HRC Committee reviews the governance structure annually against best practices and regulatory guidance.

Enbridge Board and HRC Committee

The Enbridge Board is responsible for the oversight of the compensation principles and programs at Enbridge. The HRC Committee approves major compensation programs and payouts.

The HRC Committee assists the Enbridge Board in carrying out its responsibilities with respect to compensation matters by providing oversight and direction on human resources strategy, policies and programs for the NEOs, senior management and the broader employee base, including compensation, equity incentive plans, pension and benefits as well as talent management, succession planning, workforce recruitment and retention. The HRC Committee also provides oversight regarding the management of broader people-related risk and, in addition, specifically reviews the compensation programs from a risk perspective.

Independent advice

Since 2002, Mercer, an independent compensation consultant, has provided guidance to the HRC Committee on compensation matters to ensure Enbridge's programs are appropriate, market competitive and continue to meet intended goals. Advisory services include reviewing:

- the competitiveness and appropriateness of executive compensation programs;
- executive compensation governance; and
- the HRC Committee's mandate and related Enbridge Board and HRC Committee processes.

While the HRC Committee considers the information and recommendations Mercer provides, it has full responsibility for its own decisions, which may reflect other factors and considerations.

The HRC Committee chair reviews and approves the terms of engagement with Mercer every year. The terms specify the work to be done in the year, Mercer's responsibilities and its fees. Mercer can also be retained by management of Enbridge on compensation matters from time to time or for prescribed compensation services. The HRC Committee chair must, however, approve all services that are not standard in nature, taking into account whether or not the work would compromise Mercer's independence.

Costs incurred by Enbridge for Mercer's services are allocated to Enbridge Inc.

Compensation risk management

The HRC Committee oversees Enbridge's compensation programs from the perspective of whether the programs encourage individuals to take inappropriate or excessive risks that are reasonably likely to have a material adverse impact on Enbridge.

Enbridge regularly conducts a comprehensive compensation risk assessment covering program design, governance (oversight and decision-making), policy alignment and best practice incorporation. Mercer provides input into the design of the assessment, reviews management's conclusions and provides its opinion to the HRC Committee in support of the conclusions reached by management.

Compensation risk mitigation practices

The HRC Committee has considered the concept of risk as it relates to the compensation programs and has concluded that the programs do not encourage excessive or inappropriate risk-taking, and are aligned with the long-term interests of shareholders.

Share ownership

It is important for all officers of the Company, including the NEOs, to have a meaningful equity stake in Enbridge. Owning Enbridge common shares is a tangible way to align the interest of executives with those of Enbridge shareholders.

The share ownership requirement is a multiple of base salary, depending on position level, and executives are required to meet and maintain the target within four years of being appointed to the position. Executives can acquire Enbridge common shares by participating in the employee savings plan, exercising stock options or by making personal investments in Enbridge common shares. Personal holdings, and Enbridge common shares held in the name of a spouse, dependent child or trust, all count toward meeting the guidelines. Investments in Enbridge affiliates, as well as performance stock units, unvested restricted stock units and unexercised stock options do not count towards meeting the guidelines (resulting in a more stringent threshold than is typically seen in practice).

All actively employed NEOs as of December 31, 2020 have either already met their guidelines or are on target to meet their guidelines before their date of compliance.

Anti-Hedging policy

Enbridge's insider trading and reporting guidelines, among other things, prohibit directors, officers, employees and contractors (of Enbridge and its subsidiaries) from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held by the NEO, as such positions delink the intended alignment of employee and shareholder interests. The following activities are specifically prohibited:

- any form of hedging activity;
- any form of transaction involving stock options (other than exercising options in accordance with the incentive plans);
- any other form of derivative trading (including "puts" and "calls"); and
- "short selling" (selling securities that he or she does not own).

Clawback policy

The incentive compensation clawback policy allows Enbridge to recover, from current and former executives, certain incentive compensation amounts awarded or paid to individuals if such individuals engaged in fraud or willful misconduct that led to inaccurate financial results reporting, regardless of whether such misconduct resulted in a restatement of all or a part of Enbridge's financial statements.

ANNUAL DECISION-MAKING PROCESS

Members of Enbridge's management, including the Chief Executive Officer (CEO) of Enbridge, participated in various aspects of the compensation setting process for the NEOs including:

- recommending compensation programs, compensation policies, compensation levels and incentive opportunities;
- compiling, preparing and distributing materials for HRC Committee meetings, including market data;
- recommending performance targets and objectives; and
- assisting in the evaluation of employee performance.

BENCHMARKING TO PEERS

Total direct compensation for Ms. Hansen is managed within a framework that involves input from and consideration by Enbridge's President & CEO and the HRC Committee, with Mercer providing independent advisory support. The competitiveness of this framework is based on peer group market data extracted from third-party compensation surveys and publicly disclosed executive compensation information for comparable benchmark roles at peer companies. The market data is considered from several perspectives including organization size and industry sector (pipeline, energy and utility criteria).

Total direct compensation for the Company's other NEOs (excluding Ms. Hansen) is managed within a framework applicable to all Senior Vice President and Vice President level positions across Enbridge. The competitiveness of this framework is based on peer group market data extracted from third party compensation surveys. Two general surveys are used as well as energy industry specific surveys.

Enbridge's compensation benchmarking peer group is reviewed annually by the HRC Committee. The peer group used for determining compensation in 2020 was unchanged from 2019.

2020 compensation peer group	
Canadian National Railway Company	NextEra Energy Inc.
Canadian Natural Resources Limited	Occidental Petroleum Corporation
Chevron Corporation	Phillips 66
Conoco Phillips	Schlumberger Limited
Dominion Resources Inc.	Suncor Energy Inc.
Duke Energy Corporation	The Southern Company
Energy Transfer Partners, L.P.	The Williams Companies Inc.
Halliburton Company	TC Energy Corporation
Kinder Morgan Inc.	Union Pacific Corporation

2020 COMPENSATION DECISIONS

2020 was an unprecedented year due to the COVID-19 pandemic, reduced crude oil demand and reduced commodity prices. Enbridge's priority has always remained focused on protecting its employees, their families, and the broader communities in which it operates, while continuing to deliver energy safely and reliably. To address these crises, corporate actions were taken in relation to 2020 compensation decisions, including reductions in capital and discretionary costs, reductions for Enbridge Board retainers, base salary reductions for the all non-union employees including the CEO of Enbridge, and offering employees the opportunity to voluntarily select early retirement, severance, leaves of absence or part-time work. Enbridge's response to these crises was immediate and upheld its corporate values of safety, integrity, respect and inclusion.

Base salary

Base salary is the principal fixed source of NEOs' cash compensation. Effective April 1, 2020, base salary adjustments, as shown below, were provided to the NEOs to better align positioning relative to the competitive market. Base salary reductions in response to the COVID-19 pandemic, reduced crude oil demand and reduced commodity prices were implemented effective June 1, 2020.

Executive	Base salary at January 1, 2020	April 1, 2020 increase %	Base salary at April 1, 2020	June 1, 2020 reduction %	Base salary at December 31, 2020	Total % change in 2020
Cynthia L. Hansen	$517,500	5.0%	$543,400	-10%	$489,060	-5.5%
Tanya Ferguson[1]	$201,400	3.8%	$208,953	-5%	$235,800	17.1%
Cassell V. Kincaid[2]	$245,000	3.2%	$252,800	-5%	-	-2.0%
James E. Sanders	$362,250	4.0%	$376,740	-7%	$350,368	-3.3%
Malini Giridhar	$286,902	3.0%	$295,509	-5%	$280,734	-2.1%
Michelle R. George	$259,625	3.8%	$269,361	-5%	$255,893	-1.4%

1. Ms. Ferguson received a base salary increase to reflect her appointment to her new role effective September 6, 2020.
2. Ms. Kincaid departed from the Company effective August 7, 2020. Her base salary as at the date of her departure was $240,160.

Short-term incentive

It is critically important to ensure all Enbridge executives are incentivized to achieve not only financial results but also operational results in areas such as safety and environmental performance. For this reason, short-term incentive plan awards are designed to be a comprehensive analysis of corporate, business unit and individual performance, as determined in the discretion of the HRC Committee.

- ***Corporate Performance.*** The corporate component of the performance metrics is based on a single, objective company-wide performance metric that is designed to drive achievement of near-term business strategies and financial results for the organization.
- ***Business Unit Performance.*** Business unit performance is assessed relative to a scorecard of metrics and targets established by each business leader and their senior management teams, as applicable to those objectives relating to the business unit for which the individual is responsible.
- ***Individual Performance.*** Individual performance metrics for each NEO are established to align with financial, strategic and operational priorities related to each executive's portfolio, and to help to recognize and differentiate individual actions and contributions in final pay decisions.

Performance metrics and ranges for threshold, target and maximum incentive opportunities for the corporate component of the short-term incentive award are determined by the HRC Committee at the beginning of the year. Each executive's target award and payout range reflect the level of responsibility associated with their role, as well as competitive practice, and is established as a percentage of base salary.

As illustrated below, short-term incentive plan awards are earned between 0-200% of the target award based on achievement of the applicable corporate, business unit and individual performance metrics and giving effect to the applicable weighting of each metric.

For 2020, each NEO's STIP weighting of corporate, business unit and individual performance metrics were as follows:

Measures	Ms. Hansen	Ms. Ferguson	Ms. Kincaid[1]	Mr. Sanders	Ms. George	Ms. Giridhar
Corporate Performance	40%	50%	50%	30%	30%	30%
Business Unit Scorecard	40%	30%	30%	50%	50%	50%
Individual Performance	20%	20%	20%	20%	20%	20%

1. Ms. Kincaid did not receive a calculated payment under the 2020 short-term incentive due to her departure on August 7, 2020. A prorated short-term incentive award was included as a component of Ms. Kincaid's severance payment as outlined on page A-17.

The HRC Committee retains discretion to change performance measures, scorecards, and the award levels when it believes it is reasonable to do so, considering matters such as key performance indicators and the business environment in which the performance was achieved. In addition, the HRC Committee retains discretion to approve adjustments to the calculated short-term incentive plan awards to reflect extraordinary events and other factors not contemplated in the original measures or targets.

2020 short-term incentive performance results

Corporate Performance

The corporate performance metric is reviewed annually to select measures that align with Enbridge's strategy and are appropriate for measuring annual performance. The same corporate component metrics and goals apply to each NEO. In February 2020, the HRC Committee approved the use of DCF per share. The HRC

Committee retains discretion to consider other factors (including performance relative to peers, other key performance indicators and market conditions) in assessing the strength of the corporate performance metrics and also retains discretion to determine the overall corporate performance payout.

The HRC Committee determined to use DCF per share as the corporate performance metric because it believes DCF per share is an appropriate measure of financial performance for the enterprise. Focusing management on this metric will enhance transparency of Enbridge's cash flow growth, increase comparability of results relative to peers and help ensure full value recognition for Enbridge's superior assets, and commercial and growth arrangements, which provides a low risk value proposition for shareholders. DCF is defined as cash flow provided by operating activities before changes in operating assets and liabilities (including changes in 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.

For 2020, DCF per share targets were set using Enbridge's external financial guidance range to determine threshold and target payments. For any corporate performance payout to occur, Enbridge must achieve threshold performance. For a maximum payout to occur, Enbridge must achieve the top of the guidance range, which ensures there is appropriate stretch in the plan.

For the purposes of Enbridge's 2020 short-term incentive plan, 2020 DCF per share was determined to be $4.69 and resulted in a performance multiplier of 1.27x, representing 100% of the corporate performance metric.

2020 Corporate Short-term Incentive Metric	DCF per Share Performance Anchors	Performance Multiplier[1]
Threshold (guidance minimum)	$4.50	0.5x
Target (guidance mid-point)	$4.65	1.0x
Maximum (guidance maximum)	$4.80	2.0x
Actual	**$4.69**	**1.27x**

1. DCF per share between the thresholds in this table results in a performance multiplier calculated on a linear basis.

Business unit (Company) performance

In 2020, the Company measured business unit performance in the areas of financial performance, safety, integrity and operations, cyber security and growth through the Enbridge Gas Inc. and Corporate Office scorecards.

Performance against target is translated into a multiplier that ranges from 0.0 (for non-performance), to 1.0 (for reaching target), and 2.0 (for reaching the maximum set goal).

In 2020, Ms. Hansen, Mr. Sanders, Ms. George and Ms. Giridhar were aligned to the Enbridge Gas Inc. scorecard and Ms. Ferguson was aligned to the Corporate Office scorecard.

Business Unit Scorecards:	
Enbridge Gas Inc	175%
Corporate Office	150%

Individual performance

Individual performance was measured by objectives established at the start of the year by each NEO in consultation with their leader. Individual objectives are set taking into account the Company's financial, operational and strategic priorities, and are based on areas of strategic and operational emphasis for each executive related to their portfolio, the development of succession candidates, employee engagement, community involvement and leadership. In 2020, individual performance multipliers ranged from 100% to 180% for the NEOs.

Medium- and long-term incentives

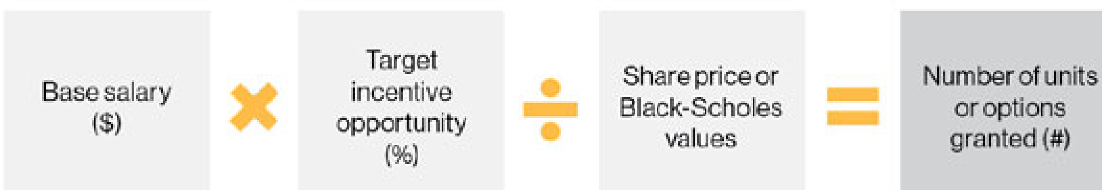
In 2020, a change was made to the mix of vehicles used in medium- and long-term incentives, ensuring continued alignment with strategy and shareholders, as well as positioning in the competitive market. The mix of vehicles used continues to cover the medium- and long-term time horizons. The introduction of restricted stock units (RSUs) into the mix provides stable retentive value while maintaining the majority of the mix in a performance-based vehicle. This continues to align with strong pay-for-performance philosophy. All RSUs provided to the NEOs are share-settled.

Enbridge's medium- and long-term incentives for executives include three primary vehicles: performance stock units (PSUs), restricted stock units (RSUs) and incentive stock options (ISOs).

Enbridge views medium- and long-term incentives as forward-looking compensation vehicles, and as such, grants are considered as part of the compensation for the year of grant and onwards instead of in recognition of prior performance.

The various awards that apply to executives have different terms, vesting conditions and performance criteria mitigating the risk that executives produce only short-term results for individual profit. This approach also benefits shareholders and helps to maximize the ongoing retention value of the medium- and long-term incentives granted to executives.

Medium- and long-term incentive grants are determined as follows:



The table below outlines Enbridge's medium- and long-term incentives used in 2020.

	Performance stock units	Restricted stock units	Incentive stock options
Term	Three years	Three years	10 years
Description	Phantom shares/units with performance conditions that affect payout	Phantom shares/units	Options to acquire Enbridge common shares
Frequency	Granted annually	Granted annually	Granted annually
Performance Conditions	• **50%** DCF/share growth relative to a target set at the start of the term • **50%** total shareholder return ("TSR") performance relative to peers	n/a	n/a
Vesting	Units cliff vest at the end of the term	Units cliff vest at the end of the term	Options vest at 25% per year over four years, starting on the first anniversary of the grant date
Payout	Paid out in cash at the end of the term based on: • the market value of an Enbridge common share *and* • the performance conditions that can adjust the award from 0 - 200%	Settled in Enbridge common shares at the end of the term	Participant acquires Enbridge common shares at the exercise price defined at the time of grant (fair market value)

Performance stock units
PSUs are granted annually, in the first quarter of the year, and vest after three years based on the achievement of pre-established and specific performance measures; the NEOs' potential payout upon achievement of the performance measures can range from 0% to 200%.

For grants in 2020, the following two performance measures were used, each weighted at 50%:

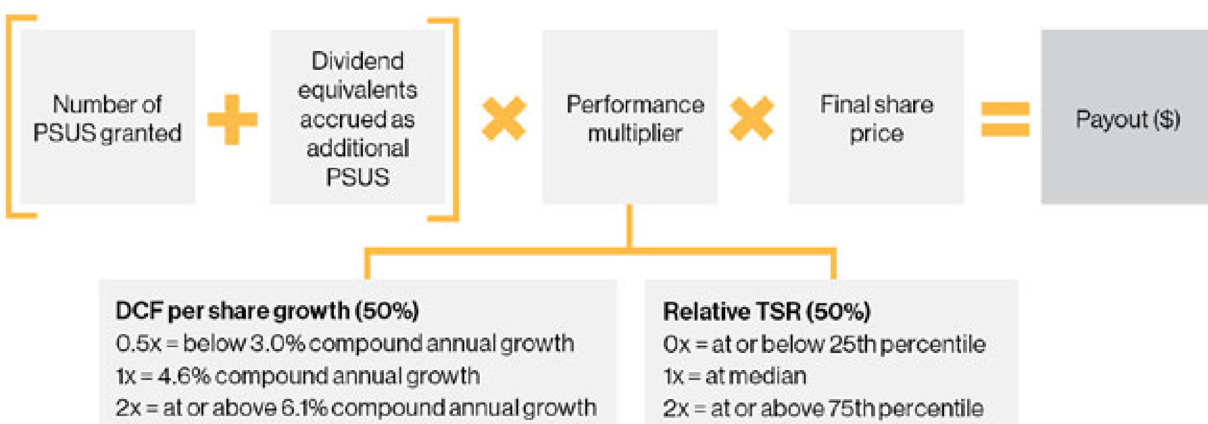
i. DCF/share growth: this measure represents a commitment to Enbridge shareholders to achieve operating cash flow growth that demonstrates Enbridge's ability to deliver on its growth plan and continued dividend increases.

ii. Relative TSR: for this measure, Enbridge compares itself against the following group of companies, chosen because they are all capital market competitors, operating in a comparable industry sector.

Performance comparator group: relative TSR	
Canadian Utilities Limited	NextEra Energy Inc.
CenterPoint Energy, Inc.	NiSource Inc.
Dominion Resources	ONEOK, Inc.
DTE Energy Company	Pembina Pipeline Corporation
Duke Energy Corp	PG&E Corporation
Energy Transfer L.P.	Plains All American Pipeline, L.P.
Enterprise Products Partners, L.P.	Sempra Energy
Fortis Inc.	Southern Co
Inter Pipeline Ltd.	TC Energy
Kinder Morgan, Inc.	Williams Companies, Inc.
Magellan Midstream Partners, L.P.	

Payout is determined at the end of the three-year term using an actual performance multiplier that ranges anywhere from 0% to 200% depending on whether the performance conditions were met. The final Enbridge common share price for payout is the volume weighted average trading price of an Enbridge common share on the Toronto Stock Exchange (TSX) or New York Stock Exchange (*NYSE*) for the 20 trading days immediately preceding the maturity date, or the date on which performance is certified. Payout is made in cash.

2020 performance stock unit grant
The mechanics of the 2020 PSU grant are illustrated below.



2018 performance stock unit

The PSUs granted in February 2018 matured on December 31, 2020. The performance multiplier of 1.82x was calculated based on the following metrics:

	Multiplier	DCF per share[(1)] compound growth	TSR
Threshold	0.0x	3.4%	at or below 25th percentile
Target	1.0x	6.0%	at median
Maximum	2.0x	11.0%	at or above 75th percentile
Actual	1.82x multiplier	9.15% 1.63x multiplier	77th percentile 2.00x multiplier

1. Performance between the thresholds in this table results in a performance multiplier calculated on a linear basis.

The performance peer group for the 2018 PSU payout was as follows:

Performance comparator group: relative TSR	
Canadian Utilities Limited	NiSource Inc.
Dominion Resources	ONEOK, Inc.
DTE Energy Company	Pembina Pipeline Corporation
Energy Transfer L.P.	PG&E Corporation
Enterprise Products Partners, L.P.	Plains All American Pipeline, L.P.
Fortis Inc.	Sempra Energy
Inter Pipeline Ltd.	TC Energy
Kinder Morgan, Inc.	Williams Companies, Inc.
Magellan Midstream Partners, L.P.	

Restricted stock units

RSUs are granted annually, in the first quarter of the year, and cliff vest after three years. RSUs may also be granted under special circumstances such as for a retention award, new hire grant, or for an ad hoc award.

Payout is determined at the end of the three-year term. The final Enbridge common share price at the end of the term is the volume weighted average trading price of Enbridge shares on the TSX or NYSE for the last 20 trading days before the end of the term. These awards are settled in Enbridge common shares.

Incentive stock options

ISOs provide executives an opportunity to buy Enbridge common shares at some point in the future at the exercise price defined at the time of grant. Members of Enbridge's senior management are eligible to receive ISOs.

ISOs are typically granted in February or March every year to both Canadian and US eligible members of senior management. ISOs vest in equal installments over a four-year period. The maximum term of an ISO is 10 years, but the term can be reduced if the executive leaves Enbridge as described in the "Termination of Employment and Change in Control Agreements" section. The exercise price of an ISO is the closing price of an Enbridge common share on the listed exchange on the last trading day before the grant date. The grant date will be no earlier than the third trading day after a trading blackout period ends. ISOs are never backdated or re-priced. ISOs may be granted to executives when they join Enbridge, normally effective on the executive's date of hire. If the hire date falls within a blackout period, the grant is delayed until no earlier than the third trading day after the end of the blackout period.

Spectra Energy LTIP – Phantom Stock Units

Spectra Energy granted awards of phantom stock units under the Spectra 2007 LTIP ("Spectra Energy phantom stock units") which entitle the holder thereof the right to receive at the end of a fixed vesting period, payment based on the value of a share of common stock at the time of vesting. On the applicable vesting dates, Spectra Energy phantom stock units are settled in Enbridge common shares or cash with an equivalent fair market value as required by the terms of such award.

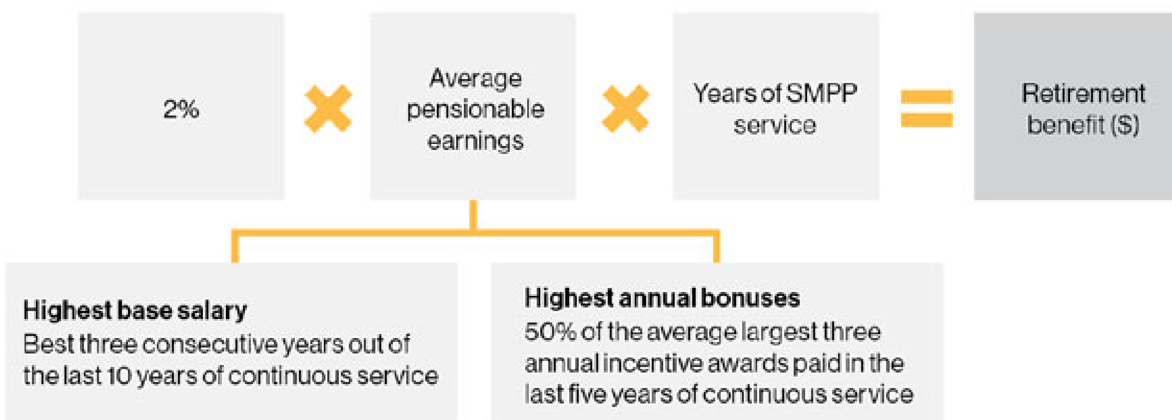
At the closing of the merger of Enbridge and Spectra Energy in 2017, each Spectra Energy phantom stock unit, whether vested or unvested, was automatically converted into an Enbridge phantom unit, on the same terms and conditions as were applicable immediately prior to the closing, denominated in a number of Enbridge common shares equal to the product (rounded down to the nearest whole number) of (i) the number of shares of Spectra Energy common stock subject to such Spectra Energy phantom stock unit immediately prior to the closing and (ii) the Exchange Ratio of 0.984. These assumed Spectra Energy phantom stock units were settled in Enbridge common shares or cash at various dates until February 2020.

Retirement benefits

The NEOs participate in the Senior Management Pension Plan (SMPP), a non-contributory defined benefit plan that provides market-competitive retirement income to senior management employees. Before becoming members of the SMPP, certain NEOs participated in a defined benefit, defined contribution or cash balance pension plan.

Defined benefit plan

The following graphic shows how the SMPP retirement benefit payable at normal retirement age is calculated:



Key terms of the SMPP:

- ***Eligibility:*** senior management employees (including the NEOs) join the SMPP on the later of their date of hire or promotion to a senior management position;
- ***Vesting:*** plan participants are fully vested immediately;
- ***Retirement age:*** normal retirement date is age 65. Participants can retire with an unreduced pension at age 60, or as early as age 55 if they have 30 years of service. If they have less than 30 years of service, they can still retire as early as age 55, but their retirement benefit is reduced by 3% per year before age 60;
- ***Adjustment for inflation:*** retirement benefits earned prior to January 1, 2018 are indexed at 50% of the annual increase in the consumer price index; and
- ***Survivor benefits:*** the pension is payable for the life of the member. If the member is single at retirement, 15 years of pension payments are guaranteed. If the member is married at retirement and dies before their spouse, 60% of the pension will continue to be paid to the spouse for his/her lifetime.

Prior to joining the SMPP, Ms. Kincaid participated in a non-contributory cash balance arrangement to which there are no further contributions or service accruals. The cash balance plan is intended to satisfy the requirements for qualification under Section 401(a) of the United States Internal Revenue Code. Interest credits on accrued balances are credited annually, with the interest rate determined annually based upon the 30-year Treasury rate, but no less than 4% and no greater than 9% per year.

Defined benefits plan table

The following table outlines estimated annual retirement benefits, accrued pension obligations and compensatory and non-compensatory changes for the NEOs under the defined benefit pension plans. All information is based on the assumptions and methods used for the purposes of reporting the Company's financial statements and which are described therein.

				A	B	C	A+B+C
		Annual benefits payable [3]					
	Credited service (years)	***At year end ($)***	***At age 65 ($)***	**Accrued obligation at January 1, 2020 ($)**	**Compensatory change [1] ($)**	**Non-compensatory change [2] ($)**	**Accrued obligation at December 31, 2020 ($)**
Cynthia L. Hansen[4,5]	15.42	236,000	330,000	4,311,000	354,000	616,000	5,281,000
Tanya M. Ferguson	21.50	67,000	169,000	1,178,000	301,000	167,000	1,646,000
Cassell V. Kincaid [6,7]	8.55	20,000	20,000	207,000	74,000	-55,000	226,000
James E. Sanders	12.42	120,000	164,000	2,131,000	137,000	241,000	2,509,000
Michelle R. George	3.59	23,000	118,000	311,000	95,000	35,000	441,000
Malini Giridhar	18.67	117,000	167,000	2,139,000	58,000	235,000	2,432,000

1. The components of compensatory change are current service cost and the difference between actual and estimated pensionable earnings.
2. The non-compensatory change includes interest on the accrued obligation at the start of the year, changes in actuarial assumptions and other experience gains and losses not related to compensation.
3. Annual benefits payable have been converted to a lifetime Joint and Survivor 60% form.
4. All retirement benefits indexed at 50% of the annual increase in the consumer price index.
5. In 2020, Ms. Hansen was granted a temporary hold harmless against a reduction to her SMPP pension resulting from the significant reduction in base salary should she retire within 5 years of the reduction. The salary reduction in 2020 is related to the impacts of COVID-19 pandemic, reduced energy demand and reduced commodity prices and was not intended to have a permanent impact on the SMPP lifetime pension.
6. Ms. Kincaid's annual benefits payable and accrued obligation at year end reflect her retirement on August 7, 2020.
7. Pension benefits paid in U.S. dollars have been converted at the WM Reuters year end spot rate of US$1 = CA$1.2740 and US$1 = CA$1.2967 for 2020 and 2019 respectively. The impact of the exchange rates on the accrued obligation is reflected in the non-compensatory change.

Defined contribution plan table

The defined contribution pension plan is a non-contributory pension plan. The level of contribution varies, depending on age and years of service. None of the NEOs are currently participating in the defined contribution pension plan.

Ms. Hansen, Ms. Kincaid, Mr. Sanders, Ms. George and Ms. Giridhar participated in a defined contribution plan for 6 years, 2 years, 2 years, 13 years and 6 years, respectively, prior to joining the SMPP. The values shown below reflect market value of assets of the defined contribution plan.

	Accumulated value at January 1, 2020 ($)	Compensatory change [1] ($)	Accumulated value at December 31, 2020 ($)
Cynthia L. Hansen	150,976	-	164,202
Cassell V. Kincaid	22,307	-	24,286
James E. Sanders	40,891	-	44,451
Michelle R. George	259,738	-	279,427
Malini Giridhar	74,154	-	80,535

1. The compensatory change is equal to the contributions made by the Company during 2020. The Company did not make any contributions to the defined contribution pension plan in 2020.

Other retirement terms

Other retirement provisions impacting executive compensation include:

- short-term incentive awards are prorated for the period of active employment in the final year of employment;
- unvested performance stock units are prorated for the period of active employment during the term of the grant. The units continue to mature according to the terms of the performance stock unit plan; and
- unvested incentive stock options continue to vest according to the terms of the stock option plans. Executives may exercise these options up to three years after retirement, or up to the date the option expires (whichever is earlier).

Other benefits

Enbridge's savings plan, perquisites and benefits plans are key elements of the total compensation package. The following is a description of these other benefits.

Savings plan

Enbridge provides a savings plan for Canadian employees and a 401(k) savings plan for US employees. All NEOs participate in the savings plan on the same terms as eligible employees. The savings plans assist and encourage employees to save by matching 100% of employee contributions up to plan limits (maximum 2.5% and 6% of base salary for Canadian employees and US employees, respectively) and subject to applicable tax limits. In Canada, matching contributions are provided as flex credits which may be used to purchase additional benefits or taken as after-tax cash; in the US, matching contributions are invested in the savings plan.

Perquisites

The NEOs (except Ms. Hansen) received a perquisite allowance to offset expenses related to their positions. This includes the cost of owning and operating a vehicle, parking and business clubs. These allowance levels are reviewed regularly for competitiveness.

Life and health benefits

Medical, dental, life insurance and disability insurance benefits are available to meet the specific needs of individuals and their families. The NEOs participate in the same plan as all other employees. The plans are structured to provide minimum basic coverage with the option of enhanced coverage at a level that is competitive and affordable.

The HRC Committee reviews the retirement and other benefits regularly. These benefits are a key element of a total compensation package and are designed to be competitive and reasonably meet the needs of executives in their current roles.

Compensation Changes in 2021

In November 2020, Enbridge announced expanded Environment, Social and Governance ("ESG") goals to reinforce priorities in areas of greenhouse gas ("GHG") emissions, diversity and inclusion and safety as well as increased transparency and accountability for ESG priorities and results. The achievement of near-term emissions reduction and diversity and inclusion goals, along with ongoing safety, environmental protection and cyber security performance have been incorporated into the 2021 short-term incentive plan at the executive level and for all employees.

In response to the impacts of COVID-19, reduced demand for energy and reduced commodity prices, base salary reductions were implemented, as outlined under the heading "2020 Compensation Decisions – Base Salary" above. Enbridge has closely monitored the impact the base salary reductions have had on competitiveness. In order to align with Enbridge's compensation philosophy of providing market competitive pay levels, base salary adjustments will be implemented effective April 1, 2021 to undo the majority of the rollback that occurred in 2020.

SUMMARY COMPENSATION TABLE

The table below shows the total amounts paid and granted to the NEOs for the years ended December 31, 2020, 2019 and 2018.

Named Executive Principal Position	Year	Salary ($)	Share-based awards[1] ($)	Option-based awards[2] ($)	Non-equity (annual incentive plan)[3] ($)	Pension Value[4] ($)	All Other Compensation[5] ($)	Total ($)
Cynthia L. Hansen	2020	506,673	1,448,572	393,750	635,570	354,000	4,290	3,342,855
President, Gas Distribution & Storage	2019	500,856	932,271	506,087	652,116	628,000	10,395	3,229,725
	2018	450,000	723,196	440,752	616,410	136,000	18,538	2,384,896
Tanya M. Ferguson[6]	2020	214,001	79,654	21,675	149,937	301,000	14,051	780,318
Vice President, Finance	2019	198,589	64,917	35,263	92,080	88,000	12,712	491,561
	2018	185,223	46,190	28,268	152,319	108,000	15,181	535,181
Cassell V. Kincaid[6]	2020	148,359	166,966	45,263	-	74,000	473,996	908,584
Former Vice President, Finance	2019	226,609	70,286	37,479	146,361	82,000	362,173	924,908
	2018	191,462	20,675	12,530	82,541	11,000	58,910	377,118
James E. Sanders	2020	358,747	652,036	177,188	443,104	137,000	38,167	1,806,242
Senior Vice President, Operations	2019	357,997	535,934	291,006	324,214	213,000	46,169	1,768,320
	2018	333,904	361,598	220,376	298,598	281,000	59,033	1,554,509
Michelle R. George	2020	259,801	213,941	58,050	281,876	95,000	30,085	938,753
Vice President, Engineering	2019	255,437	213,788	115,983	165,121	100,000	27,114	877,443
	2018	241,989	164,083	99,893	168,004	89,000	42,504	805,473
Malini Giridhar	2020	285,537	214,452	58,313	297,104	58,000	20,798	934.204
Vice President, Business Development & Regulatory	2019	283,533	176,204	95,793	182,470	146,000	22,860	906,860
	2018	272,441	135,049	82,436	189,191	82,000	32,340	793,457

1. **Share-based awards**
   The amounts disclosed in this column include the aggregate grant date fair value of PSUs and RSUs granted in 2020, 2019 and 2018, as applicable, in each case, computed in accordance with the provisions of FASB ASC Topic 718. These amounts are calculated by multiplying the number of PSUs and RSUs by the unit values in the table below:

Year	Share price $
2020	$51.06
2019	$48.81
2018	$43.99

2. Option-based awards

Incentive stock options are granted annually. The amounts in this column represent the grant date fair value of stock option awards granted to each of the NEOs, calculated in accordance with FASB ASC Topic 718. The grant date fair value of stock option awards is measured using the Black-Scholes option-pricing model.

Assumptions	February 2020	February 2019	February 2018
Expected option term years	6 years	6 years	6 years
Expected volatility	17.587%	18.318%	21.077%
Expected dividend yield	5.847%	5.961%	6.377%
Risk free interest rate	1.314%	1.615%	2.088%
Exercise price	$55.54	$48.30	$43.02
Option value	$3.75	$4.03	$3.82

The value of the ISO granted is determined by multiplying the number of ISOs granted by the stock option value.

3. Non-equity (annual incentive plan)

Amounts in this column reflect the short-term incentive plan awards earned in 2020 and to be paid on February 26, 2021. Awards are based on corporate, business unit and individual performance. There are no long-term non-equity incentive plans within the compensation programs. Ms. Kincaid did not receive a calculated payment under the 2020 short-term incentive due to her departure on August 7, 2020. Amounts also reflect a retention award for Ms. Ferguson in 2018 of $40,000 and special payments in 2020 in connection with integration project milestones:

Tanya M. Ferguson	James E. Sanders	Michelle R. George	Malini Giridhar
$50,000	$150,000	$125,000	$125,000

4. Pension value

The pension values are equal to the compensatory change shown in the defined benefit plan tables.

5. All Other Compensation

Amounts in this column include the following for 2020:

Element	Cynthia L. Hansen	Tanya M. Ferguson	Cassell V. Kincaid	James E. Sanders	Michelle R. George	Malini Giridhar
Flexible Perquisite	-	$13,077	$12,308	$20,000	$20,000	$20,000
Excess Flexible Benefit Credit [a]	$3,037	$677	-	$1,146	$595	-
Relocation Expenses	-	-	-	$16,679	-	-
Unused Vacation	-	-	$19,650	-	-	-
Severance	-	-	$436,147	-	-	-
Other Benefits	$1,253	$297	$5,891	$342	$9,490	$798
Total	**$4,290**	**$14,051**	**$473,996**	**$38,167**	**$30,085**	**$20,798**

a. Flexible benefit credits are provided based on their family status and base salary. These credits can be used to purchase benefits or can be paid in cash. Participants could receive up to 2.5% of base salary in matching contributions towards their flexible benefit credits if they made contributions into their Savings Plan. This amount represents the excess flexible benefit credits paid to the NEO.

6. Ms. Ferguson was appointed Vice President, Finance of the Company on September 6, 2020; previously the role of Vice President, Finance was held by Ms. Kincaid.

OUTSTANDING OPTION-BASED AND SHARE-BASED AWARDS AS OF DECEMBER 31, 2020

The table below shows the option-based and share-based awards that were outstanding on December 31, 2020. The market value of unvested or unearned awards is calculated based on $40.71 per share, the closing price of Enbridge common shares on the TSX on December 31, 2020.

	Option-based awards					Share-based awards		
				Value of in-the-money Unexercised Options[1]				
Named Executive Officer	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Vested ($)	Unvested ($)	Number of units that have not vested (#)	Market or payout value of units not vested [2,3] ($)	Market or payout value of vested share-based awards not paid out or distributed [2,4] ($)
Cynthia L. Hansen	105,000	55.54	2/20/2030	0	0			
	125,580	48.30	2/21/2029	0	0			
	115,380	43.02	2/27/2028	0	0			
	89,190	55.84	2/28/2027	0	0			
	79,030	44.06	3/1/2026	0	0			
	74,340	59.08	3/2/2025	0	0			
	83,350	48.81	3/13/2024	0	0			
	83,250	44.83	2/27/2023	0	0			
	60,950	38.34	3/2/2022	144,452	0			
						7,511	305,786	
						22,545	917,789	
						21,542	876,970	
						-	-	1,543,361
Tanya M. Ferguson	5,780	55.54	2/20/2030	0	0			
	8,750	48.30	2/21/2029	0	0			
	7,400	43.02	2/27/2028	0	0			
						413	16,820	
						1,240	50,461	
						1,500	61,066	
						-	-	98,572
Cassell V. Kincaid	12,070	55.54	2/20/2030	0	0			
	9,300	48.30	2/21/2029	0	0			
	3,280	43.02	2/27/2028	0	0			
						869	35,366	
						2,596	105,666	
						1,624	66,117	
						-	-	44,123
James E. Sanders	47,250	55.54	2/20/2030	0	0			
	72,210	48.30	2/21/2029	0	0			
	50,479	43.02	2/27/2028	0	0			
	32,070	55.84	2/28/2027	0	0			
	21,340	44.06	3/1/2026	0	0			
	24,590	59.08	3/2/2025	0	0			
	18,900	48.81	3/13/2024	0	0			
	3,250	44.83	2/27/2023	0	0			
						3,380	137,582	
						10,149	413,177	
						12,384	504,143	
						-	-	771,681
Michelle R. George	15,480	55.54	2/20/2030	0	0			
	28,780	48.30	2/21/2029	0	0			
	26,150	43.02	2/27/2028	0	0			
						1,112	45,286	
						3,327	135,426	
						4,940	201,106	
						-	-	350,166
Malini Giridhar	15,550	55.54	2/20/2030	0	0			
	23,770	48.30	2/21/2029	0	0			
	16,185	43.02	2/27/2028	0	0			
	31,600	55.84	2/28/2027	0	0			
	8,652	44.06	3/1/2026	0	0			
	26,710	59.08	3/2/2025	0	0			
	12,350	38.34	3/2/2022	29,270	0			
						1,112	45,286	
						3,337	135,857	
						4,072	165,752	
						-	-	288,207

1. Each ISO has a 10-year term and vests pro-rata as to one fourth of the option award beginning on the first anniversary of the grant date.
2. The market value of PSUs and RSUs that have not vested was calculated using the formula set forth on page A-7.
3. A performance multiplier of 1.0x has been used (PSUs only), based on achieving the Target Performance Level as defined in the plan.
4. This is reflective of the payout value of the 2018 PSU, which vested on December 31, 2020 but will not be paid until March 2021. A performance multiplier of 1.82x is used.

VALUE VESTED OR EARNED IN 2020

Named Executive Officer	Option-based awards - value vested during the year[1] ($)	Share-based awards - value vested during the year[2] ($)	Non-equity incentive plan compensation - value earned during the year[3] ($)
Cynthia L. Hansen	562,213	1,543,361	635,570
Tanya M. Ferguson	29,805	98,572	149,937
Cassell V. Kincaid	22,711	81,113 [4,5]	-
James E. Sanders	289,688	771,681	443,104
Michelle R. George	101,556	426,835 [4,5]	281,876
Malini Giridhar	134,896	288,207	297,104

1. The values of the option-based awards listed above are based on the following:

Grant Date	Grant Price	2020 vesting date	Closing price on 2020 vesting date
29-Feb-16	$44.06	28-Feb-20	$49.96
28-Feb-17	$55.84	28-Feb-20	$49.96
27-Feb-18	$43.02	27-Feb-20	$50.84
21-Feb-19	$48.30	21-Feb-20	$55.31

2. This amount relates to PSUs granted in 2018 which matured on December 31, 2020. A performance multiplier of 1.82x has been used.
3. This amount relates to short-term incentive awards calculated based on corporate, business unit and individual performance for the 2020 performance year, in addition to special payments for Mr. Sanders, Ms. George and Ms. Giridhar in connection with integration project milestones.
4. This amount also includes Spectra Energy phantom stock units that vested in February 2020.
5. US dollars have been converted to Canadian dollars using the published WM/Reuters 4pm London year end exchange rate of US$1 = CA$1.2740.

TERMINATION OF EMPLOYMENT AND CHANGE IN CONTROL ARRANGEMENTS

Employment agreements

Enbridge has entered into an employment agreement with Ms. Hansen, but not with the other NEOs. The table below shows the additional amounts that would have been paid if Ms. Hansen had been terminated on December 31, 2020 whether the termination was involuntary (without cause), constructive dismissal or termination following a change in control (CIC).

Named executive officer	Triggering event (1)	Base salary (2)	Short-term incentive (3)	Medium-term incentive (4)	Long-term incentive (5)	Pension (6)	Benefits (7)	Total payout
		($)	($)	($)	($)	($)	($)	($)
Cynthia L. Hansen	CIC	-	-	-	-	-	-	-
	Death	-	-	2,100,544	-	-	18,810	2,119,354
	Retirement	-	-	934,906	-	-	18,810	953,716
	Voluntary or for cause termination	-	-	-	-	-	18,810	18,810
	Involuntary termination without cause	978,120	1,268,526	2,086,315	-	1,218,000	77,414	5,628,375
	Involuntary or good reason termination after a CIC	978,120	1,268,526	2,086,315	-	1,218,000	77,414	5,628,375

1. Ms. Hansen is retirement eligible as of December 31, 2020. Retirement eligibility under Enbridge programs means age 55 or older.
2. Reflects a lump sum payment equal to two times Ms. Hansen's base salary in effect as at December 31, 2020.

3. Reflects a lump sum payment equal to two times the average of the short-term incentive award paid to Ms. Hansen in the two years preceding the year in which the termination occurs. In addition, the amount Ms. Hansen would receive as short-term incentive payment for the current year is reflected in the Summary Compensation Table.
4. Represents the value of RSUs and PSUs that would vest and be settled in cash upon the triggering event, based on C$40.71 for awards granted in Canadian dollars, the closing price of an Enbridge share on the TSX on December 31, 2020 and assuming in the case of PSUs, target performance. For PSUs and RSUs, severance period, as outlined in the executive employment agreement, counts towards active service when prorating for termination without cause.
5. Represents the "in-the-money value" of unvested ISOs as of December 31, 2020, that would be paid in cash (as a result of an involuntary termination without cause) or that would become vested (as a result of an involuntary or good reason termination after a CIC or retirement). In-the-money value is calculated as C$40.71 for awards granted in Canadian dollars, the closing price of an Enbridge share on the TSX on December 31, 2020, less the applicable exercise price of the option.
6. Reflects the value of two additional years of pension credit for Ms. Hansen.
7. Reflects a lump sum cash payment in respect of the flex credit allowance, vacation carryover and savings plan matching contributions that would have been paid by Enbridge in respect of Ms. Hansen over a period of two years following Ms. Hansen's termination, plus an allowance for financial and career counselling.

In 2020, Enbridge offered employees at all levels the opportunity to voluntarily select early retirement, severance, leaves of absence or part-time work. Through this program, Ms. Kincaid elected a voluntary severance and following her departure on August 7, 2020, she received the following termination payments:

Executive	Base salary[1] ($)	Short-term incentive[2] ($)	Medium- and Long-term incentives[3,4,5] ($)	Pension[6] ($)	Benefits[6] ($)	Other[7] ($)	Total Payout ($)
Cassell V. Kincaid	233,354	143,621	226,323	62,093	8,914	139,825	814,130

1. Base salary calculated on a set number of weeks, multiplied by the number of years of service.
2. Short-term incentive calculated at target and accrued to June 30, 2020, and for a set number of weeks multiplied by the number of years of service.
3. Outstanding RSUs and PSUs continue to vest during the term. Units are not prorated at the time of payout for the period of two years following the termination date. PSUs are calculated at target.
4. Unvested outstanding ISOs will continue to vest for two years following the termination date. Vested options expire two years following the termination date.
5. Based on the value that continues to vest for 2 years following the termination date using the closing share price on August 7, 2020 of $44.17. In the case of future actual payments, final values will be determined at the time of payout and/or exercise. For stock options, the value is based on the in-the-money position on such date.
6. Includes pension and benefits for a set number of weeks, multiplied by the number of years of service.
7. Represents the value of a relocation benefit.

Under certain circumstances, the other NEOs would be entitled to certain equity compensation in the event their employment terminates.

The following table summarizes the consequences to outstanding awards under Enbridge long-term incentive program that would occur in the event of the termination of employment.

Event	Consequences
Voluntary termination (resignation)	**Stock Options** - vested options remain exercisable until 30 days following date of termination (or original expiry date if sooner); unvested options are cancelled on the date of termination. **Restricted Stock Units and Performance Stock Units** – awards are forfeited immediately.
Voluntary termination (retirement)	**Stock Options** – awards granted prior to 2020 continue to vest and can be exercised for three years after retirement (or original expiry date if sooner). **Stock Options** – awards granted in 2020 continue to vest and can be exercised for five years after retirement (or original expiry date if sooner). **Restricted Stock Units and Performance Stock Units** - awards are prorated to date of retirement and continue to vest until end of term.
Involuntary termination without cause following a CIC	**Stock Options** - unvested stock options vest on date of termination; vested options remain exercisable until 30 days following the date of termination. **Restricted Stock Units and Performance Stock Units** - awards mature on the date of termination; performance goals deemed to have been attained as of the change in control.
Involuntary termination without cause (other than a CIC termination)	**Stock Options** - unvested options continue to vest; vested options remain exercisable until 30 days following the date of termination (or end of Notice Period if applicable, or original expiry date if sooner). **Restricted Stock Units and Performance Stock Units** - awards are prorated to date of termination (or end of Notice Period, if applicable) and continue to mature until end of term.
Death	**Stock Options** - unvested options vest immediately and are exercisable until 12 months following the date of death (or original expiry date if sooner). **Restricted Stock Units and Performance Stock Units** – awards granted in 2019 and 2020 vest immediately in full. Awards granted in 2018 are prorated to date of death and vest immediately.

DIRECTORS' COMPENSATION

The following table sets forth the compensation elements and total compensation paid by the Company to each of its directors who served during the financial year ended December 31, 2020:

Director	Fees Earned[1] ($)	Total ($)
C. L. Hansen[2]	-	-
J. E. Sanders[2]	-	-
D. G. Unruh	$50,000	$50,000

1. Fees earned represent an annual retainer and is discussed below.
2. Executives of Enbridge who are directors do not receive any additional compensation for acting as a director of the Company.

Directors' compensation plan

Directors that are not executives of Enbridge receive $50,000 per annum for his or her services as a director of the Company. Executives of Enbridge who are directors do not receive any additional compensation for acting as a director of the Company.

Directors are also entitled to receive reimbursement for their out-of-pocket travel expenses incurred in connection with attending board and committee meetings.

Unlike compensation for the NEOs, the directors' compensation is not designed to pay for performance. Rather, directors that are not executives of Enbridge receive retainers for their services in order to help ensure unbiased decision-making.