

ENBRIDGE INC
Form 6-K
April 06, 2017
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934
Dated April 6, 2017
Commission file number 001-15254

ENBRIDGE INC.

(Exact name of Registrant as specified in its charter)

200, 425 1 Street S.W.
Calgary, Alberta, Canada T2P 3L8

(Address of principal executive offices and postal code)

Indicate by check mark whether the Registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the Registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes

No

Indicate by check mark if the Registrant is submitting the Form 6-K in paper as permitted by regulation S-T Rule 101(b)(7):

Yes

No

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENTS ON FORM S-8 (FILE NO. 333-216272, 333-145236, 333-127265, 333-13456, 333-97305 AND 333-6436), FORM F-3 (FILE NO. 333-185591) AND FORM F-10 (FILE NO. 333-213234) OF ENBRIDGE INC. AND TO BE PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

Table of Contents

The following documents are being submitted herewith:

Notice of 2017 Annual Meeting and Management Information Circular.

Form of Proxy; and

Notice and Access Notification to Shareholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ENBRIDGE INC.
(Registrant)

Date: April 6, 2017

By: /s/ Tyler W. Robinson
Tyler W. Robinson

Vice President & Corporate Secretary

Table of Contents

Enbridge Inc.

March 13, 2017

Notice of 2017 Annual Meeting and

Management Information Circular

Annual Meeting of Shareholders of Enbridge Inc.

to be held on Thursday, May 11, 2017

in Calgary, Alberta, Canada

Table of Contents

Contents

<u>Letter to Shareholders</u>	1
<u>Notice of our 2017 annual meeting of shareholders</u>	2
<u>Management information circular</u>	3
1. About the meeting	5
<u>What the meeting will cover</u>	5
<u>Who can attend the meeting and vote</u>	6
<u>How to vote</u>	6
<u>Electing our directors</u>	8
<u>Appointing our auditors</u>	22
<u>Shareholder Rights Plan</u>	22
<u>Having a say on pay</u>	23
<u>Shareholder proposal</u>	24
<u>Voting results</u>	24
2. Governance	25
<u>Our governance practices</u>	25
<u>A culture of ethical conduct</u>	26
<u>Interest of informed persons in material transactions</u>	27
<u>Board composition</u>	28
<u>The role of the Board</u>	29
<u>Our expectations of our directors</u>	32
<u>Board evaluation</u>	34
<u>Diversity</u>	35
<u>Key governance documents</u>	36
<u>Board committees</u>	36
<u>Shareholder outreach</u>	44
3. Compensation	45
<u>Director compensation</u>	46
<u>Executive compensation</u>	52
4. Loans to directors and senior officers	97
5. Directors and officers liability insurance	97
<u>Appendix A - Shareholder Rights Plan Summary</u>	98
<u>Appendix B - Shareholder Proposal</u>	102

Appendix C - Terms of Reference for the Board of Directors

Table of Contents

Letter to

Shareholders

Dear Shareholder,

It is our pleasure to invite you to
attend the Enbridge Inc. annual meeting
of shareholders on May 11, 2017
at the Metropolitan Conference Centre,

Ballroom, in Calgary, Alberta, Canada.

This meeting is your opportunity to vote on the items of business, hear about our performance over the past year and learn more about our plans for making sure Enbridge Inc. remains one of your most valued investments. The combination of Enbridge Inc. and Spectra Energy Corp, completed February 27, 2017, has been a transformative change for Enbridge. We welcome new shareholders to a company that is now North America's premier energy infrastructure company and one extremely well positioned to grow and deliver value to shareholders well into the future.

You will also be able to meet the Board of Directors, which include five new members, and senior management and talk to other Enbridge Inc. shareholders.

This document includes a formal notice of the meeting and the management information circular, which explains what the meeting will cover, the voting process, governance and other important information, such as how we make our compensation decisions and why. The package you received also includes our full 2016 annual report, if you asked us to send it to you.

It's important to vote. Please take some time to review this document and then vote your common shares, either by proxy or by attending the meeting in person.

Sincerely,

Al Monaco

President & Chief Executive Officer

Gregory L. Ebel

Chair, Board of Directors

Calgary, Alberta

March 13, 2017

Enbridge Inc. 2017 Management Information Circular **1**

Table of Contents

Notice of our 2017 annual

meeting of shareholders

You are invited to the Enbridge Inc. 2017 annual meeting of shareholders.

When

May 11, 2017

1:30 p.m. (mountain daylight time) (*MDT*)

Where

Metropolitan Conference Centre

Ballroom

333 4th Avenue SW

Calgary, Alberta, Canada

Your vote is important

If you are a shareholder of record of Enbridge Inc. common shares at the close of business on March 23, 2017, you are entitled to receive notice of, attend and vote your common shares at this meeting or any adjournment of it. Please remember to vote your common shares.

The Board of Directors has approved the contents of this circular and has authorized us to send it to you.

By order of the Board of Directors,

Items of business

1. receiving the audited consolidated financial statements and the report of the auditors for the year ended December 31, 2016;

2. electing the directors for the ensuing year;

3. appointing the auditors and authorizing the directors to set their remuneration;

4. approving the amendment and reconfirmation of our shareholder rights plan;

5. participating in the advisory vote on our approach to executive compensation (say on pay);

6. voting on the shareholder proposal set forth in Appendix B to Enbridge's management information circular; and

7. considering such other matters as may properly be brought before the meeting or any adjournment of the meeting.

Tyler W. Robinson

Vice President & Corporate Secretary

Calgary, Alberta

March 13, 2017

Enbridge Inc. 2017 Management Information Circular 2

Table of Contents

Management information circular

You have received this management information circular (*circular*) because you owned Enbridge common shares (*Enbridge shares* or *common shares*) at the close of business on March 23, 2017 (*record date*).

As a holder of Enbridge shares, you have the right to attend our annual meeting (*meeting*) of shareholders on May 11, 2017 and to vote your Enbridge shares. You can vote in person or by proxy, using the enclosed proxy form.

In this document, *you* and *your* mean holders of Enbridge shares. *We, us, our, company* and *Enbridge* mean Enbridge Inc. All dollar amounts are in Canadian dollars (\$ or CA\$) unless stated otherwise. US\$ means United States of America (*US*) dollars.

About this document

This circular is furnished in connection with the solicitation of proxies by and on behalf of the management of Enbridge for use at the meeting and any adjournment of the meeting.

This circular explains what the meeting will cover, the voting process and other important information you need to know, such as:

- the directors who have been nominated to our Board of Directors (*Board* or *Board of Directors*);
- information concerning the proposed auditors;
- our governance practices; and
- 2016 compensation for our directors and named executive officers.

This circular and proxy form are expected to be mailed to shareholders on or close to April 6, 2017. Unless we state otherwise, information in this circular is current as of March 13, 2017.

Websites not incorporated by reference

Information contained on or otherwise accessible through Enbridge's website and other websites, though referenced herein, does not form part of and is not incorporated by reference into this circular.

Voting

It's important to vote your Enbridge shares. To encourage you to vote, Enbridge employees may contact you in person or by phone. We pay for the cost of soliciting your vote and our employees do not receive a commission or any other form of compensation for it.

Accessing documents

You will find important disclosure and governance documents on our website (www.enbridge.com), including our 2016 annual report, annual information form for the year ended December 31, 2016 and this circular. Financial information is provided in our annual financial statements and management's discussion and analysis (*MD&A*) for the year ended December 31, 2016, also available on our website. Copies of these documents are also available free of charge by contacting Investor Relations through our website or by phone, email or mail at:

Within North America 1.800.481.2804

Outside North America 1.403.231.5957

email: investor.relations@enbridge.com

Enbridge Inc. Investor Relations

200, 425 1st Street S.W.

Calgary, Alberta, Canada T2P 3L8

You can also find these and other documents on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Communicating with the Board

You can write to our Board or to individual directors by contacting our Corporate Secretary:

Tyler W. Robinson

Vice President & Corporate Secretary

Enbridge Inc.

200, 425 1st Street S.W.

Calgary, Alberta, Canada T2P 3L8

email: corporatesecretary@enbridge.com

Table of Contents

Cautionary statement regarding forward-looking statements

Certain information provided in this circular, including documents incorporated by reference herein, constitutes forward-looking statements or information (collectively, *forward-looking statements*). Forward-looking statements are typically identified by words such as anticipate , expect , project , estimate , forecast , plan , intend , target , and similar words suggesting future outcomes or statements regarding an outlook. Forward-looking statements included or incorporated by reference in this circular include, but are not limited to, statements with respect to the following: timing of Enbridge ceasing to be a foreign private issuer ; the tenure of the non-executive chairman of Enbridge; estimated future dividends; expected dividend growth; estimated compensation awards; forecasts on long term supply growth from the Western Canadian Sedimentary Basin; the potential monetization of assets to fund the growth of capital programs; future composition of the Enbridge Board of Directors and senior management of Enbridge; future growth opportunities; business prospects and natural gas and crude oil supply and demand dynamics.

Although Enbridge believes 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.

Forward-looking statements speak only as of the date such statements are made. Except as required by applicable law, Enbridge assumes no obligation to update or to publicly announce the results of any change to any forward-looking statement contained or incorporated by reference herein to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. If Enbridge updates any one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. You should not place undue importance on forward-looking statements and should not rely upon these statements as of any other date. All forward-looking statements contained in this circular are expressly qualified in their entirety by this cautionary statement.

Table of Contents

1. About the meeting

What the meeting will cover

There are six items of business:

Financial statements

Our audited consolidated financial statements for the year ended December 31, 2016 and the report of the auditors thereon will be provided before the meeting. You can download a copy of our 2016 annual report from our website (www.enbridge.com) if you did not receive a copy with this package, or you can request a copy from our Corporate Secretary using the contact information noted above.

Directors

You will elect directors to our Board of Directors for a term of one year. See page 8. You can read about the nominated directors, including their backgrounds, experience and the committees of the Board (*Board committees* or any one, a *committee*) each director sits on, beginning on page 10.

Auditors

You will vote on reappointing our auditors. See page 22. Representatives of PricewaterhouseCoopers LLP (*PwC*) will be at the meeting to answer any questions regarding their audit report. You can read about the services they provided in 2016 and the fees we paid them beginning on page 22.

Shareholder rights plan

You will vote on amending, continuing and reconfirming our shareholder rights plan. The shareholder rights plan must be renewed every three years. Should you vote to continue the shareholder rights plan this year, the shareholder rights plan will be up for renewal again in 2020. The amendments are described beginning on page 22 and in Appendix A to this circular.

Having a say on pay (advisory vote)

You may also vote on our approach to executive compensation. This is a non-binding advisory vote. See page 23.

Shareholder proposal

You will vote on a shareholder proposal explained on page 24 and in Appendix B to this circular.

Other business

As of the date of this circular, the Board and management are not aware of any other items of business to be brought before the meeting.

We need a quorum

We need a *quorum* to hold the meeting and transact business. This means at least three persons holding, or representing by proxy, at least 25% of the total number of issued and outstanding Enbridge shares. If you submit a properly executed form of proxy or vote by telephone or the Internet, you will be considered part of the quorum.

Delivery of meeting materials

Notice and access

We are using the notice and access model for delivery of this circular to our registered holders of common shares.

This means that Enbridge will post this circular online for our registered shareholders to access electronically. Registered shareholders will receive a package in the mail with a notice (*Notice*) explaining how to access and review this circular electronically and how to request a paper copy at no charge, as well as a form of proxy to vote their common shares.

Notice and access is an environmentally friendly and cost effective way to distribute this circular because it reduces printing, paper and postage. This circular can be accessed at www.meetingdocuments.com/cst/enb and is available on SEDAR at www.sedar.com.

Registered shareholders can request a paper copy of this circular for up to one year. If you would like to receive a paper copy of this circular, please follow the instructions provided in the Notice. This circular will be sent to you at no charge. If you request a paper copy of this circular, you will not receive a new form of proxy, so you should keep the original form sent to you in order to vote. If you have questions about notice and access, you can call our Investor Relations department toll free using the contact information shown under *Accessing documents* above.

Table of Contents

We are not using notice and access to deliver meeting materials to our beneficial shareholders.

We are sending this circular and proxy-related material indirectly to all non-registered shareholders, including non-objecting beneficial owners, through their intermediaries. We will pay for an intermediary to deliver these materials and a voting instruction form to non-objecting beneficial owners.

Live audio webcast

We will be broadcasting a live audio webcast of our 2017 meeting if you're unable to attend in person. Be sure to check our website closer to the meeting date for details. We will also post a recording of the meeting on our website after we hold it.

Who can attend the meeting and vote

Our authorized share capital consists of an unlimited number of common shares and an unlimited number of preference shares, issuable in series. Preference shares do not have voting rights.

If you held common shares at the close of business on March 23, 2017, you are entitled and encouraged to attend the meeting or any adjournment, and vote your common shares. Each common share you hold represents one vote.

You must be registered to be admitted to the meeting.

Registration will take place outside of the Ballroom at the Metropolitan Conference Centre, Calgary, Alberta, Canada, beginning at 12:30 p.m. MDT, one hour before the meeting begins. Registered shareholders who hold their shares in their own name in the form of a share certificate or through the direct registration system on the records of the transfer agent in electronic form, will be required to register with our registrar and transfer agent, CST Trust Company. Beneficial shareholders who hold their shares through a broker, bank, trustee or nominee will be required to register with Broadridge Investor Communications Solutions. All shareholders should be prepared to present valid photo identification, such as a driver's licence, passport or other government-issued identification. Cameras and recording devices will not be permitted in the meeting. For the safety and security of all those in attendance, all bags are subject to search and you may be required to check your bag prior to being admitted into the meeting.

Principal owners of common shares

As of March 13, 2017, there are 1,637,928,884 common shares issued and outstanding.

There are also 19 series of preference shares issued and outstanding. Preference shares do not have voting rights and none will be voting at the meeting.

To the knowledge of the Enbridge Board of Directors and of the executive officers of Enbridge, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of Enbridge.

How to vote

You can attend the meeting and vote your common shares in person or you can vote by proxy.

Hold common shares as both a registered and non-registered shareholder?

If some of your common shares are registered in your name and some are held by your nominee, you will need to follow two sets of voting instructions. Please follow the instructions carefully. The voting process is different for registered and non-registered shareholders.

Registered shareholders

You are a registered shareholder if you hold your common shares in your name. You may hold your common shares in the form of a physical share certificate or through the direct registration system (*DRS*) on the records of the registrar and transfer agent in electronic form. Registered shareholders have two ways to vote:

by proxy; or
by attending the meeting and voting in person.

Voting by proxy

Voting by proxy is the easiest way to vote. It means you are giving someone else the authority to attend the meeting and vote on your behalf (called your *proxyholder*).

Al Monaco (*President & Chief Executive Officer*) and Gregory L. Ebel (*Chair of the Board* or *Chair*) have agreed to act as the *Enbridge proxyholders*. Proxyholders must vote your common shares according to your instructions, including on any ballot that may be called. If there are changes to the items of business or new items properly come before the meeting, a proxyholder can vote as he or she sees fit.

Table of Contents

If you appoint the Enbridge proxyholders but do not indicate on the enclosed proxy form how you want to vote your common shares, they will vote as the Board of Directors recommends:

***FOR* electing the nominated directors;
FOR reappointing the auditors;
FOR the shareholder rights plan;
FOR the advisory vote on our approach to executive compensation; and
AGAINST the shareholder proposal.**

You can appoint someone else to be your proxyholder. This person does not need to be a shareholder. To do so, do not check the names of the Enbridge proxyholders on your proxy form. Instead, check the second box and print the name of the person you want to act on your behalf. Make sure the person you are appointing knows that you have appointed them as your proxyholder and that he or she needs to attend the meeting. Your proxyholder will need to register with our transfer agent when they arrive at the meeting. The registrar and transfer agent for our common shares is CST Trust Company.

Registered shareholders who choose to vote by proxy can vote online, by phone, mail or fax. Choose the method you prefer and then carefully follow the voting instructions on the enclosed proxy form.

Internet: You can also appoint a proxyholder on the internet at www.cstvotemyproxy.com.
Telephone: You can also appoint a proxyholder by telephone by calling 1.888.489.7352.
Mail or fax: You can appoint a proxyholder by mail or fax by completing the enclosed proxy form, signing and dating it, and then sending it to:
CST Trust Company
Attn: Proxy department
P.O. Box 721
Agincourt, Ontario, Canada M1S 0A1
Fax: 1.866.781.3111 (toll-free in North America; outside of North America:
1.416.368.2502)

CST Trust Company must receive your instructions by 6 p.m. MDT on May 9, 2017 regardless of the voting method you choose. If the meeting is postponed or adjourned, your instructions must be received by **6 p.m. MDT two business days before the meeting is reconvened.**

Voting in person

Voting in person gives you the opportunity to meet face to face with management and interact with our Board.

If you are a registered shareholder and want to attend the meeting and vote in person, do not complete or return the enclosed proxy form. When you arrive at the meeting, please let our representatives know you are a registered shareholder and they will direct you to the CST Trust Company table to register.

Changing your vote

If you are a registered shareholder and you voted by proxy, you can change or revoke your voting instructions as set out below.

Changing your vote

You can change a vote you made by proxy by:

voting again on the internet or by telephone, or completing a new proxy form that is dated later than the proxy form previously submitted and mailing it or faxing it to CST Trust Company. Your new instructions will revoke your earlier instructions. **CST Trust Company must receive your new instructions by 6 p.m. MDT on May 9, 2017** regardless of the voting method you choose. If the meeting is postponed or adjourned, **CST Trust Company must receive your new instructions by 6 p.m. MDT two business days before the meeting is reconvened.**

Revoking your vote

You can revoke a vote you made by proxy by:

sending us notice in writing (from you or a person authorized to sign on your behalf). We must receive it **by 6 p.m. MDT on May 10, 2017, or by 6 p.m. MDT on the business day before the meeting is reconvened if it was postponed or adjourned.** Send your notice to the Corporate Secretary, Enbridge Inc., 200, 425 - 1st Street S.W., Calgary, Alberta T2P 3L8 Fax: 1.403.231.5929;

giving your notice to the chair of the meeting before the start of the meeting. If you give the chair of the meeting your notice after the meeting has started, your revocation will apply only to the items of business that haven't already been voted on; or

in any other manner permitted by law.

If your common shares are owned by a corporation, your notice must be under a corporate seal or issued by an authorized officer of the corporation or its attorney.

Table of Contents

Registered shareholder voting question?

If you are a registered shareholder, contact our transfer agent, CST Trust Company, at 1.800.821.2794 (toll free in North America) or 1.416.682.3860 (outside North America), for any voting questions.

Non-registered shareholders

You are a non-registered (or *beneficial*) shareholder if your bank, trust company, securities broker, trustee or other financial institution (your *nominee*) holds your common shares for you in a nominee account. This means you do not have a physical share certificate and do not hold through the DRS on the records of the CST Trust Company in electronic form, but instead your common shares are recorded on the nominee's electronic system.

Beneficial shareholders have two ways to vote:

- by voting instructions; or
- by attending the meeting and voting in person.

Voting by voting instructions

Only proxies deposited by registered shareholders can be recognized and acted upon at the meeting.

If you are a beneficial shareholder, your nominee is considered to be the registered shareholder and you will need to follow the voting instructions provided by your nominee to ensure your Enbridge shares are voted in the manner you wish.

Each nominee has its own instructions, but you can generally vote online, by phone, mail or fax. Carefully follow the instructions on the voting information form in the package sent to you by your nominee. Your nominee needs enough time to receive your instructions and then send them to CST Trust company, and so it is important to complete the form promptly.

Voting in person

Voting in person gives you the opportunity to meet face-to-face with our management and interact with our Board.

If you are a beneficial shareholder and you want to attend the meeting and vote in person, your nominee needs to appoint you as proxyholder. We do not have a record of the number of common shares you own or how many votes they represent because your common shares are held in a nominee account and are not registered in your name. Print your name on the voting instruction form you received from your nominee and carefully follow the instructions provided. Do not indicate your voting instructions. When you arrive at the meeting, please let our representatives know you are a beneficial shareholder and they will direct you to the Broadridge Financial Solutions, Inc. table to register.

Changing your vote

If you vote by proxy, you can change or revoke your voting instructions, but the process and timing is different depending on whether you are a registered or beneficial shareholder.

If you are a beneficial shareholder, contact your nominee to find out how to change or revoke your vote and the timing requirements, or for other voting questions.

Beneficial shareholder voting question?

If you are a beneficial shareholder, contact your nominee for any voting questions.

Voting results

We need a simple majority (at least 50% plus one vote) of all votes cast to elect the nominated directors, appoint the auditors and approve each of our shareholder rights plan and our approach to executive compensation. Management and the Board recommend that shareholders vote *for* each of these items of business.

The shareholder proposal also requires a simple majority of votes cast. Management and the Board recommend that shareholders vote *against* the shareholder proposal.

Electing our directors

There are 13 directors nominated for election to the Board at the meeting.

On February 27, 2017, Enbridge and Spectra Energy Corp (*Spectra Energy*) combined through a share for share merger transaction (the *Merger*) to acquire all of the outstanding common stock of Spectra Energy. In connection with the Merger, on December 15, 2016, shareholders of Enbridge approved the adoption of Enbridge's amended General By-Law No. 1 (*Amended By-law No. 1*), effective upon the closing of the Merger. Enbridge's Amended By-law No. 1 is available on our website (www.enbridge.com). Upon completion of the Merger, in accordance with Amended By-law No. 1, the composition of Enbridge's Board changed.

Table of Contents

Upon the closing of the Merger:

three of Enbridge's 11 directors, being David A. Arledge, James J. Blanchard and George K. Petty, retired; the Board size was increased from 11 to 13 directors; the eight *Continuing Enbridge Directors* (as defined in 2. *Governance – Board composition*, beginning on page 28 of this circular) who continued as directors of the Corporation were Al Monaco, Marcel R. Coutu, J. Herb England, Charles W. Fischer, V. Maureen Kempston Darkes, Rebecca B. Roberts, Dan C. Tutcher and Catherine L. Williams; the five *Continuing Spectra Directors* (as defined in 2. *Governance – Board composition*, beginning on page 28 of this circular) who became directors of the Corporation were Pamela L. Carter, Clarence P. Cazalot, Jr., Gregory L. Ebel, Michael McShane and Michael E.J. Phelps; and Gregory L. Ebel became Chair of the Board.

All of the directors standing for election or re-election, as applicable, are independent, except for Al Monaco, our President & Chief Executive Officer, and Gregory L. Ebel, our non-executive Chair of the Board and the former Chairman, President and Chief Executive Officer of Spectra Energy. There is no family relationship between any of the nominated directors. Shareholders elect directors to the Board for a term of one year, until the end of the next annual meeting.

You may vote for all 13 of the nominated directors, vote for some and withhold your vote for others, or withhold your votes for all of them. Unless you instruct otherwise, the Enbridge proxyholders will vote *for* electing each of the nominated directors.

The Board unanimously recommends that shareholders vote *FOR* the election of each of the nominees set forth below, to hold office until the close of the next annual meeting of shareholders or until their respective successors have been elected.

Majority voting

Under Enbridge's General Guidelines for the Board, any nominee for director in an uncontested election who receives more withheld votes than for votes (i.e., the nominee is not elected by at least a majority of 50% + 1 vote), will immediately tender their resignation and will not participate in any meeting of the Board or any committee thereof at which the resignation is considered. The Board, on the recommendation of the Governance Committee, will determine whether or not to accept the resignation within 90 days after the date of the meeting, and will accept the resignation absent exceptional circumstances. Enbridge will promptly issue a news release with the Board's decision, and if the Board determines not to accept a resignation, the news release will state the reasons for that decision. The director's resignation will be effective when accepted by the Board. If the Board accepts the director's resignation, it can appoint a new director to fill the vacancy.

Table of Contents**Director profiles**

The profiles that follow provide information about the nominated directors, including their backgrounds, experience, current directorships, securities held and the Board committees they sit on. Additional information regarding skills and experience of our directors can be found beginning on page 21.

Pamela L. Carter	Ms. Carter is the retired President of Cummins Distribution Business, a division of Cummins Inc., a global manufacturer of diesel engines and related technologies. She assumed that role in 2008 and served in that position until she retired in April 2015. She previously served as President Cummins Filtration, then as Vice President and General Manager of Europe, Middle East and Africa business and operations for Cummins Inc. since 1999. Ms. Carter served as Vice President and General Counsel of Cummins Inc. from 1997 to 1999. Prior to joining Cummins Inc., she served as the Attorney General for the State of Indiana from 1993 to 1997. In 2010, Ms. Carter was appointed to the Export-Import Bank of the United States sub-Saharan Africa Advisory Council. Ms. Carter holds a BA (Bachelor of Arts) from the University of Detroit Mercy, a MSW (Master of Social Work) from University of Michigan and a JD (Juris Doctor) from Indiana University Law School.				
Age 68					
Franklin, Tennessee, USA					
Independent	Enbridge Board/Board committee memberships		2016 meeting attendance¹		
	Board of Directors ²				
	Corporate Social Responsibility ²				
	Governance ²				
Director since	Safety & Reliability ²				
	Total				
February 27, 2017	Director Voting Results in Preceding Three Years Applicable				
	Enbridge securities held³				
	Year	Enbridge shares	DSUs⁴	Total market value of Enbridge shares & DSUs⁵	Minimum required⁶
Latest date of retirement	2017	39,729		\$2,200,192	\$705,000
	2016	N/A	N/A	N/A	N/A
May 2025	Other board/board committee memberships⁷				
	Public⁷				
	CSX Corporation		Director		
	(public transportation company)		Member of the governance committee and public affairs committee		
	Hewlett Packard Enterprise Company		Director		
	(public technology company)		Member of the audit committee and the human resources and compensation committee		

Table of Contents

Clarence P. Cazalot, Jr.	Mr. Cazalot is the retired Executive Chairman, President and Chief Executive Officer of Marathon Oil Corporation (<i>Marathon</i>) (public exploration and production company). He was Executive Chairman of Marathon from August 2013 to December 2013; Chairman from 2011 to 2013; and President, Chief Executive Officer and director from 2002 to August 2013. From 2000 to 2001, he served as Vice Chairman of USX Corporation and President of Marathon. Mr. Cazalot held various executive positions with Texaco Inc. from 1972 to 2000. He is a member of the Advisory Board of the James A. Baker III Institute for Public Policy, the Board of Visitors of the University of Texas M.D. Anderson Cancer Center, the Memorial Hermann Health Systems Board and the LSU Foundation. Mr. Cazalot holds a BS (Bachelor of Science in Geology) from Louisiana State University, Baton Rouge, an honorary PhD (Doctor of Philosophy, Humane Letters) from Louisiana State University and an honorary PhD (Doctor of Philosophy, Engineering) from Colorado School of Mines.				
Age 66					
Houston, Texas, USA					
	Enbridge Board/Board committee memberships		2016 meeting attendance¹		
Independent	Board of Directors ⁸		Audit, Finance & Risk ⁸		
	Human Resources & Compensation ⁸		Total		
Director since	Director Voting Results in Preceding Three Years Not Applicable				
	Enbridge securities held³				
February 27, 2017				Total market value of	Minimum
	Year	Enbridge shares	DSUs⁴	Enbridge shares & DSUs⁵	required⁶
	2017	12,929		\$716,008	\$705,000
	2016	N/A	N/A	N/A	N/A
Latest date of retirement	Other board/board committee memberships⁷				
	Public⁷				
May 2026	Baker Hughes Incorporated		Director		
	(public supplier of oilfield services and products)		Member of the compensation committee		
	Not-for-profit ⁷				
	University of Texas M.D. Anderson Cancer Center		Member of the board of visitors		
	Rice University's Baker Institute for Public Policy		Member of the advisory board		
	LSU Foundation		Chairperson-elect and director		
	Memorial Hermann Health Systems		Director and chair, finance committee		

Table of Contents

Marcel R. Coutu	Mr. Coutu was the Chairman of Syncrude Canada Ltd. (integrated oil sands project) from 2003 to 2014 and was the President and Chief Executive Officer of Canadian Oil Sands Limited from 2001 until January 2014. From 1999 to 2001, he was Senior Vice President and Chief Financial Officer of Gulf Canada Resources Limited. Prior to 1999, Mr. Coutu held various executive positions with TransCanada PipeLines Limited and various positions in the areas of corporate finance, investment banking and mining and oil and gas exploration and development. Mr. Coutu holds an HBS (Bachelor of Science, Honours Earth Science) and an MBA (Master of Business Administration) from the University of Western Ontario.				
Age 63					
Calgary, Alberta, Canada	Enbridge Board/Board committee memberships		2016 meeting attendance¹		
	Board of Directors		12 out of 12	100%	
	Audit, Finance & Risk Governance ⁹		4 out of 4	100%	
	Human Resources & Compensation		7 out of 7	100%	
	Total		23 out of 23	100%	
Independent	Director Voting Results in Preceding Three Years				
	2016 votes in favour: 97.33%				
	2015 votes in favour: 99.48% (first year elected)				
Director since	Enbridge securities held³				
July 28, 2014	Year	Enbridge shares	DSUs⁴	Total market value of Enbridge shares and DSUs⁵	Minimum required⁶
	2017	29,400	6,113	\$1,966,710	\$705,000
	2016	29,400	1,607	\$1,546,319	\$705,000
Latest date of retirement	Other board/board committee memberships⁷				
	Public⁷				
		Brookfield Asset Management Inc.		Director	
	May 2029	(public global asset management company)		Member, audit committee and management, resources and compensation committee	
		Power Corporation of Canada		Director	
		(public international management and holding company)		Member, audit committee and compensation committee	
		The Great-West Lifeco Inc.		Director	
		(public international financial services holding company that is an indirect subsidiary of Power Corporation of Canada)		Member, compensation committee, executive committee, investment committee, governance and nominating committee and risk committee	
		IGM Financial Inc.		Director	
		(public personal financial services company that is an indirect subsidiary of Power Corporation of Canada)		Member, executive committee, investment committee and compensation committee	
	Not-for-profit⁷				
	Calgary Exhibition and Stampede Board		Director		

Gregory L. Ebel	Mr. Ebel served as Chairman, President and CEO of Spectra Energy from January 1, 2009 to February 27, 2017, at which time became a Director of Enbridge and Chair of the Enbridge Board. Prior to that time, Mr. Ebel served as Spectra Energy's Group Executive and Chief Financial Officer beginning in January 2007. He served as President of Union Gas Limited from January 2005 until January 2007, and Vice President, Investor & Shareholder Relations of Duke Energy Corporation from November 2002 until January 2005. Mr. Ebel joined Duke Energy in March 2002 as Managing Director of Mergers and Acquisitions in connection with Duke Energy's acquisition of Westcoast Energy Inc. Mr. Ebel holds a BA (Bachelor of Arts, Honours) from York University.					
Age 52						
Houston, Texas, USA	Enbridge Board/Board committee memberships¹⁰					
	Board of Directors ¹¹				2016 meeting attendance¹	
	Total					
Not Independent	Director Voting Results in Preceding Three Years			Not Applicable		
	Enbridge securities held³					
					Total market value of Enbridge shares	
Director since	Year	Enbridge shares	DSUs	Stock Options¹²	(excluding stock options)⁵	Minimum required
February 27, 2017	2017	461,458		412,000	\$25,555,544	\$705,000
	2016	N/A	N/A	N/A	N/A	N/A
	Other board/board committee memberships⁷					
Latest date of retirement	Public⁷					
	The Mosaic Company			Director		
May 2032	(public producer and marketer of concentrated phosphate and potash)			Member, audit committee and corporate governance and nominating committee		

Table of Contents

J. Herb England Mr. England has been Chair & Chief Executive Officer of Stahlman-England Irrigation Inc. (contracting company) in southwest Florida since 2000. From 1993 to 1997, Mr. England was the Chair, President & Chief Executive Officer of Sweet Ripe Drinks Ltd. (fruit beverage manufacturing company). Prior to 1993, Mr. England held various executive positions with John Labatt Limited (brewing company) and its operating companies, including the position of Chief Executive Officer of Labatt Brewing Company – Prairie Region (brewing company), Catelli Inc. (food manufacturing company) and Johanna Dairies Inc. (dairy company). In 1993, Mr. England retired as Senior Vice President, Finance and Corporate Development & Chief Financial Officer of John Labatt Limited. Mr. England holds a BA (Bachelor of Arts) from the Royal Military College of Canada and an MBA (Master of Business Administration) from York University. He also has a CA (Chartered Accountant) designation.

Age 70

Naples, Florida,
USA**Enbridge Board/Board committee memberships****2016 meeting attendance¹**

Independent

Board of Directors	12 out of 12	100%
Audit, Finance & Risk (chair)	4 out of 4	100%
Total	16 out of 16	100%

Director Voting Results in Preceding Three Years

Director since

2016 votes in favour: 99.25%
2015 votes in favour: 97.23%
2014 votes in favour: 97.63%

January 1, 2007

Enbridge securities held³Latest date of
retirement

Year	Enbridge shares ¹³	DSUs ⁴	Total market value of Enbridge shares and DSUs ⁵	Minimum required ⁶
2017	11,983	58,725	\$3,915,809	\$705,000
2016	7,031	54,849	\$3,085,956	\$705,000

Other board/board committee memberships⁷**Public⁷**

May 2022

Enbridge Energy Management, L.L.C.	Director
(public management company that manages the business of Enbridge Energy Partners, L.P.(EEP), a public master limited partnership in which Enbridge holds an interest; Enbridge indirectly holds 100% of the unlisted voting shares)	Chair, audit, finance & risk committee
FuelCell Energy, Inc.	Director

(public fuel cell company in which Enbridge holds a small interest)	Member, audit & finance committee
---	-----------------------------------

	Chair, compensation committee
--	-------------------------------

Private⁷

Enbridge Energy Company, Inc.	Director
-------------------------------	----------

(private company that is an indirect, wholly-owned subsidiary of Enbridge and general partner of EEP)	Chair, audit committee
---	------------------------

Midcoast Holdings, L.L.C.	Director
---------------------------	----------

Edgar Filing: ENBRIDGE INC - Form 6-K

(private company that is a wholly-owned subsidiary of EEP, and the general partner of Midcoast Energy Partners, L.P., a public master limited partnership in which Enbridge holds an interest)	Chair, audit, finance & risk committee
Stahlman England Irrigation Inc.	Chair, board of directors
(private contracting company)	Chief executive officer
USA Grading Inc.	Director
(private excavating and grading and underground utilities company)	

Table of Contents

Charles W. Fischer Mr. Fischer was the President & Chief Executive Officer of Nexen Inc. (oil and gas company) from 2001 to 2008. From 1994 to 2001, Mr. Fischer held various executive positions within Nexen Inc., including the positions of Executive Vice President & Chief Operating Officer in which he was responsible for all Nexen's conventional oil and gas business in Western Canada, the US Gulf Coast and all international locations, as well as oil sands, marketing and information systems activities worldwide. Prior thereto, Mr. Fischer held positions with Dome Petroleum Ltd. (oil and gas company), Hudson's Bay Oil & Gas Ltd. (oil and gas company), Bow Valley Industries Ltd. (oil and gas company), Sproule Associates Ltd. (petroleum consulting firm) and Encor Energy Ltd. (oil and gas company). Mr. Fischer holds a BSc (Bachelor of Science in Chemical Engineering) and an MBA (Master of Business Administration), both from the University of Calgary.

Age 66

Calgary, Alberta,
Canada**Enbridge Board/Board committee memberships****2016 meeting attendance¹**

Independent	Board of Directors	12 out of 12	100%
	Audit, Finance & Risk	4 out of 4	100%
	Corporate Social Responsibility ¹⁴		
	Human Resources & Compensation ¹⁴	4 out of 4	100%
	Safety & Reliability (chair)	4 out of 4	100%
Director since	Total	24 out of 24	100%

Director Voting Results in Preceding Three Years

July 28, 2009
 2016 votes in favour: 98.00%
 2015 votes in favour: 98.29%
 2014 votes in favour: 98.17%

Latest date of
retirement

May 2025

Enbridge securities held³

Year	Enbridge shares ¹⁵	DSUs ⁴	Total market value of Enbridge shares and DSUs ⁵	Minimum required ⁶
2017	11,250	25,214	\$2,019,376	\$705,000
2016	11,250	21,941	\$1,655,235	\$705,000

Other board/board committee memberships⁷**Public⁷**

Pure Technologies Ltd.	Director
(public technology company)	Member, audit and compensation committees

V. Maureen Kempston Darkes

Ms. Kempston Darkes is the retired Group Vice President and President Latin America, Africa and Middle East, General Motors Corporation (automotive corporation and vehicle manufacturer). From 1994 to 2001, she was the President and General Manager of General Motors of Canada Limited and Vice President of General Motors Corporation. Ms. Kempston Darkes holds a BA (Bachelor of Arts) and an LLB (Bachelor of Laws), both from the University of Toronto.

Enbridge Board/Board committee memberships**2016 meeting attendance¹**

Board of Directors	12 out of 12	100%
--------------------	--------------	------

Age 68	Corporate Social Responsibility (chair) ¹⁶		4 out of 4	100%	
Toronto, Ontario, Canada	Human Resources & Compensation Safety & Reliability		7 out of 7 4 out of 4	100% 100%	
	Total		27 out of 27	100%	
Lauderdale-by-the-Sea, Florida, USA	Director Voting Results in Preceding Three Years				
	2016 votes in favour: 97.47%				
	2015 votes in favour: 97.85%				
	2014 votes in favour: 98.12%				
	Enbridge securities held³				
Independent			Total market value of		
	Year	Enbridge shares	DSUs⁴	Enbridge shares and DSUs⁵	Minimum required⁶
	2017	20,777	19,471	\$2,228,934	\$705,000
Director since	2016	20,346	14,346	\$1,730,090	\$705,000
	Other board/board committee memberships^{7,17}				
November 2, 2010	Public⁷				
	Brookfield Asset Management Inc.		Director		
	(public global asset management company)		Chair, risk management committee Member, management resources and compensation committee		
Latest date of retirement	Balfour Beatty plc ¹⁸		Director		
May 2024	(public infrastructure services company listed in the UK)		Chair, safety & sustainability committee Member, remuneration committee		
	Canadian National Railway Company		Director		
	(public railway company)		Chair, environment, safety & security committee Member, audit, corporate governance, finance and strategic planning committees		
	Schlumberger Limited		Director		
	(public supplier of technology, integrated project management and information solutions in oil and gas industry)		Chair, audit committee Member, finance committee		

Table of Contents

Michael McShane	Mr. McShane served as a director and as President and Chief Executive Officer of Grant Prideco, Inc. (supplier of drill pipe and drill stem accessories) from June 2002 and assumed the role of Chairman of the Board of Grant Prideco beginning in May 2004. Mr. McShane retired from Grant Prideco following its acquisition by National Oilwell Varco, Inc. in April 2008. Prior to joining Grant Prideco, Mr. McShane was Senior Vice President-Finance and Chief Financial Officer and director of BJ Services Company LLC beginning in 1990. Mr. McShane serves as an Advisor to Advent International Corporation, a global private equity firm. Mr. McShane also serves as an advisor to TPH Asset Management, LLC. Mr. McShane holds a BBA (Bachelor of Business Administration) from the University of Texas and has a Chartered Professional Accountant designation.				
Age 62					
Kingwood, Texas, USA					
	Enbridge Board/Board committee memberships		2016 meeting attendance¹		
	Board of Directors ¹⁹				
	Audit, Finance & Risk ¹⁹				
Independent	Safety & Reliability ¹⁹				
	Total				
	Director Voting Results in Preceding Three Years Applicable				
	Enbridge securities held³				
Director since	Year	Enbridge shares	DSUs⁴	Total market value of Enbridge shares & DSUs⁵	Minimum required⁶
February 27, 2017	2017	32,068		\$1,775,926	\$705,000
	2016	N/A	N/A	N/A	N/A
	Other board/board committee memberships⁷				
	Public⁷				
Latest date of retirement	Superior Energy Services, Inc.		Director		
	(public oilfield services company)		Member of the audit committee and the compensation committee		
May 2029	Oasis Petroleum, Inc.		Lead Director		
	(public oil and natural gas exploration and production company)		Chair of the audit committee		
	Forum Energy Technologies		Member of the compensation committee		
	(public oilfield products company)		Chair of the nominating, governance and compensation committee		
Al Monaco	Mr. Monaco joined Enbridge in 1995 and has held increasingly senior positions. He has been President & Chief Executive Officer of Enbridge since October 1, 2012 and has served as President of Enbridge since February 27, 2012. Mr. Monaco holds an MBA (Master of Business Administration) from the University of Calgary and has a Chartered Professional Accountant designation.				
	Enbridge Board/Board committee memberships²⁰		2016 meeting attendance¹		
	Board of Directors		12 out of 12		
Age 57	Director Voting Results in Preceding Three Years				
	2016 votes in favour: 99.43%				

Calgary, Alberta,
Canada

2015 votes in favour: 99.53%
2014 votes in favour: 99.81%

Enbridge securities held³

Not independent	Year	Enbridge shares ²¹	Stock options	Total market value of	Minimum required ²²
				Enbridge shares (excluding stock options) ⁵	
	2017	411,113	3,149,300	\$22,767,438	
	2016	374,780	2,593,700	\$18,690,279	

Other board/board committee

memberships⁷

Private⁷

Director since

February 27, 2012

DCP Midstream, LLC

Director

Latest date of
retirement

May 2027

(a private 50/50 joint venture between Spectra Energy and Phillips 66 and the general partner of DCP Midstream GP, LLC, the general partner of DCP Midstream GP, LP, the general partner of DCP Midstream Partners, LP, a midstream master limited partnership with public unitholders)

Not-for-profit⁷

American Petroleum Institute

Director

(not-for-profit trade association)

Member of Executive Committee

C.D. Howe Institute

Member of Finance Committee
Director

(not-for-profit public policy institute)

Business Council of Canada

Member

(not-for-profit, non-partisan organization composed of CEOs of Canada's leading enterprises)

Table of Contents

Michael E.J. Phelps	Mr. Phelps is Chairman and founder of Dornoch Capital Inc., a private investment company. From January 1988 to 2002, he served as President and Chief Executive Officer, and subsequently as Chairman and Chief Executive Officer, of Westcoast Energy Inc., based in Vancouver, B.C. In 2001, Mr. Phelps was appointed as an Officer to the Order of Canada. In 2003, the Canadian government appointed Mr. Phelps as Chairman of the Wise Persons Committee, a panel developed to review Canada's system of securities regulation. Mr. Phelps holds a BA (Bachelor of Arts) and LLB (Bachelor of Laws) from the University of Manitoba and an LLM (Master of Laws) from the London School of Economics.				
Age 69					
West Vancouver, BC, Canada	Enbridge Board/Board committee memberships		2016 meeting attendance¹		
	Board of Directors ²³				
	Corporate Social Responsibility ²³				
	Governance ²³				
	Human Resource & Compensation ²³				
Independent	Total				
	Director Voting Results in Preceding Three Years		Not Applicable		
Director since	Enbridge securities held³				
			Total market value		
February 27, 2017	Year	Enbridge shares	DSUs⁴	Enbridge shares & DSUs⁵	Minimum required⁶
	2017	90,428		\$5,007,903	\$705,000
	2016	N/A	N/A	N/A	N/A
Latest date of retirement	Other board/board committee memberships⁷				
	Public⁷				
May 2023	Marathon Oil Corporation			Director	
	(public exploration and production company)			Chair of the audit and finance committee Member of the corporate governance and nominating committee and health, environmental, safety and corporate responsibility committee	
Rebecca B. Roberts	Ms. Roberts was President of Chevron Pipe Line Company (pipeline company) from 2006 to 2011 where she was responsible for Chevron's US network of pipelines transporting crude oil, natural gas and petroleum products and for supporting pipeline development projects worldwide. From 2003 to 2006, she was President of Chevron Global Power Generation which owned and operated assets in the US and Asia and provided technical support globally. She held various other management and technical positions with Chevron, its predecessors and its subsidiaries from 1974 to 2003. Ms. Roberts holds a BSc (Bachelor of Science) in Chemistry from McNeese State University.				
Age 64					
The Woodlands, Texas, USA	Enbridge Board/Board committee memberships		2016 meeting attendance¹		
	Board of Directors		12 out of 12	100%	
	Governance		4 out of 4	100%	
	Human Resources & Compensation ²⁴		3 out of 3	100%	
	Safety & Reliability		4 out of 4	100%	

Independent	Total			23 out of 23	100%
	Director Voting Results in Preceding Three Years				
	2016 votes in favour: 99.77%				
	2015 votes in favour: 99.67% (first year elected)				
Director since	Enbridge securities held³				
March 15, 2015	Year	Enbridge shares	DSUs⁴	Total market value of Enbridge shares & DSUs⁵	Minimum required⁶
	2017	2,700	5,413	\$449,298	\$705,000
	2016	2,700	2,422	\$255,434	\$705,000
	Other public and private company board/board committee memberships⁷				
Latest date of retirement	Public⁷				
May 2028	MSA Safety Incorporated		Director		
	(public development, manufacture and supplier of safety products)		Member, compensation committee and nominating and corporate governance committee		
	Black Hills Corporation		Director		
	(public diversified energy company whose regulated and non-regulated businesses generate wholesale electricity and produce natural gas, oil and coal)		Chair, governance committee		
			Member, compensation committee		

Table of Contents**Dan C. Tutcher**

Mr. Tutcher has been President, Chief Executive Officer & Chair of the Board of Trustees of Center Coast MLP & Infrastructure Fund since 2013. Since its inception in 2007, Mr. Tutcher has also been a Principal in Center Coast Capital Advisors L.P. (investment adviser). He was the Group Vice President, Transportation South of Enbridge, as well as President of Enbridge Energy Company, Inc. (general partner of Enbridge Energy Partners, L.P. and an indirect, wholly-owned subsidiary of Enbridge) and Enbridge Energy Management, L.L.C. (public management company in which Enbridge holds 100% of the unlisted voting shares) from May 2001 until retirement on May 1, 2006. From 1992 to May 2001, he was the Chair of the Board of directors, President & Chief Executive Officer of Midcoast Energy Resources, Inc. Mr. Tutcher holds a BBA (Bachelor of Business Administration) from Washburn University.

Age 68

Houston, Texas, USA

Enbridge Board/Board committee memberships		2016 meeting attendance¹	
Board of Directors		12 out of 12	100%
Corporate Social Responsibility		4 out of 4	100%
Governance (chair)		4 out of 4	100%
Safety & Reliability ²⁵		2 out of 2	100%
Total		22 out of 22	100%

Director since

Director Voting Results in Preceding Three Years

May 3, 2006

2016 votes in favour: 99.72%

2015 votes in favour: 99.51%

2014 votes in favour: 99.72%

Enbridge securities held³

Latest date of retirement

May 2024

Year	Enbridge shares²⁶	DSUs⁴	Total market value of Enbridge shares & DSUs⁵	Minimum required⁶
2017	635,167	81,458	\$39,686,693	\$705,000
2016	635,167	72,425	\$35,287,613	\$705,000

Other board/board committee memberships⁷**Public⁷**

Center Coast MLP & Infrastructure Fund

(public investment company)

President and Chairman of the Board of Trustees

Catherine L. Williams

Ms. Williams was the Chief Financial Officer for Shell Canada Limited (oil and gas company) from 2003 to 2007. Prior thereto, she held various positions with Shell Canada Limited, Shell Europe Oil Products, Shell Canada Oil Products and Shell International (oil and gas companies) from 1984 to 2003. Ms. Williams holds a BA (Bachelor of Arts) from the University of Western Ontario and an MBA (Master of Business Administration, Finance) from Queen's School of Business (now Smith School of Business at Queen's University).

Age 66

Calgary, Alberta, Canada

Enbridge Board/Board committee memberships		2016 meeting attendance¹	
Board of Directors		12 out of 12	100%
Audit, Finance & Risk		4 out of 4	100%
Human Resources & Compensation (chair)		7 out of 7	100%

	Safety & Reliability ²⁷		2 out of 2	100%
	Total		25 out of 25	100%
Independent	Director Voting Results in Preceding Three Years			
	2016 votes in favour: 98.15%			
	2015 votes in favour: 98.33%			
	2014 votes in favour: 98.20%			
Director since	Enbridge securities held³			
November 1, 2007	Year	Enbridge shares	DSUs⁴	Total market value of Enbridge shares & DSUs⁵
	2017	42,775	34,805	\$4,296,380
	2016	39,029	32,261	\$3,555,232
	Other board/board committee memberships⁷			
Latest date of retirement	Public⁷			
	Vermilion Energy Inc.		Director	
May 2026	(public oil and gas company)		Chair, audit and governance committee	
			Member human resources committee	

1. Percentages are rounded to the nearest whole number.
2. Ms. Carter was appointed to the Board and to the Corporate Social Responsibility Committee, the Governance Committee and the Safety & Reliability Committee effective February 27, 2017.
3. Information about beneficial ownership and about securities controlled or directed by our proposed directors is provided by the nominees and is as at March 8, 2016 and March 13, 2017, respectively.
4. DSUs refer to deferred share units and are defined on page 46 of this circular.
5. Total market value = number of common shares or deferred share units × closing price of Enbridge shares on the Toronto Stock Exchange (TSX) of \$49.87 on March 8, 2016 and \$55.38 on March 13, 2017. Amounts are rounded to the nearest dollar.
6. The annual Board retainer of \$235,000 was not increased in 2016. Directors must hold at least three times their annual Board retainer, or \$705,000, in DSUs or Enbridge shares within five years of becoming a director on our Board. All directors meet or exceed this requirement, other than Ms. Roberts, who has until March 15, 2020 to meet this requirement.

Table of Contents

7. *Public* means a corporation or trust that is a reporting issuer in Canada, a registrant in the US, or both, and that has publicly listed equity securities. *Private* means a corporation or trust that is not a reporting issuer or registrant. *Not-for-profit* means a corporation, society or other entity organized for a charitable, civil or other social purpose which does not generate profits for its members.
8. Mr. Cazalot, Jr. was appointed to the Board and to the Audit, Finance & Risk Committee and the Human Resources & Compensation Committee effective February 27, 2017.
9. Mr. Coutu was appointed to the Governance Committee effective February 27, 2017.
10. Mr. Ebel is not a member of any Board committee, but as Chair of the Board, he attends and participates in most of their meetings.
11. Mr. Ebel was appointed to the Board and Chair of the Board effective February 27, 2017.
12. Mr. Ebel's stock options were Spectra Energy options that converted into options to purchase Enbridge common shares upon the closing of the Merger. See *Interest of Informed Persons in material transactions* on page 27. No new Enbridge stock options were granted to Mr. Ebel in his capacity as a Director of Enbridge or Chair of the Enbridge Board.
13. Mr. England also owns 8,626 units of Enbridge Energy Partners, L.P. and 5,000 units of Midcoast Energy Partners, L.P.
14. Mr. Fischer was appointed to the Corporate Social Responsibility Committee effective February 27, 2017. Mr. Fischer ceased to be a member of the Human Resources & Compensation Committee effective May 12, 2016.
15. Mr. Fischer also owns 27,100 shares of Enbridge Income Fund Holdings Inc.
16. Ms. Kempston Darkes was appointed chair of the Corporate Social Responsibility Committee effective May 12, 2016.
17. Ms. Kempston Darkes was an executive officer of General Motors Corporation (*GM*) from January 1, 2002 to December 1, 2009. GM filed for bankruptcy protection under Chapter 11 of the US Bankruptcy Code on June 1, 2009. None of the operations for which she was directly responsible in Latin America, Africa and the Middle East were included in the bankruptcy filing. GM emerged from bankruptcy protection on July 10, 2009 in a reorganization in which a new entity acquired GM's most valuable assets.
18. Ms. Kempston Darkes will retire as a director of Balfour Beatty plc in May 2017.
19. Mr. McShane was appointed to the Board and to the Audit, Finance & Risk Committee and the Safety & Reliability Committee effective February 27, 2017.
20. Mr. Monaco is not a member of any Board committee. As President & Chief Executive Officer, he attends Board committee meetings at the request of such committees.
21. Mr. Monaco also owns 8,150 shares of Enbridge Income Fund Holdings Inc.
22. As President & Chief Executive Officer, Mr. Monaco is required to hold Enbridge shares equal to five times his base salary (see page 94). Mr. Monaco is not required to hold Enbridge shares as a director.
23. Mr. Phelps was appointed to the Board and to the Corporate Social Responsibility Committee, Governance Committee and Human Resources & Compensation Committee effective February 27, 2017.
24. Ms. Roberts was appointed to the Human Resources & Compensation Committee effective May 12, 2016.
25. Mr. Tutcher was appointed to the Safety & Reliability Committee effective May 12, 2016.
26. Mr. Tutcher also owns 68,421 shares of Enbridge Energy Management, L.L.C. and 40,000 units of Enbridge Energy Partners, L.P.
27. Ms. Williams ceased to be a member of the Safety & Reliability Committee effective May 12, 2016.

2016 director voting results

The 2016 director voting results are available on our website at (www.enbridge.com) and are also available on SEDAR (www.sedar.com). The percentage of votes that were in favour of individual directors at the annual meeting of shareholders for the preceding three years is shown in their profiles on the preceding pages of this circular, as applicable.

Director independence

Director nominees	Independent	Non-Independent	Reason for non-independence
Pamela L. Carter Clarence P. Cazalot, Jr. Marcel R. Coutu Gregory L. Ebel			Former Chairman, President and Chief Executive Officer of Spectra Energy and expected to continue as a non-executive employee until April 15, 2017
J. Herb England Charles W. Fischer V. Maureen Kempston Darkes Michael McShane Al Monaco Michael E.J. Phelps Rebecca B. Roberts Dan C. Tutchter Catherine L. Williams			President & Chief Executive Officer of the company

Table of Contents

Current Board committee participation

Director	Audit, Finance & Risk Committee	Corporate Social Responsibility Committee	Governance Committee	Human Resources & Compensation Committee	Safety & Reliability Committee
Management directors not independent					
Gregory L. Ebel ¹					
Al Monaco ¹					
Outside directors independent					
Pamela L. Carter ²					
Clarence P. Cazalot, Jr. ³					
Marcel R. Coutu ^{4,5}					
J. Herb England ⁴	committee chair				
Charles W. Fischer ⁶					committee chair
V. Maureen Kempston Darkes ^{4,7}		committee chair			
Michael McShane ^{4,8}					
Michael E.J. Phelps ⁹					
Rebecca B. Roberts ¹⁰					
Dan C. Tutchter ¹¹			committee chair		
Catherine L. Williams ^{4,12}				committee chair	

1. Mr. Ebel and Mr. Monaco are not members of any of the committees of the Board. They attend most of the committee meetings in their capacities as Chair of the Board and President & Chief Executive Officer, respectively.
2. Ms. Carter was appointed to the Corporate Social Responsibility Committee, the Governance Committee and the Safety & Reliability Committee effective February 27, 2017.
3. Mr. Cazalot, Jr. was appointed to the Audit, Finance & Risk Committee and the Human Resources & Compensation Committee effective February 27, 2017.
4. Ms. Williams and Messrs. Coutu, England and McShane each qualify as an audit committee financial expert, as defined under the *US Securities Exchange Act of 1934*, as amended. The Board has also determined that all the members of the Audit, Finance & Risk Committee are financially literate, according to the meaning of National Instrument 52-110 *Audit Committees (NI 52-110)* and the rules of the New York Stock Exchange (*NYSE*).
5. Mr. Coutu was appointed to the Governance Committee effective February 27, 2017.
6. Mr. Fischer was appointed to the Corporate Social Responsibility Committee effective February 27, 2017. Mr. Fischer ceased to be a member of the Human Resources & Compensation Committee effective May 12, 2016.
7. Ms. Kempston Darkes was appointed chair of the Corporate Social Responsibility Committee effective May 12, 2016.
8. Mr. McShane was appointed to the Audit, Finance & Risk Committee and the Safety & Reliability Committee effective February 27, 2017.
9. Mr. Phelps was appointed to the Corporate Social Responsibility Committee, Governance Committee and Human Resources & Compensation Committee effective February 27, 2017.

Edgar Filing: ENBRIDGE INC - Form 6-K

10. Ms. Roberts was appointed to the Human Resources & Compensation Committee effective May 12, 2016.
11. Mr. Tutcher was appointed to the Safety & Reliability Committee effective May 12, 2016.
12. Ms. Williams ceased to be a member of the Safety & Reliability Committee effective May 12, 2016.

Table of Contents

Board and Board committee meetings in 2016

Board/committee	Total number of meetings	In camera sessions	Overall attendance
Board	12	12	100%
Audit, Finance & Risk Committee	4	4	100%
Corporate Social Responsibility Committee	4	4	100%
Governance Committee	4	4	100%&nb