

ENBRIDGE INC
Form 6-K
March 26, 2015

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**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 March 26, 2015
Commission file number 001-15254

ENBRIDGE INC.

(Exact name of Registrant as specified in its charter)

Canada
(State or other jurisdiction
of incorporation or organization)

None
(I.R.S. Employer Identification No.)

3000, 425 - 1st Street S.W.
Calgary, Alberta, Canada T2P 3L8
(Address of principal executive offices and postal code)

(403) 231-3900
(Registrants telephone number, including area 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

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Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If "Yes" is marked, indicate below the file number assigned to the Registrant in connection with Rule 12g3-2(b):

N/A

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENTS ON FORM S-8 (FILE NO. 333-145236, 333-127265, 333-13456, 333-97305 AND 333-6436), FORM F-3 (FILE NO. 333-185591 AND 33-77022) AND FORM F-10 (FILE NO. 333-198566) 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 AND TO BE PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

The following documents are being submitted herewith:

1. Notice of Meeting and Management Information Circular; and
2. Form of Proxy.

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.

Date: March 26, 2015

ENBRIDGE INC.
(Registrant)

By: /s/ TYLER W. ROBINSON

Tyler W. Robinson
Vice President & Corporate Secretary

Enbridge Inc.

March 3, 2015

Notice of 2015 Annual and Special Meeting and
Management Information Circular

Annual and Special Meeting of Shareholders of
Enbridge Inc. to be held on Wednesday, May 6, 2015
in Toronto, Ontario, Canada

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Letter to Shareholders

March 3, 2015

Dear shareholder

It is our pleasure to invite you to attend the Enbridge Inc. annual and special meeting of shareholders on May 6, 2015 at the Four Seasons Hotel, Aria Ballroom, in Toronto.

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.

You will also be able to meet the Board of Directors 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 either a brief summary about Enbridge Inc. or our full 2014 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,

David A. Arledge
Chair, Board of Directors

Al Monaco
President & Chief Executive Officer

2015 Management information circular 1

Notice of our 2015 annual and special meeting of shareholders

You are invited to the Enbridge Inc. 2015 annual and special meeting of shareholders.

When

May 6, 2015
1:30 p.m. (eastern daylight time) (*EDT*)

Where

Four Seasons Hotel Toronto
60 Yorkville Avenue
Toronto, Ontario, Canada

Your vote is important

If you are a shareholder of record of Enbridge Inc. common shares at the close of business on March 12, 2015 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,

Tyler W. Robinson
Vice President & Corporate Secretary

Calgary, Alberta
March 3, 2015

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Six items of business:

1. receiving the audited consolidated financial statements and the report of the auditors for the year ended December 31, 2014;
 2. electing the directors for the ensuing year;
 3. appointing the auditors and authorizing the directors to set their remuneration;
 4. confirming By-Law No. 2 of Enbridge Inc., which sets advance notice requirements for director nominations;
 5. participating in the advisory vote on our approach to executive compensation ("say on pay"); and
 6. considering such other matters as may properly be brought before the meeting or any adjournment of the meeting.
-

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 12, 2015 (*record date*).

As a holder of Enbridge shares, you have the right to attend our annual and special meeting (*meeting*) of shareholders on May 6, 2015 and to vote your Enbridge shares. You can vote in person or by proxy, using the enclosed proxy form.

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*);
- the auditors;
- our governance practices; and
- 2014 compensation for our directors and named executive officers.

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.

This circular and proxy form will be mailed to shareholders on or close to March 26, 2015. Unless we state otherwise, information in this circular is as of March 3, 2015.

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 quarterly and annual management's discussion and analysis (*MD&A*) and financial statements and notes, 2014 annual report, annual information form for the year ended December 31, 2014 and this circular. Copies are also available free of charge from our Corporate Secretary by phone, fax or email:

T. 1.403.231.3900
F. 1.403.231.5929
email: corporatesecretary@enbridge.com

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.
3000, 425 1st Street S.W.
Calgary, Alberta, Canada T2P 3L8
email: corporatesecretary@enbridge.com

1. About the meeting

WHAT THE MEETING WILL COVER

There will be six items of business:

Financial statements

Our audited consolidated financial statements for the year ended December 31, 2014 and the report of the auditors thereon will be placed before the meeting. You can download a copy of our 2014 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.

Directors

You will elect directors to our Board of Directors for a term of one year. See page 7. You can read about the nominated directors, including their backgrounds, experience and the committees of the Board (*Board committees* or any one, a *committee*) they sit on, beginning on page 8.

Auditors

You will vote on reappointing our auditors. See page 18. Representatives of PricewaterhouseCoopers LLP (*PwC*) will be at the meeting to answer any questions. You can read about the services they provided in 2014 and the fees we paid them beginning on page 18.

Advance Notice By-Law

You will be asked to confirm Enbridge's By-Law No. 2, which sets out advance notice requirements for director nominations. See page 19.

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 19.

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 the people attending the meeting must hold or represent by proxy at least 25% of the total number of issued and outstanding Enbridge shares.

Sending of materials

We are not using what is referred to as "notice-and-access" to send this circular and related materials to our shareholders for this meeting, nor are we sending these materials directly to non-objecting beneficial owners.

We are sending these materials directly to our registered shareholders and indirectly to all non-registered shareholders through their intermediaries. We will pay for an intermediary to deliver these materials and a voting instruction form to objecting beneficial owners.

WHO CAN ATTEND THE MEETING AND VOTE

Live audio webcast

We are broadcasting a live audio webcast of our 2015 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.

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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 12, 2015 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 Aria Ballroom at the Four Seasons Hotel, Toronto, Ontario, Canada, beginning at 12:30 p.m. EDT, one hour before the meeting begins. Registered shareholders who hold their shares in their own name in the form of a share certificate will be required to register with our registrar and transfer agent, CST

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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 license, 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 3, 2015, there are 854,821,352 common shares issued and outstanding. There are also 18 series of preference shares issued and outstanding, none of which will be voting at the meeting.

The Board and management are not aware of any shareholder who directly or indirectly owns or exercises or directs control over more than 10% of our common shares.

HOW TO VOTE

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

Voting by proxy

Registered shareholders

You are a registered shareholder if you hold your common shares in your name (in such case, you have a physical share certificate).

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 David A. Arledge (*Chair of the Board or Chair*) have agreed to act as the *Enbridge proxyholders*. **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 re-appointing the auditors;

for confirming By-Law No. 2; and

for the advisory vote on our approach to executive compensation.

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're 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.

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.

Registrar and transfer agent

The registrar and transfer agent for our common shares is CST Trust Company.

Methods of voting by proxy for registered shareholders

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

Proxy voting by mail or fax

If you are a registered shareholder, 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:

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)

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Proxy voting by telephone

If you are a registered shareholder, you can also appoint a proxyholder by telephone by calling 1.888.489.7352.

Proxy voting on the internet

If you are a registered shareholder, you can also appoint a proxyholder on the internet at www.cstvotemyproxy.com.

CST Trust Company must receive your instructions by 6 p.m. EDT on May 4, 2015 regardless of the voting method you choose. If the meeting is postponed or adjourned, your instructions must be received **by 6 p.m. EDT two business days before the meeting is reconvened.**

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 but your common shares are recorded on the nominee's electronic system.

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 by mail, phone, fax or online. 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 our transfer agent, 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 management and interact with our Board.

Registered shareholders

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.

Non-registered shareholders

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 Investor Communications Solutions table to register.

Changing your vote

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

Registered shareholders

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.

Changing your vote

You can change a vote you made by proxy by:

voting again by telephone or on the internet, 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. EDT on May 4, 2015**

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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. EDT two business days before the meeting is reconvened.**

Revoking your vote

You can revoke your 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. EDT on May 4, 2015, or by 6 p.m. EDT on the business day before the meeting is reconvened if it was postponed or adjourned.** Send your notice to the Corporate Secretary, Enbridge Inc., 3000, 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.

Question?

Contact our transfer agent

CST Trust Company
1.800.387.0825
www.canstockta.com

Non-registered shareholders

Contact your nominee to find out how to change or revoke your vote and the timing requirements.

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, confirm By-Law No. 2 and approve our approach to executive compensation.

ELECTING OUR DIRECTORS

You will elect 11 directors to the Board at the meeting. Nine directors who were elected at last year's annual meeting of shareholders are standing for re-election to the Board. Marcel R. Coutu, who was appointed to the Board on July 28, 2014, and Rebecca B. Roberts, who was appointed to the Board on February 19, 2015 (effective March 15, 2015), are standing for election to the Board. Charles E. Shultz and J. Lorne Braithwaite are not standing for re-election, having reached the ages of 75 and 73, respectively, and will retire at the end of the meeting. David A. Leslie, who was re-elected at last year's annual meeting of shareholders, retired from the Board on November 6, 2014.

You can vote for all 11 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.

All of the directors are independent, except for Al Monaco, our President & Chief Executive Officer. 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.

Our policy on majority voting

If a director receives more *withheld* votes than *for* votes, he or she will resign, which resignation will be accepted, subject to extenuating circumstances. Within 90 days of the vote, the Board, on the recommendation of the Governance Committee, will announce its decision in a press release to accept or reject the resignation, and will include reasons for not accepting the resignation, if applicable. The director will not participate in any Board or Board committee deliberations on the matter. If the Board accepts the director's resignation, it can appoint a new director to fill the vacancy.

Board size

Our articles allow us to have up to 15 directors. The Board believes that 11 directors provide the skills and experience we need to make decisions effectively and meets the needs of the standing Board committees. The Board has the ability to appoint additional directors between shareholder meetings and may do so for a number of reasons, including for Board succession planning purposes. In such cases, shareholders will have the right to vote for or withhold their votes from such interim directors at the next annual meeting of shareholders.

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 16.

David A. Arledge

Age 70
Naples, Florida,
USA
Independent

Director since
January 1, 2002

Chair of the Board
since May 2005

Latest date of
retirement
May 2020

From 1983 until 2001, Mr. Arledge was principally employed by Coastal Corporation (energy company) which merged in early 2001 with El Paso Corporation (integrated energy company). He held various executive positions in finance from 1983 to 1993, including Senior Vice President, Finance & Chief Financial Officer, and from 1993 to 2001 held many senior executive and operating positions, retiring in 2001 as Chair, President & Chief Executive Officer.

Enbridge Board/Board committee memberships	2014 meeting attendance¹	
Board of Directors	9 out of 9	100%
Audit, Finance & Risk ²	4 out of 4	100%
Corporate Social Responsibility ²	4 out of 4	100%
Governance ²	4 out of 4	100%
Human Resource & Compensation ²	7 out of 7	100%
Safety & Reliability ²	4 out of 4	100%
Total	32 out of 32	100%

2014 Director Voting Results

Votes in favour: 99.76%

Yes

Enbridge securities held⁴

Year	Enbridge shares	DSUs ⁵	Total market value of	
			Enbridge shares and DSUs ⁶	Minimum required ⁷
2015	32,600	51,700	\$4,882,656	\$705,000
2014	32,600	47,696	\$3,934,504	\$705,000

Other board/board committee memberships⁸

None

**James J.
Blanchard**

Age 72
Beverly Hills,
Michigan,
USA
Independent

Director since
January 25, 1999

Latest date of
retirement
May 2018

Governor Blanchard has practiced law with DLA Piper LLP (US) (law firm) in Michigan and Washington, D.C. since 1996 and is the Chair Emeritus and Partner, Government Affairs of that firm. From 1993 to 1996, Governor Blanchard served as the United States Ambassador to Canada. He was Governor of Michigan for eight years and served eight years in the United States Congress.

Enbridge Board/Board committee memberships	2014 meeting attendance ¹	
Board of Directors	9 out of 9	100%
Corporate Social Responsibility (Chair)	4 out of 4	100%
Governance	4 out of 4	100%

Total	17 out of 17	100%
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2014 Director Voting Results	Yes
Votes in favour: 99.74%	

Enbridge securities held⁴

Year	Enbridge shares	DSUs⁵	Total market value of Enbridge shares and DSUs⁶	Minimum required⁷
2015	14,027	103,006	\$6,778,551	\$705,000
2014	12,533	98,822	\$5,456,395	\$705,000

Other board/board committee memberships^{8,9,10}

National Archives Foundation (US) (not-for-profit)	Member, board of directors Vice Chair
The Canadian-United States Law Institute (not-for-profit)	U.S. Co-Chair

Marcel R. Coutu

Age 61
 Calgary, Alberta,
 Canada
 Independent

Director since
 July 28, 2014

Latest date of
 retirement
 May 2029

Mr. Coutu was the Chairman of Syncrude Canada Ltd. (integrated oil sands project) from 2003 to 2014 and was the former 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.

Enbridge Board/Board committee memberships	2014 meeting attendance¹	
Board of Directors	4 out of 4	100%
Audit, Finance & Risk	2 out of 2	100%
Safety & Reliability	2 out of 2	100%
Total	8 out of 8	100%

2014 Director Voting Results	Not applicable
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Enbridge securities held⁴

Year	Enbridge shares	DSUs⁵	Total market value of Enbridge shares and DSUs⁶	Minimum required⁷
2015	20,000	451	\$1,184,522	\$705,000
2014				

Other board/board committee memberships⁸

Brookfield Asset Management Inc.

Director

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(public global asset management company)	Member, audit committee and management, resources & compensation committee
Power Corporation of Canada (public international management and holding company)	Director Member, audit committee and compensation committee
The Great West Lifeco Inc. (public international financial services holding company)	Director Member, compensation committee, executive committee, governance and nominating committee and risk committee
IGM Financial Inc. (public personal financial services company)	Director Member, executive committee, investment committee and compensation committee
Calgary Exhibition and Stampede Board (not-for-profit)	Director

J. Herb England

Age 68
Naples, Florida,
USA
Independent

Director since
January 1, 2007

Latest date of
retirement
May 2022

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.

Enbridge Board/Board committee memberships	2014 meeting attendance ¹	
Board of Directors	9 out of 9	100%
Audit, Finance & Risk (Chair)	4 out of 4	100%
Human Resources & Compensation	7 out of 7	100%
Total	20 out of 20	100%

2014 Director Voting Results	Yes
Votes in favour: 97.63%	

Enbridge securities held⁴

Year	Enbridge shares ¹¹	DSUs ⁵	Total market value of Enbridge shares and DSUs ⁶	Minimum required ⁷
2015	2,120	51,172	\$3,086,673	\$705,000
2014	2,120	47,262	\$2,419,718	\$705,000

Other board/board committee memberships⁸

Enbridge Gas Distribution Inc. (public utilities company that is a wholly-owned subsidiary of Enbridge)	Director Chair, audit committee
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Enbridge Energy Company, Inc. (private company that is an indirect, wholly-owned subsidiary of Enbridge and general partner of Enbridge Energy Partners, L.P., a public master limited partnership in which Enbridge holds an interest)	Director Chair, audit committee
--	------------------------------------

Enbridge Energy Management, L.L.C. (public management company in which Enbridge holds an interest)	Director Chair, audit committee
---	------------------------------------

Midcoast Holdings, LLC (private company that is a wholly owned subsidiary of Enbridge Energy Partners, L.P., and the general partner of Midcoast Energy Partners, L.P., a public master limited partnership in which Enbridge holds an	Director Chair, audit committee
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interest)

FuelCell Energy, Inc. (public fuel cell company in which Enbridge holds a small interest)	Director Member, audit & finance committee Chair, compensation committee
---	---

Stahlman England Irrigation Inc. (private contracting company)	Chair, board of directors Chief executive officer
---	--

USA Grading Inc. (private excavating & grading and underground utilities company)	Director
---	----------

**Charles W.
Fischer**

Age 64
 Calgary, Alberta,
 Canada
 Independent

Director since
 July 28, 2009

Latest date of
 retirement
 May 2025

Mr. Fischer was the President & Chief Executive Officer of Nexen Inc. (oil and gas company) from 2001 to 2008. Since 1994, 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).

Enbridge Board/Board committee memberships	2014 meeting attendance¹	
Board of Directors	8 out of 9	89%
Audit, Finance, & Risk	4 out of 4	100%
Human Resources & Compensation	7 out of 7	100%
Safety & Reliability (Chair)	4 out of 4	100%
Total	23 out of 24	96%

2014 Director Voting Results **Yes**
 Votes in favour: 98.17%

Enbridge securities held⁴

Year	Enbridge shares¹²	DSUs⁵	Total market value of Enbridge shares and DSUs⁶	Minimum required⁷
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2015	11,250	18,777	\$1,739,164	\$705,000
2014	8,000	15,924	\$1,172,276	\$705,000

Other board/board committee memberships⁸

Enbridge Commercial Trust (private subsidiary of Enbridge Income Fund)	Trustee
Enbridge Income Fund Holdings Inc. (public holding company in which Enbridge holds an interest)	Director
Pure Technologies Ltd. (public technology company)	Director Member, audit and compensation committees
Alberta Innovates Energy and Environmental Solutions (public agency energy and environmental technology innovation)	Director Member, human resources & compensation committee
Climate Change and Emission Management Corporation (public agency energy and environmental research)	Director

**V. Maureen Kempston
Darkes**

Age 66
Toronto, Ontario,
Canada
Lauderdale-by-the-Sea,
Florida, USA
Independent

Director since
November 2, 2010

Latest date of
retirement
May 2024

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.

Enbridge Board/Board committee memberships	2014 meeting attendance ¹	
Board of Directors	9 out of 9	100%
Corporate Social Responsibility	4 out of 4	100%
Human Resources & Compensation	7 out of 7	100%
Safety & Reliability ³	3 out of 3	100%
Total	23 out of 23	100%

2014 Director Voting Results	Yes
Votes in favour: 98.12%	

Enbridge securities held⁴

Year	Enbridge shares	DSUs ⁵	Total market value of Enbridge shares and DSUs ⁶	Minimum required ⁷
2015	17,765	12,705	\$1,764,822	\$705,000
2014	15,359	11,257	\$1,304,184	\$705,000

Other board/board committee memberships^{8,13}

Brookfield Asset Management Inc. (public global asset management company)	Director Chair, risk management committee
Canadian National Railway Company (public railway company)	Director Chair, environment, safety & security committee Member, corporate governance, finance, human resources & compensation and strategic planning committees
Balfour Beatty plc (infrastructure services company publicly listed in the UK)	Director Member, nomination committee and remuneration committee Chair, business practices committee
Schlumberger Limited (public supplier of technology, integrated project management and information solutions in oil and gas industry)	Director Member, audit committee

Al Monaco

Age 55
 Calgary, Alberta,
 Canada
 Not independent

Director since
 February 27, 2012

Latest date of
 retirement
 May 2035

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.

Enbridge Board/Board committee memberships¹⁴	2014 meeting attendance¹
--	--

Board of Directors	9 out of 9 100%
--------------------	----------------------

2014 Director Voting Results	Yes
Votes in favour: 99.81%	

Enbridge securities held⁴

Year	Enbridge shares ¹⁵	Stock options	Total market value of Enbridge shares (excluding stock options) ⁶	Minimum required ¹⁶
2015	192,201	2,761,300	\$11,132,282	
2014	159,616	2,403,900	\$7,821,184	

Other board/board committee memberships⁸

Enbridge Pipelines Inc. (public pipeline company that is a wholly-owned subsidiary of Enbridge)	Director and Chair
---	--------------------

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Enbridge Gas Distribution Inc. Director
 (public utilities company that is a wholly-owned subsidiary of
 Enbridge)

University of Calgary Member, Dean's advisory board,
 (Canadian university) Faculty of Medicine

American Petroleum Institute Director
 (not-for-profit trade association)

C.D. Howe Institute Director
 (not-for-profit public policy institute)

The Canadian Council of Chief Executives (CCCE) Member
 (not-for-profit, non-partisan organization composed of CEO's of
 Canada's leading enterprises)

George K. Petty

Age 73
 San Luis Obispo,
 California, USA
 Independent

Director since
 January 2, 2001

Latest date of
 retirement
 May 2017

Mr. Petty was President & Chief Executive Officer of Telus Corporation (telecommunications company) from 1994 to 1999. Prior thereto he was Vice President of Global Business Service for AT&T (telecommunications company) and Chair of the Board of directors of World Partners, the Global Telecom Alliance.

Enbridge Board/Board committee memberships	2014 meeting attendance ¹	
Board of Directors	9 out of 9	100%
Audit, Finance & Risk	4 out of 4	100%
Corporate Social Responsibility	4 out of 4	100%

Total	17 out of 17	100%
--------------	---------------------	-------------

2014 Director Voting Results**Yes**

Votes in favour: 99.56%

Enbridge securities held⁴

Year	Enbridge shares¹⁷	DSUs⁵	Total market value of Enbridge shares & DSUs⁶	Minimum required⁷
2015	1,894	63,699	\$3,799,147	\$705,000
2014	1,894	57,054	\$2,888,452	\$705,000

Other board/board committee memberships⁸

None

**Rebecca B.
Roberts**

Age 62
The Woodlands,
Texas, USA
Independent

Director since
March 15, 2015

Latest date of
retirement
May 2028

Ms. Roberts was President of Chevron Pipe Line Company (pipeline company) from 2006-2011 where she was responsible for Chevron's U.S. network of pipelines transporting crude oil, natural gas and petroleum products and for supporting pipeline development projects worldwide. From 2003-2006 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 management and technical positions with Chevron, its predecessors and subsidiaries from 1974-2003.

Enbridge Board/Board committee memberships¹⁸	2014 meeting attendance¹
--	--

Board of Directors
Safety & Reliability Committees
Governance Committee
Total

2014 Annual Meeting of Shareholders	Not applicable
--	-----------------------

Enbridge securities held⁴

Year	Enbridge shares¹⁹	DSUs⁵	Total market value of Enbridge shares & DSUs⁶	Minimum required⁷
2015				\$705,000
2014				

Other public and private company board/board committee memberships

Enbridge Energy Company, Inc. (private company that is an indirect, wholly-owned subsidiary of Enbridge and general partner of Enbridge Energy Partners, L.P., a public master limited partnership in which Enbridge holds an interest)	Director Member, audit committee
Enbridge Energy Management, L.L.C. (public management company in which Enbridge holds an interest)	Director Member, audit committee
MSA Safety Incorporated (public development, manufacture and supplier of safety products)	Director Member, compensation committee
Black Hills Corporation (public diversified energy company whose regulated and non-regulated businesses generate wholesale electricity and natural gas, oil and coal)	Director Member, compensation committee Member, nomination & governance committee

Dan C. Tutcher

Age 66
Houston, Texas,
USA
Independent

Director since
May 3, 2006

Latest date of
retirement
May 2024

Mr. Tutcher has been President & 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.

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(general partner of Enbridge Energy Partners, L.P. and an indirect, wholly-owned subsidiary of Enbridge) and Enbridge Energy Management, L.L.C. (management company in which Enbridge holds an interest) 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.

Enbridge Board/Board committee memberships	2014 meeting attendance ¹	
Board of Directors	9 out of 9	100%
Corporate Social Responsibility	4 out of 4	100%
Governance (Chair)	4 out of 4	100%
Total	17 out of 17	100%

2014 Director Voting Results	Yes
Votes in favour: 99.72%	

Enbridge securities held⁴

Year	Enbridge shares ²⁰	DSUs ⁵	Total market value of Enbridge shares & DSUs ⁶	Minimum required ⁷
2015	659,173	63,679	\$41,867,588	\$705,000
2014	645,069	56,827	\$34,392,904	\$705,000

Other board/board committee memberships⁸

Center Coast MLP & Infrastructure Fund (public investment company)	President and Chairman of the Board of Trustees
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**Catherine L.
Williams**

Age 64
 Calgary, Alberta,
 Canada
 Independent

Director since
 November 1, 2007

Latest date of
 retirement
 May 2026

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.

Enbridge Board/Board committee memberships	2014 meeting attendance¹	
Board of Directors	9 out of 9	100%
Audit, Finance & Risk	4 out of 4	100%
Human Resources & Compensation (Chair)	7 out of 7	100%
Safety & Reliability	4 out of 4	100%
Total	24 out of 24	100%

2014 Director Voting Results	Yes
Votes in favour: 98.20%	

Enbridge securities held⁴

Year	Enbridge shares	DSUs⁵	Total market value of Enbridge shares & DSUs⁶	Minimum required⁷
2015	35,428	28,658	\$3,711,861	\$705,000
2014	32,256	25,484	\$2,829,260	\$705,000

Other board/board committee memberships⁸

Enbridge Pipelines Inc. (public pipeline company that is a wholly-owned subsidiary of Enbridge)	Director
--	----------

Vermillion Energy Inc. (public oil and gas company)	Director
--	----------

1. Percentages are rounded to the nearest whole number.
2. Mr. Arledge is not a member of any Board committee, but as Chair of the Board, he attends and participates in most of their meetings.
3. Ms. Kempston-Darkes was appointed a member of the Safety & Reliability Committee in May 2014.
4. Information about beneficial ownership and about securities controlled or directed by our proposed directors is provided by the nominees and is as at March 4, 2014 and March 3, 2015, respectively.
5. DSU's refer to deferred share units and are defined on page 38 of this circular.
6. Total market value = number of common shares or deferred share units × closing price of Enbridge shares on the Toronto Stock Exchange (TSX) of \$49.00 on March 4, 2014 and \$57.92 on March 3, 2015. Amounts are rounded to the nearest dollar.
7. The annual Board retainer of \$235,000 was not increased in 2014. Directors must hold at least three times their annual Board retainer, or \$705,000, in DSUs or Enbridge shares and meet that requirement 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.
8. *Public* means a corporation or trust that is a reporting issuer in Canada, a registrant in the US or both. *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. *Public agency* means an organization funded by government for a specific purpose.
9. The Ontario Securities Commission, the British Columbia Securities Commission and the autorité des Marchés financiers issued a management cease trade order against insiders of Bennett Environmental Inc. on April 10, 2006, and another cease trade order on April 24, 2006 after Bennett failed to file its annual financial statements and related MD&A for the year ended December 31, 2005. The orders prevented certain Bennett directors, officers and insiders, including Governor Blanchard, from trading Bennett securities until the commissions received the documents. Bennett filed the required documents on May 30, 2006 and the management cease trade order was revoked on June 19, 2006. Governor Blanchard was a director of Bennett until August 7, 2006.
10. On May 31, 2004 and again on April 10, 2006, certain directors, senior officers and certain current and former employees of Nortel Networks Corporation and Nortel Networks Limited were prohibited from trading in the securities of Nortel Networks Corporation and Nortel Networks Limited pursuant to management cease trade orders issued by the Ontario Securities Commission and certain other provincial securities regulators in

connection with delays in the filing of certain financial statements. Following the filing of the required financial statements, the Ontario Securities Commission and subsequently the other provincial securities regulators lifted such cease trade orders effective June 21, 2005 and June 8, 2006 respectively. Governor Blanchard was a director of Nortel Networks Corporation until June 29, 2005. At no time did the above noted cease trade orders apply to Governor Blanchard.

11. Mr. England also owns 8,626 units of Enbridge Energy Partners, L.P. and 5,000 units of Midcoast Energy Partners, L.P.
12. Mr. Fischer also owns 27,100 shares of Enbridge Income Fund Holdings Inc.
13. 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.
14. Mr. Monaco is not a member of any Board committee. He attends Board committee meetings at the request of the Board.
15. Mr. Monaco also owns 8,150 shares of Enbridge Income Fund Holdings Inc.
16. As President & Chief Executive Officer, Mr. Monaco is required to hold Enbridge shares equal to five times his base salary (see page 54). Mr. Monaco is not required to hold Enbridge shares as a director.
17. Mr. Petty also owns 11,302 shares of Enbridge Energy Management, L.L.C. and 5,234 units of Enbridge Energy Partners, L.P.
18. Ms. Roberts will join the Board, the Safety & Reliability Committee and the Governance Committee effective March 15, 2015.
19. Ms. Roberts owns 4000 units of Enbridge Energy Partners, L.P.
20. Mr. Tutchter also owns 63,775 shares of Enbridge Energy Management, L.L.C. and 40,000 units of Enbridge Energy Partners, L.P.

2014 Director Voting Results

The 2014 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 last year's annual meeting of shareholders is shown in their profiles on the preceding pages of this circular.

Director independence

Director nominees	Independent	Non-Independent	Reason for non-independence
David A. Arledge	ü		
James J. Blanchard	ü		
Marcel R. Coutu	ü		
J. Herb England	ü		
Charles W. Fischer	ü		
V. Maureen Kempston Darkes	ü		
Al Monaco		ü	President & Chief Executive Officer of the company
George K. Petty	ü		
Rebecca B. Roberts	ü		
Dan C. Tutcher	ü		
Catherine L. Williams	ü		

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				
Al Monaco					
Outside directors	independent				

David A.
Arledge1

James J. Blanchard committee chair ü

Marcel R. Coutu2 ü ü

J. Herb England2 committee chair ü
3

Charles W. Fischer ü ü committee chair

V. Maureen Kempston Darkes ü ü ü

George K. Petty ü ü

Rebecca B. Roberts4 ü ü

Dan C. Tutcher ü committee chair

Catherine L. Williams2 ü committee chair ü

1. Mr. Arledge is not a member of any of the committees of the Board. He attends most of the committee meetings in his capacity as Chair of the Board.
2. Mr. Coutu, Mr. England and Ms. Williams each qualify as an audit committee financial expert, as defined under the *US Securities Exchange Act of 1934*. 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*).
3. Mr. England became Chair of the Audit, Finance & Risk Committee on October 15, 2014.
4. Ms. Roberts will join the Safety & Reliability Committee and the Governance Committee effective March 15, 2015.

Board and Board committee meetings

Board/committee	<i>In-camera</i> sessions	Total number of meetings	Overall attendance
Board	9	9	99%
Audit, Finance & Risk Committee	4	4	100%
Corporate Social Responsibility Committee	4	4	100%
Governance Committee	4	4	100%
Human Resources & Compensation Committee	7	7	100%
Safety & Reliability Committee	4	4	100%
Total	32	32	99%

Director attendance**Board committee meetings**

	Board of Directors meetings (9 meetings)		Audit, Finance & Risk (4 meetings)		Corporate Social Responsibility (4 meetings)		Governance (4 meetings)		Human Resources & Compensation (7 meetings)		Safety & Reliability (4 meetings)	
	Number	%	Number	%	Number	%	Number	%	Number	%	Number	%
David A. Arledge ¹	9	100	4	100	4	100	4	100	7	100	4	100
James J. Blanchard	9	100			4	100	4	100				
Marcel R. Coutu ²	4	100	2	100							2	100
J. Herb England	9	100	4	100					7	100		
Charles W. Fischer	8	89	4	100					7	100	4	100

V. Maureen Kempston Darkes ³	9	100	4	100	7	100 3	100
Al Monaco ⁴	9	100					
George K. Petty	9	100 4	100 4	100			
Rebecca B. Roberts ⁵							
Dan C. Tutcher	9	100	4	100 4	100		
Catherine L. Williams	9	100 4	100		7	100 4	100

1. Mr. Arledge is not a member of any Board committee, but as Chair of the Board, he attends and participates in most of their meetings.
2. Mr. Coutu joined the Board on July 28, 2014.
3. Ms. Kempston-Darkes was appointed a member of the Safety & Reliability Committee in May 2014.
4. Mr. Monaco is not a member of any Board committee. He attends Board committee meetings at the request of the Board.
5. Ms. Roberts will join the Board, as well as the Safety & Reliability Committee and the Governance Committee, effective March 15, 2015.

Mix of skills and experience

We maintain a skills and experience matrix for our directors in areas we think are important for a company like ours. We use this skills matrix to annually assess our board composition and in the recruitment of new directors.

SKILL	Kempston										
	Arledge	Blanchard	Coutu	England	Fischer	Darkes	Monaco	Petty	Roberts	Tutcher	William
Managing and leading growth	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü
International	ü	ü	ü	ü	ü	ü		ü	ü	ü	ü
Chief Executive Officer/Senior Officer	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü
Governance/Board	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü
Operations	ü		ü		ü			ü		ü	ü
Sustainable Development	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü
Marketing			ü		ü			ü		ü	ü
Human Resources/ Compensation			ü	ü	ü	ü	ü	ü	ü	ü	
Investment Banking/Mergers & Acquisitions	ü		ü	ü	ü				ü		ü
Finance	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü
Information Technology					ü				ü		
Health, Safety, Environmental Social and Responsibility	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü	ü
Government Relations	ü	ü	ü	ü	ü	ü		ü			ü
Emerging Sectors	ü		ü	ü	ü	ü	ü	ü	ü		ü

**Risk & Compliance
Management**

ü ü ü ü ü ü ü ü ü ü

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Director tenure

The graph and table below shows our director tenure of the proposed nominee directors. The average tenure is 7.3 years. For further information on our guidelines for director retirement and the latest date of retirement of each director, please refer to *Identifying new candidates* on page 27 and the *Director profiles* beginning on page 8 of this circular.

1.

Numbers do not add to 100% due to rounding.

Name	Age							Tenure on Enbridge Board (years of service)			
	under 60	60-69	70-75	0-5	5-10	10-15	15+				
David A. Arledge			ü					ü			
James J. Blanchard			ü								ü
Marcel R. Coutu		ü		ü							
J. Herb England		ü			ü						
Charles W. Fischer		ü				ü					
V. Maureen Kempston Darkes		ü		ü							
Al Monaco	ü			ü							
George K. Petty			ü					ü			
Rebecca B. Roberts		ü		ü							

Dan C. Tutchter	ü	ü
Catherine L. Williams	ü	ü

Interlocking relationships

Directors	Served together on these boards	Served on these committees
J. Herb England Al Monaco	Enbridge Gas Distribution Inc.1	Chair of the audit, finance & risk committee
Al Monaco Catherine L. Williams	Enbridge Pipelines Inc.1	
J. Herb England Rebecca B. Roberts	Enbridge Energy Management, L.L.C2	Chair of the audit committee Audit committee
Marcel R. Coutu V. Maureen Kempston Darkes	Brookfield Asset Management Inc.	Management, resources & compensation committee

- Enbridge Gas Distribution Inc. and Enbridge Pipelines Inc. are considered public companies because they issue public debt and are therefore reporting issuers in Canada. They do not have any equity securities that are publicly held. They are both indirect wholly owned subsidiaries of Enbridge. The Board has determined that these board interlocks do not impair the ability of these directors to exercise independent judgment as members of our Board.
- It is expected that Ms. Roberts will resign from the board of directors of Enbridge Energy Management, L.L.C subsequent to the effective date of her appointment as a director of Enbridge (March 15, 2015) and prior to the date of the meeting.

APPOINTING OUR AUDITORS

You will vote on appointing Enbridge's auditors. You may vote for the reappointment of our auditors or withhold your vote. The Board, on the recommendation of the Audit, Finance & Risk Committee, proposes that PwC be reappointed as auditors and that you vote *for* the reappointment of our auditors.

If PwC is reappointed, they will serve as our auditors until the end of the next annual meeting of shareholders. PwC (formerly Price Waterhouse) has been our auditors since 1992 and auditors for Enbridge Pipelines Inc., our wholly owned subsidiary, since 1949.

PwC is a participating audit firm with the Canadian Public Accountability Board, as required under the Canadian Securities Administrators' National Instrument 52-108 *Auditor Oversight*.

Auditor Independence

Auditor independence is essential to the integrity of our financial statements and PwC has confirmed its status as independent within the meaning of the Canadian and US securities rules.

We are subject to Canadian securities regulations (NI 52-110 and National Policy 58-201 *Corporate Governance Guidelines (NP 58-201)*), the *US Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley)* and the accounting and corporate governance rules adopted by the US Securities and Exchange Commission under Sarbanes-Oxley, which specify certain services that external auditors cannot provide.

We comply with these Canadian and US rules. We believe, however, that some non-audit services, like tax compliance, can be delivered more efficiently and economically by our external auditors. To maintain auditor independence, our Audit, Finance & Risk Committee must pre-approve all audit and non-audit services. It is also responsible for overseeing the audit work performed by PwC.

The Audit, Finance & Risk Committee reviews our external auditors' qualifications and independence once per year. Their review includes formal written statements that describe any relationships between the auditors, their affiliates and Enbridge that could affect the auditors' independence and objectivity.

Auditors' fees

The following table sets forth all services rendered by our auditors, PwC, by category, together with the corresponding fees billed by the auditors for each category of service for the financial years ended December 31, 2014 and 2013.

	2014	2013	Description of fee category
Audit fees	\$ 13,489,584	\$ 13,946,567	Represents the aggregate fees for audit services
Audit related fees	\$ 823,989	\$ 1,554,412	Represents the aggregate fees for assurance and related services by the company's auditors that are reasonably related to the performance of the audit or review of the company's financial statements and are not included under "Audit fees". During fiscal 2014 and 2013, the services provided in this category included due diligence related to prospectus offerings and other items.
Tax fees	\$ 1,757,558	\$ 1,907,253	Represents the aggregate fees for professional services rendered by the company's auditors for tax compliance, tax advice and tax planning.
All other fees	\$ 887,326	\$ 933,761	Represents the aggregate fees for products and services

provided by the company's auditors other than those services reported under "Audit fees", "Audit related fees" and "Tax fees". These fees include those related to Canadian Public Accountability Board fees, French translation work and process reviews.

Total fees	\$ 16,958,457	\$ 18,341,993
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You can find information about the roles and responsibilities of the Audit, Finance & Risk Committee beginning on page 28 of this circular and details about the committee's pre-approval policies and procedures beginning on page 54 of our annual information form for the year ended December 31, 2014 (available online at www.enbridge.com and www.sedar.com).

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CONFIRMING OUR ADVANCE NOTICE BY-LAW

You will be asked to confirm By-Law No. 2 of Enbridge, which sets out advance notice requirements for director nominations (the *Advance Notice By-Law*).

The Advance Notice By-Law was adopted by the Board on December 2, 2014, but requires shareholder confirmation. The purpose of the Advance Notice By-Law is to provide shareholders, directors and management of Enbridge with guidance on the nomination of directors. The Advance Notice By-Law is the framework by which Enbridge seeks to fix a deadline by which shareholders of the company must submit director nominations to Enbridge prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to Enbridge for the notice to be in proper written form. The full text of the Advance Notice By-Law is set out in Appendix A.

It is the belief of Enbridge and the Board of Directors that the Advance Notice By-Law is beneficial to shareholders and other stakeholders. The Advance Notice By-Law will be subject to periodic review and, subject to applicable law, will reflect changes as required by securities regulatory agencies or stock exchanges and, at the discretion of the Board of Directors, amendments necessary to meet evolving industry standards. If shareholders do not confirm the Advance Notice By-Law by ordinary resolution, it will cease to be effective.

The Board recommends that shareholders vote *for* the resolution:

Be it resolved that:

By-Law No. 2 of Enbridge Inc., in the form adopted by the board of directors on December 2, 2014, and attached as Appendix A to the management information circular dated March 3, 2015, being an advance notice by-law setting out the process for director nominations, is confirmed; and

any one officer or director of Enbridge Inc. is authorized and directed to execute any documents or instruments or to take any other action necessary or advisable for this resolution to take effect.

HAVING A "SAY ON PAY"

We have held advisory votes on executive compensation ("say on pay") at the past four annual meetings. At last year's annual meeting of shareholders, shareholders voted 96.02% in favour of our approach to executive compensation. The Board has decided to again hold an advisory vote on executive compensation at this year's meeting. While this vote is non-binding, it gives shareholders an opportunity to provide important input to our Board.

As a shareholder, you will be asked to vote for or against, or you may abstain from voting on, our approach to executive compensation through the following resolution:

Be it resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in our management information circular dated March 3, 2015, delivered in advance of the 2015 annual and special meeting of shareholders on May 6, 2015.

The Board will take the results of this vote into account when it considers future compensation policies and issues. We will also examine the level of shareholder interest and the comments we receive and consider the best approach and timing for soliciting feedback from shareholders on our approach to executive compensation in the future.

SHAREHOLDER PROPOSALS

We received no shareholder proposals for consideration at the meeting.

Under the *Canada Business Corporations Act*, which governs Enbridge, we must receive shareholder proposals by December 4, 2015 to consider them for inclusion in the management information circular and proxy for the 2016 annual meeting of shareholders, which is expected to be held on May 11, 2016 in Calgary, Alberta.

VOTING RESULTS

We will post the results of this year's votes and the other items of business on our website (www.enbridge.com) following the meeting.

2. Governance

OUR GOVERNANCE PRACTICES

Sound governance means sound business. At Enbridge, we believe good governance is important for our shareholders, our employees and our company.

We have a comprehensive system of stewardship and accountability that follows best practices and meets the requirements of all rules, regulations, standards and internal and external policies that apply.

This section discusses our governance philosophy, policies and practices. It also describes the role and functioning of our Board and the five Board committees.

You can find more information about governance in our annual information form for the year ended December 31, 2014. Our articles and by-laws also set out policies and practices that govern our business activities. These are all available on our website (www.enbridge.com) and on SEDAR (www.sedar.com).

Regulations, rules and standards

Enbridge is listed on the TSX and the NYSE and we are subject to a range of governance rules, regulations, standards and policies including:

Canada

National Instrument 58-101 *Disclosure of Corporate Governance Practices*;

NP 58-201;

NI 52-110; and

Canada Business Corporations Act.

US

As a "foreign private issuer" under US securities laws, we are generally permitted to comply with Canadian corporate governance requirements, rather than those that apply to US listed corporations.

The NYSE rules, however, require us to disclose how we comply with US corporate governance standards and where our practices are different. You can find this document on our website (<http://www.enbridge.com/InvestorRelations/CorporateGovernance/USCompliance.aspx>). We must also comply with the audit committee requirements under Rule 10A-3 of the *US Securities Exchange Act of 1934*. See *Audit, Finance & Risk Committee* in our annual information form for the year ended December 31, 2014 for a summary of these requirements.

As of the date of this circular, the Board believes we are in full compliance with all Canadian and US corporate governance rules, regulations, standards and policies that apply to us.

A CULTURE OF ETHICAL CONDUCT

A strong culture of ethical conduct is central to Enbridge.

Our *Statement on Business Conduct* (availa