

## ENBRIDGE INCOME FUND HOLDINGS INC.

### WHISTLEBLOWER PROCEDURES

#### Procedures for Receipt, Retention, and Treatment of Complaints about the Fund's Accounting, Internal Accounting Controls, or Auditing Matters

##### Purpose

It is the responsibility of the Audit Committee (the "Committee") of the Board of Directors of Enbridge Income Fund Holdings Inc. (the "Corporation") to ensure that the Corporation has appropriate procedures for the receipt, retention, and treatment of complaints about the Corporation's accounting, internal accounting controls, or auditing matters. In addition, the Committee must provide for confidential, anonymous submission by employees of the Corporation and Enbridge and by non-employees of concerns about questionable accounting or auditing matters. The procedures outlined below are intended to fulfill these responsibilities and to ensure that any such complaints and concerns are promptly and effectively addressed.

##### Meaning of Terms

"Manager" means Enbridge Management Services Inc. (a wholly-owned subsidiary of Enbridge), the manager and administrator of the Corporation;

"anonymous" means unknown authorship, and without designation that might lead to information about the authorship. Anonymity is not compromised by assignment of a code or other designation with which a person can communicate without revealing his or her identity.

"Complaint" means any adverse information provided to the Corporation, whether in the form of a concern, a demand for remedial action, or a report of a suspected violation of law or internal policy, that relates to the Corporation's accounting, internal accounting controls, or auditing matters.

"confidential" means authorized for access by only those persons who have a need to know. Ordinarily, a need to know arises from an obligation to investigate or to take remedial or disciplinary action.

"Confidential Designee" means a person, independent of the financial reporting function, designated by the Committee to assist the Committee in addressing Complaints in a manner consistent with these procedures and the role of the Committee. Unless otherwise designated by the Committee, the Confidential Designee shall be the Corporate Secretary of the Manager (the "Corporate Secretary").

"Enbridge" means Enbridge Inc. and each of its subsidiaries that provide services, directly or indirectly, to the Corporation or its subsidiary entities.

"Enbridge Audit Chair" means the Chair of the Audit, Finance & Risk Committee of the Board of Directors of Enbridge.

## Procedures

### 1. Submission and Receipt of Complaints

- a. Employees are free to bring Complaints to the attention of their supervisors, the Human Resources Department, or the Law Department, as they would any other workplace concern. The recipients of such Complaints shall forward them promptly to the Chair of the Committee and to the Confidential Designee.
- b. To ensure that Complaints can be submitted confidentially or anonymously when employee complainants so choose, the Corporation shall maintain at least two other formal means by which employees may communicate Complaints, which may include:
  - (i) a toll-free telephone number, available at all times and handled by an independent outside service provider;
  - (ii) a dedicated website, available at all times and handled by an independent outside service provider; and
  - (iii) interoffice mail (or regular mail or other means of delivery, addressed to the head office address of the Administrator) by which Complaints may be submitted in a sealed envelope marked "Private and Strictly Confidential – Attention: Chair of the Audit Committee of Enbridge Income Fund Holdings Inc.", which envelope shall be forwarded unopened to the Chair of the Committee.

The toll-free telephone number, the website address and the mail procedure shall be posted on Enbridge's internal website or portal.
- c. Non-employees may submit Complaints by mail (or other means of delivery) to the head office address of the Manager, either addressed to the Corporate Secretary or marked "Private and Strictly Confidential – Attention: Chair of the Audit Committee of Enbridge Income Fund Holdings Inc.". Envelopes so marked shall be forwarded unopened to the Chair of the Committee. These procedures shall be posted on the Corporation's external website.
- d. The Corporate Secretary shall ensure that the toll-free telephone number and the website are administered by an independent outside service provider so as to provide a means for anonymous submission of Complaints that complies with all applicable laws and listing standards. The Corporate Secretary shall report to the Committee periodically about the process for receiving Complaints so that the Committee can ensure that the process is satisfactory in its efficiency, accuracy, timeliness, protection of confidentiality or anonymity, and effectiveness.
- e. The Corporation will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee based upon any lawful actions taken by such employee with respect to good faith reporting of concerns or complaints regarding accounting or auditing matters. The Corporation will regard the making of any deliberately false or malicious allegations by any employee of the Corporation or Enbridge as a serious offence, which may result in disciplinary action up to and including dismissal for cause.

## 2. Retention of Records of Complaints

Records pertaining to a Complaint are the property of the Corporation and shall be retained:

- a. in compliance with applicable laws and document retention policies;
- b. subject to safeguards that ensure their confidentiality and, when applicable, the anonymity of the person making the Complaint; and
- c. in such a manner as to maximize their usefulness to the Corporation's overall compliance program.

## 3. Treatment of Complaints

- a. All Complaints shall be treated as confidential, whether received anonymously or otherwise.
- b. Although a person making an anonymous Complaint may be advised that maintaining anonymity could hinder an effective investigation, the anonymity of the person making the Complaint shall be maintained until the person indicates that he or she does not wish to remain anonymous. Any system established for exchanging information with a complainant shall be designed to maintain anonymity.
- c. The Chair of the Committee shall inform the Committee and the Enbridge Audit Chair of all Complaints received (in summary form or otherwise), with an initial assessment as to the appropriate treatment of each Complaint. Assessment, investigation and evaluation of Complaints shall be conducted by, or at the direction of, the Committee. If the Committee deems it appropriate, the Committee may engage, at the Corporation's expense, independent advisors, such as outside legal counsel or auditors who are not affiliated with the Corporation's auditor, for the purpose of undertaking any investigation and/or recommending appropriate action.
- d. Following investigation and evaluation of a Complaint, the Chair of the Committee shall report to the Committee the recommended disciplinary or remedial action, if any. The action determined by the Committee to be appropriate under the circumstance, including disciplinary action up to and including dismissal for cause, shall then be brought to the Board of Directors of the Corporation or the Board of Directors of Enbridge or to the appropriate members of senior management, as applicable, for authorization or implementation. If the action taken to resolve a Complaint is deemed by the Committee to be material or otherwise appropriate for inclusion in the minutes of the meetings of the Committee, it shall be so noted in the minutes.
- e. Reasonable and necessary steps will also be taken to prevent any further violations of policy.
- f. Any effort to retaliate against any person making a Complaint in good faith is strictly prohibited and shall be reported immediately to the Chair of the

Committee. Any allegations regarding such retaliation will be investigated and dealt with in accordance with this policy.

- g. If the Enbridge Audit Chair receives a complaint under Enbridge's Whistleblower Procedures that relates to the Corporation or an employee who provides services to the Corporation and, based on an initial assessment, such claim appears to have some merit, the Enbridge Audit Chair will inform the Chair of the Committee of such complaint.

EIFH Procedures v1.doc