TC Energy Corporation

2024 Annual information form

February 13, 2025

Contents

Presentation of information

Throughout this Annual information form (AIF), the terms, we, us, our, the Company and TC Energy mean TC Energy Corporation and its subsidiaries. In particular, TC Energy includes references to TransCanada PipeLines Limited (TCPL). The term subsidiary, when referred to in this AIF, with reference to TC Energy means direct and indirect wholly-owned subsidiaries of, and legal entities controlled by, TC Energy or TCPL, as applicable.

Unless otherwise noted, the information contained in this AIF is given at or for the year ended December 31, 2024 (Year End). Amounts are expressed in Canadian dollars, unless otherwise indicated. Information in relation to metric conversion can be found at *Schedule A* to this AIF. The *Glossary* found at the end of this AIF contains certain terms defined throughout this AIF and abbreviations and acronyms that may not otherwise be defined in this document.

Certain portions of TC Energy's management's discussion and analysis dated February 13, 2025 (MD&A) are incorporated by reference into this AIF as stated below and noted elsewhere in this AIF. The MD&A can be found on SEDAR+ (www.sedarplus.ca) under TC Energy's profile.

Financial information is presented in accordance with United States (U.S.) generally accepted accounting principles (GAAP).

Forward-looking information

This AIF, including the MD&A disclosure incorporated by reference herein, contains certain information that is forward looking and is subject to important risks and uncertainties. We disclose forward-looking information to help the reader understand management's assessment of our future plans and financial outlook and our future prospects overall.

Statements that are ***forward looking*** are based on certain assumptions and on what we know and expect today and generally include words like ***anticipate***, ***expect***, ***believe***, ***may***, ***will***, ***should***, ***estimate*** or other similar words.

Forward-looking statements included or incorporated by reference in this AIF include information about the following, among other things:

- our financial and operational performance, including the performance of our subsidiaries
- expectations about strategies and goals for growth and expansion, including acquisitions
- expected cash flows and future financing options available along with portfolio management
- expectations regarding the size, structure, timing, conditions and outcome of ongoing and future transactions
- expected dividend growth
- expected access to and cost of capital
- expected energy demand levels
- expected costs and schedules for planned projects, including projects under construction and in development
- expected capital expenditures, contractual obligations, commitments and contingent liabilities, including environmental remediation costs
- expected regulatory processes and outcomes
- expected outcomes with respect to legal proceedings, including arbitration and insurance claims
- expected impact of future tax and accounting changes
- commitments and targets contained in our Report on Sustainability and GHG Emissions Reduction Plan, including statements related to our GHG emissions intensity reduction goals
- expected industry, market and economic conditions, and ongoing trade negotiations, including their impact on our customers and suppliers.

Forward-looking statements do not guarantee future performance. Actual events and results could be significantly different because of assumptions, risks or uncertainties related to our business or events that happen after the date of this AIF.

Our forward-looking information is based on the following key assumptions and subject to the following risks and uncertainties:

Assumptions

- realization of expected benefits from acquisitions and divestitures, including the Spinoff Transaction
- regulatory decisions and outcomes
- planned and unplanned outages and the utilization of our pipelines, power and storage assets
- integrity and reliability of our assets
- anticipated construction costs, schedules and completion dates
- access to capital markets, including portfolio management
- expected industry, market and economic conditions, including the impact of these on our customers and suppliers
- inflation rates, commodity and labour prices
- interest, tax and foreign exchange rates
- nature and scope of hedging.

Risks and uncertainties

- realization of expected benefits from acquisitions and divestitures, including the Spinoff Transaction
- our ability to successfully implement our strategic priorities, including the Focus Project, and whether they will yield the expected benefits
- our ability to implement a capital allocation strategy aligned with maximizing shareholder value
- operating performance of our pipelines, power generation and storage assets
- amount of capacity sold and rates achieved in our pipeline businesses
- amount of capacity payments and revenues from power generation assets due to plant availability

- production levels within supply basins
- construction and completion of capital projects
- cost, availability of, and inflationary pressures on, labour, equipment and materials
- availability and market prices of commodities
- access to capital markets on competitive terms
- interest, tax and foreign exchange rates
- performance and credit risk of our counterparties
- regulatory decisions and outcomes of legal proceedings, including arbitration and insurance claims
- our ability to effectively anticipate and assess changes to government policies and regulations, including those related to the environment
- our ability to realize the value of tangible assets and contractual recoveries
- competition in the businesses in which we operate
- unexpected or unusual weather
- acts of civil disobedience
- cybersecurity and technological developments
- sustainability-related risks including climate-related risks and the impact of energy transition on our business
- economic and political conditions, and ongoing trade negotiations in North America, as well as globally
- global health crises, such as pandemics and epidemics, and the impacts related thereto.

You can read more about these factors and others in the MD&A and in other reports we have filed with Canadian securities regulators and the SEC.

As actual results could vary significantly from the forward-looking information, you should not put undue reliance on forward-looking information and should not use future-oriented information or financial outlooks for anything other than their intended purpose. We do not update our forward-looking statements due to new information or future events unless we are required to by law.

TC Energy Corporation

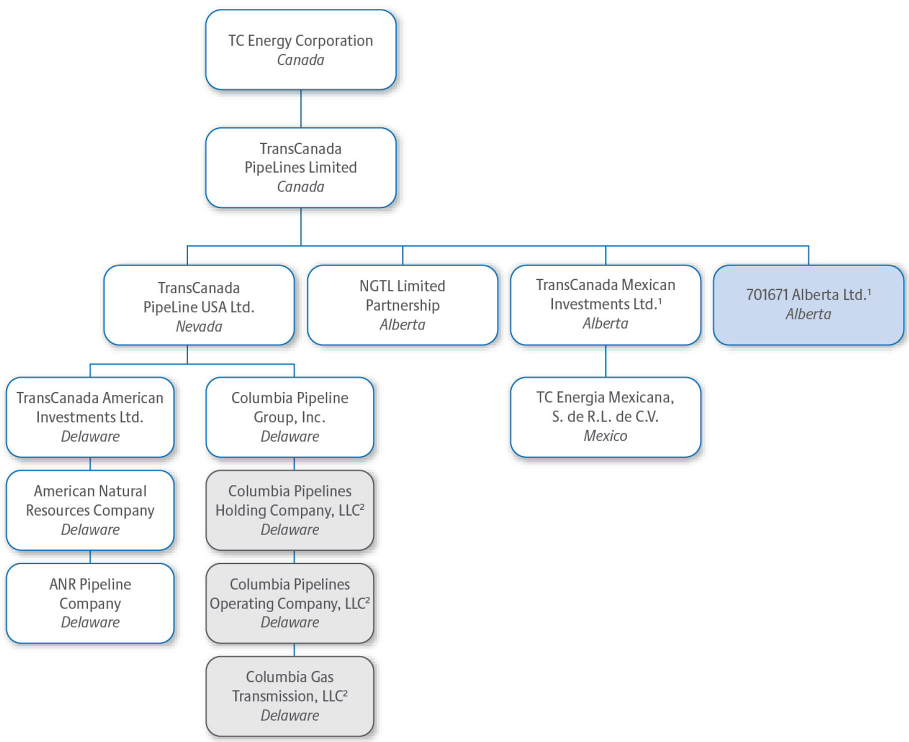
CORPORATE STRUCTURE

Our head office and registered office are located at 450 – 1 Street S.W., Calgary, Alberta, T2P 5H1. TC Energy was incorporated pursuant to the provisions of the *Canada Business Corporations Act* (CBCA) on February 25, 2003 in connection with a plan of arrangement with TCPL (Arrangement), which established TC Energy as the parent company of TCPL. The Arrangement was approved by TCPL common shareholders on April 25, 2003 and, following court approval and the filing of Articles of Arrangement, the Arrangement became effective on May 15, 2003. TCPL continues to carry on business as the principal operating subsidiary of TC Energy. TC Energy does not hold any material assets directly other than the common shares of TCPL and receivables from certain of TC Energy's subsidiaries.

On October 1, 2024, TC Energy separated into two independent, publicly listed companies through the spinoff of its Liquids Pipelines business into South Bow Corporation (South Bow) by way of a plan of arrangement under the CBCA (the Spinoff Transaction). In connection with the Spinoff Transaction, TC Energy restated its Articles of Incorporation on October 1, 2024 to effectively consolidate previous amendments made to its articles which provided for the issuance of various series of preferred shares.

INTERCORPORATE RELATIONSHIPS

The following diagram presents the name and jurisdiction of incorporation, continuance or formation of TC Energy's principal subsidiaries as at Year End. Each of the subsidiaries shown has total assets that exceeded 10 per cent of the consolidated assets of TC Energy as at Year End or revenues that exceeded 10 per cent of the consolidated revenues of TC Energy as at Year End. Except as otherwise indicated below, TC Energy beneficially owns, controls or directs, directly or indirectly, 100 per cent of the voting shares or units in each of these subsidiaries.



The above diagram does not include all of the subsidiaries of TC Energy. The total assets and revenues of excluded subsidiaries in the aggregate did not exceed 20 per cent of the consolidated assets of TC Energy as at Year End or consolidated revenues of TC Energy as at Year End.

[1] 701671 Alberta Ltd. and TransCanada Mexican Investments Ltd. assets and revenues do not exceed 10 per cent of the total consolidated assets or revenues of TC Energy but have been included to meet the total consolidated revenues and assets criteria of excluded subsidiaries threshold of less than 20 per cent.

[2] TC Energy beneficially owns, controls or directs, directly or indirectly, 60 per cent of the voting shares or units in each of these subsidiaries.

Business of TC Energy

We operate in two core businesses – Natural Gas Pipelines and Power and Energy Solutions. In order to provide information that is aligned with how management decisions about our businesses are made and how performance of our businesses is assessed, our results are reflected in four operating segments: Canadian Natural Gas Pipelines, U.S. Natural Gas Pipelines, Mexico Natural Gas Pipelines and Power and Energy Solutions. We also have a Corporate segment consisting of corporate and administrative functions that provide governance, financing and other support to TC Energy's business segments.

For information regarding our Natural Gas Pipelines business, including pipeline holdings, developments, opportunities, regulation and competitive position refer to the *Natural Gas Pipelines Business*, *Canadian Natural Gas Pipelines*, *U.S. Natural Gas Pipelines* and *Mexico Natural Gas Pipelines* sections of the MD&A, which sections are incorporated by reference herein.

For information regarding our Power and Energy Solutions business, including holdings, developments, opportunities, regulation and competitive position refer to the *Power and Energy Solutions* section of the MD&A, which section is incorporated by reference herein.

Refer to the *About our business – 2024 Financial highlights - Consolidated results* section of the MD&A for our revenues from operations by segment, for the years ended December 31, 2024 and 2023, which section is incorporated by reference herein.

General development of the business

Summarized below are significant developments that have occurred in our Natural Gas Pipelines, Liquids Pipelines and Power and Energy Solutions businesses, respectively, and certain acquisitions, dispositions, events or conditions which have had an influence on those developments, during the last three financial years and year to date in 2025. Further information about developments in our business, including changes that we expect will occur in 2025, can be found in the *Natural Gas Pipelines Business, Canadian Natural Gas Pipelines, U.S. Natural Gas Pipelines, Mexico Natural Gas Pipelines, Power and Energy Solutions, About our business - Capital program - Secured projects*, and *Discontinued operations* sections of the MD&A, which sections are incorporated by reference herein.

NATURAL GAS PIPELINES

Developments in the Canadian Natural Gas Pipelines Segment

CANADIAN REGULATED PIPELINES

2021 NGTL System Expansion Program

The 2021 NGTL System Expansion Program was completed in 2024 and consists of 344 km (214 miles) of new pipeline, three new compressor units and associated facilities and added approximately 1.59 PJ/d (1.45 Bcf/d) of incremental capacity to the NGTL System. The capital cost of the program was $3.6 billion.

2022 NGTL System Expansion Program

The 2022 NGTL System Expansion Program was completed in 2023 and consists of approximately 166 km (103 miles) of new pipeline, one compressor unit and associated facilities and provides incremental capacity of approximately 773 TJ/d (722 MMcf/d) to meet firm-receipt and intra-basin delivery requirements with eight-year minimum terms. The capital cost of the program was $1.4 billion.

2023 NGTL System Intra-Basin Expansion

The NGTL System Intra-Basin Expansion was completed in 2024 and consists of 23 km (14 miles) of new pipeline and two new compressor stations and is underpinned by approximately 255 TJ/d (238 MMcf/d) of new firm-service contracts with 15-year terms. The capital cost of the expansion was $0.5 billion.

NGTL System/Foothills West Path Delivery Program

The NGTL System/Foothills West Path Delivery Program was completed in 2023 and consisted of a multi-year expansion of the NGTL System and Foothills system to facilitate incremental contracted export capacity connecting to the GTN pipeline system. The combined NGTL System and Foothills program consists of approximately 107 km (66 miles) of pipeline and associated facilities and is underpinned by 275 TJ/d (258 MMcf/d) of new firm-service contracts with terms that exceed 30 years. The capital cost of the program was $1.6 billion.

Valhalla North and Berland River Project

In November 2022, we sanctioned the Valhalla North and Berland River (VNBR) Project to serve aggregate system requirements and connect migrating supply to key demand markets, designed to provide incremental capacity on the NGTL System of approximately 428 TJ/d (400 MMcf/d). With an estimated capital cost of $0.5 billion, the project consists of approximately 33 km (21 miles) of new pipeline, one new non-emitting electric compressor unit and associated facilities. On December 21, 2023, we received approval from the CER to construct, own and operate the VNBR project. Construction activities commenced in 2024 with anticipated in-service dates commencing in second quarter 2026.

NGTL Ownership Transfer

On April 1, 2024, ownership of the NGTL System was transferred from Nova Gas Transmission Ltd. to NGTL GP Ltd. on behalf of NGTL Limited Partnership as part of an ordinary course corporate reorganization to support business optimization. The previously announced equity interest purchase agreement in respect of the sale by TC Energy of a 5.34 per cent interest in the NGTL System and Foothills Pipeline assets to an Indigenous-owned investment partnership was terminated by TC Energy on February 6, 2025.

NGTL System - Revenue Requirement Settlement and Multi-Year Growth Plan

On September 26, 2024, the CER approved a five-year negotiated revenue requirement settlement commencing on January 1, 2025.

The settlement enables an investment framework that supports our Board of Directors' approval to allocate approximately $3.3 billion of capital towards progression of a new multi-year growth plan for expansion facilities on the NGTL System. It is comprised of multiple distinct projects with targeted in-service dates between 2027 and 2030, subject to final company and regulatory approvals. The completion of the multi-year growth plan is expected to enable approximately 1.0 Bcf/d of incremental system throughput.

The settlement maintains an ROE of 10.1 per cent on 40 per cent deemed common equity while increasing NGTL System depreciation rates, with an incentive that allows the NGTL System the opportunity to further increase depreciation rates if tolls fall below specified levels, or if growth projects are undertaken. The settlement introduces a new incentive mechanism to reduce both physical emissions and emissions compliance costs, which builds on the incentive mechanism for certain operating costs where variances from projected amounts and emissions savings are shared with our customers. A provision for review by customers exists in the settlement if tolls exceed a pre-determined level or if final company approvals of the multi-year growth plan are not obtained.

LNG PIPELINE PROJECTS

Coastal GasLink Pipeline

The Coastal GasLink pipeline is a 671 km (417 mile) pipeline that transports natural gas from a receipt point in the Dawson Creek area of British Columbia to LNG Canada's (LNGC) natural gas liquefaction facility near Kitimat, British Columbia. Transportation service on the pipeline is underpinned by 25-year TSAs (with renewal provisions) with each of the five LNGC joint venture participants (LNGC Participants). We hold a 35 per cent ownership interest in Coastal GasLink LP (CGL LP), the entity that owns the Coastal GasLink pipeline. Additionally, we hold a 100 percent ownership interest in the general partner of CGL LP, the entity that is contracted to develop, construct and operate the pipeline.

In July 2022, CGL LP executed definitive agreements with LNGC Participants, TC Energy and the other CGL LP partners (collectively, the July 2022 Agreements) that amended existing project and funding agreements to address and resolve disputes over certain incurred and anticipated project costs. Subsequent to the execution of the July 2022 Agreements, the project faced material cost pressures, driven by labour, contractor and weather challenges, which ultimately increased the estimated cost of the project to approximately $14.5 billion, excluding potential cost recoveries and after accounting for certain factors that may be outside the control of CGL LP. In connection with this cost estimate, we announced our expectation that additional equity contributions required to fund the incremental project costs would be predominantly funded by us, with no anticipated change to our 35 per cent ownership interest. We further announced that our share of equity contributions over the project life was expected to be an amount of up to $5.5 billion.

The expectation that additional equity contributions would predominantly be funded by us resulted in the recognition of other-than-temporary impairments to the carrying value of our investment in CGL LP in each of the four quarters up to and including September 30, 2023. As a result, we recorded cumulative pre-tax impairment charges of $5,148 million ($4,586 million after tax) between December 2022 and September 2023. There has been no further indication of other-than-temporary impairments of our investment in CGL LP since September 2023 and we have not recorded any further impairment charges.

In 2023, the Coastal GasLink pipeline project successfully achieved mechanical completion, completed pipeline commissioning activities and was ready to deliver gas to the LNGC facility. These milestones entitled CGL LP to receive a $200 million readiness incentive payment from LNGC which, in accordance with the contractual terms between the CGL LP partners, fully accrued in December 2023 and was paid in full to TC Energy as the project developer in February 2024.

In June 2024, CGL LP successfully completed a $7.15 billion refinancing of its existing construction credit facility through a private placement bond offering of senior secured notes to Canadian and U.S. investors. Proceeds from the offering were used to repay the majority of the outstanding $8.0 billion balance on CGL LP's construction credit facility. The remaining balance on the construction credit facility was settled through the use of proceeds from the unwinding of certain hedging arrangements associated with the construction credit facility.

In November 2024, CGL LP executed a commercial agreement with LNGC and LNGC Participants that declared commercial in-service for the pipeline, allowing for the collection of tolls from customers retroactive to October 1, 2024. The agreement also includes a one-time payment of $199 million from LNGC Participants to TC Energy in recognition of the completion of certain work and the final settlement of costs. The payment is to be made by LNGC Participants upon the earlier of three months after the declared in-service of the LNGC facility, or December 15, 2025. The payment accrues in full to TC Energy in accordance with the contractual terms between the CGL LP partners and has been accounted for as an in-substance distribution from CGL LP.

Under the terms of the July 2022 Agreements, equity financing required to fund construction of the pipeline to completion was initially provided through a subordinated loan agreement, with a committed capacity of $3,375 million, between TC Energy and CGL LP (the Subordinated Loan). Draws by CGL LP on the Subordinated Loan were to be repaid with funds from equity contributions to the partnership by the CGL LP partners, including us, after the Coastal GasLink pipeline was in service.

In December 2024, following the commercial in-service of the Coastal GasLink pipeline, CGL LP repaid the $3,147 million balance owing to TC Energy under the Subordinated Loan. Our share of equity contributions required by CGL LP to fund repayment of the Subordinated Loan amounted to $3,137 million. At December 31, 2024, our share of total partner equity contributions to fund the capital cost of the project was $5.3 billion. While unused capacity of $228 million remains available under the Subordinated Loan, we do not anticipate that CGL LP will draw on a significant portion of the remaining availability.

In late third quarter 2024, the Coastal GasLink pipeline began delivering commissioning gas to the LNGC facility. Post-construction reclamation activities are expected to be complete in 2025 and the project remains on track with its capital cost estimate of approximately $14.5 billion. CGL LP continues to pursue cost recovery, including certain arbitration proceedings which involve claims by, and the defense of certain claims against, CGL LP. With the exception of settlements made with respect to certain contractor disputes, including with SA Energy Group, these claims have not yet been conclusively determined, but our expectation is that these proceedings are likely to result in net cost recoveries.

Coastal GasLink - Cedar Link Expansion

In June 2024, CGL LP sanctioned the Cedar Link project following a positive final investment decision (FID) for the construction of the Cedar LNG facility by the Cedar LNG joint venture partners, Haisla Nation and Pembina Pipeline Corporation. The Cedar LNG facility is a proposed floating liquefied natural gas facility to be constructed in Kitimat, B.C. The Cedar Link project is an expansion of the Coastal GasLink pipeline that is expected to enable delivery of up to 0.4 Bcf/d of natural gas to the Cedar LNG facility. With an estimated cost of $1.2 billion, the expansion project includes the addition of a new compressor station, connector pipeline and meter station to the existing Coastal GasLink pipeline infrastructure.

Funding for the expansion will be provided through project-level credit facilities of up to $1.4 billion secured by CGL LP in June 2024, equity funding to be provided by the CGL LP partners, including us, and the recovery of construction carrying costs from LNGC Participants who have elected to make payments on a quarterly basis throughout construction. The incremental funds available through the project-level credit facilities and cash AFUDC payments provide additional contingency to mitigate future funding requirements for CGL LP should costs exceed initial estimates of $1.2 billion. TC Energy has entered into an equity contribution agreement to fund up to a maximum of $37 million for its proportionate share of the equity requirements related to the Cedar Link project.

All major regulatory permits have been received and construction began in July 2024. The planned in-service date for the Cedar Link project is 2028, subject to the completion of plant commissioning activities at the Cedar LNG facility.

Coastal GasLink - Indigenous Equity Option

In March 2022, we announced the signing of option agreements to sell up to a 10 per cent equity interest in CGL LP, to Indigenous communities across the project corridor, from our current 35 per cent equity ownership. The equity option is exercisable after commercial in-service of the Coastal GasLink pipeline, subject to customary regulatory approvals and consents, including the consent of LNGC. As a result of the commercial agreement with LNGC and LNGC Participants, the Coastal GasLink pipeline was declared commercially in service prior to the LNGC plant. Accordingly, we are actively collaborating with the participating Indigenous communities to establish a mutually agreeable timeframe in which the option can be exercised.

Developments in the U.S. Natural Gas Pipelines Segment

U.S. NATURAL GAS PIPELINES - COLUMBIA PIPELINE GROUP

Columbia Gas and Columbia Gulf Monetization

On October 4, 2023, we completed the sale of a 40 per cent equity interest in Columbia Gas and Columbia Gulf to Global Infrastructure Partners (GIP) for proceeds of $5.3 billion (US$3.9 billion). Columbia Gas and Columbia Gulf are held by a newly formed entity with GIP. Preceding the close of the equity sale, on August 8, 2023, Columbia Pipelines Operating Company LLC and Columbia Pipelines Holding Company LLC issued US$4.6 billion and US$1.0 billion of long-term, senior unsecured debt, respectively. The net proceeds from the offerings were used to repay existing intercompany indebtedness with TC Energy entities and were directed towards reducing leverage. We continue to have a controlling interest in Columbia Gas and Columbia Gulf and we remain the operator of these pipelines. TC Energy and GIP each fund their proportionate share of annual maintenance, modernization and sanctioned growth capital expenditures through internally generated cash flows, debt financing within the Columbia entities, or from proportionate contributions from TC Energy and GIP.

Columbia Gas Rate Case Settlement

In September 2024, Columbia Gas filed a Section 4 rate case with FERC requesting an increase to the maximum transportation rates expected to become effective April 1, 2025, subject to refund. We intend to pursue a collaborative process to find a mutually beneficial outcome with our customers through settlement.

Columbia Gas - VR Project

In July 2021, we approved the VR Project, a delivery market project on Columbia Gas designed to replace and upgrade certain facilities while improving reliability and reducing emissions. In November 2023, the FERC provided a certificate order approving the VR Project. The VR Project is subject to customary conditions precedent and normal-course regulatory approvals. It is anticipated to be in-service in 2025.

Columbia Gas - KO Transmission Enhancement Acquisition

On April 28, 2022, we approved the approximately US$80 million acquisition of KO Transmission assets to be integrated into our Columbia Gas pipeline to provide additional last-mile connectivity of Columbia Gas into northern Kentucky and southern Ohio to growing LDC markets and a platform for future capital investments including future conversions of coal-fueled power plants in the region. FERC approval for the acquisition was received in November 2022 and the transaction closed in February 2023.

Columbia Gas - Virginia Electrification Project

In February 2024, the Virginia Electrification Project, an expansion project that replaced and upgraded certain facilities through conversion to electric compression, was placed in service.

Columbia Gulf Rate Settlement

On July 7, 2023, Columbia Gulf filed an uncontested rate settlement, which set new recourse rates for Columbia Gulf effective March 1, 2024 and instituted a rate moratorium through February 28, 2027. Columbia Gulf must file for new rates no later than March 1, 2029.

Columbia Gulf - Louisiana XPress Project

The Louisiana XPress project, a Columbia Gulf project designed to connect natural gas supply to U.S. Gulf Coast LNG export facilities, was phased into service over the course of third quarter 2022.

Columbia Gulf - Pulaski and Maysville Projects

In November 2024, we approved two projects on our Columbia Gulf System: the Pulaski and Maysville Projects. These mainline extension projects off Columbia Gulf will facilitate full coal-to-gas conversion at two existing power plants and are expected to provide 0.2 Bcf/d of capacity for incremental gas-fired generation. The projects have anticipated in-service dates in 2029 and total estimated costs of US$0.7 billion.

Columbia Gulf - Southeast Virginia Energy Storage Project

In November 2024, we approved the US$0.3 billion Southeast Virginia Energy Storage Project. This is an LNG peaking facility in southeast Virginia that will serve an existing LDC's growing winter peak day load and mitigate its peak day pricing exposure, as well as increase operational flexibility on the Columbia Gas system. The project has an anticipated in-service date of 2030.

OTHER U.S. NATURAL GAS PIPELINES

ANR Section 4 Rate Case

ANR reached a settlement with its customers effective August 2022 and received FERC approval in April 2023. As part of the settlement, there is a moratorium on any further rate changes until November 1, 2025. ANR must file for new rates with an effective date no later than August 1, 2028. The settlement also included an additional rate step up effective August 2024 related to certain modernization projects. In second quarter 2023, previously accrued rate refund liabilities, including interest, were refunded to customers.

ANR Pipeline - Alberta XPress Project

The Alberta XPress Project, an expansion project on ANR which utilizes existing capacity on the Great Lakes and Canadian Mainline systems to connect growing supply from the WCSB to U.S. Gulf Coast LNG export markets, was placed in service January 2023.

ANR Pipeline - Elwood Power Project/ANR Horsepower Replacement

The Elwood Power Project/ANR Horsepower Replacement, an expansion project to replace, upgrade and modernize certain facilities while improving reliability and reducing GHG emissions along a highly utilized section of the ANR pipeline system, was placed in service in November 2022.

ANR Pipeline - Wisconsin Access Project

The Wisconsin Access Project, a project to replace, upgrade and modernize certain facilities while improving reliability and reducing GHG emissions along portions of the ANR pipeline system, was placed in service in November 2022.

ANR Pipeline - WR Project

In November 2021, we approved the WR Project, a delivery market project on ANR to replace and upgrade certain facilities while improving reliability and reducing emissions along portions of the ANR pipeline system in principal delivery markets. In December 2023, the FERC approved the WR Project. It is expected to be placed in service in late 2025.

ANR Pipeline - Ventura XPress Project

In December 2022, we approved the Ventura XPress Project, a set of ANR projects designed to improve base system reliability and allow for additional long-term contracted transportation services to a point of delivery on the Northern Border pipeline at Ventura, Iowa. The project is expected to be placed in service in 2025.

ANR Pipeline - Heartland Project

In February 2024, we approved the US$0.9 billion Heartland Project, an expansion project on our ANR system that is expected to increase capacity and improve system reliability. The Heartland Project involves pipeline looping, compressor facility additions as well as upgrades and is expected to increase ANR's overall market share in the Midwest region. The anticipated in-service date is late 2027.

Gas Transmission Northwest LLC (GTN) - GTN XPress

In December 2024, the GTN XPress project, an expansion of the GTN system that will provide for the transport of incremental contracted export capacity facilitated by the NGTL System/Foothills West Path Delivery Program, was placed in service. The capital cost of this project was approximately US$0.1 billion.

Great Lakes Rate Settlement

In April 2022, FERC approved Great Lakes' unopposed rate case settlement with its customers by which Great Lakes and the settling parties agreed to maintain existing recourse rates through October 31, 2025.

Gillis Access Project

In March 2024, the Gillis Access Project, a 68 km (42 mile) greenfield pipeline system that connects gas production sourced from the Gillis hub to downstream markets in southeast Louisiana, was placed in service. The capital cost of this project was approximately US$0.3 billion.

Gillis Access Project - Extension

In February 2023, we approved a 63 km (39 mile), 1.4 Bcf/d extension of the Gillis Access Project to further connect supplies from the Haynesville basin at Gillis. Effective September 1, 2024, all remaining shipper conditions expired and the project was expanded to 1.9 Bcf/d. The project has anticipated in-service dates starting in late 2026 and total estimated costs of US$0.4 billion.

North Baja - North Baja XPress Project

In June 2023, the North Baja XPress Project, an expansion project designed to expand capacity and meet increased customer demand on our North Baja pipeline, was placed in service.

Portland Natural Gas Transmission System (PNGTS)

On March 4, 2024, we announced that TC Energy and its partner Northern New England Investment Company, Inc., a subsidiary of Énergir L.P. (Énergir), entered into a purchase and sale agreement to sell PNGTS to BlackRock, through a fund managed by its Diversified Infrastructure business, and investment funds managed by Morgan Stanley Infrastructure Partners (the Purchaser). On August 15, 2024, we completed the sale of PNGTS for a gross purchase price of approximately $1.6 billion (US$1.1 billion), which included US$250 million of senior notes outstanding held at PNGTS and assumed by the Purchaser. We are providing customary transition services and will continue to work jointly with the Purchaser to facilitate the safe and orderly transition of this natural gas system.

Bison XPress Project

In third quarter 2023, we approved the Bison XPress Project, an expansion project on our Northern Border and Bison systems that will replace and upgrade certain facilities and provide much needed production egress from the Bakken basin to a delivery point at the Cheyenne Hub. In October 2024, FERC provided a certificate order approving the project that has an anticipated in-service date in 2026.

Developments in the Mexico Natural Gas Pipelines Segment

MEXICO NATURAL GAS PIPELINES

TGNH Strategic Alliance with the CFE

In August 2022, we announced a strategic alliance with Mexico's state-owned electric utility, the CFE, for the development of new natural gas infrastructure in central and southeast Mexico. In connection with the strategic alliance, we reached an FID to develop and construct the Southeast Gateway pipeline, a 1.3 Bcf/d, 715 km (444 mile) offshore natural gas pipeline to serve the southeast region of Mexico. We continue to be aligned with the CFE on finalizing the remaining project completion activities for achieving an in-service date of May 1, 2025. The estimated project cost for the Southeast Gateway pipeline is approximately US$3.9 billion, which is lower than the initial cost estimate of US$4.5 billion.

During second quarter 2024, upon the CFE's equity injection of US$340 million as well as non-cash consideration in recognition of the completion of certain contractual obligations, including land acquisition and permitting support, the CFE became a partner in TGNH with a 13.01 per cent equity interest. Provided that the CFE's contractual commitments are met related to land acquisition, community relations and permitting support, the CFE's equity in TGNH would build up to a maximum of 15 per cent with the in-service of the Southeast Gateway pipeline and will increase to approximately 35 per cent upon expiry of the contract in 2055.

Tula

In third quarter 2022, we placed the east section of the Tula pipeline into commercial service and we reached an agreement with the CFE to jointly develop and complete the remaining segments of the Tula pipeline, with the central segment subject to an FID. Due to the delay of an FID, recording AFUDC on the assets under construction for the Tula pipeline project was suspended in late 2023.

Villa de Reyes

We placed the north and lateral sections of the Villa de Reyes pipeline into commercial service in third quarter 2022 and third quarter 2023, respectively. We continue to work with our partner, the CFE, to complete the south section of the Villa de Reyes pipeline. The in-service date will be determined upon resolution of outstanding stakeholder issues.

LIQUIDS PIPELINES

Developments in the Liquids Pipelines Segment

Spinoff Transaction

On July 27, 2023, we announced plans to separate into two independent, investment-grade, publicly listed companies through the spinoff of our Liquids Pipelines business into its own entity named South Bow Corporation. TC Energy shareholders voted to approve the Spinoff Transaction at our 2024 Annual and Special Meeting of shareholders held on June 4, 2024. The Spinoff Transaction received final approval from the Court of King's Bench of Alberta on June 4, 2024 and was completed on October 1, 2024. The Spinoff Transaction was effected by way of a plan of arrangement under the CBCA pursuant to which, among other things, holders of TC Energy common shares retained their interest in TC Energy and received a pro rata allocation of South Bow's common shares.

On October 1, 2024, TC Energy and South Bow entered into a separation agreement setting forth the terms of the separation of the Liquids Pipelines business from the business of TC Energy, including the transfer of certain assets related to the Liquids Pipelines business from TC Energy to South Bow and the allocation of certain liabilities and obligations related to the Liquids Pipelines business between TC Energy and South Bow. The separation agreement provides, among other things, that TC Energy will indemnify South Bow for 86 per cent of total net liabilities and costs associated with the Milepost 14 incident and the existing variable toll disputes on the Keystone Pipeline System (excluding any future impacts to the variable toll after October 1, 2024) subject to a maximum liability to South Bow of $30 million, in aggregate, for those two matters. Due to the inherent uncertainties of the final amounts to be settled under these indemnities, any amounts that may ultimately be payable in respect of these net liabilities to South Bow could differ materially from those reported at December 31, 2024.

POWER AND ENERGY SOLUTIONS

Developments in the Power and Energy Solutions Segment

CANADIAN POWER

Canadian Cogeneration Plants

In 2024, we executed contract extensions of 5-years at Mackay River, a natural gas cogeneration plant located in Alberta, and 10-years at Grandview, a natural gas cogeneration plant located in New Brunswick.

Saddlebrook Solar

In October 2023, we completed construction of the 81 MW Saddlebrook Solar project near Aldersyde, Alberta and began commissioning activities, including supplying generation to the Alberta market. Full commercial operation was achieved on January 5, 2024. The project was partially supported with funding from Emissions Reduction Alberta and Lockheed Martin.

Renewable Energy Contracts and/or Investment Opportunities

In November 2023, a majority of the 297 MW Sharp Hills Wind Farm achieved commercial operation resulting in the commencement of our 15-year Power Purchase Agreement for 100 per cent of the power produced and the rights to all environmental attributes from the facility. In second quarter 2023, we finalized contracts to sell 50 MW under our 24-by-7 carbon-free power offering in Alberta, which provides customers power and carbon credits for the decarbonization of the customers' Scope 2 emissions. Contract terms range from 15 to 20 years and commenced in January 2025.

Bruce Power

The Unit 6 MCR, which began in January 2020, was declared commercially operational in September 2023, ahead of schedule and on budget despite challenges from the COVID-19 pandemic.

In first quarter 2023, Unit 3 was removed from service and began its MCR construction, with an expected return to service in 2026.

The Unit 4 MCR final cost and schedule estimate was submitted to the IESO in December 2023, and received IESO approval on February 8, 2024. The Unit 4 MCR commenced on January 31, 2025 with an expected completion in 2028.

The Unit 5 MCR final cost and schedule estimate was submitted to the IESO on January 31, 2025. Future MCR investments will be subject to discrete decisions for each unit with specified off-ramps available for Bruce Power and the IESO.

In 2021, Bruce Power launched Project 2030 with the goal of achieving a site peak output of 7,000 MW by 2033 in support of climate change targets and future clean energy needs. Project 2030 will focus on continued asset optimization, innovation and leveraging new technology, which could include integration with storage and other forms of energy, to increase the site peak output at Bruce Power. Project 2030 is arranged in three stages with Stage 1, 2 and 3a fully approved for execution. Stage 1 started in 2019 and is expected to add 150 MW of output and Stage 2, which began in early 2022, is targeting another 200 MW. Bruce Power is also progressing with Stage 3a which is designed to provide an additional incremental capacity of approximately 90 MW.

Bruce Power's contract price increased in April 2022, in accordance with contract terms, reflecting capital to be invested under the Unit 3 MCR program and the 2022 to 2024 Asset Management program plus normal annual inflation adjustments. The contract price was then increased again in April 2024 as a result of the IESO approving the Unit 4 MCR program and will increase again in April 2025 to reflect the 2025 to 2027 Asset Management program plus normal annual inflation adjustments and the 9-year reset for salaries and pensions.

Ontario Pumped Storage Project (OPSP)

We continue to progress the development of the OPSP, a pumped hydro storage facility located near Meaford, Ontario. The 1,000-megawatt project will provide enough electricity to power 1 million homes for up to 11 hours, while enhancing the reliability and efficiency of Ontario's electricity system. This project is designed to store emission-free energy when available and provide that energy to Ontario during periods of peak demand, thereby maximizing the value of nuclear and other existing emissions-free generation in the province. We and our prospective partners, Saugeen Ojibway Nation, will advance pre-development work on the OPSP following the Ontario Government's recent announcement on January 24, 2025 to invest up to $285 million. With the Ontario Government's investment, the OPSP can now advance critical development work, including the completion of a detailed cost estimate, the commencement of federal and provincial environmental assessments, advanced design and engineering and continued community engagement. The OPSP remains subject to approval by our Board of Directors, the Saugeen Ojibway Nation and the Government of Ontario.

U.S. POWER

In March 2023, we acquired 100 per cent of the Class B Membership interests in the 155 MW Fluvanna Wind Farm located in Scurry County, Texas for US$99 million, before post-closing adjustments. In June 2023, we acquired 100 per cent of the Class B Membership Interests in the 148 MW Blue Cloud Wind Farm located in Bailey County, Texas for US$125 million, before post-closing adjustments. In addition to these two wind farms, as of December 31, 2024, we have approximately 350 MW of wind generation PPAs and associated environmental attributes in the U.S.

OTHER ENERGY SOLUTIONS

In October 2022, we acquired a 30 per cent ownership interest in the Lynchburg Renewable Fuels project, a renewable natural gas (RNG) production facility in Lynchburg, Tennessee being developed by 3 Rivers Energy Partners, LLC (3 Rivers Energy). Along with our ownership interest, we will market all RNG and environmental attributes generated from the facility once operational, which we expect in 2025.

General

EMPLOYEES

At Year End, TC Energy's principal operating subsidiary, TCPL, had 6,668 employees, substantially all of whom were employed in Canada and the U.S., as set forth in the following table.

Calgary	2,179
Western Canada (excluding Calgary)	584
Eastern Canada	276
Houston	751
U.S. Midwest	779
U.S. Northeast	249
U.S. Southeast/Gulf Coast (excluding Houston)	1,133
U.S. West Coast	85
Mexico	632
Total	**6,668**

HEALTH, SAFETY, SUSTAINABILITY AND ENVIRONMENTAL PROTECTION AND SOCIAL POLICIES

A discussion of our health, safety, sustainability and environmental protection policies can be found in the MD&A in the *Other information – Health, safety, sustainability and environmental matters* section, which section is incorporated by reference herein.

Social Policies

We have a number of corporate governance documents, such as policies and standards, including a Commitment Statement, to help guide our teams' behavior and actions, so they understand their responsibility and extend respect, courtesy and the opportunity to respond to Indigenous groups and other stakeholders. We have a Code of Business Ethics (COBE) Policy which applies to all employees, officers and directors, and contingent workforce contractors of TC Energy and its wholly-owned subsidiaries and operated entities in countries where we conduct business, with the exception of independently operated entities whose corporate governance documents meet or exceed TC Energy's requirements. Annual online COBE training is provided to all employees and contingent workforce contractors, and all employees and contingent workforce contractors (including executive officers) and directors must certify their compliance with COBE annually.

We also have an Avoiding Bribery and Corruption (ABC) Program which includes an ABC Policy, annual online training included as part of annual online COBE training, instructor-led training provided to personnel in higher risk areas of our business, a supplier and contractor due diligence review process, and auditing of certain types of transactions.

Our Indigenous Relations Policy is informed by our guiding principles and corporate values to ensure we build and sustain support through early and honest communication, by mitigating impacts, and through mutually beneficial partnerships. We seek to listen to Indigenous peoples and incorporate their traditional and local knowledge in project design and planning. We strive to work with Indigenous communities to mitigate negative impacts and maximize benefits through hiring and buying locally. We aim to build mutually beneficial, partnership-oriented relationships with Indigenous communities who are most impacted by our activities. In Canada, we will seek to expand benefits for equity participation in our projects because the best way to align interests from the start is to sit at the table together as partners/owners. Through all these efforts, we strive to be considered as a partner of choice for Indigenous groups and play a meaningful role in reconciliation.

Consistent with our corporate values, Commitment Statement and as outlined in our COBE Policy, TC Energy does not tolerate human rights abuses. In our business activities, including engaging with Indigenous groups and other stakeholders across Canada, the U.S and Mexico, we are committed to respecting human rights and will not be complicit with, or engage in, any activity that supports or facilitates abuse of human rights such as forced labour, child labour, or physical or mental abuses.

Risk factors

A discussion of our risk factors can be found in the MD&A in the *Natural Gas Pipelines Business, Natural Gas Pipelines - Business risks, Power and Energy Solutions – Business risks* and *Other information – Risk oversight and enterprise risk management* sections, which sections are incorporated by reference herein.

Dividends

Our Board has not adopted a formal dividend policy. The Board reviews the financial performance of TC Energy quarterly and makes a determination of the appropriate level of dividends to be declared in the following quarter. Currently, our payment of dividends is primarily funded from dividends TC Energy receives as the sole common shareholder of TCPL.

Provisions of various trust indentures and credit arrangements with certain of our subsidiaries can restrict those subsidiaries' ability and, in certain cases, our ability to declare and pay dividends or make distributions under certain circumstances. In the opinion of management, these provisions do not currently restrict our ability to declare or pay dividends.

Additionally, pursuant to the terms of the trust notes issued by TransCanada Trust (a financing trust subsidiary wholly-owned by TCPL) and related agreements, in certain circumstances, including where holders of the trust notes receive deferral preferred shares of TCPL in lieu of cash interest payments and where exchange preferred shares of TCPL are issued to holders of the trust notes as a result of certain bankruptcy related events, TC Energy and TCPL would be prohibited from declaring or paying dividends on or redeeming their outstanding preferred shares (or, if none are outstanding, their respective common shares) until all such exchange or deferral preferred shares are redeemed by TCPL. No deferral preferred shares or exchange preferred shares of TCPL have ever been issued.

Dividends on our preferred shares are payable quarterly, as and when declared by the Board. The dividends declared on our common and preferred shares during the past three completed financial years, and the increase to the quarterly dividend per common share on our outstanding common shares for the quarter ending March 31, 2025, are set out in the MD&A under the heading *About our business – 2024 Financial highlights – Dividends* section, which section is incorporated by reference herein.

Description of capital structure

SHARE CAPITAL

TC Energy's authorized share capital consists of an unlimited number of common shares and an unlimited number of first preferred shares and second preferred shares, issuable in series. The number of common shares and preferred shares issued and outstanding as at Year End are set out in the MD&A in the *Financial Condition – Share information* section, which section is incorporated by reference herein. The following is a description of the material characteristics of each of these classes of shares.

Common shares

The common shares entitle the holders thereof to one vote per share at all meetings of shareholders, except meetings at which only holders of another specified class of shares are entitled to vote, and, subject to the rights, privileges, restrictions and conditions attaching to the first preferred shares and the second preferred shares, whether as a class or a series, and to any other class or series of shares of TC Energy which rank prior to the common shares, entitle the holders thereof to receive (i) dividends if, as and when declared by the Board out of the assets of TC Energy properly applicable to the payment of the dividends in such amount and payable at such times and at such place or places as the Board may from time to time determine, and (ii) the remaining property of TC Energy upon a liquidation, dissolution or winding up of the Company.

We have a shareholder rights plan (the Plan) that is designed to protect the rights of our shareholders, ensure they are treated fairly and provide the Board with adequate time to identify, develop and negotiate alternative value maximizing transactions if there is a take-over bid for TC Energy. The Plan creates a right attaching to each common share outstanding and to each common share subsequently issued. Each right becomes exercisable 10 trading days after a person has acquired (an acquiring person), or commences a take-over bid to acquire, 20 per cent or more of the common shares, other than by an acquisition pursuant to a take-over bid permitted under the terms of the Plan (a permitted bid). Prior to a flip-in event (as described below), each right permits registered holders to purchase from the Company common shares of TC Energy at an exercise price equal to three times the market price of such shares, subject to adjustments and anti-dilution provisions (the exercise price). The beneficial acquisition by any person of 20 per cent or more of the common shares, other than by way of a permitted bid, is referred to as a flip-in event. Ten trading days after a flip-in event, each right will permit registered holders other than an acquiring person to receive, upon payment of the exercise price, the number of common shares with an aggregate market price equal to twice the exercise price. The Plan was reconfirmed at the 2022 annual meeting of TC Energy shareholders and must be reconfirmed at every third annual meeting thereafter. Reconfirmation of the Plan will be voted on at the 2025 annual meeting of TC Energy shareholders.

A discussion of our dividend reinvestment and share purchase plan can be found in the MD&A in the *About our business - 2024 Financial highlights – Dividends – Dividend reinvestment and share purchase plan* and the *Financial condition - Dividend reinvestment plan* sections, which sections are incorporated by reference herein.

First preferred shares

Subject to certain limitations, the Board may, from time to time, issue first preferred shares in one or more series and determine for any such series, its designation, number of shares and respective rights, privileges, restrictions and conditions. The first preferred shares as a class have, among others, the provisions described below.

The first preferred shares of each series rank on a parity with the first preferred shares of every other series, and are entitled to preference over the common shares, the second preferred shares and any other shares ranking junior to the first preferred shares with respect to the payment of dividends, the repayment of capital and the distribution of assets of TC Energy in the event of its liquidation, dissolution or winding up.

Except as provided by the CBCA, the holders of the first preferred shares will not have any voting rights nor will they be entitled to receive notice of or to attend shareholders' meetings. The holders of any particular series of first preferred shares will, if the directors so determine prior to the issuance of such series, be entitled to such voting rights as may be determined by the Board if TC Energy fails to pay dividends on that series of preferred shares for any period as may be so determined by the Board. TC Energy currently does not intend to issue any first preferred shares with voting rights, and any issuances of first preferred shares are expected to be made only in connection with corporate financings.

The provisions attaching to the first preferred shares as a class may be modified, amended or varied only with the approval of the holders of the first preferred shares as a class. Any such approval to be given by the holders of the first preferred shares may be given by the affirmative vote of the holders of not less than 66 $^{2/3}$ per cent of the first preferred shares represented and voted at a meeting or adjourned meeting of such holders.

The holders of Series 1, 3, 5, 7, 9 and 11 preferred shares will be entitled to receive quarterly fixed rate cumulative preferential cash dividends, as and when declared by the Board, to be reset periodically on prescribed dates to an annualized rate equal to the sum of the then five-year Government of Canada bond yield, calculated at the start of the applicable five-year period, and a spread as set forth in the table below and have the right to convert their shares into cumulative redeemable Series 2, 4, 6, 8, 10 and 12 preferred shares, respectively, subject to certain conditions, on such conversion dates as set forth in the table below. The Series 1, 3, 5, 7, 9 and 11 preferred shares are redeemable by TC Energy in whole or in part on such redemption dates as set forth in the table below, by the payment of an amount in cash for each share to be redeemed equal to $25.00 plus all accrued and unpaid dividends thereon.

The holders of Series 2, 4, 6, 8, 10 and 12 preferred shares will be entitled to receive quarterly floating rate cumulative preferential cash dividends, as and when declared by the Board, at an annualized rate equal to the sum of the then 90-day Government of Canada treasury bill rate, recalculated quarterly, and a spread as set forth in the table below and have the right to convert their shares into Series 1, 3, 5, 7, 9 and 11 preferred shares, respectively, subject to certain conditions, on such conversion dates as set forth in the table below. The Series 2, 4, 6, 8, 10 and 12 preferred shares are redeemable by TC Energy in whole or in part after their respective initial redemption date as set forth in the table below, by the payment of an amount in cash for each share to be redeemed equal to (i) $25.00 in the case of redemptions on such redemption dates as set out in the table below, or (ii) $25.50 in the case of redemptions on any other date, in each case plus all accrued and unpaid dividends thereon.

In the event of liquidation, dissolution or winding up of TC Energy, the holders of Series 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 preferred shares shall be entitled to receive $25.00 per preferred share plus all accrued and unpaid dividends thereon in preference over the common shares or any other shares ranking junior to the first preferred shares.

Series of first preferred shares	Initial redemption/ conversion date	Redemption/conversion dates	Spread (%)
Series 1 preferred shares	December 31, 2014	December 31, 2029 and every fifth year thereafter	1.92
Series 2 preferred shares	—	December 31, 2029 and every fifth year thereafter	1.92
Series 3 preferred shares	June 30, 2015	June 30, 2025 and every fifth year thereafter	1.28
Series 4 preferred shares	—	June 30, 2025 and every fifth year thereafter	1.28
Series 5 preferred shares	January 30, 2016	January 30, 2026 and every fifth year thereafter	1.54
Series 6 preferred shares	—	January 30, 2026 and every fifth year thereafter	1.54
Series 7 preferred shares	April 30, 2019	April 30, 2029 and every fifth year thereafter	2.38
Series 8 preferred shares	—	April 30, 2029 and every fifth year thereafter	2.38
Series 9 preferred shares	October 30, 2019	October 30, 2029 and every fifth year thereafter	2.35
Series 10 preferred shares	—	October 30, 2029 and every fifth year thereafter	2.35
Series 11 preferred shares	November 30, 2020	November 28, 2025 and every fifth year thereafter	2.96
Series 12 preferred shares	—	November 28, 2025 and every fifth year thereafter	2.96

Except as provided by the CBCA, the respective holders of the first preferred shares of each outstanding series are not entitled to receive notice of, attend at, nor vote at any meeting of shareholders unless and until TC Energy shall have failed to pay eight quarterly dividends on such series of preferred shares, whether or not consecutive, in which case the holders of the first preferred shares of such series shall have the right to receive notice of and to attend each meeting of shareholders at which directors are to be elected and which take place more than 60 days after the date on which the failure first occurs, and to one vote with respect to resolutions to elect directors for each of the first preferred share of such series, until all arrears of dividends have been paid. Subject to the CBCA, the series provisions attaching to the first preferred shares may be amended with the written approval of all the holders of such series of shares outstanding or by at least two thirds of the votes cast at a meeting of the holders of such shares duly called for that purpose and at which a quorum is present.

Second preferred shares

The rights, privileges, restrictions and conditions attaching to the second preferred shares are substantially identical to those attaching to the first preferred shares, except that the second preferred shares rank junior to the first preferred shares with respect to the payment of dividends, repayment of capital and the distribution of assets of TC Energy in the event of a liquidation, dissolution or winding up of TC Energy.

Credit ratings

Although TC Energy has not issued debt to the public, it has been assigned credit ratings by Moody's Investors Service, Inc. (Moody's), S&P Global Ratings (S&P) and Fitch Ratings Inc. (Fitch), and its outstanding preferred shares have also been assigned credit ratings by S&P, Fitch and DBRS Limited (DBRS). Moody's has assigned TC Energy an issuer rating of Baa3 with a stable outlook, S&P has assigned an issuer credit rating of BBB+ with a negative outlook, and Fitch has assigned a long-term issuer default rating of BBB+ with a stable outlook. TC Energy does not presently intend to issue debt securities to the public in its own name and any future debt financing requirements are expected to continue to be funded primarily through its subsidiary, TCPL. The following table sets out the current credit ratings assigned to those outstanding classes of securities of the Company, TCPL and TransCanada Trust, a wholly-owned financing trust subsidiary of TCPL, and certain related subsidiaries which have been rated by Moody's, S&P, Fitch and DBRS:

	Moody's	S&P	Fitch	DBRS
TCPL - Senior unsecured debt	Baa2	BBB+	BBB+	BBB (high)
TCPL - Junior subordinated notes	Baa3	BBB-	Not rated	BBB (low)
TransCanada Trust - Subordinated trust notes	Ba1	BBB-	BBB-	Not rated
TC Energy Corporation - Preferred shares	Not rated	P-2 (Low)	BBB-	Pfd-3 (high)
Commercial paper (TCPL and TCPL guaranteed)	P-2	A-2	F2	R-2 (high)
Rating outlook/status	Stable	Negative	Stable	Stable

Credit ratings are intended to provide investors with an independent measure of credit quality of an issue of securities. Credit ratings are not recommendations to purchase, hold or sell securities and do not address the market price or suitability of a specific security for a particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future if, in its judgment, circumstances so warrant.

Each of the Company, TCPL, TransCanada Trust and certain of our other subsidiaries paid fees to each of Moody's, S&P, Fitch and DBRS for the credit ratings rendered in respect of their outstanding classes of securities noted above. In addition to annual monitoring fees for the Company and TCPL and their rated securities, additional payments are made in respect of other services provided in connection with various rating advisory services.

The information concerning our credit ratings relates to our financing costs, liquidity and operations. The availability and cost of our funding options may be affected by certain factors, including the global capital markets environment and outlook as well as our financial performance. Our access to capital markets for required capital at competitive rates is influenced by our credit rating and rating outlook, as determined by credit rating agencies such as Moody's, S&P, Fitch and DBRS. If our ratings were downgraded, TC Energy's financing costs and future debt issuances could be unfavourably impacted. A description of the rating agencies' credit ratings listed in the table above is set out below.

MOODY’S

Moody's has different rating scales for short- and long-term obligations. Numerical modifiers 1, 2 and 3 are appended to each rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and a modifier 3 indicates a ranking in the lower end of that generic rating category. The Baa2 rating assigned to TCPL's senior unsecured debt and the Baa3 rating assigned to TCPL's junior subordinated notes are in the fourth highest of nine rating categories for long-term obligations. Obligations rated Baa are judged to be medium-grade and are subject to moderate credit risk, and as such, may possess certain speculative characteristics. The Ba1 rating assigned to the TransCanada Trust subordinated trust notes, is in the fifth highest of nine rating categories for long-term obligations. Obligations rated Ba are judged to have speculative elements and are subject to substantial credit risk. The P-2 rating assigned to TCPL's and TCPL guaranteed U.S. commercial paper programs is the second highest of four rating categories for short-term debt issuers. Issuers rated P-2 have a strong ability to repay short-term debt obligations. Outlooks may be assigned at the issuer level or at the rating level. A Moody’s rating outlook is an opinion regarding the likely rating direction over the medium term. A stable outlook indicates a low likelihood of a rating change over the medium term. A negative, positive or developing outlook indicates a higher likelihood of a rating change over the medium term.

S&P

S&P has different rating scales for short- and long-term obligations and Canadian preferred shares. Ratings from AA through CCC may be modified by the addition of a plus (+) or minus (-) sign to show the relative standing within a particular rating category. The BBB+ rating assigned to TCPL's senior unsecured debt is in the fourth highest of 10 rating categories for long-term obligations. A BBB rating indicates the obligor's capacity to meet its financial commitment is adequate; however, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The BBB- ratings assigned to TCPL's junior subordinated notes and to the TransCanada Trust subordinated trust notes, is in the fourth highest of 10 rating categories for long-term debt obligations and the P-2 (Low) rating assigned to TC Energy's preferred shares is the second highest of eight rating categories for Canadian preferred shares. The BBB- ratings assigned to TCPL's junior subordinated notes and the TransCanada Trust subordinated trust notes, and the P-2 (Low) rating assigned to TC Energy's preferred shares indicate these obligations exhibit adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitment on the obligation. TCPL's and TCPL guaranteed U.S. commercial paper programs are each rated A-2 which is the second highest of six rating categories for short-term debt issuers. Short-term debt issuers rated A-2 have satisfactory capacity to meet their financial commitments, however they are somewhat more susceptible to adverse effects of changes in circumstances and economic conditions than obligors in the highest rating category. S&P assigns outlooks to issuers and not to individual debt securities. An S&P outlook assesses the potential direction of a long-term credit rating over the intermediate term, which is generally up to two years for investment grade issuers. S&P has assigned a negative outlook to the Company, meaning that a rating may be lowered by S&P.

FITCH

Fitch has different rating scales for short- and long-term obligations. Ratings from AA through CCC may be modified by the addition of a plus (+) or minus (-) sign to show the relative status within a particular rating category. The BBB+ rating assigned to TCPL's senior unsecured debt, and the BBB- ratings assigned to the TransCanada Trust subordinated trust notes and TC Energy's preferred shares are in the fourth highest of 11 rating categories for long-term obligations. A BBB rating indicates that expectations of default risk are currently low and that the capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity. The F2 rating assigned to TCPL's and TCPL guaranteed U.S. commercial paper program is the second highest of seven rating categories for short-term debt issuers. Issuers rated F2 have good intrinsic capacity for timely payment of financial commitments. Ratings outlooks by Fitch indicate the direction a rating is likely to move over a one-to-two year period and reflect financial or other trends that have not yet reached or been sustained to the level that would cause a rating action, but which may do so if such trends continue.

DBRS

DBRS has different rating scales for short- and long-term obligations and Canadian preferred shares. High or low grades are used to indicate the relative standing within all rating categories other than AAA and D and other than in respect of DBRS' ratings of commercial paper and short-term debt, which utilize high, middle and low subcategories for its R-1 and R-2 rating categories. In respect of long-term debt and preferred share ratings, the absence of either a high or low designation indicates the rating is in the middle of the category. The BBB (high) rating assigned to TCPL's senior unsecured debt and the BBB (low) rating assigned to TCPL's junior subordinated notes are in the fourth highest of 10 categories for long-term debt and indicate adequate credit quality. The capacity for the payment of financial obligations is considered acceptable. Long-term debt rated BBB may be vulnerable to future events. The Pfd-3 (high) rating assigned to TC Energy's preferred shares is in the third highest of six rating categories for preferred shares. Preferred shares rated Pfd-3 are generally of adequate credit quality. While protection of dividends and principal is still considered acceptable, the issuing entity is more susceptible to adverse changes in financial and economic conditions, and there may be other adverse conditions present which detract from debt protection. Pfd-3 ratings generally correspond with issuers with a BBB category or higher reference point. The R-2 (high) rating assigned to TCPL's Canadian commercial paper program is in the fourth highest of 10 rating categories for short-term debt issuers and indicates the upper end of adequate credit quality. The capacity for payment of short-term financial obligations as they fall due is acceptable. Short-term debt rated R-2 (high) may be vulnerable to future events. Rating trends provide guidance in respect of DBRS' opinion regarding the outlook for a credit rating. The rating trend indicates the direction in which DBRS considers the credit rating may move if present circumstances continue. In cases when a significant event occurs that directly impacts the credit quality of a particular entity or group of entities and there is uncertainty regarding the outcome, and DBRS is unable to provide an objective, forward-looking opinion in a timely fashion, then the credit ratings of the issuer are typically placed “Under Review” with the appropriate Implications designation of Positive, Negative or Developing.

Market for securities

TC Energy's common shares are listed on the TSX and the NYSE under the symbol TRP. The following table sets out our preferred shares listed on the TSX.

Type	Issue Date	Stock Symbol
Series 1 preferred shares	September 30, 2009	TRP.PR.A
Series 2 preferred shares	December 31, 2014	TRP.PR.F
Series 3 preferred shares	March 11, 2010	TRP.PR.B
Series 4 preferred shares	June 30, 2015	TRP.PR.H
Series 5 preferred shares	June 29, 2010	TRP.PR.C
Series 6 preferred shares	February 1, 2016	TRP.PR.I
Series 7 preferred shares	March 4, 2013	TRP.PR.D
Series 9 preferred shares	January 20, 2014	TRP.PR.E
Series 10 preferred shares	October 30, 2024	TRP.PR.L
Series 11 preferred shares	March 2, 2015	TRP.PR.G

The following tables set out the reported monthly high, low, and month end closing trading prices and monthly trading volumes of the common shares of TC Energy on the TSX and the NYSE, and the respective Series 1, 2, 3, 4, 5, 6, 7, 9, 10 and 11 preferred shares on the TSX, for the periods indicated:

COMMON SHARES

	Unadjusted			Adjusted[1]			
TSX (TRP)	High ($)	Low ($)	Close ($)	High ($)	Low ($)	Close ($)	Volume traded
December 2024	$69.24	$64.03	$66.99	$69.24	$64.03	$66.99	151,062,244
November 2024	$70.32	$64.27	$68.26	$70.32	$64.27	$68.26	55,299,104
October 2024	$66.70	$58.61	$64.76	$66.70	$58.41	$64.76	115,600,458
September 2024	$64.83	$60.72	$64.29	$59.05	$55.31	$58.56	211,845,569
August 2024	$62.54	$58.02	$62.42	$56.97	$52.85	$56.86	62,059,330
July 2024	$58.95	$50.59	$58.62	$53.69	$46.08	$53.40	147,184,435
June 2024	$55.08	$51.25	$51.86	$50.17	$46.68	$47.24	206,485,429
May 2024	$53.64	$48.91	$52.56	$48.86	$44.55	$47.88	71,238,170
April 2024	$55.01	$48.12	$49.32	$50.11	$43.83	$44.93	180,758,148
March 2024	$55.28	$52.88	$54.44	$50.36	$48.17	$49.59	208,202,477
February 2024	$54.20	$50.27	$53.68	$49.37	$45.79	$48.90	52,414,242
January 2024	$53.80	$51.62	$53.04	$49.01	$47.02	$48.31	124,330,081

	Unadjusted			Adjusted[1]			
NYSE (TRP)	High (US$)	Low (US$)	Close (US$)	High (US$)	Low (US$)	Close (US$)	Volume traded
December 2024	$49.40	$44.69	$46.53	$49.40	$44.69	$46.53	48,534,667
November 2024	$50.37	$46.09	$48.93	$50.37	$46.09	$48.93	41,660,192
October 2024	$48.42	$43.39	$46.51	$48.25	$43.24	$46.51	56,811,598
September 2024	$48.14	$44.75	$47.55	$43.85	$40.76	$43.31	65,369,870
August 2024	$46.40	$41.08	$46.34	$42.27	$37.42	$42.21	47,121,504
July 2024	$42.72	$37.07	$42.41	$38.91	$33.77	$38.63	68,942,809
June 2024	$40.25	$37.40	$37.90	$36.66	$34.07	$34.52	62,162,596
May 2024	$39.31	$35.54	$38.56	$35.81	$32.37	$35.12	57,521,741
April 2024	$40.52	$34.95	$35.85	$36.91	$31.84	$32.66	95,447,544
March 2024	$41.03	$38.92	$40.20	$37.37	$35.45	$36.62	66,128,989
February 2024	$40.13	$37.20	$39.55	$36.55	$33.88	$36.03	46,690,037
January 2024	$40.29	$38.28	$39.43	$36.70	$34.87	$35.92	45,267,886

[1] Adjusted to reflect the effect of the Spinoff Transaction.

PREFERRED SHARES

Month	Series 1	Series 2	Series 3	Series 4	Series 5	Series 6	Series 7	Series 9	Series 10	Series 11
December 2024										
High	$18.08	$17.88	$14.63	$15.25	$15.08	$15.80	$21.10	$19.44	$22.00	$22.25
Low	$17.48	$17.37	$13.95	$14.45	$14.10	$15.00	$20.50	$18.81	$19.20	$21.65
Close	$18.08	$17.60	$14.58	$14.59	$14.84	$15.35	$21.00	$19.25	$21.50	$22.18
Volume Traded	298,299	186,939	93,999	77,330	66,851	33,294	706,434	396	4,319	74,937
November 2024										
High	$18.24	$18.40	$14.28	$15.07	$14.50	$15.34	$21.08	$19.14	$22.00	$22.33
Low	$16.83	$17.20	$13.20	$14.11	$13.42	$14.53	$19.73	$17.98	$19.00	$20.00
Close	$18.07	$18.14	$14.28	$15.00	$14.49	$15.20	$20.94	$19.07	$19.48	$22.24
Volume Traded	334,498	241,645	259,932	55,722	109,581	14,774	232,640	236	2,100	203,494
October 2024										
High	$17.35	$17.35	$13.88	$14.40	$14.19	$15.25	$21.35	$19.15	—	$20.60
Low	$16.56	$16.71	$13.25	$13.99	$13.81	$14.71	$20.06	$18.32	—	$20.15
Close	$17.15	$17.28	$13.65	$14.30	$13.95	$15.15	$20.28	$18.56	—	$20.31
Volume Traded	205,826	66,030	838,488	50,482	464,985	18,998	478,880	512	—	137,411
September 2024										
High	$17.19	$17.58	$13.75	$14.68	$14.25	$15.65	$21.45	$19.37	—	$21.00
Low	$16.61	$16.60	$13.24	$13.92	$13.73	$14.94	$20.90	$18.45	—	$19.55
Close	$17.08	$17.08	$13.75	$14.25	$13.96	$15.10	$21.30	$19.23	—	$20.40
Volume Traded	144,642	64,278	327,111	31,700	213,279	31,448	478,699	222	—	100,321
August 2024										
High	$17.40	$17.68	$13.63	$14.60	$14.22	$15.44	$21.28	$18.97	—	$20.42
Low	$15.37	$16.41	$12.49	$13.34	$13.01	$14.20	$19.17	$17.10	—	$18.87
Close	$16.90	$17.40	$13.55	$14.60	$14.00	$15.28	$21.01	$18.65	—	$19.90
Volume Traded	294,224	77,504	260,525	63,763	400,384	31,494	708,917	512	—	164,249
July 2024										
High	$17.01	$17.00	$14.22	$14.43	$13.97	$15.24	$20.05	$18.75	—	$23.35
Low	$15.90	$16.50	$12.45	$13.71	$12.80	$14.51	$19.12	$18.00	—	$19.29
Close	$16.00	$16.80	$13.00	$14.30	$13.74	$14.91	$19.89	$18.00	—	$19.41
Volume Traded	275,208	81,212	514,684	53,327	367,654	32,404	405,463	478	—	149,454
June 2024										
High	$16.99	$17.10	$13.42	$14.43	$13.49	$15.45	$19.45	$18.89	—	$19.49
Low	$15.25	$15.99	$12.21	$13.36	$11.88	$14.30	$18.29	$16.90	—	$18.02
Close	$16.36	$16.35	$13.33	$14.00	$13.49	$15.45	$19.45	$18.27	—	$19.17
Volume Traded	261,278	77,556	114,858	94,267	102,652	39,229	496,635	342	—	88,422
May 2024										
High	$17.14	$17.45	$13.57	$14.61	$13.45	$15.51	$19.20	$18.99	—	$19.59
Low	$15.96	$16.56	$12.84	$14.10	$13.10	$15.10	$18.45	$17.84	—	$19.01
Close	$16.83	$17.09	$13.39	$14.27	$13.40	$15.48	$19.20	$18.85	—	$19.35
Volume Traded	367,696	81,980	264,004	52,056	387,372	26,325	693,249	429	—	221,351
April 2024										
High	$16.26	$16.77	$12.94	$14.21	$13.23	$15.27	$19.33	$17.94	—	$19.10
Low	$15.32	$15.92	$12.46	$13.66	$12.55	$14.65	$18.53	$17.22	—	$18.14
Close	$16.19	$16.75	$12.90	$14.11	$13.13	$15.16	$18.71	$17.91	—	$19.10
Volume Traded	323,943	88,528	508,731	30,259	154,509	30,982	1,053,467	798	—	125,063
March 2024										
High	$16.31	$16.10	$12.74	$13.80	$13.13	$15.19	$18.97	$17.80	—	$19.00
Low	$14.95	$15.42	$11.63	$13.41	$12.02	$14.55	$17.72	$16.83	—	$17.90
Close	$15.75	$16.04	$12.69	$13.80	$12.97	$15.15	$18.84	$17.80	—	$18.51
Volume Traded	320,385	46,210	338,038	40,987	96,970	18,109	828,341	205	—	243,989
February 2024										
High	$15.79	$16.30	$12.15	$14.21	$12.72	$15.07	$18.41	$17.22	—	$18.36
Low	$15.07	$15.80	$11.71	$13.46	$12.00	$14.52	$17.50	$16.65	—	$17.82
Close	$15.10	$15.80	$11.71	$13.53	$12.08	$14.80	$17.91	$16.83	—	$17.82
Volume Traded	160,434	59,968	83,763	54,570	488,822	15,759	377,328	223	—	102,442
January 2024										
High	$15.45	$16.10	$12.10	$14.13	$12.52	$17.50	$17.80	$16.89	—	$18.47
Low	$13.90	$14.79	$11.20	$12.96	$11.36	$13.71	$16.50	$15.24	—	$16.10
Close	$15.23	$15.99	$12.05	$13.90	$12.40	$14.80	$17.70	$16.78	—	$18.00
Volume Traded	129,095	98,598	77,582	71,342	202,743	26,791	463,451	2,592	—	132,418

Directors and officers

As of February 13, 2025, the directors and executive officers of TC Energy as a group beneficially owned, or exercised control or direction over, directly or indirectly, an aggregate of 494,825 common shares, constituting 0.05 per cent of the common shares of TC Energy. The Company collects this information from our directors and executive officers but otherwise we have no direct knowledge of individual holdings of TC Energy's securities.

DIRECTORS

The following table sets forth the names of the directors who serve on the Board as of February 13, 2025, together with their jurisdictions of residence, all positions and offices held by them with TC Energy, unless otherwise stated, their principal occupations or employment during the past five years and the year from which each director has continually served as a director of TC Energy. Positions and offices held with TC Energy are also held by such person at TCPL. Each director holds office until the next annual meeting or until his or her successor is earlier elected or appointed.

Name and place of residence	Principal occupation during the five preceding years	Director since
Scott Bonham Atherton, California U.S.A.	Corporate director. Co-founder of Intentional Capital Real Estate (Canada) (real estate asset management) since October 2014. Advisor to the CEO, Magna International Inc. (Magna) (automotive manufacturing) since May 2021. Director, Loblaw Companies Limited (retail grocery) since October 2016 and The Bank of Nova Scotia (Scotiabank) (chartered bank) since January 2016. Director, Magna from May 2012 to May 2021.	2024
Cheryl F. Campbell Monument, Colorado U.S.A.	Corporate director. Director, Pacific Gas & Electric Corporation (PGE) (utilities) since April 2019, Summit Utilities (Summit) (natural gas distribution) since September 2020 and Board Chair of Summit since January 2024, JANA Corporation (engineering) since January 2020. Director, National Underground Group (infrastructure service provider) from March 2018 to December 2023.	2022
Michael R. Culbert Calgary, Alberta Canada	Corporate director. Director, ARC Resources Ltd. (ARC) (oil and gas, exploration and production) since May 2024 and Humble Midstream II LLC (oil and gas) since December 2023. Director, Precision Drilling Corporation (Precision) (oil and gas services) from December 2017 to June 2024, Komfort IQ Canada (HVAC controls company) from June 2022 to December 2023, Reserve Royalty Income Trust (private oil and gas royalty trust) from May 2017 to June 2021. Director, Enerplus Corporation (Enerplus) (oil and gas, exploration and production) from March 2014 to August 2020. Vice-Chair (Non-Executive) and Director, PETRONAS Canada Ltd. (PETRONAS) (oil and natural gas) from November 2016 to March 2020.	2020
William D. Johnson Knoxville, Tennessee U.S.A.	Corporate director. Director, Terrestrial Energy Inc. (nuclear technology) since February 2023, NiSource Inc. (utilities) since March 2022 and BrightNight LLC (renewable integrated power company) since December 2021. President and CEO, PGE (utilities) from May 2019 to June 2020. President and CEO, Tennessee Valley Authority (Tennessee Valley) (electricity) from January 2013 to May 2019.	2021
Susan C. Jones Calgary, Alberta Canada	Corporate director. Director, Canadian National Railway Limited (freight railway) since May 2022. Director, Piedmont Lithium Inc. (Piedmont) (emerging lithium company) from June 2021 to June 2023. Director, ARC from April 2020 to February 2023. Director, Gibson Energy Inc. (Gibson) (mid-stream oil-focused infrastructure company) from December 2018 to February 2020. Director, Canpotex Limited (Canpotex) (Canadian exporter of potash) from June 2018 to December 2019 (Chair of the Board from June 2019 to December 2019). Executive Vice-President and CEO of the Potash Business Unit, Nutrien Ltd. (Nutrien) (largest global underground soft-rock miner)from June 2018 to September 2019 and Executive Advisor to the CEO from October 2019 to December 2019.	2020
John E. Lowe Houston, Texas U.S.A.	Corporate director. Chair of the Board, TC Energy since January 2024. Director, Phillips 66 Company (energy infrastructure) since May 2012. Non-executive Chair of the Board, Apache Corporation (Apache) (oil and gas) from May 2015 to September 2022. Senior Executive Adviser at Tudor, Pickering, Holt & Co. LLC (energy investment and merchant banking) from September 2012 to August 2021.	2015

Name and place of residence	Principal occupation during the five preceding years	Director since
David MacNaughton Toronto, Ontario Canada	President, Palantir Canada (data integration and analytics software) since September 2019. Canada's Ambassador to the United States from March 2016 to August 2019.	2020
Dawn Madahbee Leach Little Current, Ontario Canada	General Manager, Waubetek Business Corporation (Indigenous financial institution) since 1988 and Founder, President and Chief Executive Officer of Indigenous Business International (strategic advisor) since 2016. Director, Niobay Metals Inc. (mining) since 2017, Peace Hills Trust (financial institution) since 2012, English River First Nation's Des Nedhe Group (Indigenous business investment) since 2024 and Chairperson of The National Indigenous Economic Development Board (federally appointed advisory board) since 2000.	2024
François L. Poirier Calgary, Alberta Canada	President and CEO since January 2021. Chief Operating Officer (COO) and President, Power and Storage from September 2020 to December 2020. COO and President, Power and Storage and Mexico from January 2020 to September 2020. Executive Vice-President, Corporate Development and Strategy, and President, Power & Storage and Mexico from May 2019 to January 2020. Executive Vice-President, Corporate Development and Strategy and President, Mexico Natural Gas Pipelines and Energy from January 2019 to May 2019. Director, Canadian Imperial Bank of Commerce (chartered bank) since September 2024.	2021
Una Power Vancouver, British Columbia Canada	Corporate director. Director, Teck Resources Limited (Teck) (diversified mining) since April 2017 and Scotiabank (chartered bank) since April 2016. Director, Kinross Gold Corporation (gold producer) from April 2013 to May 2019.	2019
Mary Pat Salomone Naples, Florida U.S.A.	Corporate director. Director, South Bow Corporation (energy infrastructure) since October 2024. Director, Intertape Polymer Group (manufacturing) from November 2015 to June 2022. Director, Herc Rentals (equipment rental) from July 2016 to December 2021.	2013
Indira Samarasekera Vancouver, British Columbia Canada	Senior Advisor, Bennett Jones LLP (law firm) since September 2015. Director, Intact Financial Corporation (property and casualty insurance) since May 2021 and Magna (automotive manufacturing) since May 2014. Member, selection panel for Canada's outstanding CEO since 2013. Director, Scotiabank (chartered bank) from May 2008 to April 2021 and Stelco Holdings Inc. (manufacturing) from May 2018 to November 2024.	2016
Siim A. Vanaselja Toronto, Ontario Canada	Corporate director. Chair of the Board, TC Energy from May 2017 to December 2023. Director, Power Corporation (financial services) since May 2020, Power Financial Corporation (financial services) since May 2018, RioCan Real Estate Investment Trust (real estate) since May 2017 and Great-West Lifeco Inc. (financial services) since May 2014.	2014
Thierry Vandal Mamaroneck, New York U.S.A.	President, Axium Infrastructure U.S., Inc. (independent infrastructure fund management firm) and Director, Axium Infrastructure Inc. (independent infrastructure fund management firm) since 2015. Director, Royal Bank of Canada (chartered bank) since 2015.	2017
Dheeraj "D" Verma Houston, Texas U.S.A.	Senior Advisor, Quantum Energy Partners (Quantum) (private equity firm) since November 2021. President, Quantum Energy Partners from November 2016 to November 2021. Director, Jagged Peak Energy Inc. (oil and gas) from January 2017 to January 2020.	2022

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

As of the date hereof, except as indicated below, no other director or executive officer of the Company is or was a director or officer of another company in the past 10 years that:

- was the subject of a cease trade or similar order, or an order denying that company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days
- was involved in an event that resulted in the company being subject to one of the above orders after the director or executive officer no longer held that role with the company, which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer
- while acting in that capacity, or within a year of ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that company.

In January 2019, PGE filed for bankruptcy under Chapter 11 of the United States Bankruptcy Code as a result of claims arising from fires caused by PGE's electrical equipment. Following discussions initiated by the PGE board of directors, Mr. Johnson agreed to serve as President and CEO throughout PGE's bankruptcy process, beginning May 2, 2019, with the understanding that upon PGE's emergence from bankruptcy he would resign from PGE. On July 1, 2020, PGE emerged from Chapter 11 bankruptcy, upon completing a restructuring process that was confirmed by the United States Bankruptcy Court on June 20, 2020. Mr. Johnson resigned as President and CEO of PGE on June 30, 2020.

Ms. Campbell joined the board of directors of PGE in April 2019, after PGE filed for bankruptcy under Chapter 11 of the United States Bankruptcy Code in January 2019 and prior to its emergence from Chapter 11 bankruptcy in July 2020. Ms. Campbell continues to be a director of PGE.

No director or executive officer of the Company has within the past 10 years:
- become bankrupt
- made a proposal under any legislation relating to bankruptcy or insolvency
- become subject to or launched any proceedings, arrangement or compromise with any creditors, or
- had a receiver, receiver manager or trustee appointed to hold any of their assets.

No director or executive officer of the Company has been subject to:
- any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or
- any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

BOARD COMMITTEES

TC Energy has four standing committees of the Board: the Audit Committee, the Governance Committee, the Health, Safety, Sustainability and Environment Committee and the Human Resources Committee. As President and CEO of TC Energy, Mr. Poirier is not a member of any Board committees, but is invited to attend committee meetings as required.

The voting members of each of these committees, as of February 13, 2025, are identified below. Information about the Audit Committee can be found in this AIF under the heading *Audit Committee*.

Director	Audit Committee	Governance Committee	Health, Safety, Sustainability and Environment Committee	Human Resources Committee
Scott Bonham	✓			✓
Cheryl F. Campbell	✓		✓	
Michael R. Culbert	✓		✓	
William D. Johnson	✓			Chair
Susan C. Jones	✓			✓
John E. Lowe (Chair)		✓		✓
David MacNaughton		✓	✓	
Dawn Madahbee Leach	✓		✓	
Una Power	Chair		✓	
Mary Pat Salomone		✓	Chair	
Indira Samarasekera		✓		✓
Siim A. Vanaselja		✓		✓
Thierry Vandal		Chair	✓	
Dheeraj "D" Verma		✓		✓

OFFICERS

With the exception of Stanley G. Chapman, III, Tina V. Faraca, Patrick C. Muttart, Sean P. O'Donnell and Alisa M. Williams, all of the executive officers and corporate officers of TC Energy reside in Alberta, Canada. Positions and offices held with TC Energy are also held by such person at TCPL. As of the date hereof, the officers of TC Energy, their present positions within TC Energy, unless otherwise stated, and their principal occupations during the five preceding years are as follows:

Executive officers

Name	Present position held	Principal occupation during the five preceding years
François L. Poirier	President and Chief Executive Officer	Prior to January 2021, COO and President, Power and Storage. Prior to September 2020, COO and President, Power and Storage and Mexico. Prior to January 2020, Executive Vice-President, Corporate Development and Strategy, and President, Power & Storage and Mexico. Prior to May 2019, Executive Vice-President, Corporate Development and Strategy and President, Mexico Natural Gas Pipelines and Energy.
Stanley G. Chapman, III Texas, U.S.A.[1]	Executive Vice-President	Prior to February 2025, Executive Vice-President and Chief Operating Officer, Natural Gas Pipelines. Prior to August 2023, Executive Vice-President, Group Executive, U.S. and Mexico Natural Gas Pipelines. Prior to September 2022, Executive Vice-President and President, U.S. and Mexico Natural Gas Pipelines. Prior to September 2020, Executive Vice-President and President, U.S. Natural Gas Pipelines.
Dawn E. de Lima	Executive Vice-President, Corporate Services	Prior to December 2020, Chief Shared Services Officer, TransAlta Corporation (TransAlta) (electricity service provider). Prior to February 2019, Chief Officer, Business and Operational Services, TransAlta.
Tina V. Faraca Texas, U.S.A.	Executive Vice-President and Chief Operating Officer, Natural Gas Pipelines	Prior to February 2025, Executive Vice-President and President, U.S. Natural Gas Pipelines. Prior to August 2023, President, U.S. Natural Gas Pipelines. Prior to September 2022, Senior Vice-President, Operations, Projects and Technical Operational Services. Prior to December 2021, Senior Vice-President, Commercial. Prior to April 2020, Chief Commercial Officer, Enable Midstream (oil and natural gas). Prior to October 2019, Senior Vice-President, Commercial, Enable Midstream.
Gregory D. Grant	Executive Vice-President and President, Power and Energy Solutions	Prior to February 2025, President, Canadian Natural Gas Pipelines. Prior to January 2022, Senior Vice-President, Commercial. Prior to March 2020, Senior Vice-President, Strategy and Corporate Development.
Patrick M. Keys[2]	Executive Vice-President and General Counsel	Prior to September 2021, Executive Vice-President, Stakeholder Relations and General Counsel. Prior to May 2019, Senior Vice-President, Legal (Corporate Services Division). Prior to February 2019, Vice-President, Commercial West (Natural Gas Pipelines Division (Canada)).
Patrick C. Muttart Texas, U.S.A.	Senior Vice-President, External Relations	Prior to December 2022, Senior Vice-President, Stakeholder Relations. Prior to September 2021, Director External Affairs, PMI Global Services (tobacco manufacturing).
Sean P. O'Donnell Texas, U.S.A.	Executive Vice-President, Strategy and Corporate Development and Chief Financial Officer	Prior to February 2025, Executive Vice-President and Chief Financial Officer. Prior to May 2024, Senior Vice-President, Capital Markets and Corporate Planning. Prior to November 2023, Executive Vice-President and Chief Financial Officer, Mexico Pacific Holdings LLC. Prior to November 2023, Operating Partner, Partner and Managing Director, Quantum Capital Group, LLC (formerly known as Quantum Energy Partners, LLC).

[1] Stanley Chapman III announced his retirement from TC Energy, effective in Q2 2025. Mr. Chapman will continue as an executive advisor until Q2 2025. Tina Faraca succeeded Mr. Chapman on February 1, 2025 as Executive Vice-President and Chief Operating Officer, Natural Gas Pipelines.

[2] Patrick Keys announced his retirement from TC Energy, anticipated to be at the end of Q1 2025.

Corporate officers

Name	Present position held	Principal occupation during the five preceding years
Jane M. Brindle	Vice-President, Law and Corporate Secretary	Prior to December 2024, Director, Corporate Secretarial and Finance Law.
Yvonne Frame-Zawalykut	Vice-President, Corporate Controller	Prior to February 2023, Vice-President and Assistant Controller. Prior to November 2022, Director, Corporate Planning. Prior to December 2020, Director, Internal Group Finance.
David R. Marchand	Vice-President, Finance and Treasurer	Prior to December 2024, Vice-President, Finance. Prior to November 2024, Director, Finance. Prior to October 2021, Manager, Finance.
Michele L. Waters	Vice-President, Risk Management	Prior to November 2024, Director, Risk and Insurance, Cenovus Energy Inc.
Alisa M. Williams Texas, U.S.A.	Vice-President, Tax	Prior to August 2023, Director, Income Tax, U.S. and Mexico. Prior to July 2019, Manager, Income Tax, U.S. Reporting.

CONFLICTS OF INTEREST

Directors and officers of TC Energy and its subsidiaries are required to disclose any existing or potential conflicts in accordance with TC Energy's policies governing directors and officers and in accordance with the CBCA.

COBE covers potential conflicts of interest and requires that all employees, officers, directors and contract workers of TC Energy avoid situations that may result in a potential conflict.

In the event an employee, officer, director or contract worker finds themselves in a potential conflict situation, COBE stipulates that:

- the conflict should be reported; and
- the person should refrain from participation in any decision or action where there is a real or perceived conflict.

COBE also notes that employees and officers of TC Energy may not engage in outside business activities that are in conflict with or detrimental to the interests of TC Energy. The CEO and the executive leadership team must receive consent from the Chair of the Governance Committee for all outside business activities.

Under COBE, directors must also declare any material interest that they may have in a material contract or transaction and recuse himself or herself from related deliberations and approvals.

In addition to COBE, the directors and corporate officers of TC Energy are required to disclose any related parties and related party transactions in their annual directors and officers questionnaires. These questionnaires assist TC Energy in identifying and monitoring material related party transactions.

The Governance Committee reviews and approves any material related party transactions prior to the transaction occurring, and maintains oversight over material related party transactions following such approval.

There were no material conflicts of interests or related party transactions reported by the Board, CEO or the corporate officers, including the executive leadership team, in 2024.

Serving on other boards

The Board believes that it is important for it to be composed of qualified and knowledgeable directors. As a result, due to the specialized nature of the energy infrastructure business, some of the directors are associated with or sit on the boards of companies that ship natural gas through our pipeline systems. Transmission services on most of TC Energy's pipeline systems in Canada and the U.S. are subject to regulation and, accordingly, we generally cannot deny transportation services to a creditworthy shipper. The Governance Committee monitors relationships among directors to ensure that business associations do not affect the Board's performance.

The Board considers whether directors serving on the boards of, or acting as officers or in another similar capacity, for other entities including public and private companies, Crown corporations and other state-owned entities, and non-profit organizations pose any potential conflict. The Board reviews these relationships annually to determine that they do not interfere with any of our director's ability to act in our best interests. If a director declares a material interest in any material contract or material transaction being considered at a meeting, the director is not present during the discussion and does not vote on the matter.

COBE requires employees to receive consent before accepting a directorship with an entity that is not an affiliate. The CEO and executive vice-presidents must receive the consent of the Chair of the Governance Committee. All other employees must receive the consent of the Corporate Secretary or their delegate.

Affiliates

The Board oversees relationships between TC Energy and any affiliates to avoid any potential conflicts of interest.

Corporate governance

Our Board and management are committed to the highest standards of ethical conduct and corporate governance.

TC Energy is a public company listed on the TSX and the NYSE, and we recognize and respect rules and regulations in both Canada and the U.S.

Our corporate governance practices comply with the Canadian governance guidelines, which include the governance rules of the CBCA, TSX and Canadian Securities Administrators, including:
- National Instrument 52-110, *Audit Committees*
- National Policy 58-201, *Corporate Governance Guidelines*, and
- National Instrument 58-101, *Disclosure of Corporate Governance Practices*.

We also comply with the governance listing standards of the NYSE and the governance rules of the SEC that apply, in each case, to foreign private issuers.

Our governance practices comply with the NYSE standards for U.S. companies in all significant respects. As a non-U.S. company, we are not required to comply with most of the governance listing standards of the NYSE. As a foreign private issuer, however, we must disclose how our governance practices differ from those followed by U.S. companies that are subject to the NYSE standards. Our corporate governance practices do not significantly differ from those required to be followed by U.S. domestic issuers under the NYSE's listing standards. A summary of our governance practices compared to U.S. standards can be found on our website (www.tcenergy.com).

We benchmark our policies and procedures against major North American companies to assess our standards and we adopt best practices as appropriate. Some of our best practices are derived from the NYSE rules and comply with applicable rules adopted by the SEC to meet the requirements of the *Sarbanes-Oxley Act of 2002* and the *Dodd-Frank Wall Street Reform and Consumer Protection Act.*

Audit Committee

The Audit Committee is responsible for assisting the Board in overseeing the integrity of our financial statements and our compliance with legal and regulatory requirements. It is also responsible for overseeing and monitoring the accounting and reporting process and the process, performance and independence of our internal and external auditors. The charter of the Audit Committee can be found in *Schedule B* of this AIF.

RELEVANT EDUCATION AND EXPERIENCE OF MEMBERS

The members of the Audit Committee as of February 13, 2025 are Una Power (Chair), Scott Bonham, Cheryl F. Campbell, Michael R. Culbert, William D. Johnson, Susan C. Jones and Dawn Madahbee Leach.

The Board believes that the composition of the Audit Committee reflects a high level of financial literacy and expertise. Each member of the Audit Committee has been determined by the Board to be *independent* and *financially literate* within the meaning of the definitions under Canadian and U.S. securities laws and the NYSE rules. In addition, the Board has determined that Ms. Power is an *Audit Committee Financial Expert* as that term is defined under U.S. securities laws. The Board has made this determination based on the education and breadth and depth of experience of each member of the Audit Committee. The following is a description of the education and experience, apart from their respective roles as directors of TC Energy, of each member of the Audit Committee that is relevant to the performance of his or her responsibilities as a member of the Audit Committee.

Una Power (Chair)

Ms. Power earned a Bachelor of Commerce (Honours) degree from Memorial University and holds Chartered Professional Accountant, Chartered Accountant and Chartered Financial Analyst designations. She serves on the board of directors for Teck where she currently serves as audit committee Chair and also serves on the board of directors for Scotiabank, where she previously served as a member and Chair of its audit committee. Ms. Power was previously the Chief Financial Officer of Nexen Energy ULC, a former publicly traded oil and gas company that is now a wholly-owned subsidiary of CNOOC Limited, where she held various executive positions with responsibility for financial and risk management, strategic planning, budgeting, business development, energy marketing and trading, information technology and capital investment.

Scott Bonham

Mr. Bonham holds a Bachelor of Science degree in electrical engineering from Queen's University and a Master of Business Administration from Harvard Business School. He currently serves on the board of directors for Scotiabank, where he is a member of the Audit and Conduct Review and Corporate Governance Committees, and Loblaw Companies Limited, where he is a member of the Audit Committee and the Risk and Compliance Committee. He has an extensive background in venture capital and from 2000 to 2015, he was co-founder of GGV Capital. He is also the co-founder of Intentional Capital Real Estate (Canada). He previously served as a director of Magna and currently serves in an executive advisory role to the CEO.

Cheryl F. Campbell

Ms. Campbell holds a Master of Science degree in finance, with a minor in management, from the University of Colorado, Denver, as well as Bachelor of Science degrees in chemical engineering and business from the University of Colorado, Boulder. She currently serves on the board of directors of PGE, where she is Chair of the Safety & Nuclear Oversight Committee as well as a member of the Sustainability & Governance Committee. She also serves as the Chair of the board of Summit, as well as serving on the board of JANA Corporation. She previously served as a director and Audit Committee member of National Underground Group and, for 13 years, as Senior Vice President, Gas, with Xcel.

Michael R. Culbert

Mr. Culbert holds a Bachelor of Science degree in Business Administration from Emmanuel College in Boston, Massachusetts. He currently serves on the board of directors of Precision, and is a member of its audit committee. He previously served as a director of Enerplus and Reserve Royalty Income Trust, and as a director and Vice-Chair of PETRONAS, where he also served as a member of each of their audit committees. Mr. Culbert was also a director and President of PNW LNG LP and former co-founder, director, President and CEO of Progress Energy Ltd.

William D. Johnson

Mr. Johnson holds a Juris Doctor degree (high honors) from the University of North Carolina School of Law and a Bachelor of Arts degree (history, summa cum laude) from Duke University in North Carolina. He recently served as President and CEO of PGE. Mr. Johnson also served as President and CEO of Tennessee Valley, as well as serving as Chairman, President and CEO of Progress Energy, Inc.

Susan C. Jones

Ms. Jones earned a Bachelor of Arts degree in Political Science and Hispanic Studies from the University of Victoria. She also holds a Bachelor of Laws degree from the University of Ottawa. She earned a Leadership Diploma from the University of Oxford and holds a Director Certificate from Harvard University. Ms. Jones serves as a director of Canadian National Railway Company and is a member of its audit committee and Chair of its Safety & Environment committee. Ms. Jones previously served as a director of ARC and was a member of the audit and finance committee of Seven Generations Energy Ltd. prior to its merger with ARC. She also served as a director of Piedmont. She previously served on the boards and as a member of the audit committees of Gibson and Canpotex, where she also served as Chair of the board. Ms. Jones held an executive leadership role at Nutrien for 15 years, most recently as Executive Vice-President and CEO of the Potash Business Unit.

Dawn Madahbee Leach

Ms. Madahbee Leach graduated from the University of Waterloo's Economic Development Program and holds a degree in Political Science and Law from York and Laurentian Universities. She is the General Manager for the Waubetek Business Development Corporation since she helped create and start the organization in 1988. Waubetek is a leading Indigenous Financial Institution that provides financial services to Indigenous entrepreneurs across Canada. She is also the founder, President and Chief Executive Officer of Indigenous Business International, which assists Indigenous people and companies internationally with various economic sector strategies and project reviews. She is the Chair of the National Indigenous Economic Development Board and has been part of this federally appointed board since 2000, providing advice and guidance to the federal government on issues related to Indigenous economic policies and programming. She also serves on the board of Peace Hills Trust where she is a member of the Executive, Loans and Trust Committees and is Chair of the Investment Committee. She is also a board member of Niobay Metals Inc. since 2017.

PRE-APPROVAL POLICIES AND PROCEDURES

TC Energy's Audit Committee maintains a pre-approval policy with respect to permitted non-audit services and audit services. For non-audit service engagements of up to $250,000, approval of the Audit Committee Chair is required, and the Audit Committee is to be informed of the engagement at the next scheduled Audit Committee meeting. For all non-audit service engagements of $250,000 or more, pre-approval of the Audit Committee is required.

To date, all non-audit services have been pre-approved by the Audit Committee in accordance with the pre-approval policy described above.

EXTERNAL AUDITOR SERVICE FEES

The table below shows the services KPMG LLP provided during the last two fiscal years and the fees they invoiced us:

($ millions)	2024	2023
Audit fees • audit of the annual consolidated financial statements • services related to statutory and regulatory filings or engagements • review of interim consolidated financial statements and information contained in various prospectuses and other securities offering documents	19.4	18.5
Audit-related fees • services related to the audit of the financial statements of TC Energy pipeline abandonment trusts, certain post-retirement plans, and certain special purpose audits	**1.4**	0.9
Tax fees • Canadian and international tax planning and tax compliance matters, including the review of income tax returns and other tax filings	**1.5**	1.5
All other fees • fees for other products and services provided by the auditors not described above, which included fees related to advice and assistance with ESG services, and French and Spanish translation services	**0.5**	0.2
Total fees	**22.8**	21.1

Note

- 2024 total fees are higher than 2023 due to increased audit work related to the Spinoff Transaction, including additional financial statements required in connection with debt financings of certain Liquid's subsidiaries and additional securities work.

Legal proceedings and regulatory actions

Except as described below, there are no legal proceedings in respect of which the Company is or was a party, or in respect of which any of the Company's property is or was the subject during the year ended December 31, 2024, nor are there any such proceedings known by the Company to be contemplated, that involve a claim for damages exceeding 10% of the Company's current assets. In addition, there have not been any (a) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the year ended December 31, 2024, (b) any other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision, or (c) settlement agreements entered into by the Company before a court relating to securities legislation or with a securities regulatory authority during the year ended December 31, 2024.

SA Energy Group

CGL LP and SA Energy Group (SAEG), one of the prime construction contractors on the Coastal GasLink pipeline, reached a mutually acceptable resolution to their disputes in the second quarter of 2024. The settlement was not an admission of liability by either party and the parties mutually released their respective claims in arbitration. Details of the arbitration and the settlement are confidential.

Pacific Atlantic Pipeline Construction Ltd.

CGL LP is in arbitration with one of its previous prime contractors, Pacific Atlantic Pipeline Construction Ltd. (PAPC). CGL LP terminated its contract with PAPC for cause, due to the failure of PAPC to complete work as scheduled and made a demand on the parental guarantee for payment of the guaranteed obligations. Following CGL LP's demand on the guarantee, in August 2022, PAPC initiated arbitration. As of December 31, 2024, PAPC purports to seek at least $460 million in damages for wrongful termination for cause, termination damages and payments alleged to be outstanding. CGL LP disputes the merits of PAPC's claims and has counterclaimed against PAPC and its parent company and guarantor, Bonatti S.p.A., citing delays and failures by PAPC to perform and manage work in accordance with the terms of its contract. CGL LP estimates its damages to be $1.3 billion. PAPC and Bonatti S.p.A. dispute CGL LP's claims and assert that CGL LP's damages, if any, are subject to a contractual limit of approximately $220 million. The arbitration hearing previously scheduled to commence in November of 2024 has now been rescheduled to the third quarter of 2025. At December 31, 2024, the final outcome of this matter cannot be reasonably estimated.

Separately, CGL LP drew on a $117 million irrevocable standby letter of credit (LOC) provided by PAPC based on a bona fide belief that CGL LP's damages are in excess of the face value of the LOC. On October 17, 2023 PAPC applied for an injunction in the Court of King's Bench of Alberta restraining CGL LP from drawing on the LOC pending the completion of the arbitration between CGL LP, PAPC and Bonatti S.p.A., but was ultimately unsuccessful following the pursuit of the injunction up to the Supreme Court of Canada. CGL LP is now able to use the recovered LOC funds. PAPC and Bonatti S.p.A. have amended their original claims to seek additional damages in relation to the draw on the LOC. The amount claimed has not been articulated beyond the $117 million. The parties have agreed that the issue of damages arising from CGL LP's draw on the LOC will be determined, if necessary, at a date subsequent to the arbitration hearing noted above.

Transfer agent and registrar

TC Energy's transfer agent and registrar is Computershare Investor Services, Inc. with its Canadian transfer facilities in the cities of Calgary, Montréal, Toronto and Vancouver.

Material contracts

TC Energy did not enter into any material contracts outside the ordinary course of business during the year ended December 31, 2024, nor has it entered into any material contracts outside the ordinary course of business prior to the year ended December 31, 2024 which are still in effect as at the date of this AIF.

Interest of experts

KPMG LLP are the auditors of TC Energy and have confirmed with respect to TC Energy that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations and also that they are independent accountants with respect to TC Energy under all relevant U.S. professional and regulatory standards.

Additional information

1. Additional information in relation to TC Energy may be found under TC Energy's profile on SEDAR+ (www.sedarplus.ca).
2. Additional information including directors' and officers' remuneration and indebtedness, principal holders of TC Energy's securities and securities authorized for issuance under equity compensation plans (all where applicable), is contained in TC Energy's Management Information Circular for its most recent annual meeting of shareholders that involved the election of directors and can be obtained upon request from the Corporate Secretary of TC Energy.
3. Additional financial information is provided in TC Energy's audited consolidated financial statements and MD&A for its most recently completed financial year.

Glossary

Capitalized terms used throughout this AIF but not otherwise defined herein have the meanings given to such terms in the MD&A and are incorporated by reference into this AIF.

Units of measure

Bcf	Billion cubic feet
hp	Horsepower
km	Kilometres
MMcf/d	Million cubic feet per day
MW	Megawatt(s)
MWh	Megawatt hours
TJ/d	Terajoules per day

General terms and terms related to our operations

B.C.	British Columbia
DRP	Dividend Reinvestment and Share Purchase Plan
ESG	Environmental, social and governance
force majeure	Unforeseeable circumstances that prevent a party to a contract from fulfilling it
GHG	Greenhouse gas
investment base	Includes rate base as well as assets under construction
LNG	Liquefied natural gas
MCR	Major component replacement
rate base	Average assets in service, working capital and deferred amounts used in setting of regulated rates
WCSB	Western Canada Sedimentary Basin
Year End	Year ended December 31, 2024

Accounting terms

GAAP	U.S. generally accepted accounting principles
ROE	Return on common equity

Government and regulatory bodies terms

AER	Alberta Energy Regulator
BCEAO	Environmental Assessment Office (British Columbia)
BCER	B.C. Energy Regulator (formerly B.C. Oil and Gas Commission)
CBCA	*Canada Business Corporations Act*
CER	Canada Energy Regulator (formerly the National Energy Board (Canada))
CFE	Comisión Federal de Electricidad (Mexico)
CRE	Comisión Reguladora de Energía, or Energy Regulatory Commission (Mexico)
DOS	U.S. Department of State
FERC	Federal Energy Regulatory Commission (U.S.)
IESO	Independent Electricity System Operator (Ontario)
NYSE	New York Stock Exchange
PHMSA	Pipeline and Hazardous Materials Safety and Administration
SEC	U.S. Securities and Exchange Commission
TSX	Toronto Stock Exchange

Schedule A

METRIC CONVERSION TABLE

The conversion factors set out below are approximate factors. To convert from Metric to Imperial multiply by the factor indicated. To convert from Imperial to Metric divide by the factor indicated.

Metric	Imperial	Factor
Kilometres	Miles	0.62
Millimetres	Inches	0.04
Gigajoules	Million British thermal units	0.95
Cubic metres*	Cubic feet	35.3
Kilopascals	Pounds per square inch	0.15
Degrees Celsius	Degrees Fahrenheit	to convert to Fahrenheit multiply by 1.8, then add 32 degrees; to convert to Celsius subtract 32 degrees, then divide by 1.8

*The conversion is based on natural gas at a base pressure of 101.325 kilopascals and at a base temperature of 15 degrees Celsius.

Schedule B

CHARTER OF THE AUDIT COMMITTEE

1. PURPOSE

The Audit Committee shall assist the Board of Directors (the Board) in overseeing and monitoring, among other things, the:

- Company's financial accounting and reporting process;
- integrity of the financial statements;
- Company's internal control over financial reporting;
- external financial audit process;
- compliance by the Company with legal and regulatory requirements; and
- independence and performance of the Company's internal and external auditor.

To fulfill its purpose, the Audit Committee has been delegated certain authorities by the Board that it may exercise on behalf of the Board.

2. ROLES AND RESPONSIBILITIES

I. Appointment of the Company's External Auditor

Subject to confirmation by the external auditor of their compliance with Canadian and U.S. regulatory registration requirements, the Audit Committee shall recommend to the Board the appointment of the external auditor, such appointment to be confirmed by the Company's shareholders at each annual meeting. The Audit Committee shall also recommend to the Board the compensation to be paid to the external auditor for audit services. The Audit Committee shall also be directly responsible for the oversight of the work of the external auditor (including resolution of disagreements between management and the external auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The external auditor shall report directly to the Audit Committee.

The Audit Committee shall review and approve the audit plan of the external auditor. The Audit Committee shall also receive periodic reports from the external auditor regarding the auditor's independence, discuss such reports with the auditor, consider whether the provision of non-audit services is compatible with maintaining the auditor's independence and take appropriate action to satisfy itself of the independence of the external auditor. In addition, to further satisfy itself of audit quality and the independence of the external auditor, the Audit Committee shall undertake a Periodic Comprehensive Review of the External Auditor at least once every five years.

II. Oversight in Respect of Financial Disclosure

The Audit Committee shall, to the extent it deems it necessary or appropriate:

(a) review, discuss with management and the external auditor and recommend to the Board for approval, the Company's audited annual consolidated financial statements, annual information form, management's discussion and analysis (MD&A), all financial information in prospectuses and other offering memoranda, financial statements required by securities regulators, all prospectuses and all documents which may be incorporated by reference into a prospectus, including, without limitation, the annual management information circular, but excluding any pricing or prospectus supplement relating to the issuance of debt securities of the Company;

(b) review, discuss with management and the external auditor and approve, the release to the public of the Company's interim reports, including the consolidated financial statements, MD&A and news releases on quarterly financial results;

(c) review and discuss with management and the external auditor the use of non-GAAP information and the applicable reconciliation;

(d) review and discuss with management any financial outlook or future-oriented financial information disclosure in advance of its public release; provided, however, that such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made). The Audit Committee need not discuss in advance each instance in which the Company may provide financial projections or presentations to credit rating agencies;

(e) review with management and the external auditor major issues regarding accounting policies and auditing practices, including any significant changes in the Company's selection or application of accounting policies, as well as major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies that could significantly affect the Company's financial statements;

(f) review and discuss quarterly findings reports from the external auditor on:

(i) all critical accounting policies and practices to be used;

(ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor;

(iii) other material written communications between the external auditor and management, such as any management letter or schedule of unadjusted differences;

(g) review with management and the external auditor the effect of regulatory and accounting developments on the Company's financial statements;

(h) review with management and the external auditor the effect of any off-balance sheet structures on the Company's financial statements;

(i) review with management, the external auditor and, if necessary, legal counsel, any litigation, claim or contingency, including arbitration and tax assessments, that could have a material effect upon the financial position of the Company, and the manner in which these matters have been disclosed in the financial statements;

(j) review disclosures made to the Audit Committee by the Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO) during their certification process for the periodic reports filed with securities regulators about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls;

(k) discuss with management the Company's material financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies;

III. Oversight in Respect of Legal and Regulatory Matters

(a) review with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies;

IV. Oversight in Respect of Internal Audit

(a) review and approve the audit plans of the internal auditor of the Company including the degree of coordination between such plans and those of the external auditor and the extent to which the planned audit scope can be relied upon to detect weaknesses in internal control, fraud or other illegal acts;

(b) review the significant findings prepared by the internal audit department and recommendations issued by it or by any external party relating to internal audit issues, together with management's response thereto;

(c) review compliance with the Company's policies and avoidance of conflicts of interest;

(d) review the report prepared by the internal auditor on officers' expenses and aircraft usage;

(e) review the adequacy of the resources of the internal auditor to ensure the objectivity and independence of the internal audit function, including reports from the internal audit department on its audit process with subsidiaries and affiliates;

(f) ensure the internal auditor has access to the Chair of the Audit Committee, the Board and the CEO and meet separately with the internal auditor to review with him or her any problems or difficulties he or she may have encountered and specifically:

  (i) any difficulties which were encountered in the course of the audit work, including restrictions on the scope of activities or access to required information, and any disagreements with management;

  (ii) any changes required in the planned scope of the internal audit;

  (iii) the internal audit department responsibilities, budget and staffing;

and to report to the Board on such meetings;

V. Oversight in Respect of the External Auditor

(a) review any letter, report or other communication from the external auditor in respect of any identified weakness in internal control or unadjusted difference and management's response and follow-up, inquire regularly of management and the external auditor of any significant issues between them and how they have been resolved, and intervene in the resolution if required;

(b) receive and review annually the external auditor's formal written statement of independence delineating all relationships between itself and the Company;

(c) meet separately with the external auditor to review any problems or difficulties the external auditor may have encountered and specifically:

  (i) any difficulties which were encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, and any disagreements with management;

  (ii) any changes required in the planned scope of the audit;

and to report to the Board on such meetings;

(d) meet with the external auditor prior to the audit to review the planning and staffing of the audit;

(e) receive and review annually the external auditor's written report on their own internal quality control procedures; any material issues raised by the most recent internal quality control review, or peer review, of the external auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, and any steps taken to deal with such issues;

(f) review and evaluate the external auditor, including the lead partner of the external auditor team;

(g) ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law, but at least every five years;

VI. Oversight in Respect of Audit and Non-Audit Services

(a) pre-approve all audit services (which may entail providing comfort letters in connection with securities underwritings) and all permitted non-audit services, other than non-audit services where:

  (i) the aggregate amount of all such non-audit services provided to the Company that were not pre-approved constitutes not more than five percent of the total fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the non-audit services are provided;

  (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services;

(iii) such services are promptly brought to the attention of the Audit Committee and approved, prior to the completion of the audit, by the Audit Committee or by one or more members of the Audit Committee to whom authority to grant such approvals has been delegated by the Audit Committee;

(b) approval by the Audit Committee of a non-audit service to be performed by the external auditor shall be disclosed as required under securities laws and regulations;

(c) the Audit Committee may delegate to one or more designated members of the Audit Committee the authority to grant pre-approvals required by this subsection. The decisions of any member to whom authority is delegated to pre-approve an activity shall be presented to the Audit Committee at its first scheduled meeting following such pre-approval;

(d) if the Audit Committee approves an audit service within the scope of the engagement of the external auditor, such audit service shall be deemed to have been pre-approved for purposes of this subsection;

VII. Oversight in Respect of Certain Policies

(a) review and recommend to the Board for approval the implementation of, and significant amendments to, policies and program initiatives deemed advisable by management or the Audit Committee with respect to the Company's code of business ethics (COBE), risk management and financial reporting policies;

(b) obtain reports from management, the Company's senior internal auditing executive and the external auditor and report to the Board on the status and adequacy of the Company's efforts to ensure its businesses are conducted and its facilities are operated in an ethical, legally compliant and socially responsible manner, in accordance with the Company's COBE;

(c) establish a non-traceable, confidential and anonymous system by which callers may ask for advice or report any ethical or financial concern, ensure that procedures for the receipt, retention and treatment of complaints in respect of accounting, internal controls and auditing matters are in place, and receive reports on such matters as necessary;

(d) annually review and assess the adequacy of the Company's public disclosure policy;

(e) review and approve the Company's hiring policy for partners, employees and former partners and employees of the present and former external auditor (recognizing the Sarbanes-Oxley Act of 2002 does not permit the CEO, controller, CFO or chief accounting officer to have participated in the Company's audit as an employee of the external auditor during the preceding one-year period) and monitor the Company's adherence to the policy;

VIII. Oversight in Respect of Financial Aspects of the Company's Canadian Pension Plans (the Company's pension plans), specifically:

(a) review and approve annually the Statement of Investment Beliefs for the Company's pension plans;

(b) delegate the ongoing administration and management of the financial aspects of the Canadian pension plans to the Pension Committee comprised of members of the Company's management team appointed by the Human Resources Committee, in accordance with the Pension Committee Charter, which terms shall be approved by both the Audit Committee and the Human Resources Committee, and the terms of the Statement of Investment Beliefs;

(c) monitor the financial management activities of the Pension Committee and receive updates at least annually from the Pension Committee on the investment of the Plan assets to ensure compliance with the Statement of Investment Beliefs;

(d) provide advice to the Human Resources Committee on any proposed changes in the Company's pension plans in respect of any significant effect such changes may have on pension financial matters;

(e) review and consider financial and investment reports and the funded status relating to the Company's pension plans and recommend to the Board on pension contributions;

(f) receive, review and report to the Board on the actuarial valuation and funding requirements for the Company's pension plans;

(g) approve the initial selection or change of actuary for the Company's pension plans;

(h) approve the appointment or termination of the pension plans' auditor;

IX. U.S. Stock Plans

(a) review and approve the engagement and related fees of the auditor for any plan of a U.S. subsidiary that offers Company stock to employees as an investment option under the plan;

X. Oversight in Respect of Internal Administration

(a) review annually the reports of the Company's representatives on certain audit committees of subsidiaries and affiliates of the Company and any significant issues and auditor recommendations concerning such subsidiaries and affiliates;

(b) oversee succession planning for the senior management in finance, treasury, tax, risk, internal audit and the controllers' group;

XI. Information Security

(a) review quarterly, the report of the Chief Information Officer (or such other appropriate Company representative) on information security controls, education and awareness.

XII. Oversight Function

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate or are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the external auditor. The Audit Committee, its Chair and any of its members who have accounting or related financial management experience or expertise, are members of the Board, appointed to the Audit Committee to provide broad oversight of the financial disclosure, financial risk and control related activities of the Company, and are specifically not accountable nor responsible for the day to day operation of such activities. Although designation of a member or members as an "audit committee financial expert" is based on that individual's education and experience, which that individual will bring to bear in carrying out his or her duties on the Audit Committee, designation as an "audit committee financial expert" does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Audit Committee and Board in the absence of such designation. Rather, the role of any audit committee financial expert, like the role of all Audit Committee members, is to oversee the process and not to certify or guarantee the internal or external audit of the Company's financial information or public disclosure.

3. COMPOSITION OF AUDIT COMMITTEE

The Audit Committee shall consist of three or more directors, a majority of whom are resident Canadians (as defined in the *Canada Business Corporations Act*), and all of whom are unrelated and/or independent for the purposes of applicable Canadian and United States securities law and applicable rules of any stock exchange on which the Company's securities are listed. Each member of the Audit Committee shall be financially literate and at least one member shall have accounting or related financial management expertise (as those terms are defined from time to time under the requirements or guidelines for audit committee service under securities laws and the applicable rules of any stock exchange on which the Company's securities are listed for trading or, if it is not so defined, as that term is interpreted by the Board in its business judgment).

4. APPOINTMENT OF AUDIT COMMITTEE MEMBERS

The members of the Audit Committee shall be appointed by the Board from time to time on the recommendation of the Governance Committee and shall hold office until the next annual meeting of shareholders or until their successors are earlier appointed or until they cease to be directors of the Company.

5. VACANCIES

Where a vacancy occurs at any time in the membership of the Audit Committee, it may be filled by the Board on the recommendation of the Governance Committee.

6. AUDIT COMMITTEE CHAIR

The Board shall appoint a Chair of the Audit Committee who shall:

(a) review and approve the agenda for each meeting of the Audit Committee and, as appropriate, consult with members of management;

(b) preside over meetings of the Audit Committee;

(c) make suggestions and provide feedback from the Audit Committee to management regarding information that is or should be provided to the Audit Committee;

(d) report to the Board on the activities of the Audit Committee relative to its recommendations, resolutions, actions and concerns; and

(e) meet as necessary with the internal and external auditor.

7. ABSENCE OF AUDIT COMMITTEE CHAIR

If the Chair of the Audit Committee is not present at any meeting of the Audit Committee, one of the other members of the Audit Committee present at the meeting shall be chosen by the Audit Committee to preside at the meeting.

8. SECRETARY OF AUDIT COMMITTEE

The Corporate Secretary shall act as Secretary to the Audit Committee.

9. MEETINGS

The Chair, or any two members of the Audit Committee, or the internal auditor, or the external auditor, may call a meeting of the Audit Committee. The Audit Committee shall meet at least quarterly. The Audit Committee shall meet periodically with management, the internal auditor and the external auditor in separate executive sessions.

10. QUORUM

A majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permit all persons participating in the meeting to speak to each other, shall constitute a quorum.

11. NOTICE OF MEETINGS

Notice of the time and place of every meeting shall be given in writing, facsimile communication or by other electronic means to each member of the Audit Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. ATTENDANCE OF COMPANY OFFICERS AND EMPLOYERS AT MEETING

At the invitation of the Chair of the Audit Committee, one or more officers or employees of the Company may attend any meeting of the Audit Committee.

13. PROCEDURE, RECORDS AND REPORTING

The Audit Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Audit Committee may deem appropriate but not later than the next meeting of the Board.

14. REVIEW OF CHARTER AND EVALUATION OF AUDIT COMMITTEE

The Audit Committee shall review its Charter annually or otherwise, as it deems appropriate and, if necessary, propose changes to the Governance Committee and the Board. The Audit Committee shall annually review the Audit Committee's own performance.

15. OUTSIDE EXPERTS AND ADVISORS

The Audit Committee is authorized, when deemed necessary or desirable, to retain and set and pay the compensation for independent counsel, outside experts and other advisors, at the Company's expense, to advise the Audit Committee or its members independently on any matter.

16. RELIANCE

Absent actual knowledge to the contrary (which shall be promptly reported to the Board), each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons or organizations within and outside the Company from which it receives information, (ii) the accuracy of the financial and other information provided to the Audit Committee by such persons or organizations and (iii) representations made by management and the external auditor, as to any information technology, internal audit and other non-audit services provided by the external auditor to the Company and its subsidiaries.