

February 16, 2022

Submission to:

Alberta Securities Commission  
Autorité des marchés financiers  
British Columbia Securities Commission  
Financial and Consumer Services Commission, New Brunswick  
Financial and Consumer Affairs Authority of Saskatchewan  
Manitoba Securities Commission  
Nova Scotia Securities Commission  
Nunavut Securities Office  
Office of the Superintendent of Securities, Newfoundland and Labrador  
Ontario Securities Commission  
Office of the Superintendent of Securities, Northwest Territories  
Office of the Yukon Superintendent of Securities  
Superintendent of Securities, Department of Justice and Public Safety, Prince Edward Island

Delivered via email to:

The Secretary, Ontario Securities Commission, [comment@osc.gov.on.ca](mailto:comment@osc.gov.on.ca) and  
Me Philippe Lebel, Corporate Secretary and Executive Director, Legal Affairs, Autorité des marchés  
financiers, [consultation-en-cours@lautorite.qc.ca](mailto:consultation-en-cours@lautorite.qc.ca)

**Re: Request for Comment on Proposed National Instrument 51-107 *Disclosure of Climate-related Matters***

To Whom it May Concern:

Enbridge Inc. (Enbridge) appreciates the opportunity to provide this submission in response to the Canadian Securities Administrators' (CSA) request for comment on proposed National Instrument 51-107 *Disclosure of Climate-related Matters* (Proposed Instrument). We appreciate the CSA's thoughtful and balanced approach for considering climate-related disclosure requirements and welcome continued consultation and dialogue on this topic.

Enbridge is a leading North American energy infrastructure company with common shares listed on the Toronto Stock Exchange and the New York Stock Exchange. Headquartered in Calgary, Alberta, Canada, our operations span across Canada and the United States (U.S.) and we have a growing offshore wind presence in Europe. Our core businesses include an extensive network of liquids and natural gas pipelines, regulated gas distribution utilities, and renewable power generation assets in North America and Europe.

Our perspective is drawn from our long and sustained history of voluntary disclosure of Enbridge's environmental, social and governance (ESG) performance. In 2021, we published our 20th annual Sustainability Report, which follows best practices in ESG reporting, including alignment with the Sustainability Accounting Standards Board (SASB) framework and the Task Force on Climate-Related Financial Disclosures (TCFD) recommendations. Enbridge has also long followed the Global Reporting

Initiative (GRI) Reporting Guidelines. In November 2020, Enbridge voluntarily and publicly announced accelerated action on a number of ESG-related matters, including a goal to achieve net zero greenhouse gas (GHG) emissions from our operations by 2050, with an interim target to reduce GHG emissions intensity 35 percent by 2030. We have made solid progress towards these ESG goals (including lowering emissions) and we have integrated our ESG goals into enterprise-wide business plans, sustainable financing, and compensation – to drive future performance. With this background, we are pleased to provide the following comments for your consideration.

### **Alignment with Best Practices for Climate Disclosure**

Enbridge recognizes that ESG and climate change issues have become increasingly important to investors and other stakeholders. As such, we strive to provide our investors with transparent information about our company, assets and operations. This includes providing ESG and climate-related information through a variety of existing disclosures, including our annual Sustainability Report, proxy circular, and ongoing engagement with both retail and institutional investors.

Enbridge appreciates the efforts of securities regulators and associations across jurisdictions to work toward a global set of sustainability reporting standards, including regarding climate. In particular, Enbridge supports the CSA's approach to leverage the TCFD recommendations, as a framework with wide market acceptance. As noted above, Enbridge voluntarily discloses climate-related information, informed by the TCFD recommendations and applying the GHG Protocol. In 2019, we published our first TCFD-aligned climate report – and we publish updates in our annual Sustainability Reports. Our 2020 Sustainability Report includes discussion on each of the four core elements of the TCFD recommendations: governance, strategy, risk management and metrics and targets, including reporting on our Scope 1, Scope 2 and certain Scope 3 GHG emissions. We acknowledge that expectations and requirements regarding climate-related disclosure are rapidly changing. In light of this, Enbridge believes that the Proposed Instrument reflects a prudent and reasonable first step and that climate-related disclosure requirements can be refined over time to meet evolving investor needs.

### **Single Set of Rules**

As noted above, Enbridge has common shares listed on both the Toronto Stock Exchange and the New York Stock Exchange. Enbridge is a corporation under the *Canada Business Corporations Act* and currently qualifies as a foreign private issuer in the U.S. for purposes of the *Securities Exchange Act of 1934*. As a foreign private issuer, although we are not required to file annual reports on Form 10-K with the U.S. Securities and Exchange Commission (SEC), we do so voluntarily. As such, Enbridge is subject to disclosure requirements in both Canada and the U.S..

As the CSA is aware, the SEC is also developing rules and guidance regarding climate-related disclosures. However, the Proposed Instrument does not currently contain a mechanism to allow inter-listed issuers to follow either the Canadian or the U.S. rules, as applicable. The result is that issuers like Enbridge may be subject to different requirements in different jurisdictions. If issuers are required to disclose under two different, and potentially conflicting regimes, this could result in increased complexity, inconsistency and diminished comparability for investors. We know that this is not the intention of the CSA. Enbridge supports the CSA in continuing to work together with securities regulators in other jurisdictions to align progress toward the shared goal of consistent, comparable and decision-useful climate-related information for market

participants. As such, we request that the CSA include a clear and transparent mechanism to enable issuers to follow either the Canadian or U.S. rules, as applicable.

One option would be to include in the Proposed Instrument an exemption provision for issuers who comply with U.S. laws and file or furnish climate-related information to the SEC. An example of such an exemption provision can be found in National Instrument 52-109 *Certificate of Disclosure in Issuers' Annual and Interim Filings*, specifically Part 8, which provides exemptions for issuers that comply with U.S. laws relating to CEO / CFO certifications. Adopting a similar approach for the Proposed Instrument would mitigate any inconsistency in reporting requirements and would provide issuers with certainty that they would not be subject to two different sets of rules.

### **Timing of Reporting**

At the outset of implementing the proposed rules, aligning the financial reporting timelines with emissions calculations and reporting will be challenging, given the complexity associated with compiling and verifying GHG data for the purposes of federal and provincial reporting. One solution would be to provide issuers an option to include, in their annual filings, a reference to the GHG reporting that would be provided later in the year when the data is ready for release.

Thank-you for the opportunity to provide comments. We welcome additional opportunities to further engage on the development of climate-related disclosure requirements.

Sincerely,  
Enbridge Inc.

(Signed) "*Robert R. Rooney*"

Robert R. Rooney, Q.C.  
Executive Vice President & Chief Legal Officer