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Annual and Special Meeting of Shareholders

❖ RULES OF CONDUCT

Welcome to the 2024 Annual and Special Meeting of Shareholders (the “Meeting”) of TC Energy Corporation (“TC Energy”).

TC Energy will be holding its 2024 annual and special meeting via a virtual-only format, using a live audio webcast with video and audio available online. It will also be archived and available for replay following the meeting.

❖ EIGHT ITEMS OF BUSINESS

1. Receive our audited consolidated financial statements for the year ended December 31, 2023, and the auditor’s report thereon.
2. Elect the directors.
3. Appoint the auditor and authorize the directors to fix their remuneration.
4. Consider and, if deemed advisable, approve a special resolution, the full text of which is set forth in Schedule A to the Information Circular, approving an arrangement under section 192 of the *Canada Business Corporations Act*, pursuant to which, among other things, TC Energy shareholders will receive one newly issued common share of TC Energy and 0.2 of a common share in a new public company called “South Bow Corporation” in exchange for each common share of TC Energy held.
5. Consider and, if deemed advisable, approve an ordinary resolution, the full text of which is set forth in Schedule B to the Information Circular, approving a shareholder rights plan for South Bow Corporation.
6. Participate in the advisory vote on our approach to executive compensation (say on pay).
7. Consider the shareholder proposal set out in Schedule M to the Information Circular.
8. Consider other business that is properly brought before the meeting or any meeting that is reconvened if the meeting is adjourned.

❖ ATTENDANCE

Registered shareholders and proxyholders (including non-registered (beneficial) shareholders who have appointed themselves as proxyholders) can register for the meeting when they connect to the webcast at <https://web.lumiagm.com/423961867>, password “tc2024” (case sensitive)

Guests - Non-registered (beneficial) shareholders who have not appointed themselves as proxyholders and any other attendees can join the meeting as guests and register for the meeting when they connect to the webcast at <https://web.lumiagm.com/423961867>

The link to the webcast can also be found on our website at [2024 Annual and Special Meeting of Shareholders](#)

For more information on how to attend the meeting, please refer to pages 8 and 9 of the Management Information Circular dated April 10, 2024 (the “Information Circular”).

❖ MEETING MATERIALS

The meeting materials, including the Information Circular, can be found online at:

- [TC Energy website](#)
- [SEDAR+](#)
- [EDGAR](#)

❖ PRIVACY NOTICE

TC Energy is committed to protecting your privacy and the Personal Information you provide to us. The collection of your Personal Information through the Lumi electronic platform (the “System”) requires consent. By accessing this System you are consenting to the collection, use and disclosure of your Personal Information for the purposes of TC Energy’s Annual and Special Meeting in accordance with the terms of use as outlined by TC Energy’s [Privacy Statement](#).

BY USING THIS SYSTEM, I ACKNOWLEDGE THAT I HAVE READ AND UNDERSTOOD THE TC ENERGY PRIVACY STATEMENT AND AGREE TO THE TERMS AND CONDITIONS IDENTIFIED IN THE PRIVACY STATEMENT.

VIRTUAL MEETING USER GUIDE

For any questions about joining or attending the meeting or about voting procedures, please refer to the Virtual Meeting User Guide published by Lumi and which is available on our website at [2024 Annual and Special Meeting of Shareholders](#)

TECHNOLOGY REQUIREMENTS AND TECHNICAL ASSISTANCE

If you participate in the virtual meeting, it is important that you are connected to the internet at all times during the meeting. It is your responsibility to ensure connectivity for the duration of the virtual meeting. You should allow ample time to log into the virtual meeting. TC Energy recommends that you log in at least 30-60 minutes before the meeting starts as this will allow you to check compatibility and complete the related procedures required to log in to the meeting.

All meeting participants must use the latest versions of Chrome, Safari, Microsoft Edge, or Firefox. Please note that Internet Explorer is not a supported platform.

If you are experiencing any difficulty connecting or watching the Meeting, ensure your VPN setting is disabled or use a computer or a network not restricted by the security settings of your organization.

For live technical assistance during the meeting, please call 403-920-2050.



**IN THE INTEREST OF HAVING A FAIR AND PRODUCTIVE MEETING,
WE ASK FOR YOUR COOPERATION IN OBSERVING THE FOLLOWING RULES OF CONDUCT:**

BUSINESS OF THE MEETING

The business matters to be conducted at the Meeting are set forth in the Information Circular. We will strictly follow the agenda of the Meeting.

VOTING

Only registered shareholders at the close of business on April 16, 2024 and duly appointed proxyholders (including beneficial shareholders who have duly appointed themselves as proxyholders), will be entitled to vote via the live webcast at the appropriate times during the Meeting if they have not done so in advance.

To vote, please log in to the webcast by entering the 15-digit control number indicated on your proxy form, in the case of registered shareholders, or entering the username as provided to you, in the case of proxyholders. If you have voted your shares prior to the Meeting, your vote has been received by TC Energy's scrutineers and there is no need to vote those shares during the Meeting, unless you wish to revoke or change your vote.

QUESTIONS

As this is a shareholders' meeting, only shareholders and duly appointed proxyholders will be entitled to submit questions at the Meeting.

It is recommended that shareholders and duly appointed proxyholders submit their questions as soon as possible during the Meeting so they can be addressed at the appropriate time.

Subject to these Rules of Conduct, we will make every effort to answer questions relating to matters to be voted on before a vote is held on each matter, if applicable.

If a shareholder has a question, such question may be submitted in writing via the Messaging icon provided in the webcast portal.

Questions may also have been submitted in advance of the Meeting by emailing investor_relations@tcenergy.com

In order to answer as many questions as possible, shareholders and duly appointed proxyholders are asked to be brief and concise and to address only one topic per question.

We are committed to transparent communication at the Meeting. Questions asked related to the business of the Meeting will not be curated and will be presented as submitted, unedited and uncensored. Questions will be answered in the order received for each item of business.

We will respond in writing as soon as practical after the Meeting to any questions that were not answered during the Meeting.

CHAIR DISCRETION

The Chair of the Meeting reserves the right to refuse questions he deems irrelevant to the business of the meeting or otherwise inappropriate. The Chair has broad authority to conduct the Meeting in a manner that is fair to all shareholders and may exercise discretion in the order in which questions are asked and the amount of time devoted to any one question.

RESPECTFUL DIALOGUE

We are committed to facilitating a productive and orderly meeting where all participants engage in respectful dialogue. Any behaviour that disrupts the meeting's orderly conduct or interferes with the participation rights of shareholders and proxyholders will not be tolerated and will be addressed accordingly.

RECORDING OF THE MEETING

A recording of the webcast will be available on TC Energy's website following of the Meeting. Any other recording of the Meeting is prohibited.

Thank you for your cooperation and for joining TC Energy at the Meeting.