

Policy.



Board diversity policy.

Purpose and scope

This Policy is intended to set out the framework for the Company's approach to Board diversity and outline the key criteria for the composition of its Board of Directors (the Board) that promotes the Company's commitment and aspirational targets to diversity and inclusion.

Policy

1 Commitment and Policy Statement

- 1.1 The Company is committed to increasing diversity of our Board over time by actively seeking qualified candidates who meet diversity criteria founded on a merit-based system for Board composition. TC Energy believes in diversity and values the benefits that diversity can bring to its Board.
- 1.2 Nomination and appointment of candidates which provide for multiple perspectives, skills, expertise, industry experience and personal characteristics such as age, gender, ethnicity and other distinctions, all contribute to the continued success of the organization.
- 1.3 The Governance Committee reviews and assesses Board composition and recommends the nomination of appointment of new directors. The Governance Committee also oversees the conduct of the annual review of Board effectiveness.
- 1.4 In considering suitable candidates for appointment or re-election to the Board the Governance Committee shall:
 - a) consider all aspects of diversity including, but not limited to, those described above, in order to enable the Committee to discharge its duties and responsibilities effectively;
 - b) assess the skills and backgrounds collectively represented on the Board to ensure that they reflect the diverse nature of the business environment in which the Company operates;
 - c) consider candidates on merit against objective criteria having due regard to the benefits of diversity on the Board; and

- d) engage, as deemed necessary, qualified independent external advisors to identify and assess candidates that meet the Board's skills and diversity criteria.

2 Board Diversity Targets

- 2.1 The Company has a target of at least 30 per cent women on our Board of Directors. If our board composition falls below our target of 30 per cent women, the Governance committee will commit to increase the gender diversity representation to its target by the next annual and general meeting of shareholders.
- 2.2 The Company has a target of at least one member who identifies as Racially and/or Ethnically diverse on our Board of Directors. If our board composition falls below our target of at least one Racially and/or Ethnically diverse member on our Board of Directors, the Governance committee will commit to increase the number of Racially and/or Ethnically diverse members on our Board of Directors to the target by the next annual and general meeting of shareholders.

3 Review, Monitoring and Reporting

- 3.1 To assess the Company's effectiveness in promoting a diverse Board which includes an appropriate number of women directors, the Governance Committee will periodically review the skills, expertise, experience, independence and background of the Board, Committees and each of its individual directors.
- 3.2 In addition, each year the Committee will:
 - a) assess the effectiveness of the Company's Board Diversity Policy and related objectives;
 - b) monitor and review the Company's progress in achieving its aspirational target for gender diversity;
 - c) monitor the implementation of this Policy; and
 - d) report to the Board and recommend any revisions that may be necessary.

Your responsibility

Personnel must follow all applicable provisions and the spirit and intent of this corporate governance document and support others in doing so. Personnel must promptly report any suspected or actual violation of this corporate governance document through available [channels](#) so that TC Energy can investigate and address it appropriately. Personnel who violate this corporate governance document or knowingly permit others under their supervision to violate it, may be subject to appropriate corrective action, up to and including termination of employment or contract, as applicable, in accordance with the Company's corporate governance documents, employment practices, contracts, collective bargaining agreements and processes.

Interpretation and administration

The Company has sole discretion to interpret, administer and apply this corporate governance document and to change it at any time to address new or changed legal requirements or business circumstances.

Non-retaliation

TC Energy supports and encourages Employees and Contractors to report suspected violations of corporate governance documents, applicable laws, regulations, and authorizations, as well as hazards, potential hazards, incidents involving health and safety or the environment, and near hits. Such reports can be made through available [channels](#). TC Energy takes every report seriously and investigates it to identify facts and, when warranted, makes improvements to our corporate governance documents and practices. All Employees and Contractors making reports in good faith will be protected from retaliation, and all Employees and Contractors must report if they or someone they know is being or has been retaliated against for reporting. Good Faith Reporting will not protect Employees and Contractors who make intentionally false or malicious reports, or who seek to exempt their own negligence or willful misconduct by the act of making a report.

Definitions

Aboriginal peoples means persons who are Indigenous, Inuit or Métis.

Good Faith Reporting means an open, honest, fair and reasonable report without malice or ulterior motive.

Personnel means full-time, part-time and temporary Employees and Contingent Workforce Contractors of TC Energy.

Racially and/or Ethnically diverse means Aboriginal peoples and members of visible minorities (means persons, other than Aboriginal peoples, who are non-Caucasian in race or non-white in colour).

TC Energy or the **Company** means TC Energy Corporation and its wholly-owned subsidiaries and/or operated entities.

Visible minorities means persons, other than Aboriginal peoples, who are non-Caucasian in race or non-white in colour.

References

Related corporate governance and supporting documents

- Code of Business Ethics Policy

How to contact us

- [Policy Questions and Comments](#)

TC Energy's reporting channels

- [Ethics Helpline](#)
- [Corporate Compliance](#)
- [Internal Audit](#)
- Human Resources
- Legal department
- Compliance Coordinators