



# Notice of 2024 annual and special meeting and notice of availability of meeting materials

You are receiving this notice as a beneficial TC Energy Corporation shareholder.\*

## Notice and access

### MEETING MATERIALS: MANAGEMENT INFORMATION CIRCULAR – APRIL 10, 2024

We are using ‘notice and access’ to deliver our Management information circular (circular) dated April 10, 2024 to you by providing you with electronic access to the document, instead of mailing paper copies. Notice and access is a more environmentally friendly and cost-conscious way to deliver the circular, reducing paper consumption and printing and mailing costs to securityholders.

Enclosed with this notice you will find a voting instruction form so you can vote your shares. See the ‘How to vote’ section below.

PLEASE REVIEW THE CIRCULAR **PRIOR** TO VOTING YOUR SHARES.

Meeting date and location	
<b>WHEN</b>	Tuesday, June 4, 2024 8 a.m. MDT
<b>WHERE</b>	Virtual-only meeting via live audio webcast online at <a href="https://web.lumiagm.com/423961867">https://web.lumiagm.com/423961867</a> , password “tc2024” (case sensitive). See “Attending and Participating in the Meeting” on pages 8 and 9 of the circular, or your voting instruction form, for instructions on how to attend the annual and special meeting online.

## What you’re voting on

The following items of business are described in “The Meeting” section of the circular and other applicable sections listed below:

<b>1</b>	<b>ELECTION OF DIRECTORS</b> Elect the directors who will serve until the end of our next annual shareholder meeting.	Pages 36, 41-54
<b>2</b>	<b>APPOINTMENT OF AUDITOR</b> Appoint KPMG LLP, Chartered Professional Accountants as auditor and authorize the directors to fix their remuneration.	Pages 36-39
<b>3</b>	<b>THE ARRANGEMENT RESOLUTION</b> Approve an arrangement under section 192 of the <i>Canada Business Corporations Act</i> , pursuant to which, among other things, TC Energy shareholders will receive one new 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, as set forth in <i>Schedule A</i> of the circular.	Pages 40, 56-94
<b>4</b>	<b>THE SOUTH BOW SHAREHOLDER RIGHTS PLAN RESOLUTION</b> Approve a shareholder rights plan for South Bow Corporation, as set forth in <i>Schedule B</i> of the circular.	Pages 40, 95-97
<b>5</b>	<b>ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY ON PAY)</b> Accept TC Energy’s approach to executive compensation, as set forth in the circular.	Pages 40, 132-138, 147-181
<b>6</b>	<b>SHAREHOLDER PROPOSAL</b> Consider the shareholder proposal, as set forth in <i>Schedule M</i> of the circular.	M1-M4

To access the Management information circular and the 2023 Annual report, go to:

[www.tcenergy.com/notice-and-access](http://www.tcenergy.com/notice-and-access) or [www.sedarplus.ca](http://www.sedarplus.ca)

\*Throughout this notice, ‘TC Energy’ and ‘our’ refer to TC Energy Corporation and ‘you’, ‘your’ and ‘shareholder’ refer to a beneficial holder of common shares of TC Energy Corporation.

## How to vote

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You have options. To vote your shares, use one of the following voting methods (these methods are also outlined on your enclosed voting instruction form):



**ON THE INTERNET** Go to [proxyvote.com](https://proxyvote.com)



**BY PHONE** Call 1-800-474-7493 (English) or 1-800-474-7501 (French)



**BY MAIL** Data Processing Centre  
PO Box 3700,  
Stn Industrial Park  
Markham, ON L3R 9Z9

**Please note you cannot vote your shares by returning this notice.**

To be valid, your voting instruction form must be received at least one business day before the proxy deposit date of Friday, May 31, 2024. If the meeting is adjourned or postponed, your voting instruction form must be received no less than 48 working hours before the time of the adjourned or postponed meeting.

**Your voting instruction form may provide for an earlier voting deadline in order to process your votes in a timely manner. To ensure your votes are counted, you should ensure your voting instruction form is submitted in the timeline provided for on such voting instruction form.**

## Questions?

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If you have any questions about this notice, or to request copies of the circular or 2023 Annual report after the meeting date, please contact our Investor Relations line at 1-800-361-6522.

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## How to request a paper copy of the circular

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Shareholders may request to receive a paper copy of the circular by mail, at no cost to you for up to one year beginning April 26, 2024, by using the control number on the enclosed voting instruction form.

To request a paper copy before the meeting date, call the number below and follow the instructions:



**BY PHONE**

Toll free, within North America, call: 1-877-907-7643

Outside of North America, call: 1-303-562-9305 (English) or 1-303-562-9306 (French).

If you do not have a control number, please call toll free, within North America:

1-844-916-0609 (English) or 1-844-973-0593 (French).

Outside of North America, call: 1-303-562-9305 (English) or 1-303-562-9306 (French).



**ON THE INTERNET** Go to [proxyvote.com](https://proxyvote.com)

To ensure you receive the materials in advance of the voting deadline, all requests should be received by **5 p.m. EDT on Friday, May 17, 2024.**

Please note you will not be sent another voting instruction form, so please retain the one mailed to you to vote your shares.

*We also provide paper copies of the circular and 2023 Annual report to shareholders who have standing instructions to receive, or for who TC Energy has received a request to provide paper copies of materials.*