

Third quarter 2023 conference call



# Call participants

François Poirier – President and Chief Executive Officer

Joel Hunter – Executive Vice-President and Chief Financial Officer

**Stanley G. Chapman, III** – Executive Vice-President and Chief Operating Officer, Natural Gas Pipelines

**Annesley Wallace** – Executive Vice-President, Strategy and Corporate Development and President, Power and Energy Solutions

**Bevin Wirzba** – Executive Vice-President and Group President, Liquids Pipelines and Coastal GasLink, intended South Bow CEO

Richard Prior – President, Liquids Pipelines, intended South Bow COO

**Tina Faraca** – Executive Vice-President and President, U.S. Natural Gas Pipelines

**Greg Grant** – President, Canadian Natural Gas Pipelines

Gavin Wylie - Vice-President, Investor Relations



## Forward-looking information and non-GAAP measures

This presentation includes certain forward-looking information, including future oriented financial information or financial outlook, which is intended to help current and potential investors 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 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 presentation. Our forward-looking information in this presentation includes, but is not limited to, statements related to: the progress of Coastal GasLink, Southeast Gateway and VdR south projects, including mechanical completion, offshore installations and in-service dates, our projected comparable EBITDA and debt-to-EBITDA leverage metrics for 2023 and 2024, our targeted leverage metrics, our expected pay-out ratios, our expected capital expenditures, cash flows and dividend outlook, our financial and operational performance, including the performance of our subsidiaries, expectations about strategies and goals for growth and expansion, including acquisitions, expected future financing options available along with portfolio management, expectations about the new Liquids Pipelines Company following the completion of the spinoff transaction, including the management and credit ratings thereof, expectations regarding the size, structure, timing, conditions and outcome of ongoing and future transactions, including the monetization of certain pipelines, the spinoff transaction and our asset divestiture program, expected access to and cost of capital, expected energy demand, expected costs and schedules for planned projects, including projects under construction and

Our forward-looking information is based on certain key assumptions and is subject to risks and uncertainties, including but not limited to realization of expected benefits from acquisitions, divestitures, the spinoff transaction and energy transition, the terms, timing and completion of the spinoff transaction, including the timely receipt of all necessary approvals and tax rulings, our ability to successfully implement our strategic priorities, including Focus Project, and whether they will yield the expected benefits, our ability to implement a capital allocation strategy aligned with maximizing shareholder value, the operating performance of our pipelines, power generation and storage assets, amount of capacity sold and rates achieved in our pipeline businesses, the 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, the 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, cyber security and technological developments, ESG-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, cyber security and technological developments, ESG-related risks, impact of energy transition on our b

For additional information on the assumptions made, and the risks and uncertainties which could cause a ctual results to differ from the anticipated results, refer to the most recent Quarterly Report to Shareholders and Annual Report filed under TC Energy's profile on SEDAR+ at <a href="www.sedapplus.ca">www.sedapplus.ca</a> and with the U.S. Securities and Exchange Commission at <a href="www.sec.gov">www.sec.gov</a>.

This presentation contains references to the following non-GAAP measures: comparable EBITDA, comparable earnings per common share (CEPs), adjusted funds from operations (AFFO) and comparable funds generated from operations. It also contains references to debt-to-EBITDA, a non-GAAP ratio, which is calculated using adjusted debt and adjusted comparable EBITDA, each of which are non-GAAP measures. We believe debt-to-EBITDA ratios provide investors with a useful credit measure as they reflect our ability to service our debt and other long-term commitments. Dividend payout ratio is also referred to in the presentation, which is calculated as the percentage of such measure in the relevant period which comprises the amount of dividends expected to be paid to holders of common shares in such period. We believe this payout ratio provides investors with useful information regarding the ability of, and the extent to which, TC Energy pays dividends on its common shares.

These non-GAAP measures do not have any standardized meaning as prescribed by GAAP and therefore may not be comparable to similar measures presented by other entities. These non-GAAP measures are calculated by adjusting certain GAAP measures for specific items we believe are significant but not reflective of our underlying operations in the period. These comparable measures are calculated on a consistent basis from period to period and are adjusted for specific items in each period, as applicable except as otherwise described in the Condensed consolidated financial statements and MD&A or the Appendices hereto. Refer to: (i) each bus iness segment for a reconciliation of comparable EBITDA to segmented earnings (losses); (ii) Consolidated results section for reconciliations of comparable earnings and comparable earnings per common share to Net income attributable to common shares and Net income per common share, respectively, (iii) Financial condition section for a reconciliation of comparable funds generated from operations to Net cash provided by operations; and (iv) the Appendices hereto for a reconciliations of adjusted funds from operations to net cash provided by operations, adjusted comparable EBITDA to segmented earnings. Refer to the non-GAAP measures section of the MD&A in our most recent quarterly report for more information about the non-GAAP measures we use, which section of the MD&A is incorporated by reference. The MD&A can be found on SEDAR+ at <a href="https://www.sedarplus.ca">www.sedarplus.ca</a> under TC Energy's profile.





François Poirier
President and Chief Executive Officer





# Progressing our 2023 priorities



- Continue to track planned cost and schedule on both Coastal GasLink and Southeast Gateway
  - Achieved mechanical completion on Coastal GasLink, ahead of schedule
- Placed ~\$5 billion of projects into service year-to-date, including Bruce Power Unit 6 MCR completed within budget and ahead of schedule



**ENHANCING** BALANCE SHEET STRENGTH AND FLEXIBILITY

- Closed sale of 40% minority interest in Columbia Gas and Columbia Gulf; cash proceeds of \$5.3 billion
  - Transaction significantly advances deleveraging target
- Evaluating capital rotation program of ~\$3 billion



- be at the **upper end of 5-7% outlook**
- Continued high system utilization and strong demand for our services
- Announced intention to spinoff Liquids business to generate incremental shareholder value

Continuing to progress 2023 priorities and unlock shareholder value





#### **Q3 OPERATIONAL HIGHLIGHTS**

## High utilization across our asset base

#### **CANADIAN NATURAL GAS PIPELINES**

- Net income<sup>(1)</sup> up 6% vs. Q3 2022
- Average NGTL System receipts of 14.0 Bcf/d, up 0.5 Bcf/d vs. Q3 2022
  - Record daily receipts of 14.6 Bcf achieved on August 6



#### **U.S. NATURAL GAS PIPELINES**

- Comparable EBITDA<sup>(2)</sup> up 5% vs. Q3 2022
- USNG LNG deliveries averaged 3.1 Bcf/d in Q3 2023, up 1.4% vs. Q3 2022
- Achieved a new record for deliveries to power generators of 5.2 Bcf on July 28
- GTN System achieved all-time delivery record of 2.96 Bcf on July 25
- GTN XPress project received FERC approval



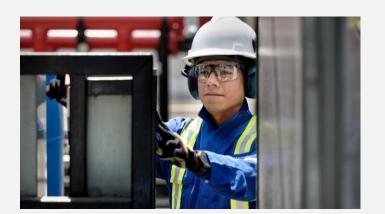


#### **Q3 OPERATIONAL HIGHLIGHTS**

## Reliably delivering to strong demand markets

#### **MEXICO NATURAL GAS PIPELINES**

- Comparable EBITDA<sup>(2)</sup> up 14% vs. Q3 2022
- VdR lateral placed in commercial service in September
- VdR south in-service targeted by second half of 2024 with the support of the CFE and state governments



#### **POWER & ENERGY SOLUTIONS**

- Bruce Power availability of 94%
  - Unit 6 returned to service in September,
     within budget and ahead of schedule
- Alberta cogeneration power plant fleet achieved
   ~98% peak price availability
  - Continued strength in Alberta power prices, averaging \$152/MWh





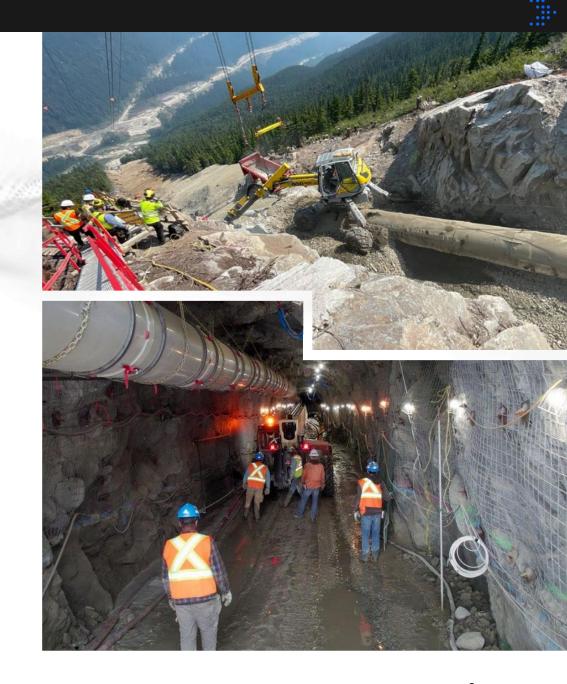


#### **DELIVERING ON 2023 PRIORITIES**

# Coastal GasLink achieves mechanical completion

#### **COASTAL GASLINK**

- 100% pipe installation and hydrotesting completed across the 670 km length
- 100% of the 800 classified water crossings are complete
- Reached mechanical completion ahead of year-end target
- Pipeline commissioning activities to be carried out during remainder of 2023
  - Expect to be ready to deliver commissioning gas to LNG Canada facility by year-end 2023
- Project remains on track with the approximately
   \$14.5 billion cost estimate





#### **DELIVERING ON 2023 PRIORITIES**

# Significant progress on Southeast Gateway

#### **SOUTHEAST GATEWAY PIPELINE**

- Continue to **track schedule** and expected cost of **US\$4.5 billion** 
  - Onshore construction at landfall sites continues to progress on plan
  - All critical permits for onshore construction received
  - Offshore engineering complete
  - Pipe coating is on track
  - Offshore pipe installation expected to begin at the end of 2023
  - ~70% of total project costs under **fixed price** contracts





## TC Energy Board Chair announcement



**JOHN LOWE** 



- Has been a Director since 2015
- Currently serves as Chair of the Governance committee and member of the HSSE committee
- Has previously served as Chair of the Audit committee
- Siim A. Vanaselja will **continue to serve** as a valued member of its Audit and Human Resources committees
- Ensures orderly succession and continued benefit of expertise
- Aligns with governance best practices







#### **Bevin Wirzba**

Executive Vice-President and Group President, Liquids Pipelines and Coastal GasLink, intended South Bow CEO





# Important milestones reached in spinoff progress

# SOUTH BOW CORPORATION

This name symbolizes the historical roots of the company in Alberta, Canada, while acknowledging the pipeline system's strategic corridor, which enables the company to deliver a premium service to the strongest U.S. demand markets. This symbolism—grounded in history and pointing towards our future—is reflective of the new company's vision, which is rooted in safety and operational excellence and guided by a team dedicated to providing highly competitive service to our customers and ultimately, North America.





**HAL KVISLE** 

INTENDED SOUTH BOW BOARD CHAIR

Extensive industry experience and intimate knowledge of TC Energy's highly competitive North American liquids system



# Reinforcing South Bow's premium value proposition

#### Strong total shareholder return

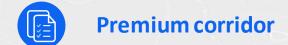






### **Unique value proposition**







Organic growth + future optionality



Various tools to manage interest risk as we approach key spinoff milestones



#### **Q3 OPERATIONAL HIGHLIGHTS**

# Differentiated system continues to deliver results

#### **LIQUIDS PIPELINES**

- Strong demand on Keystone Pipeline System and Marketlink for Canadian crude
  - Comparable EBITDA<sup>(1)</sup> up ~8% for the first nine months of 2023 vs. same period in 2022
  - ~94% operational reliability year-to-date on Keystone Pipeline System
  - Successfully completed two open seasons on Marketlink
  - Completed Milepost-14 restoration and restored natural flow to Mill Creek







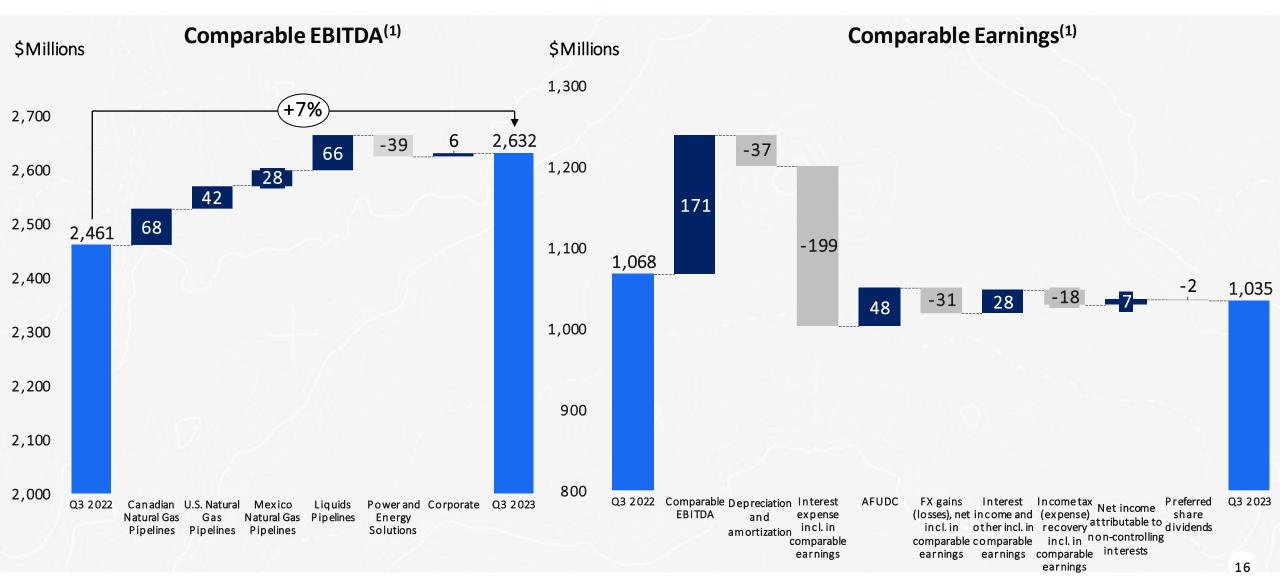
#### **Joel Hunter**

Executive Vice-President and Chief Financial Officer



#### **(**)

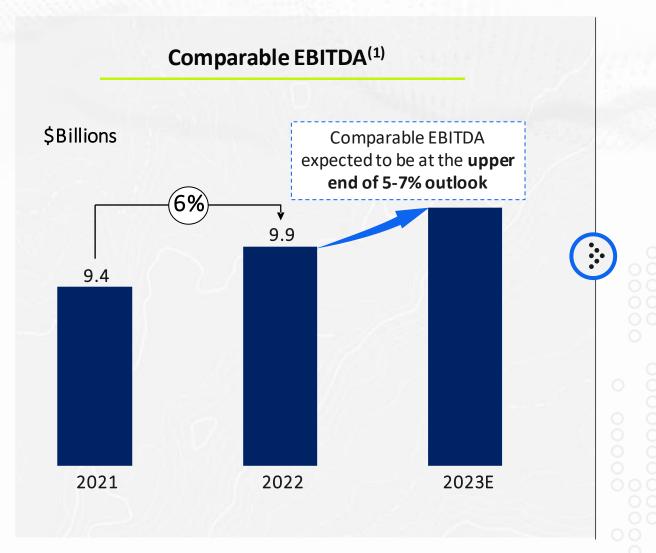
# Third quarter comparable EBITDA<sup>(1)</sup> up 7 per cent year-over-year





#### REITERATING EXPECTED SUSTAINABLE GROWTH IN 2023

## 2023E financial outlook



- 2023 Comparable EPS<sup>(1)</sup> expected to be **generally** consistent with 2022
- ~\$5 billion placed into service year-to-date, on-budget
- 2023 capital expenditures now expected to be approximately \$12.0 to \$12.5 billion; increase is primarily related to:
  - Our decision to bring forward 2024 capital expenditures and work into 2023
    - Includes accelerating the timing of certain maintenance and growth capital expenditures to optimize efficiencies and mitigate project execution risk in our natural gas pipelines businesses
  - Foreign exchange impact of a stronger U.S. dollar



# Meaningful progress made towards deleveraging target

- Columbia Gas and Columbia Gulf 40% monetization closed with \$5.3 billion (US\$3.9 billion) in cash proceeds received October 4, delevers ~0.4x
- •• Comparable EBITDA<sup>(1)</sup> growth driven by assets expected to be placed into service 2023-2026
- 2024 credit metrics reflect partial year comparable **EBITDA contribution** from Liquids Pipelines
- \*\* ~\$8 billion of senior debt and junior subordinated notes established at South Bow; proceeds to repay debt at TC Energy
- Evaluate capital rotation program of ~\$3 billion

\$175 million of comparable EBITDA<sup>(1)</sup>  $= 0.1 \times D/EBITDA^{(2)}$ 

\$1 billion of capital or debt reduction  $= 0.1 \times D/EBITDA^{(2)}$ 



**Disciplined** capital allocation

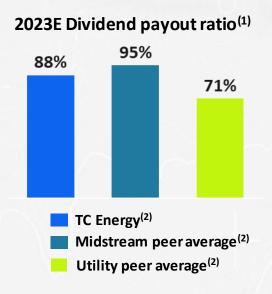
Net capital spending of \$6 to \$7 billion beyond 2024



#### FINANCIAL STRENGTH & FLEXIBILITY

# Sustainable dividend through all parts of the economic cycle

#### **Conservative earnings payout ratio**



One of the lowest payout ratios among midstream peers

# Disciplined balance sheet and capital management

- 89% of debt outstanding is fixed-rate
- Average term of ~18 years to maturity with a weighted average coupon of ~5%
- Manageable maturity profile
- \$6 to \$7 billion annual net capital expenditures
  - Diminishes reliance on external markets to fund growth
- Expect to grow commensurately with
   3% to 5% dividend growth

Sustainable growth while mitigating impact of rising interest rates

#### **Protection through regulated construct**

- Inherent protections in our regulatory framework
  - Cost of debt is a direct flow-through for regulated Canadian assets
  - Cost of debt is factored into U.S. rate cases
- Ability to increase rate case frequency

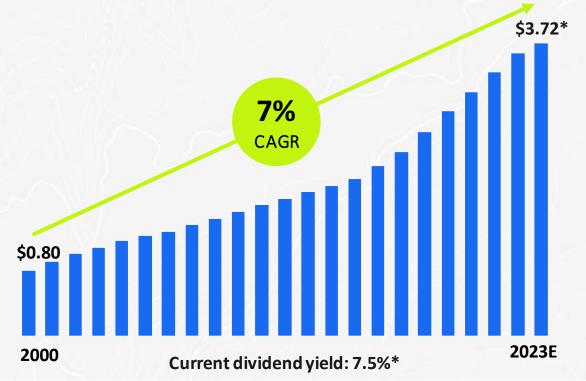
Spread between earned returns and cost of capital remains stable

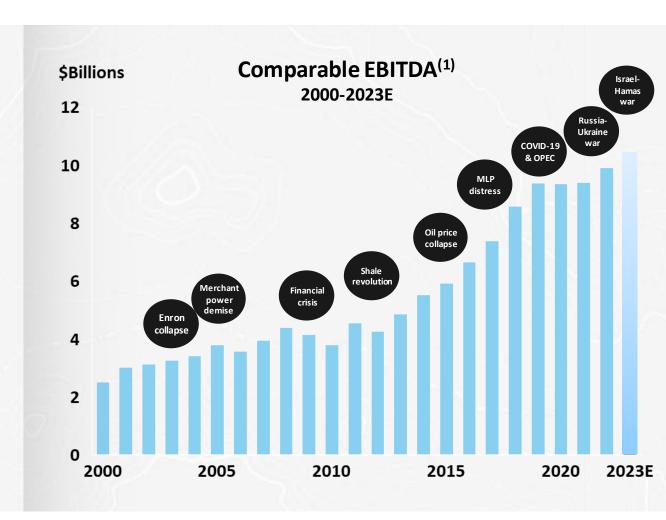


# Continued growth through disciplined investment

#### Maintaining dividend growth outlook: 3-5%

- Supported by growth in earnings and cash flow per share
- Maintain conservative payout ratios





#### 23 consecutive years of common share dividend increases



# TC Energy's value proposition



Strategic outlook is grounded in fundamentals



Financial strength and flexibility at all points of the economic cycle



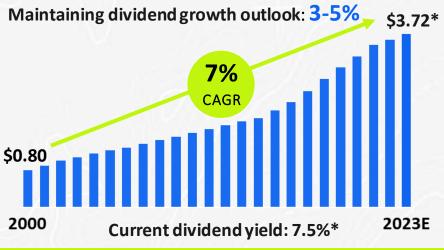
#### **DISCIPLINED APPROACH**

Adherence to well-established, conservative risk preferences



Balances sustainable dividend growth and reinvestment





Leveraging our competitive strengths to move, generate and store the energy North America relies on in a secure and sustainable way





# Third quarter 2023 conference call

**Appendix** 





## Appendix A – Non-GAAP reconciliations – Net Income (loss) to Comparable Earnings

(Millians of dollars except per share amounts)	Three months		Nine months		
(Millions of dollars, except per share amounts)	ended Se	·	ended Sept 30		
No. 1. Section 11 and April 21 and Indian account of the section 12	2023	2022	2023	2022	
Net income (loss) attributable to common shares	(197)	841	1,366	2,088	
Specific items (net of tax):	4.4=4				
Coastal GasLink impairment charge	1,179	-	2,017	-	
Keystone FERC decision	-	-	48	-	
Focus Project costs	14	-	39	-	
Milepost 14 insurance expense	-	-	36	-	
Liquids separation costs	11	-	11		
Keystone XL preservation and other	2	3	10	11	
Foreign exchange (gains) losses, net – intercompany loan	(20)	-	(11)	-	
Expected credit loss provision on net investment in leases and certain contract assets in Mexico	-	50	(80)	50	
Great Lakes goodwill impairment charge	-	-	-	531	
Settlement of Mexico prior years' income tax assessments	-	-	_	195	
Bruce Power unrealized fair value adjustments	6	(2)	-	22	
Risk management activities	40	176	(187)	253	
Comparable earnings <sup>(1)</sup>	1,035	1,068	3,249	3,150	
Net income (loss) per common share	(0.19)	0.84	1.33	2.11	
Specific items (net of tax):	(3.2.7)				
Coastal GasLink impairment charge	1.14	-	1.96	_	
Keystone FERC decision	_	-	0.05	-	
Focus Project costs	0.01	-	0.04	_	
Milepost 14 insurance expense	-	_	0.03	_	
Liquids separation costs	0.01	_	0.01	_	
Keystone XL preservation and other	-	-	0.01	0.01	
Foreign exchange (gains) losses, net – intercompany loan	(0.02)	-	(0.01)	-	
Expected credit loss provision on net investment in leases and certain	-	0.05	(0.08)	0.05	
contract assets in Mexico			, ,		
Great Lakes goodwill impairment charge	-	-	-	0.54	
Settlement of Mexico prior years' income tax assessments	<b>-</b>	-	-	0.20	
Bruce Power unrealized fair value adjustments	0.01	-	-	0.02	
Risk management activities	0.04	0.18	(0.18)	0.26	
Comparable earnings per common share	1.00	1.07	3.16	3.19	



## Appendix B – Non-GAAP reconciliations – Comparable EBITDA to Net Income (loss)

Three months

Nine months

(Millions of dollars)

_	ended Sept 30		ended S	ended Sept 30	
	2023	2022	2023	2022	
Comparable EBITDA <sup>(1)</sup>	2,632	2,461	7,881	7,218	
Depreciation and amortization	(690)	(653)	(2,061)	(1,914)	
Interest expense included in comparable earnings	(865)	(666)	(2,413)	(1,866)	
Allowance for funds used during construction	164	116	443	254	
Foreign exchange gains (losses), net included in comparable earnings	(25)	6	78	32	
Interest income and other included in comparable earnings	63	35	157	93	
In come tax (expense) recovery included in comparable earnings	(220)	(202)	(749)	(554)	
Net (income) loss attributable to non-controlling interests	(1)	(8)	(18)	(28)	
Preferred share dividends	(23)	(21)	(69)	(85)	
Comparable earnings <sup>(1)</sup>	1,035	1,068	3,249	3,150	
Specific items (net of tax):					
Coastal GasLink LP impairment charge	(1,179)	-	(2,017)	-	
Keystone FERC decision	-	-	(48)	-	
Focus Project costs	(14)	-	(39)	-	
Milepost 14 insurance expense	-	-	(36)	-	
Liquids separation costs	(11)	-	(11)	-	
Keystone XL preservation and other	(2)	(3)	(10)	(11)	
Foreign exchange (gains) losses, net – intercompany Ioan	20	-	11	-	
Expected credit loss provision on net investment in leases and certain	-	(50)	80	(50)	
contract assets in Mexico					
Great Lakes goodwill impairment charge	-	_	-	(531)	
Settlement of Mexico prior years' income tax assessments	-	_	-	(195)	
Bruce Power unrealized fair value adjustments	(6)	2	-	(22)	
Risk management activities	(40)	(176)	187	(253)	
Net income (loss) attributable to common shares	(197)	841	1,366	2,088	
-					



# Appendix C – Non-GAAP reconciliations – Net cash provided by operations to Comparable funds generated from operations

(Millions of dollars)

	ended Sept 30		ended Sept 30	
	2023	2022	2023	2022
Net cash provided by operations	1,824	1,701	5,408	4,350
Increase (decrease) in operating working capital	(102)	(67)	15	511
Funds generated from operations <sup>(1)</sup>	1,722	1,634	5,423	4,861
Specific items:				
Keystone FERC decision, net of current income tax	-	-	48	-
Milepost 14 insurance expense	-	-	36	-
Focus Project costs, net of current income tax	15	-	42	-
Liquids separation costs	15		15	
Keystone XL preservation and other, net of current income tax	3	3	11	12
Settlement of Mexico prior years' income tax assessments			_	195
Comparable funds generated from operations(1)	1,755	1,637	5,575	5,068





# Appendix D – Non-GAAP reconciliations – Adjusted Debt/Adjusted Comparable EBITDA (D/EBITDA)

Adjusted debt and adjusted comparable EBITDA are non-GAAP measures used to compute the D/EBITDA multiple. Each of adjusted debt and adjusted comparable EBITDA measures does not have any standardized meaning prescribed by GAAP and therefore, may not be comparable to similar measures presented by other companies.

Adjusted debt is defined as the sum of Reported total debt, including Notes payable, Long-Term Debt, Current portion of long-term debt and Junior Subordinated Notes, as reported on our Consolidated balance sheets as well as Operating lease liabilities recognized on our Consolidated balance sheet and 50 per cent of Preferred Shares as reported on our Consolidated balance sheet due to the debt-like nature of their contractual and financial obligations, less Cash and cash equivalents as reported on our Consolidated balance sheet and 50 per cent of Junior Subordinated Notes as reported on our Consolidated balance sheet due to the equity-like nature of their contractual and financial obligations.

Adjusted comparable EBITDA is calculated as comparable EBITDA excluding Operating lease costs recorded in Plant operating costs and other in our Consolidated statement of income and adjusted for Distributions received in excess of income from equity investments as reported in our Consolidated statement of cash flows which is more reflective of the cash flows available to TC Energy to service our debt and other long-term commitments. See the forward-looking information and non-GAAP measures slide at the front of the presentation for more information.





# Appendix D – Non-GAAP reconciliations – Adjusted Debt/Adjusted Comparable EBITDA (D/EBITDA) continued

Millions	Year ended December 31		
	2022	2021	
Reported total debt	58,300	52,766	
Management adjustments:			
Debt treatment of preferred shares (2)	1,250	1,744	
Equity treatment of junior subordinated notes (3)	(5,248)	(4,470)	
Cash and cash equivalents	(620)	(673)	
Operating lease liabilities	433	429	
Adjusted debt	54,115	49,796	
Comparable EBITDA (4)	9,901	9,368	
Operating lease cost	106	105	
Distributions received in excess of income from equity investments	(29)	77	
Adjusted Comparable EBITDA	9,978	9,550	
Adjusted Debt/Adjusted Comparable EBITDA (1)	5.4	5.2	

<sup>(1)</sup> Comparable EBITDA is a non-GAAP measure. Management methodology. Individual rating agency calculations will differ.

<sup>(2) 50%</sup> debt treatment on \$2.5 billion of preferred shares as of December 31, 2022

<sup>(3) 50%</sup> equity treatment on \$10.5 billion of junior subordinated notes as of December 31, 2022. U.S. denominated notes translated at December 31, 2022, U.S./Canada foreign exchange rate of 1.35 (4) Comparable EBITDA is a non-GAAP measure. See the forward-looking information and non-GAAP measures slide at the front of this presentation and the Appendix for more information.