Enbridge Energy Partners, L.P. Completes Strategic Review; Returning to a pure-play liquids MLP
This presentation includes forward-looking statements and projections, which are statements that do not relate strictly to historical or current facts. These statements include future financial performance or frequently use the following words, variations thereon or comparable terminology: “anticipate,” “believe,” “consider,” “continue,” “could,” “estimate,” “expect,” “explore,” “evaluate,” “forecast,” “intend,” “may,” “opportunity,” “plan,” “position,” “project,” “should,” “strategy,” “target,” “will” and similar words. Although the Partnership believes that such forward-looking statements are reasonable based on currently available information, such statements involve risks, uncertainties and assumptions and are not guarantees of performance. Future actions, conditions or events and future results of operations may differ materially from those expressed in these forward-looking statements. Many of the factors that will determine these results are beyond the Partnership’s ability to control or predict. Specific factors that could cause actual results to differ from those in the forward-looking statements include: (1) changes in the demand for or the supply of, forecast data for, and price trends related to crude oil, liquid petroleum, natural gas and NGLs, including the rate of development of the Alberta Oil Sands and shut-downs or cutbacks at refineries, petrochemical plants, utilities or other businesses for which the Partnership transports products or to whom the Partnership sells products; (2) the ability of the Partnership or its joint venture partners, as applicable, to successfully complete and finance projects, including the Bakken Pipeline transaction; (3) the effects of competition, in particular, by other pipeline systems; (4) hazards and operating risks that may not be covered fully by insurance; (5) costs in connection with complying with the settlement consent decree related to Line 6B and Line 6A, which is still subject to court approval, and/or the failure to receive court approval of, or material modifications to, such decree; (6) changes in or challenges to the Partnership’s tariff rates; (7) changes in laws or regulations to which the Partnership is subject, including compliance with environmental and operational safety regulations that may increase costs of system integrity testing and maintenance; and (8) permitting at federal, state and local levels or renewals of rights of way.

“Enbridge” refers collectively to Enbridge Inc. and its subsidiaries other than the Partnership and its subsidiaries.

Forward-looking statements regarding sponsor support transactions or sales of assets (to Enbridge or otherwise) are further qualified by the fact that Enbridge is under no obligation to provide additional sponsor support and neither Enbridge nor any third party is under any obligation to offer to buy or sell us assets, and we are under no obligation to buy or sell any such assets. As a result, we do not know when or if any such transactions will occur. Any statements regarding sponsor expectations or intentions are based on information communicated to us by Enbridge, but there can be no assurance that these expectations or intentions will not change in the future.

Except to the extent required by law, we assume no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Reference should also be made to the Partnership’s filings with the U.S. Securities and Exchange Commission (the “SEC”), including its Annual Report on Form 10-K, Current Reports on Form 8-K and any subsequently filed Quarterly Report on Form 10-Q for additional factors that may affect results. These filings are available to the public over the Internet at the SEC’s web site (www.sec.gov) and at the Partnership’s web site.
### Restructuring Highlights
#### Key Outcomes of Strategic Review

Low risk, pure-play liquids pipeline MLP provides attractive risk-adjusted returns for unitholders

<table>
<thead>
<tr>
<th>Purified Asset Mix</th>
<th>Low-risk, “Utility-like” Business</th>
<th>Strong Distribution Coverage</th>
<th>Investment Grade Credit Profile</th>
<th>Growth through Secured JFAs</th>
<th>Simplified Capital Structure</th>
</tr>
</thead>
<tbody>
<tr>
<td>Divested gas business</td>
<td>~96% Cost of service or equivalent*; Take-or-pay</td>
<td>1.2x total</td>
<td>4.5x → 4.0x</td>
<td>~3% DCF/Unit growth CAGR</td>
<td>Redeemed preferred units; simplified IDR</td>
</tr>
<tr>
<td></td>
<td></td>
<td>1.5x cash</td>
<td>2017-2020 Consolidated Debt/EBITDA</td>
<td></td>
<td></td>
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</tbody>
</table>

*Contract terms for our Lakehead system expansion projects mitigate volume risk for all expansions subsequent to Alberta Clipper. In the event volumes were to decline by approximately 500Kbpd from current levels out of the Superior, Wisconsin terminal, Lakehead could be subject to volume risk, however, the pipeline could potentially file cost of service rates if there was a substantial divergence between costs and revenues mitigating volume risk. Similarly, our ND system can also file cost of service rates if there is a substantial divergence between costs and revenues on the pipeline.
Restructuring Objectives

A return to our roots: low risk, pure-play liquids pipeline MLP

- A complete and sustainable restructuring
- An attractive stand-alone value proposition
- Improved risk profile
- More visible growth outlook
- Simplified structure
- Aligned with Enbridge’s long-term sponsored vehicle strategy
Transaction Details
A complete and sustainable restructuring

- **Quarterly distributions reduced 40%** to $0.35/unit ($1.40/unit annualized). Expected 2017 pro forma total and cash distribution coverage of ~1.2x and ~1.5x, respectively.

- **Sale of Midcoast Gas Gathering and Processing business** to an Enbridge affiliate for $2.15B, including $840 million of debt (at March 31, 2017)

- **Finalized joint-funding for the Bakken Pipeline System investment** with EEP owning a 25% interest initially, with a 20% step up purchase option

- **Redemption of $1.2 billion of Series 1 Preferred Units** with proceeds from the issuance of $1.2 billion of new Class A common units to EECI and repayment of the accrued amounts ($360 million) with a portion of the cash from the Midcoast sale

- **Restructured incentive distribution rights** with a 23% top tier and elimination of Class D units
Significantly Enhanced Balance Sheet
Committed to strong investment-grade credit rating

**Sources & Uses of Transaction Proceeds** ($B)

<table>
<thead>
<tr>
<th>Sources</th>
<th>Uses</th>
</tr>
</thead>
<tbody>
<tr>
<td>Line 3 Step Down</td>
<td>EA Step Up $(0.36)</td>
</tr>
<tr>
<td>Class A Proceeds</td>
<td>Preferred Repayment (1.20)</td>
</tr>
<tr>
<td>G&amp;P Sale incl. Debt</td>
<td>Preferred Deferral Repayment (0.36)</td>
</tr>
<tr>
<td></td>
<td>Bakken Investment (0.37)</td>
</tr>
<tr>
<td></td>
<td>Receivable Agreement Termination (0.16)</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>Debt Reduction (1.35)</strong></td>
</tr>
<tr>
<td>$0.45</td>
<td>$(3.80)</td>
</tr>
</tbody>
</table>

Significant debt reduction immediately improves credit metrics

Consolidated Debt/EBITDA (2017-2020)

~5.3x

Debt / EBITDA expected to improve as high-quality projects are placed into service

1Includes actions previously announced on January 27, 2017.
22017 Pro Forma assumes restructuring actions occurred on January 1, 2017.
Strong Distribution Coverage
~1.2x total distribution coverage targeted

- Greater distribution stability and sustainability
- Strong coverage given low risk nature of business
- Retained cash alleviates near-term equity funding requirements & capital market risk
- Supports enhanced credit profile and financial flexibility

* 2017 Pro Forma assumes restructuring actions occurred on January 1, 2017.
Limited Partner Equity Capitalization(*)

Before:
- 11% Preferreds (ENB)
- 20% I Units
- 66% LP Units

After:
- 19% Preferreds (ENB)
- 19% I Units
- 81% LP Units

Eliminating $1.2B preferred units removes overhang and strengthens balance sheet

Incentive Distribution Rights

• Elimination of Class D units
• Marginal incentive split capped at 23%
• Limited burden and drag on cost of equity
  - Incentive distribution at ~2% of total (pro forma 2017)

Restructured IDRs preserve incentive to grow distributions with limited cost of capital impact

*Simplified Capital and Incentive Structure
Eliminating preferred units and restructuring IDRs aligns GP and public LP interests

*Does not include GP interest, Class D units or Class F units
Pure-Play Liquids Pipeline MLP
World class liquids infrastructure spanning the U.S.

- Exceptional North American infrastructure
- Excellent market reach
- Low-risk commercial agreements
- Competitive and stable tolls
- Visible growth through secured Joint Funding Arrangements
Mainline System
Overview

• Comprised of the Lakehead System in the United States which is a continuation of the Canadian Mainline System
• Combined annual operating capacity of ~2.85 MMbpd
  – Record deliveries averaged 2.792 MMbpd in January 2017
  – Accounted for 56% of CDN exports to the U.S. (2016)
• Access to ~3.5 MMbpd of connected refineries and downstream pipelines
• Expansive terminal presence provides operational flexibility
• Competitive tolls, best netback
• Top shippers include fully integrated oil companies and refiners - strong credit counterparties

Largest, longest and most complex petroleum pipeline system in the world
Lakehead – Commercial Model

Low-risk framework minimizes volume risk

Tolls & Deliveries:

- Lakehead Toll
- Lakehead System Deliveries (kbpd)

Tolling Agreements (% of EBITDA):

- Expansion Facility Surcharge 45%
- Alberta Clipper 10%
- Southern Access 10%
- Base toll 35%

Contract length provides stability:

- Mainline Expansions 27 years
- Eastern Access 26 years
- Southern Access 21 years
- Alberta Clipper 8 years

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Lakehead - Extensive Market Reach
Premier connectivity to North American refining centers

- Direct access to 2 MMbpd of refinery capacity
- 1.5 MMbpd of takeaway market access pipeline capability
- Overall total refining capacity of 9.9 MMbpd in the markets served
- Connected refineries:
  - **Minneapolis**
    - Connected Refineries: Flint Hills Resources & NTE
  - **Superior**
    - Demand: Calumet
  - **Chicago**
    - Connected Refineries: BP, ExxonMobil & Citgo
  - **Detroit**
    - Connected Refineries: Marathon
  - **Toledo**
    - Connected Refineries: BP/Husky, PBF Energy
  - **Ontario/Warren**
    - Connected Refineries: Suncor, IOL, Shell & United

- Downstream markets:
  - **Line 9**
    - Connected Refineries: Suncor & Valero
  - **SAX**
    - Connected Refineries: Marathon & P66
  - **Cushing/USGC**
    - Connected Refineries: Multiple refineries
Lakehead: Strengthening the Business

Lakehead Throughput (Kbpd)

Cost Management
- Aggressive G&A management
- Power and DRA management
- Synergies from Spectra Energy acquisition
  - Overhead and supply chain
- Financing cost improvements

Mainline Expansion Options

<table>
<thead>
<tr>
<th>Project</th>
<th>Kbpd</th>
</tr>
</thead>
<tbody>
<tr>
<td>Line 3R</td>
<td>375</td>
</tr>
<tr>
<td>DRA Optimization</td>
<td>75</td>
</tr>
<tr>
<td>Line 4 Capacity Recovery</td>
<td>75</td>
</tr>
<tr>
<td>Horse Power Expansion</td>
<td>100</td>
</tr>
<tr>
<td>Total Incremental Capacity Potential</td>
<td>625</td>
</tr>
</tbody>
</table>

Maintenance & Integrity Spending

M&I has levelized at lower go-forward rates
Low-Risk “Utility-Like” Business
Reliable Business Model Provides Highly Predictable Cash Flows

Stable Business
~96% of cash flow underpinned by long term cost of service or equivalent¹ and take or pay agreements

Investment Grade Customers
~100% of revenue from investment grade or equivalent customers

Direct Commodity Exposure (CFaR)*
<1% of cash flow directly subject to commodity price fluctuations

¹ Contract terms for our Lakehead system expansion projects mitigate volume risk for all expansions subsequent to Alberta Clipper. In the event volumes were to decline by approximately 500Kbpd from current levels out of the Superior, Wisconsin terminal, Lakehead could be subject to volume risk, however, the pipeline could potentially file cost of service rates if there was a substantial divergence between costs and revenues mitigating volume risk. Similarly, our ND system can also file cost of service rates if there is a substantial divergence between costs and revenues on the pipeline.

² Cash Flow at Risk is a statistical measure of the maximum adverse change in projected 12-month cash flow that could occur as a result of movements in market prices (over a one-month holding period) with a 97.5% level of confidence. **Predominately oil loss allowance.
DCF/unit Growth Outlook
Embedded growth supports longer term distribution growth….

- ~3% secured DCF/unit growth to 2020
  - Southern Access to 1,200MMbpd
  - Eastern Access +15% interest
  - Bakken Pipeline System +20% interest
  - Mainline Expansions +15% interest
  - Line 3 +39% interest

- Organic growth outlook 2019+
  - Low cost system expansions
  - Bakken Pipeline expansion and interconnection
  - Merchant contract terminalling
  - Ongoing system investments related to downstream market expansion opportunities

- Acquisitions & drop downs
  - Dependent on valuation and transaction multiples
2017 Financial Outlook

<table>
<thead>
<tr>
<th>Metric ($ Millions)</th>
<th>Pro Forma 2017$^2$</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adjusted EBITDA$^1$</td>
<td>1,580 - 1,680</td>
</tr>
<tr>
<td>Distributable Cash Flow$^1$</td>
<td>$700 - 750</td>
</tr>
<tr>
<td>Distribution / Unit (annualized)</td>
<td>$1.40</td>
</tr>
<tr>
<td>Net Investment Capital</td>
<td>~$350</td>
</tr>
<tr>
<td>Debt/EBITDA</td>
<td>~4.5x</td>
</tr>
<tr>
<td>Distribution Coverage</td>
<td>~1.2x</td>
</tr>
</tbody>
</table>

$^1$ Adjusted EBITDA reported on a fully consolidated basis; inclusive of non-controlling interest and other income. Adjusted EBITDA and distributable cash flow are non-GAAP financial measures. Reconciliations to comparable GAAP forward-looking measures are not available due to the challenges with estimating some of the items, particularly non-cash unrealized derivative fair value losses and gains, which are subject to market variability.

$^2$ 2017 Pro Forma assume restructuring actions occurred on January 1, 2017.

$^3$ Consolidated
EEP Investor Value Proposition
Attractive long term risk-return proposition

- **Pure-play liquids pipeline MLP** - Exceptional North American liquids infrastructure
- **Improved business risk profile** - Attractive commercial agreements and low-risk business model
- **Strong Financial Position** - Healthy distribution coverage and investment grade balance sheet
- **Moderate visible growth** - Secured through embedded organic growth and JFAs

EEP repositioned as premier, low risk, pure play liquids MLP
Supplemental Information

Asset Overview
Extensive infrastructure accommodates current and planned growth

- North Dakota System (210 kbp/d) and Bakken Expansion Pipeline (150 kbp/d) combined for total current system capacity of 360 kbp/d
  - Gathers crude from North Dakota and delivers to Enbridge Mainline which provides access to refineries in the US Midwest, Gulf Coast and Eastern Canada
- Dakota Access Pipeline & Energy Transfer crude oil pipeline
  - DAPL originates in the Bakken/Three Forks Area and accesses Patoka, Illinois hub
  - ETCO originates in Patoka and provides access to the Eastern U.S. Gulf Coast market
  - Collective effective interest in DAPL is 27.6%
- Market access targets high value markets
North Dakota System – Strategic and Competitive Position

Commercial Structure
• **North Dakota System:** Common carrier with indexed rates
• **Bakken Expansion Pipeline:** 5 & 10 year “Take or Pay” agreements, utilizing ~70% of capacity

Competitive Positioning
• Established gathering system with multiple entry points
• Access to Enbridge Mainline system and superior value markets
  – Low cost transportation option
• High customer volume demand
  – Merchant tankage opportunities
  – Expansion and reversal capability
  – Opportunities for synergies with connecting customers

Financial Modelling Considerations
• Stable results and utilization of Classic System
  – Phase V and VI surcharge expired in 2015
• Stable cash flow from Bakken Expansion Pipeline
• Future growth tied to:
  – Capital additions
  – Repurpose under-utilized assets

**Adjusted Operating Income ($ Millions)**

<table>
<thead>
<tr>
<th>Year</th>
<th>2014</th>
<th>2015</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>200</td>
<td>150</td>
<td>100</td>
</tr>
</tbody>
</table>
Cushing Terminal
Significant presence in one of North America’s largest merchant terminals

Commercial Structure
- 100% contracted
- Long term Take or Pay contracts in place

Competitive Positioning
- ~20 million barrels of storage capacity (25% of total)
- Excellent pipeline connectivity
  - 3.5 MMbpd of Inbound Capacity
  - 2.9 MMbpd of Outbound Capacity

Adjusted Operating Income ($ Millions)

<table>
<thead>
<tr>
<th>Year</th>
<th>2014</th>
<th>2015</th>
<th>2016</th>
</tr>
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<tbody>
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22
Revised IDR Tiers

<table>
<thead>
<tr>
<th>Annualized Distribution Per Unit</th>
<th>Incentive Distribution (Class F Units)*</th>
</tr>
</thead>
<tbody>
<tr>
<td>&gt; $1.18 to $1.40</td>
<td>13%</td>
</tr>
<tr>
<td>In excess of $1.40</td>
<td>23%</td>
</tr>
</tbody>
</table>

*Does not include GP interest.