

5. The name of the new company that will own the Liquids Pipelines business unit will be South Bow. TC Energy will focus on natural gas transportation infrastructure, nuclear power, pumped hydro energy storage, and new energy opportunities. South Bow will own and operate North American liquids pipeline infrastructure delivering oil produced in the Western Canadian Sedimentary Basin to critical U.S. refining markets in the Midcontinent and Gulf Coast regions, as well as delivering U.S. domestically produced oil from the Midcontinent region to the Gulf Coast region. South Bow will focus on enhancing the value of this asset base.

6. The Transaction must be approved by TC Energy's current shareholders, which is expected in mid-2024. If approved, current shareholders will retain their interest in TC Energy's shares and will receive a pro-rata allocation of newly issued common shares in South Bow.

7. South Bow will be led by Bevin Wirzba as President and CEO, and I will serve as the Senior Vice President and Chief Operating Officer. Currently, Mr. Wirzba is TC Energy's Executive Vice President and Group President, Liquids Pipelines and Coast GasLink. The proven operational and deep management team for TC Energy's Liquid Pipelines business unit will remain in place as employees of South Bow. No major changes to the procedures and programs for safety, pipeline integrity, and operations and maintenance will occur as a result of the Transaction.

8. South Bow will be headquartered in Calgary, Alberta, with a secondary office in Houston, Texas. South Bow will continue to maintain field offices and operations personnel and resources in South Dakota in proximity to the Keystone Pipeline system.

9. Hal Kvisle will be the chair of the board of directors. He was the President and CEO of TransCanada Corporation from 2001 to 2010 and has worked in the oil and gas industry since 1975. Other directors will be announced before the Transaction is completed.

10. The Transaction, if approved, will not change the permit holder and operator, TransCanada Keystone Pipeline, LP. The ultimate parent of TransCanada Keystone Pipeline, LP, will change from TC Energy to South Bow.

11. In general, the persons presently responsible for the operation and maintenance of the Keystone Pipeline will not change because of the Transaction. Those persons will become employees of South Bow and the front-line employees who deal with daily operations and stakeholder relations for the Keystone Pipeline will remain the same.

12. The purpose and mission of South Bow will be to own and operate the present Liquids Pipelines assets of TC Energy, so the spinoff will result in a parent company that is focused on the Liquids Pipelines business unit and whose assets consist of liquids pipelines infrastructure. Unlike TC Energy's current operations, the nature of South Bow's business will focus exclusively on the operation of liquids pipelines, including the Keystone Pipeline. The overall management and governance team for South Bow will be as experienced in the Liquids Pipelines business unit as the current management of TC Energy.

13. South Bow's balance sheet, which will include the asset value of the Keystone Pipeline and the other liquids pipelines currently owned by TC Energy, will be sufficient to fund its operations and liabilities, including any regulatory liability that may arise from an accidental release. South Bow is expected to have approximately 600 employees.

14. South Bow is expected to be an investment grade entity after the Transaction is completed.

15. South Bow will carry insurance coverages against catastrophic losses in the amount of \$500 million USD, including general liability, sudden and accidental pollution arising

