

## BY-LAW NO. 2

A by-law relating to advance notice of nominations of directors

### PEMBINA PIPELINE CORPORATION

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#### SECTION ONE INTRODUCTION

Pembina Pipeline Corporation (the "**Corporation**") is committed to: (a) facilitating an orderly and efficient annual or, as applicable, special shareholder meeting process; (b) ensuring that all shareholders receive adequate notice of director nominations and sufficient information with respect to all director nominees; (c) allowing the Board and shareholders a reasonable timeframe to evaluate each nominee's qualifications and suitability as a director of the Corporation; and (d) allowing shareholders to cast an informed vote with respect to the election of directors of the Corporation.

The purpose of this By-law No. 2 of the Corporation (the "**By-law**") is to provide shareholders, directors and management of the Corporation with guidance on the nomination of directors of the Corporation. This By-law is the framework by which the Corporation fixes a deadline by which holders of record of shares of the Corporation carrying the right to vote must submit director nominations to the Corporation prior to any annual or special meeting of shareholders, and sets forth the information that a shareholder must include in the notice to the Corporation in order for such notice to be in proper written form.

It is the belief of the Corporation and the Board that this By-law is beneficial to the Corporation, its shareholders and its other stakeholders. This By-law will be subject to periodic review and, subject to the Act, will reflect changes as required by Applicable Securities Laws and, at the discretion of the Board, amendments necessary to meet evolving corporate governance standards and requirements.

#### SECTION TWO INTERPRETATION

**2.1 Definitions.** In this By-law of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the *Business Corporations Act* (Alberta), or any statute that may be substituted therefor, as from time to time amended;
- (b) "**Affiliate**", when used to indicate a relationship with a specific person, means a person that, directly or indirectly, controls, is controlled by or is under common control with such specified person;
- (c) "**Applicable Securities Laws**" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the written rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each province and territory of Canada;
- (d) "**Associate**", when used to indicate a relationship with a specified person, means:
  - (i) any body corporate or trust of which such person beneficially owns or controls, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all voting securities of such body corporate or trust for the time being outstanding;

- (ii) any partner of that person;
  - (iii) any trust or estate in which such person has a substantial beneficial interest or in respect of such person serves as trustee or in a similar capacity;
  - (iv) a spouse or adult interdependent partner of such specified person;
  - (v) any person of either sex with whom such specified person is living in conjugal relationship outside marriage; or
  - (vi) any relative of such specified person or of a person mentioned in paragraph (iv) or (v) of this definition, if that relative has the same residence as the specified person;
- (e) "**Board**" means the board of directors of the Corporation;
  - (f) "**Corporate Secretary**" means the corporate secretary of the Corporation or, if there is no corporate secretary, the person who acts in a similar capacity;
  - (g) "**Public Announcement**" means disclosure in a press release reported by a national news service in Canada or in a document publicly filed by the Corporation under its profile on the System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com).

### SECTION THREE ADVANCE NOTICE OF NOMINATIONS OF DIRECTORS

**3.1 Nomination Procedures.** Subject to the Act, Applicable Securities Laws and the articles of the Corporation, only persons who are nominated in accordance with this By-law shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders, if the election of directors is a matter specified in the notice of meeting, called:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the Act, or a requisition of a shareholders' meeting by one or more of the shareholders made in accordance with the Act; or
- (c) by any person (each, a "**Nominating Shareholder**") who:
  - (i) at the close of business on the date of the giving of the notice provided for in this By-law and on the record date for notice of such meeting, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who has beneficial ownership of shares that are entitled to be voted at such meeting, and
  - (ii) complies with the notice procedures set forth below in this By-law.

**3.2 Nominations for Election.** For the avoidance of doubt, the procedures set forth in this By-law shall be the exclusive means for any person to bring nominations for election to the Board before any annual or special meeting of shareholders of the Corporation.

**3.3 Timely Notice.** In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Corporate Secretary in accordance with this By-law.

**3.4 Manner of Timely Notice.** To be timely, a Nominating Shareholder's notice must be given:

- (a) in the case of an annual meeting (including an annual and special meeting) of shareholders, not less than thirty (30) days prior to the date of the meeting; provided, however, that in the event that the meeting is to be held on a date that is less than fifty (50) days after the date on which the first Public Announcement of the date of the meeting was made (the "**Notice Date**"), notice by the Nominating Shareholder shall be made not later than the close of business on the tenth (10th) day following the Notice Date;
- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not also called for other purposes), not later than the close of business on the fifteenth (15<sup>th</sup>) day following the Notice Date; and
- (c) in the case of an annual meeting (including an annual and special meeting) of shareholders or a special meeting of shareholders called for the purpose of electing directors (whether or not also called for other purposes) where notice-and-access is used for delivery of proxy-related materials, not less than forty (40) days prior to the date of the meeting (but, in any event, not prior to the Notice Date); provided, however, that in the event that the meeting is to be held on a date that is less than fifty (50) days after the Notice Date, notice by the Nominating Shareholder shall be made, in the case of an annual meeting of shareholders, not later than the close of business on the tenth (10<sup>th</sup>) day following the Notice Date and, in the case of a special meeting of shareholders, not later than the close of business on the fifteenth (15<sup>th</sup>) day following the Notice Date.

**3.5 Proper Form of Notice.** To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary must set forth or be accompanied by, as applicable:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (each, a "**Proposed Nominee**"):
  - (i) the name, age and residential address of the Proposed Nominee;
  - (ii) the principal occupation, business or employment of the Proposed Nominee, both present and within the five years preceding the notice;
  - (iii) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by the Proposed Nominee, as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and
  - (iv) any other information relating to the Proposed Nominee that would be required to be disclosed in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws;
- (b) as to the Nominating Shareholder:

- (i) the name, business and residential address of the Nominating Shareholder; and
  - (ii) any other information relating to the Nominating Shareholder that would be required to be made in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws; and
- (c) a written consent duly signed by each Proposed Nominee with respect to being named as a nominee for election to the Board and to serve as a director of the Corporation, if elected.

Notwithstanding the foregoing, the Corporation may require any Proposed Nominee or Nominating Shareholder to furnish such other information as may be required by the Act, Applicable Securities Laws or the rules of any stock exchange on which any of the Corporation's securities are listed in order to determine the eligibility of such Proposed Nominee to serve as a director of the Corporation.

References to "**Nominating Shareholder**" in this Section 3.5 shall be deemed to refer to each shareholder that nominates or seeks to nominate a person for election as director in the case of a nomination proposal where more than one shareholder is involved in making such nomination proposal.

- 3.6 Notice to be Updated.** In addition, to be considered timely and in proper written form, a Nominating Shareholder's notice shall be promptly updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting.
- 3.7 Power of the Chair.** The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in this By-law and, if any proposed nomination is not in compliance with such procedures, to declare that such defective nomination shall be disregarded.
- 3.8 Delivery of Notice.** Notwithstanding any other provision of this By-law, notice given to the Corporate Secretary pursuant to this By-law may only be given by personal delivery, facsimile transmission or by e-mail (at such email address as stipulated from time to time by the Corporate Secretary for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery or sent by facsimile transmission (provided that receipt of the confirmation of such transmission has been received) e-mail (at the address as aforesaid) to the Corporate Secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Calgary time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
- 3.9 Discussion of Matters.** Nothing in this By-Law shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the Act.
- 3.10 Board Discretion.** Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this By-law.

**SECTION FOUR  
EFFECTIVE DATE**

**4.1 Effective Date.** This By-law shall come into force when made by the Board in accordance with the Act.

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**ADOPTED** by the Board effective the 27<sup>th</sup> day of February, 2020.

(signed) "M.H. Dilger"

Name: M.H. Dilger

Title: President and Chief Executive Officer

(signed) "R.J. Findlay"

Name: R.J. Findlay

Title: Director

**CONFIRMED** by the shareholders in accordance with the Act effective the 8<sup>th</sup> day of May, 2020.

(signed) "H.K. Andersen"

Name: H.K. Andersen

Title: Senior Vice President, External Affairs and  
Chief Legal Officer