

HYDRO ONE LIMITED

DIRECTOR POSITION DESCRIPTION

Each member of the board of directors (the “**Board**”) of Hydro One Limited (including its subsidiaries, the “**Company**”) is responsible, with the other directors, for overseeing the management of the business and affairs of the Company and assisting the Board in fulfilling its mandate. This Director Position Description sets out the Board’s expectations for service on the Board.

Personal Attributes

1. Every director is expected to have the following personal attributes:
 - (a) significant experience and expertise in business or that is applicable to business;
 - (b) served in a senior executive or leadership position;
 - (c) broad exposure to and understanding of the Canadian or international business community;
 - (d) skills for directing the management of a company;
 - (e) motivation and ability to engage effectively in Board and committee work;
 - (f) high ethical standards and integrity in personal, business and professional dealings;
 - (g) understanding of the role, responsibilities, expectations and legal duties of a director;
 - (h) ability to act independently of management (for directors who are not members of management);
 - (i) financial literacy;
 - (j) strong listening, communication and advocacy skills;
 - (k) ability to manage conflict constructively and work effectively with others; and

- (l) ability to apply good sense and sound judgement.

Specific Responsibilities

In fulfilling his or her responsibilities, each director will:

Stewardship

2. perform those duties set out in the Board mandate, the mandates of committees of the Board on which he or she serves, and any position description applicable to the director as well as such other duties as the Board may determine.
3. understand and contribute to fulfilling the Company's mission and vision, strategies and objectives.
4. comply with the corporate governance guidelines of the Company.
5. act independently of management (for directors who are not members of management).
6. be accountable for Board decisions, to stakeholders as a whole, and not to any specific shareholder(s) or other stakeholder(s).

Integrity

7. act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
8. act in the highest ethical manner and with integrity in all personal, business and professional dealings and comply with the Company's Code of Conduct.
9. avoid actual or potential conflicts of interest and the reasonable perception of a potential conflict of interest and immediately disclose details of any potential conflicting interests should they arise to the Board Chair in accordance with the corporate governance guidelines.
10. comply with laws, rules and stock exchange requirements applicable to the Board and the Company.

11. maintain in strict confidence and not disclose to third parties: (a) confidential corporate information (unless prior Board approval has been obtained); or (b) Board deliberations.

Participation

12. ensure he or she has sufficient time to devote to his or her responsibilities as director.
13. prepare for each Board and committee meeting by reviewing the materials provided and request, as appropriate, clarification or additional information in order to fully participate in Board deliberations.
14. apply his or her knowledge, skills, experience and business judgement to matters considered by the Board.
15. actively participate in deliberations and decisions of the Board and of those committees on which the director serves, probe and, as appropriate, challenge management and vote on all matters requiring a decision by the Board or the committee except where a conflict of interest may exist.
16. attend Board and committee meetings and shareholder meetings, in person as often as practicably possible, and inform himself or herself of significant matters dealt with at meetings not attended.
17. act as a resource to management and the Board outside of Board and committee meetings.
18. work constructively and effectively with other directors and officers, employees and advisors of the Company.

Education

19. continuously advance his or her knowledge about the Company's business and operations, the communities in which it operates and emerging trends and issues and significant strategic initiatives.

Approved by the Board on November 6, 2019.