

HYDRO ONE LIMITED
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (unaudited)
For the three and six months ended June 30, 2018 and 2017

	Three months ended June 30		Six months ended June 30	
	2018	2017	2018	2017
<i>(millions of Canadian dollars, except per share amounts)</i>				
Revenues				
Distribution (includes \$70 related party revenues; (2017 – \$73) and \$137 (2017 - \$143) for the three and six months ended June 30, respectively) (Note 23)	1,036	998	2,181	2,277
Transmission (includes \$415 related party revenues (2017 – \$366) and \$820 (2017 - \$735) for the three and six months ended June 30, respectively) (Note 23)	430	361	851	728
Other	11	12	21	24
	1,477	1,371	3,053	3,029
Costs				
Purchased power (includes \$247 related party costs (2017 – \$243) and \$765 (2017 - \$899) for the three and six months ended June 30, respectively) (Note 23)	674	649	1,425	1,538
Operation, maintenance and administration (Note 23)	256	274	526	545
Depreciation and amortization (Note 5)	210	199	407	394
	1,140	1,122	2,358	2,477
Income before financing charges and income taxes	337	249	695	552
Financing charges (Note 6)	99	103	187	206
Income before income taxes	238	146	508	346
Income taxes (Note 7)	32	23	74	50
Net income	206	123	434	296
Other comprehensive income	—	—	—	1
Comprehensive income	206	123	434	297
Net income attributable to:				
Noncontrolling interest	2	2	3	3
Preferred shareholders	4	4	9	9
Common shareholders	200	117	422	284
	206	123	434	296
Comprehensive income attributable to:				
Noncontrolling interest	2	2	3	3
Preferred shareholders	4	4	9	9
Common shareholders	200	117	422	285
	206	123	434	297
Earnings per common share (Note 21)				
Basic	\$0.34	\$0.20	\$0.71	\$0.48
Diluted	\$0.33	\$0.20	\$0.71	\$0.48
Dividends per common share declared (Note 20)	\$0.23	\$0.22	\$0.45	\$0.43

See accompanying notes to Condensed Interim Consolidated Financial Statements (unaudited).

HYDRO ONE LIMITED
CONDENSED INTERIM CONSOLIDATED BALANCE SHEETS (unaudited)
At June 30, 2018 and December 31, 2017

	June 30, 2018	December 31, 2017
<i>(millions of Canadian dollars)</i>		
Assets		
Current assets:		
Cash and cash equivalents	1,245	25
Accounts receivable <i>(Note 8)</i>	583	636
Due from related parties	337	253
Other current assets <i>(Note 9)</i>	164	105
	2,329	1,019
Property, plant and equipment <i>(Note 10)</i>	20,274	19,947
Other long-term assets:		
Regulatory assets <i>(Note 11)</i>	3,159	3,049
Deferred income tax assets	856	987
Intangible assets (net of accumulated amortization – \$408; 2017 – \$375)	369	369
Goodwill	325	325
Other assets	4	5
	4,713	4,735
Total assets	27,316	25,701
Liabilities		
Current liabilities:		
Short-term notes payable <i>(Note 14)</i>	1,048	926
Long-term debt payable within one year <i>(Notes 14, 16)</i>	981	752
Accounts payable and other current liabilities <i>(Note 12)</i>	917	905
Due to related parties	5	157
	2,951	2,740
Long-term liabilities:		
Long-term debt (includes \$841 measured at fair value; 2017 – \$541) <i>(Notes 14, 16)</i>	10,478	9,315
Convertible debentures <i>(Note 15, 16)</i>	488	487
Regulatory liabilities <i>(Note 11)</i>	174	128
Deferred income tax liabilities	73	71
Other long-term liabilities <i>(Note 13)</i>	2,735	2,707
	13,948	12,708
Total liabilities	16,899	15,448
<i>Contingencies and Commitments (Notes 25, 26)</i>		
<i>Subsequent Events (Note 28)</i>		
Noncontrolling interest subject to redemption	21	22
Equity		
Common shares <i>(Note 19)</i>	5,641	5,631
Preferred shares <i>(Note 19)</i>	418	418
Additional paid-in capital	51	49
Retained earnings	4,244	4,090
Accumulated other comprehensive loss	(7)	(7)
Hydro One shareholders' equity	10,347	10,181
Noncontrolling interest	49	50
Total equity	10,396	10,231
	27,316	25,701

See accompanying notes to Condensed Interim Consolidated Financial Statements (unaudited).

HYDRO ONE LIMITED
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (unaudited)

For the six months ended June 30, 2018 and 2017

Six months ended June 30, 2018 (millions of Canadian dollars)	Common Shares	Preferred Shares	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Hydro One Shareholders' Equity	Non- controlling Interest	Total Equity
January 1, 2018	5,631	418	49	4,090	(7)	10,181	50	10,231
Net income	—	—	—	431	—	431	2	433
Distributions to noncontrolling interest	—	—	—	—	—	—	(3)	(3)
Dividends on preferred shares	—	—	—	(9)	—	(9)	—	(9)
Dividends on common shares	—	—	—	(268)	—	(268)	—	(268)
Common shares issued	10	—	(10)	—	—	—	—	—
Stock-based compensation	—	—	12	—	—	12	—	12
June 30, 2018	5,641	418	51	4,244	(7)	10,347	49	10,396

Six months ended June 30, 2017 (millions of Canadian dollars)	Common Shares	Preferred Shares	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Hydro One Shareholders' Equity	Non- controlling Interest	Total Equity
January 1, 2017	5,623	418	34	3,950	(8)	10,017	50	10,067
Net income	—	—	—	293	—	293	2	295
Other comprehensive income	—	—	—	—	1	1	—	1
Distributions to noncontrolling interest	—	—	—	—	—	—	(2)	(2)
Dividends on preferred shares	—	—	—	(9)	—	(9)	—	(9)
Dividends on common shares	—	—	—	(256)	—	(256)	—	(256)
Common shares issued	8	—	(8)	—	—	—	—	—
Stock-based compensation	—	—	12	—	—	12	—	12
June 30, 2017	5,631	418	38	3,978	(7)	10,058	50	10,108

See accompanying notes to Condensed Interim Consolidated Financial Statements (unaudited).

HYDRO ONE LIMITED
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)
For the three and six months ended June 30, 2018 and 2017

	Three months ended June 30		Six months ended June 30	
(millions of Canadian dollars)	2018	2017	2018	2017
Operating activities				
Net income	206	123	434	296
Environmental expenditures	(6)	(8)	(10)	(12)
Adjustments for non-cash items:				
Depreciation and amortization (excluding asset removal costs)	182	176	361	350
Regulatory assets and liabilities	(11)	93	(3)	124
Deferred income taxes	24	18	59	38
Unrealized gain on foreign exchange contract	(22)	—	(49)	—
Other	12	8	15	8
Changes in non-cash balances related to operations (Note 24)	(93)	(130)	(139)	(53)
Net cash from operating activities	292	280	668	751
Financing activities				
Long-term debt issued	1,400	—	1,400	—
Long-term debt repaid	(1)	(1)	(1)	(1)
Short-term notes issued	1,370	1,006	2,542	1,578
Short-term notes repaid	(1,311)	(742)	(2,420)	(1,332)
Dividends paid	(141)	(135)	(277)	(265)
Distributions paid to noncontrolling interest	(2)	(3)	(5)	(3)
Other	(6)	—	(6)	—
Net cash from (used in) financing activities	1,309	125	1,233	(23)
Investing activities				
Capital expenditures (Note 24)				
Property, plant and equipment	(366)	(378)	(652)	(713)
Intangible assets	(22)	(19)	(36)	(33)
Capital contributions received	—	2	—	9
Other	4	—	7	(8)
Net cash used in investing activities	(384)	(395)	(681)	(745)
Net change in cash and cash equivalents	1,217	10	1,220	(17)
Cash and cash equivalents, beginning of period	28	23	25	50
Cash and cash equivalents, end of period	1,245	33	1,245	33

See accompanying notes to Condensed Interim Consolidated Financial Statements (unaudited).

1. DESCRIPTION OF THE BUSINESS

Hydro One Limited (Hydro One or the Company) was incorporated on August 31, 2015, under the *Business Corporations Act* (Ontario). On October 31, 2015, the Company acquired Hydro One Inc., a company previously wholly-owned by the Province of Ontario (Province). The acquisition of Hydro One Inc. by Hydro One was accounted for as a common control transaction and Hydro One is a continuation of business operations of Hydro One Inc. At June 30, 2018, the Province held approximately 47.4% (December 31, 2017 - 47.4%) of the common shares of Hydro One. The principal businesses of Hydro One are the transmission and distribution of electricity to customers within Ontario.

Earnings for interim periods may not be indicative of results for the year due to the impact of seasonal weather conditions on customer demand and market pricing.

Rate Setting

Transmission

In December 2017, the Ontario Energy Board (OEB) approved Hydro One Networks Inc.'s (Hydro One Networks) 2018 rates revenue requirement of \$1,511 million. See Note 11 - Regulatory Assets and Liabilities for additional information.

On May 10, 2018, the OEB issued its Decision and Rate Order on B2M LP's 2018 transmission application reflecting revenue requirement of \$36 million, effective January 1, 2018.

Distribution

In March 2017, Hydro One Networks filed an application with the OEB for 2018-2022 distribution rates. The requested revenue requirements, updated in June 2018, are \$1,514 million for 2018, \$1,561 million for 2019, \$1,607 million for 2020, \$1,681 million for 2021, and \$1,722 million for 2022. The OEB approval is pending.

On November 17, 2017, Hydro One filed with the OEB a request for 2018 interim rates based on 2017 OEB-approved rates, adjusted for an updated load forecast. On December 1, 2017, the OEB denied this request and set interim 2018 rates based on 2017 OEB-approved rates with no adjustments.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

These unaudited condensed interim Consolidated Financial Statements (Consolidated Financial Statements) include the accounts of the Company and its subsidiaries. Intercompany transactions and balances have been eliminated.

Basis of Accounting

These Consolidated Financial Statements are prepared and presented in accordance with United States (US) Generally Accepted Accounting Principles (GAAP) for interim financial statements and in Canadian dollars.

The accounting policies applied are consistent with those outlined in Hydro One's annual audited consolidated financial statements for the year ended December 31, 2017, with the exception of the adoption of new accounting standards as described below and in Note 3 - New Accounting Pronouncements. These Consolidated Financial Statements reflect adjustments, that are, in the opinion of management, necessary to reflect fairly the financial position and results of operations for the respective periods. These Consolidated Financial Statements do not include all disclosures required in the annual financial statements and should be read in conjunction with the 2017 annual audited consolidated financial statements.

Revenue Recognition

The Company adopted Accounting Standard Codification (ASC) 606 - *Revenue from Contracts with Customers* on January 1, 2018 using the retrospective method, without the election of any practical expedients. There was no material impact to the Company's revenue recognition policy as a result of adopting ASC 606.

Nature of Revenues

Transmission revenues predominantly consist of transmission tariffs, which are collected through OEB-approved Uniform Transmission Rates (UTR) and the monthly peak demand for electricity across Hydro One's high-voltage network. OEB-approved UTR is based on an approved revenue requirement that includes a rate of return. The transmission tariffs are designed to recover revenues necessary to support the Company's transmission system with sufficient capacity to accommodate the maximum expected demand which is influenced by weather and economic conditions. Transmission revenues are recognized as electricity is transmitted and delivered to customers.

Distribution revenues attributable to the delivery of electricity are based on OEB-approved distribution rates and are recognized on an accrual basis and include billed and unbilled revenues. Billed revenues are based on electricity delivered as measured from customer meters. At the end of each month, electricity delivered to customers since the date of the last billed meter reading is

estimated, and the corresponding unbilled revenue is recorded. The unbilled revenue estimate is affected by energy consumption, weather, and changes in the composition of customer classes.

Distribution revenue also includes an amount relating to rate protection for rural, residential, and remote customers, which is received from the Independent Electricity System Operator (IESO) based on a standardized customer rate that is approved by the OEB.

Revenues also include amounts related to sales of other services and equipment. Such revenue is recognized as services are rendered or as equipment is delivered. Revenues are recorded net of indirect taxes.

Employee Future Benefits

The Company adopted Accounting Standard Update (ASU) 2017-07 on January 1, 2018. The Company used the retrospective method for guidance relating to the presentation of the service cost component and the other components of net periodic pension and post-retirement benefit costs in the Statement of Operations and Comprehensive Income. There was no change in presentation in the Statement of Operations and Comprehensive Income. The Company used the prospective method for guidance relating to the capitalization of the service cost component of net periodic pension and post-retirement and post-employment benefit costs in assets. Upon adoption of ASU 2017-07, the Company recognized the Post-Retirement and Post-Employment Benefits Non-Service Costs Regulatory Asset. See below and Note 11 - Regulatory Assets and Liabilities for additional information.

Defined Benefit Pension

Defined benefit pension costs are recorded on an accrual basis for financial reporting purposes. Hydro One records a regulatory asset equal to the net underfunded projected benefit obligation for its defined benefit pension plan. Defined benefit pension costs are attributed to labour and a portion not exceeding the service cost component of accrual basis defined benefit pension costs is capitalized as part of the cost of property, plant and equipment and intangible assets. The remaining defined benefit pension costs are charged to results of operations (operation, maintenance and administration costs).

Post-Retirement and Post-Employment Benefits

All post-retirement and post-employment benefit costs are attributed to labour and are either charged to results of operations (operation, maintenance and administration costs) or capitalized as part of the cost of property, plant and equipment and intangible assets for service cost component and to regulatory assets for all other components of the benefit costs, consistent with their inclusion in OEB-approved rates.

3. NEW ACCOUNTING PRONOUNCEMENTS

The following tables present ASC guidance issued by the Financial Accounting Standards Board that are applicable to Hydro One:

Recently Adopted Accounting Guidance

Guidance	Date issued	Description	Effective date	Impact on Hydro One
ASC 606	May 2014 – November 2017	ASC 606 <i>Revenue from Contracts with Customers</i> replaced ASC 605 <i>Revenue Recognition</i> . ASC 606 provides guidance on revenue recognition relating to the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.	January 1, 2018	Hydro One adopted ASC 606 on January 1, 2018 using the retrospective method, without the election of any practical expedients. The Company has included the disclosure requirements of ASC 606 for interim periods in the year of adoption.
ASU 2017-07	March 2017	Service cost components of net benefit cost associated with defined benefit plans are required to be reported in the same line as other compensation costs arising from services rendered by the Company's employees. All other components of net benefit cost are to be presented in the income statement separately from the service cost component. Only the service cost component is eligible for capitalization where applicable.	January 1, 2018	Hydro One applied for a regulatory asset to maintain the capitalization of post-employment benefit related costs and as such, there is no material impact upon adoption. See Note 11 - Regulatory Assets and Liabilities.

Recently Issued Accounting Guidance Not Yet Adopted

Guidance	Date issued	Description	Effective date	Anticipated impact on Hydro One
2016-02 2018-01 2018-10 2018-11	February 2016 – July 2018	Lessees are required to recognize the rights and obligations resulting from operating leases as assets (right to use the underlying asset for the term of the lease) and liabilities (obligation to make future lease payments) on the balance sheet. ASU 2018-01 permits an entity to elect an optional practical expedient to not evaluate under ASC 842 land easements that exist or expired before the entity's adoption of ASC 842 and that were not previously accounted for as leases under ASC 840. ASU 2018-10 amends narrow aspects of ASC 842. ASU 2018-11 provides entities with an additional and option transition method in adopting ASC 842. ASU 2018-11 also permits lessors to elect an optional practical expedient to not separate nonlease components from the associated lease component by underlying asset classes.	January 1, 2019	An initial assessment is currently underway encompassing a review of existing leases, which will be followed by a review of relevant contracts. No quantitative determination has been made at this time. The Company is on track for implementation of this standard by the effective date.
2018-07	June 2018	Expansion in the scope of ASC 718 to include share-based payment transactions for acquiring goods and services from non-employees. Previously, ASC 718 was only applicable to share-based payment transactions for acquiring goods and services from employees.	January 1, 2019	Under assessment

4. BUSINESS COMBINATIONS**Avista Corporation Purchase Agreement**

In July 2017, Hydro One reached an agreement to acquire Avista Corporation (Merger) for approximately \$6.7 billion in an all-cash transaction. Avista Corporation is an investor-owned utility providing electric generation, transmission, and distribution services. It is headquartered in Spokane, Washington, with service areas in Washington, Idaho, Oregon, Montana and Alaska. The closing of the Merger is subject to receipt of certain regulatory and government approvals, and the satisfaction of customary closing conditions. Regulatory authorities in Washington and Oregon have extended the timetable for arriving at a decision in Hydro One's acquisition of Avista to mid-December 2018. In addition, the Idaho Public Utilities Commission vacated its hearing scheduled for July 23, 2018. To date, this hearing has not been rescheduled. See Note 14 - Debt and Credit Agreements, Note 15 - Convertible Debentures and Note 16 - Fair Value of Financial Instruments and Risk Management for details of bridge financing, convertible debentures and foreign exchange contract, respectively, related to financing of the Merger.

Orillia Power Purchase Agreement

In 2016, the Company reached an agreement to acquire Orillia Power Distribution Corporation (Orillia Power), an electricity distribution company located in Simcoe County, Ontario, from the City of Orillia, subject to regulatory approval by the OEB. On April 12, 2018, the OEB issued a decision denying Hydro One's proposed acquisition of Orillia Power. In May 2018, Hydro One filed a Motion to Review and Vary the OEB's decision.

5. DEPRECIATION AND AMORTIZATION

(millions of dollars)	Three months ended June 30		Six months ended June 30	
	2018	2017	2018	2017
Depreciation of property, plant and equipment	160	154	318	309
Asset removal costs	28	23	46	44
Amortization of intangible assets	16	14	33	29
Amortization of regulatory assets	6	8	10	12
	210	199	407	394

6. FINANCING CHARGES

(millions of dollars)	Three months ended June 30		Six months ended June 30	
	2018	2017	2018	2017
Interest on long-term debt	108	115	214	227
Interest on convertible debentures	16	—	31	—
Interest on short-term notes	4	1	7	2
Other	6	2	10	5
Less: Unrealized gain on foreign exchange contract	(22)	—	(49)	—
Interest capitalized on construction and development in progress	(13)	(15)	(26)	(28)
	99	103	187	206

7. INCOME TAXES

Income tax expense differs from the amount that would have been recorded using the combined Canadian federal and Ontario statutory income tax rate. The reconciliation between the statutory and the effective tax rates is provided as follows:

(millions of dollars)	Six months ended June 30	
	2018	2017
Income before income taxes	508	346
Income taxes at statutory rate of 26.5% (2017 - 26.5%)	135	92
Increase (decrease) resulting from:		
Net temporary differences recoverable in future rates charged to customers:		
Capital cost allowance in excess of depreciation and amortization	(25)	(21)
Overheads capitalized for accounting but deducted for tax purposes	(9)	(7)
Interest capitalized for accounting but deducted for tax purposes	(7)	(6)
Pension contributions in excess of pension expense	(4)	(5)
Environmental expenditures	(4)	(4)
Other	(8)	(1)
Net temporary differences	(57)	(44)
Net permanent differences	(4)	2
Total income taxes	74	50
Effective income tax rate	14.6%	14.5%

8. ACCOUNTS RECEIVABLE

(millions of dollars)	June 30, 2018	December 31, 2017
Accounts receivable – billed	307	298
Accounts receivable – unbilled	302	367
Accounts receivable, gross	609	665
Allowance for doubtful accounts	(26)	(29)
Accounts receivable, net	583	636

The following table shows the movements in the allowance for doubtful accounts for the six months ended June 30, 2018 and the year ended December 31, 2017:

(millions of dollars)	Six months ended June 30, 2018	Year ended December 31, 2017
Allowance for doubtful accounts – beginning	(29)	(35)
Write-offs	12	25
Additions to allowance for doubtful accounts	(9)	(19)
Allowance for doubtful accounts – ending	(26)	(29)

9. OTHER CURRENT ASSETS

<i>(millions of dollars)</i>	June 30, 2018	December 31, 2017
Regulatory assets <i>(Note 11)</i>	53	46
Materials and supplies	20	18
Prepaid expenses and other assets	45	41
Derivative instrument - foreign exchange contract <i>(Note 16)</i>	46	—
	164	105

10. PROPERTY, PLANT AND EQUIPMENT

<i>(millions of dollars)</i>	June 30, 2018	December 31, 2017
Property, plant and equipment	29,468	29,025
Less: accumulated depreciation	(10,636)	(10,455)
	18,832	18,570
Construction in progress	1,283	1,215
Future use land, components and spares	159	162
	20,274	19,947

11. REGULATORY ASSETS AND LIABILITIES

<i>(millions of dollars)</i>	June 30, 2018	December 31, 2017
Regulatory assets:		
Deferred income tax regulatory asset	1,836	1,762
Pension benefit regulatory asset	994	981
Environmental	190	196
Post-retirement and post-employment benefits	51	36
Foregone revenue deferral	45	23
Share-based compensation	37	40
Debt premium	24	27
Distribution system code exemption	10	10
B2M LP start-up costs	3	4
Other	22	16
Total regulatory assets	3,212	3,095
Less: current portion	53	46
	3,159	3,049
Regulatory liabilities:		
Green Energy expenditure variance	56	60
Pension cost variance	45	23
External revenue variance	36	46
Retail settlement variance account	26	—
Conservation and Demand Management deferral variance	14	28
2015-2017 rate rider	6	6
Deferred income tax regulatory liability	5	5
Other	18	17
Total regulatory liabilities	206	185
Less: current portion	32	57
	174	128

Deferred Income Tax Regulatory Asset

On September 28, 2017, the OEB issued its Decision and Order on Hydro One Networks' 2017 and 2018 transmission rates revenue requirements (Decision). In its Decision, the OEB concluded that the net deferred tax asset resulting from transition from the payments in lieu of tax regime under the *Electricity Act* (Ontario) to tax payments under the federal and provincial tax regime should not accrue entirely to Hydro One's shareholders and that a portion should be shared with ratepayers. On November 9, 2017, the OEB issued a Decision and Order that calculated the portion of the tax savings that should be shared with ratepayers. The OEB's calculation would result in an impairment of Hydro One Networks' transmission deferred income tax regulatory asset of up to approximately \$515 million. If the OEB were to apply the same calculation for sharing in Hydro One Networks' 2018-2022 distribution rates, for

which a decision is currently outstanding, it would result in an additional impairment of up to approximately \$370 million related to Hydro One Networks' distribution deferred income tax regulatory asset. In October 2017, the Company filed a Motion to Review and Vary (Motion) the Decision and filed an appeal with the Divisional Court of Ontario (Appeal). On December 19, 2017, the OEB granted a hearing of the merits of the Motion which was held on February 12, 2018. In both cases, the Company's position is that the OEB made errors of fact and law in its determination of allocation of the tax savings between the shareholders and ratepayers. The Appeal is being held in abeyance pending the outcome of the Motion. If the Decision is upheld, based on the facts known at this time, the exposure from the potential impairments would be a one-time decrease in net income and the deferred income tax regulatory assets of up to approximately \$885 million. Based on the assumptions that the OEB applies established rate making principles in a manner consistent with its past practice and does not exercise its discretion to take other policy considerations into account, management is of the view that it is likely that the Company's Motion will be granted and the aforementioned tax savings will be allocated to the benefit of Hydro One shareholders.

Foregone Revenue Deferral

As part of its September 2017 decision on Hydro One Networks' transmission rate application for 2017 and 2018 rates, the OEB approved the foregone revenue account to record the difference between revenue earned under the rates approved as part of the decision, effective January 1, 2017, and revenue earned under the interim rates until the approved 2017 rates were implemented. The OEB approved a similar account for B2M LP in June 2017 to record the difference between revenue earned under the newly approved rates, effective January 1, 2017, and the revenue recorded under the interim 2017 rates. The balances of these accounts are being returned to or recovered from ratepayers, respectively, over a one-year period ending December 31, 2018. As part of its May 2018 decision, the OEB also directed B2M LP to record in this account any revenue collected in 2018 in excess of the final approved 2018 B2M LP revenue requirement. The draft rate order submitted by Hydro One Networks relating to the transmission rate application for 2017 and 2018 rates was approved by the OEB in November 2017. This draft rate order reflects the September 2017 decision, including a reduction of the amount of cash taxes approved for recovery in transmission rates due to the OEB's basis to share the savings resulting from a deferred tax asset with ratepayers. The Company's position in the aforementioned Motion is that the OEB made errors of fact and law in its determination of allocation of the tax savings between the shareholders and ratepayers. Therefore, the Company has also reflected the impact of the Company's position with respect to the Motion in the Foregone Revenue Deferral account. The timing for recovery of this impact will be determined as part of the outcome of the Motion.

Post-Retirement and Post-Employment Benefits Non-Service Cost Regulatory Asset

Hydro One applied to the OEB for a regulatory asset to record the components other than service costs relating to its post-retirement and post-employment benefits that would have previously been capitalized to property, plant and equipment and intangible assets prior to adoption of ASU 2017-07. In May 2018, the OEB approved the regulatory asset for Hydro One Networks' Transmission Business. It is expected that the regulatory asset application for Hydro One Networks' Distribution business will be considered as part of Hydro One Networks' application for 2018-2022 distribution rates, OEB approval of which is currently pending. Hydro One has recorded the components other than service costs relating to its post-retirement and post-employment benefits that would have been capitalized to property, plant and equipment and intangible assets, in the Post-Retirement and Post-Employment Benefits Non-Service Cost Regulatory Asset.

12. ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES

<i>(millions of dollars)</i>	June 30, 2018	December 31, 2017
Accounts payable	138	177
Accrued liabilities	649	572
Accrued interest	98	99
Regulatory liabilities <i>(Note 11)</i>	32	57
	917	905

13. OTHER LONG-TERM LIABILITIES

<i>(millions of dollars)</i>	June 30, 2018	December 31, 2017
Post-retirement and post-employment benefit liability	1,546	1,519
Pension benefit liability	994	981
Environmental liabilities <i>(Note 18)</i>	157	168
Asset retirement obligations	9	9
Long-term accounts payable and other liabilities	29	30
	2,735	2,707

14 DEBT AND CREDIT AGREEMENTS**Short-Term Notes and Operating Credit Facilities**

Hydro One meets its short-term liquidity requirements in part through the issuance of commercial paper under Hydro One Inc.'s Commercial Paper Program which has a maximum authorized amount of \$1.5 billion. These short-term notes are denominated in Canadian dollars with varying maturities up to 365 days. The Commercial Paper Program is supported by Hydro One Inc.'s committed revolving credit facilities totalling \$2.3 billion.

At June 30, 2018, Hydro One's consolidated committed, unsecured and undrawn credit facilities (Operating Credit Facilities) totalling \$2,550 million included Hydro One's credit facilities of \$250 million and Hydro One Inc.'s credit facilities of \$2.3 billion.

Acquisition Credit Facilities

For the purpose of bridge financing for the pending acquisition of Avista Corporation, the Company secured a \$1.0 billion non-revolving equity bridge credit facility, and a US\$2.6 billion non-revolving debt bridge credit facility (Acquisition Credit Facilities) in June 2018. The equity bridge credit facility matures 90 days after the drawdown date and in any event not later than June 30, 2019. The debt bridge credit facility is available until March 31, 2019, and matures one year after the drawdown date.

Hydro One is required to make prepayments of the Acquisition Credit Facilities in an amount equal to the net cash proceeds from any common equity, preferred equity, bond or other debt offerings, including the net proceeds from the final instalment of Convertible Debentures issued in August 2017, and any non-ordinary course asset sales by Hydro One and its subsidiaries, subject to certain exceptions. Any prepayment under the Acquisition Credit Facilities may not be re-borrowed. The Acquisition Credit Facilities agreements contain customary representations and warranties and affirmative and negative covenants of Hydro One that are consistent with those of Hydro One's Operating Credit Facilities. If the Merger does not close, then these agreements will be cancelled.

Long-Term Debt

The following table presents long-term debt outstanding at June 30, 2018 and December 31, 2017:

<i>(millions of dollars)</i>	June 30, 2018	December 31, 2017
Hydro One Inc. long-term debt (a)	11,323	9,923
HOSSM long-term debt (b)	173	176
	11,496	10,099
Add: Net unamortized debt premiums	13	14
Add: Unrealized mark-to-market gain ¹	(9)	(9)
Less: Unamortized deferred debt issuance costs	(41)	(37)
Total long-term debt	11,459	10,067
Less: Long-term debt payable within one year	(981)	(752)
	10,478	9,315

¹ The unrealized mark-to-market net gain relates to \$50 million of the Series 33 notes due 2020, \$500 million Series 37 notes due 2019 and \$300 million Series 39 notes due 2021. The unrealized mark-to-market net gain is offset by a \$9 million (December 31, 2017 - \$9 million) unrealized mark-to-market net loss on the related fixed-to-floating interest-rate swap agreements, which are accounted for as fair value hedges.

(a) Hydro One Inc. long-term debt

At June 30, 2018, long-term debt of \$11,323 million (December 31, 2017 - \$9,923 million) was outstanding, the majority of which was issued under Hydro One Inc.'s Medium Term Note (MTN) Program. The maximum authorized principal amount of notes issuable under the current MTN Program prospectus filed in March 2018 is \$4.0 billion. At June 30, 2018, \$2.6 billion remained available for issuance until April 2020.

During the three and six months ended June 30, 2018, Hydro One Inc. issued long-term debt totalling \$1.4 billion (2017 - \$nil) under its MTN Program as follows:

- \$300 million notes (MTN Series 39 notes) with a maturity date of June 25, 2021 and a coupon rate of 2.57%;
- \$350 million notes (MTN Series 40 notes) with a maturity date of June 26, 2025 and a coupon rate of 2.97%; and
- \$750 million notes (MTN Series 41 notes) with a maturity date of June 25, 2049 and a coupon rate of 3.63%.

No long-term debt was repaid during the three and six months ended June 30, 2018 or 2017.

(b) Hydro One Sault Ste. Marie LP (HOSSM) long-term debt

At June 30, 2018, long-term debt of \$173 million (December 31, 2017 - \$176 million), with a face value of \$145 million (December 31, 2017 - \$146 million) was held by HOSSM. During the three and six months ended June 30, 2018 and 2017, no long-term debt was issued, and \$1 million (2017 - \$1 million) of long-term debt was repaid.

Principal and Interest Payments

Principal repayments and related weighted average interest rates are summarized by the number of years to maturity in the following table:

Years to Maturity	Long-term Debt Principal Repayments (millions of dollars)	Weighted Average Interest Rate (%)
1 year	981	2.6
2 years	1,153	2.3
3 years	803	2.1
4 years	603	3.2
5 years	133	6.1
	3,673	2.6
6 – 10 years	850	2.9
Over 10 years	6,945	5.1
	11,468	4.1

Interest payment obligations related to long-term debt are summarized by year in the following table:

Year	Interest Payments (millions of dollars)
Remainder of 2018	236
2019	448
2020	429
2021	411
2022	393
	1,917
2023-2027	1,834
2028+	4,666
	8,417

15. CONVERTIBLE DEBENTURES

(millions of dollars)	Six months ended June 30, 2018	Year ended December 31, 2017
Carrying value - beginning	487	—
Receipt of Initial Instalment, net of deferred financing costs	—	486
Amortization of deferred financing costs	1	1
Carrying value - ending	488	487
Face value - ending	513	513

On August 9, 2017, in connection with the acquisition of Avista Corporation, the Company completed the sale of \$1,540 million aggregate principal amount of 4.00% convertible unsecured subordinated debentures (Convertible Debentures) represented by instalment receipts, which included the exercise in full of the over-allotment option granted to the underwriters to purchase an additional \$140 million aggregate principal amount of the Convertible Debentures (Debenture Offering).

The Convertible Debentures were sold on an instalment basis at a price of \$1,000 per Convertible Debenture, of which \$333 (Initial Instalment) was paid on closing of the Debenture Offering and the remaining \$667 (Final Instalment) is payable on a date (Final Instalment Date) to be fixed by the Company following satisfaction of conditions precedent to the closing of the acquisition of Avista Corporation. The gross proceeds received from the Initial Instalment were \$513 million. The Company incurred financing costs of \$27 million, which are being amortized to financing charges over approximately 10 years, the contractual term of the Convertible Debentures, using the effective interest rate method.

The Convertible Debentures will mature on September 30, 2027. A coupon rate of 4% is paid on the \$1,540 million aggregate principal amount of the Convertible Debentures, and based on the carrying value of the Initial Instalment, this translates into an effective annual yield of 12%. After the Final Instalment Date, the interest rate will be 0%. The interest expense recorded during the three and six months ended June 30, 2018 was \$16 million and \$31 million (2017 - \$nil), respectively.

If the Final Instalment Date occurs on a day that is prior to the first anniversary of the closing of the Debenture Offering, holders of the Convertible Debentures who have paid the Final Instalment on or before the Final Instalment Date will be entitled to receive, in addition to the payment of accrued and unpaid interest to and including the Final Instalment Date, an amount equal to the interest that would have accrued from the day following the Final Instalment Date to and including the first anniversary of the closing of the

Debenture Offering had the Convertible Debentures remained outstanding and continued to accrue interest until and including such date (Make-Whole Payment). No Make-Whole Payment will be payable if the Final Instalment Date occurs on or after the first anniversary of the closing of the Debenture Offering.

At the option of the holders and provided that payment of the Final Instalment has been made, each Convertible Debenture will be convertible into common shares of the Company at any time on or after the Final Instalment Date, but prior to the earlier of maturity or redemption by the Company, at a conversion price of \$21.40 per common share, being a conversion rate of 46.7290 common shares per \$1,000 principal amount of Convertible Debentures. The conversion feature meets the definition of a Beneficial Conversion Feature (BCF), with an intrinsic value of approximately \$92 million. Due to the contingency associated with the debentureholders' ability to exercise the conversion, the BCF has not been recognized. Between the time the contingency is resolved and the Final Instalment Date, the Company will recognize approximately \$92 million of interest expense associated with amortization of the BCF.

Prior to the Final Instalment Date, the Convertible Debentures may not be redeemed by the Company, except that the Convertible Debentures will be redeemed by the Company at a price equal to their principal amount plus accrued and unpaid interest following the earlier of: (i) notification to holders that the conditions necessary to approve the acquisition of Avista Corporation will not be satisfied; (ii) termination of the acquisition agreement; and (iii) May 1, 2019 if notice of the Final Instalment Date has not been given to holders on or before April 30, 2019. Upon any such redemption, the Company will pay for each Convertible Debenture (i) \$333 plus accrued and unpaid interest to the holder of the instalment receipt; and (ii) \$667 to the selling debentureholder on behalf of the holder of the instalment receipt in satisfaction of the final instalment. In addition, after the Final Instalment Date, any Convertible Debentures not converted may be redeemed by the Company at a price equal to their principal amount plus any unpaid interest, which accrued prior to and including the Final Instalment Date.

At maturity, the Company will have the right to pay the principal amount due in common shares, which will be valued at 95% of their weighted average trading price on the Toronto Stock Exchange for the 20 consecutive trading days ending five trading days preceding the maturity date.

16. FAIR VALUE OF FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Non-Derivative Financial Assets and Liabilities

At June 30, 2018 and December 31, 2017, the Company's carrying amounts of cash and cash equivalents, accounts receivable, due from related parties, short-term notes payable, accounts payable, and due to related parties are representative of fair value due to the short-term nature of these instruments.

Fair Value Measurements of Long-Term Debt

The fair values and carrying values of the Company's long-term debt at June 30, 2018 and December 31, 2017 are as follows:

(millions of dollars)	June 30, 2018		December 31, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
\$50 million of MTN Series 33 notes	49	49	49	49
\$500 million MTN Series 37 notes	493	493	492	492
\$300 million MTN Series 39 notes	299	299	—	—
Other notes and debentures	10,618	11,966	9,526	11,027
Long-term debt, including current portion	11,459	12,807	10,067	11,568

Fair Value Measurements of Derivative Instruments

At June 30, 2018, Hydro One Inc. had interest-rate swaps in the amount of \$850 million (December 31, 2017 – \$550 million) that were used to convert fixed-rate debt to floating-rate debt. These swaps are classified as fair value hedges. Hydro One Inc.'s fair value hedge exposure was approximately 8% (December 31, 2017 – 6%) of its total long-term debt. At June 30, 2018, Hydro One Inc. had the following interest-rate swaps designated as fair value hedges:

- a \$50 million fixed-to-floating interest-rate swap agreement to convert \$50 million of the \$350 million MTN Series 33 notes maturing April 30, 2020 into three-month variable rate debt;
- two \$125 million and one \$250 million fixed-to-floating interest-rate swap agreements to convert the \$500 million MTN Series 37 notes maturing November 18, 2019 into three-month variable rate debt; and
- a \$300 million fixed-to-floating interest-rate swap agreement to convert the \$300 million MTN Series 39 notes maturing June 25, 2021 into three-month variable rate debt.

At June 30, 2018 and December 31, 2017, the Company had no interest-rate swaps classified as undesignated contracts.

In October 2017, the Company entered into a deal-contingent foreign exchange forward contract to convert \$1.4 billion Canadian to US dollars at an initial forward rate of 1.27486 Canadian per 1.00 US dollars, and a range up to 1.28735 Canadian per 1.00 US dollars based on the settlement date. The contract is contingent on the Company closing the proposed Avista Corporation acquisition and is intended to mitigate the foreign currency risk related to the portion of the Avista Corporation acquisition purchase price

HYDRO ONE LIMITED

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)

For the three and six months ended June 30, 2018 and 2017

financed with the issuance of Convertible Debentures. If the acquisition does not close, the contract would not be completed and no amounts would be exchanged. The contract can be executed upon approval of the acquisition up to March 31, 2019. This contract is an economic hedge and does not qualify for hedge accounting. It has been accounted for as an undesignated contract.

Fair Value Hierarchy

The fair value hierarchy of financial assets and liabilities at June 30, 2018 and December 31, 2017 is as follows:

June 30, 2018 (millions of dollars)	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Assets:					
Cash and cash equivalents	1,245	1,245	1,245	—	—
Derivative instrument					
Foreign exchange contract	46	46	—	—	46
	1,291	1,291	1,245	—	46
Liabilities:					
Short-term notes payable	1,048	1,048	1,048	—	—
Long-term debt, including current portion	11,459	12,807	—	12,807	—
Convertible debentures	488	423	423	—	—
Derivative instruments					
Fair value hedges – interest-rate swaps	9	9	9	—	—
	13,004	14,287	1,480	12,807	—
December 31, 2017 (millions of dollars)	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Assets:					
Cash and cash equivalents	25	25	25	—	—
	25	25	25	—	—
Liabilities:					
Short-term notes payable	926	926	926	—	—
Long-term debt, including current portion	10,067	11,568	—	11,568	—
Convertible debentures	487	574	574	—	—
Derivative instruments					
Fair value hedges – interest-rate swaps	9	9	9	—	—
Foreign exchange contract	3	3	—	—	3
	11,492	13,080	1,509	11,568	3

Cash and cash equivalents include cash and short-term investments. The carrying values are representative of fair value because of the short-term nature of these instruments.

The fair value of the hedged portion of the long-term debt is primarily based on the present value of future cash flows using a swap yield curve to determine the assumption for interest rates. The fair value of the unhedged portion of the long-term debt is based on unadjusted period-end market prices for the same or similar debt of the same remaining maturities.

The fair value of the convertible debentures is based on their closing price on June 29, 2018 (last business day in June 2018), as posted on the Toronto Stock Exchange.

The Company uses derivative instruments as an economic hedge for foreign exchange risk. The value of the foreign exchange contract is derived using valuation models commonly used for derivatives. These valuation models require a variety of inputs, including contractual terms, forward price yield curves, probability of closing the Avista Corporation acquisition, and the contract settlement date. The Company's valuation models also reflect measurements for credit risk. The fair value of the foreign exchange contract includes significant unobservable inputs, and therefore has been classified accordingly as Level 3. The significant unobservable inputs used in the fair value measurement of the foreign exchange contract relates to the assessment of probability of closing the Avista Corporation acquisition and the contract settlement date.

Changes in the Fair Value of Financial Instruments Classified in Level 3

The following table summarizes the changes in fair value of financial instruments classified in Level 3 for the six months ended June 30, 2018 and the year ended December 31, 2017:

<i>(millions of dollars)</i>	Six months ended June 30, 2018	Year ended December 31, 2017
Fair value of asset (liability) - beginning	(3)	—
Unrealized gain (loss) on foreign exchange contract included in financing charges	49	(3)
Fair value of asset (liability) - ending	46	(3)

There were no transfers between any of the fair value levels during the six months ended June 30, 2018 and the year ended December 31, 2017.

Risk Management

Exposure to market risk, credit risk and liquidity risk arises in the normal course of the Company's business.

Market Risk

Market risk refers primarily to the risk of loss which results from changes in costs, foreign exchange rates and interest rates. The Company is exposed to fluctuations in interest rates, as its regulated return on equity is derived using a formulaic approach that takes anticipated interest rates into account. The Company is not currently exposed to material commodity price risk.

The Company uses a combination of fixed and variable-rate debt to manage the mix of its debt portfolio. The Company also uses derivative financial instruments to manage interest-rate risk. The Company utilizes interest-rate swaps, which are typically designated as fair value hedges, as a means to manage its interest rate exposure to achieve a lower cost of debt. The Company may also utilize interest-rate derivative instruments to lock in interest-rate levels in anticipation of future financing.

A hypothetical 100 basis points increase in interest rates associated with variable-rate debt would not have resulted in a significant decrease in Hydro One's net income for the three and six months ended June 30, 2018 and 2017.

The Company is exposed to foreign exchange fluctuations as a result of entering into a deal-contingent foreign exchange forward agreement. This agreement is intended to mitigate the foreign currency risk related to the portion of the Avista Corporation acquisition purchase price financed with the issuance of Convertible Debentures.

For derivative instruments that are designated and qualify as fair value hedges, the gain or loss on the derivative instrument as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in the Consolidated Statements of Operations and Comprehensive Income. The net unrealized loss (gain) on the hedged debt and the related interest-rate swaps for the three and six months ended June 30, 2018 and 2017 was not material.

Credit Risk

Financial assets create a risk that a counterparty will fail to discharge an obligation, causing a financial loss. At June 30, 2018 and December 31, 2017, there were no significant concentrations of credit risk with respect to any class of financial assets. The Company's revenue is earned from a broad base of customers. As a result, Hydro One did not earn a material amount of revenue from any single customer. At June 30, 2018 and December 31, 2017, there was no material accounts receivable balance due from any single customer.

At June 30, 2018, the Company's allowance for doubtful accounts was \$26 million (December 31, 2017 – \$29 million). Adjustments and write-offs are determined on the basis of a review of overdue accounts, taking into consideration historical experience. At June 30, 2018, approximately 6% (December 31, 2017 – 5%) of the Company's net accounts receivable were outstanding for more than 60 days.

Hydro One manages its counterparty credit risk through various techniques including: entering into transactions with highly rated counterparties; limiting total exposure levels with individual counterparties; entering into master agreements which enable net settlement and the contractual right of offset; and monitoring the financial condition of counterparties. The Company monitors current credit exposure to counterparties both on an individual and an aggregate basis. The Company's credit risk for accounts receivable is limited to the carrying amounts on the Consolidated Balance Sheets.

Derivative financial instruments result in exposure to credit risk since there is a risk of counterparty default. The credit exposure of derivative contracts, before collateral, is represented by the fair value of contracts at the reporting date. At June 30, 2018 and December 31, 2017, the counterparty credit risk exposure on the fair value of these interest-rate swap contracts was not material. At June 30, 2018, Hydro One's credit exposure for all derivative instruments, and applicable payables and receivables, had a credit rating of investment grade, with four financial institutions as the counterparties.

Liquidity Risk

Liquidity risk refers to the Company's ability to meet its financial obligations as they come due. Hydro One meets its short-term operating liquidity requirements using cash and cash equivalents on hand, funds from operations, the issuance of commercial paper, and the Operating Credit Facilities. The short-term liquidity under the Commercial Paper Program, Operating Credit Facilities, and anticipated levels of funds from operations are expected to be sufficient to fund normal operating requirements.

On June 18, 2018, Hydro One filed a short form base shelf prospectus (Universal Base Shelf Prospectus) with securities regulatory authorities in Canada to replace the universal base shelf prospectus that expired on April 30, 2018. The Universal Base Shelf Prospectus allows Hydro One to offer, from time to time in one or more public offerings, up to \$4.0 billion of debt, equity or other securities, or any combination thereof, during the 25-month period ending on July 18, 2020.

17. PENSION AND POST-RETIREMENT AND POST-EMPLOYMENT BENEFITS

Estimated annual defined benefit pension plan contributions for 2018, 2019 and 2020 are approximately \$71 million, \$70 million, and \$70 million, respectively, based on an actuarial valuation as at December 31, 2017 and projected levels of pensionable earnings. Employer contributions made during the six months ended June 30, 2018 were \$25 million (2017 – \$47 million).

The following tables provide the components of the net periodic benefit costs for the three and six months ended June 30, 2018 and 2017:

Three months ended June 30 (millions of dollars)	Pension Benefits		Post-Retirement and Post-Employment Benefits	
	2018	2017	2018	2017
Current service cost	44	37	12	12
Interest cost	70	76	14	17
Expected return on plan assets, net of expenses ¹	(116)	(111)	—	—
Amortization of actuarial losses	21	20	—	2
Net periodic benefit costs	19	22	26	31
Charged to results of operations ²	2	8	9	13

Six months ended June 30 (millions of dollars)	Pension Benefits		Post-Retirement and Post-Employment Benefits	
	2018	2017	2018	2017
Current service cost	88	73	24	24
Interest cost	141	152	28	34
Expected return on plan assets, net of expenses ¹	(233)	(221)	—	—
Amortization of actuarial losses	42	40	1	4
Net periodic benefit costs	38	44	53	62
Charged to results of operations ²	11	21	21	27

¹ The expected long-term rate of return on pension plan assets for the year ending December 31, 2018 is 6.5% (2017 – 6.5%).

² The Company accounts for pension costs consistent with their inclusion in OEB-approved rates. During the three and six months ended June 30, 2018, pension costs of \$4 million (2017 – \$16 million) and \$25 million (2017 – \$46 million), respectively, were attributed to labour, of which \$2 million (2017 – \$8 million) and \$11 million (2017 – \$21 million), respectively, were charged to operations, and \$2 million (2017 – \$8 million) and \$14 million (2017 – \$25 million) respectively, were capitalized as part of the cost of property, plant and equipment and intangible assets.

18. ENVIRONMENTAL LIABILITIES

The following table shows the movements in environmental liabilities for the six months ended June 30, 2018 and the year ended December 31, 2017:

(millions of dollars)	Six months ended June 30, 2018	Year ended December 31, 2017
Environmental liabilities – beginning	196	204
Interest accretion	4	8
Expenditures	(10)	(24)
Revaluation adjustment	—	8
Environmental liabilities – ending	190	196
Less: current portion	(33)	(28)
	157	168

HYDRO ONE LIMITED**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**

For the three and six months ended June 30, 2018 and 2017

The following table shows the reconciliation between the undiscounted basis of environmental liabilities and the amount recognized on the Consolidated Balance Sheets after factoring in the discount rate:

<i>(millions of dollars)</i>	June 30, 2018	December 31, 2017
Undiscounted environmental liabilities	196	206
Less: discounting environmental liabilities to present value	(6)	(10)
Discounted environmental liabilities	190	196

At June 30, 2018, the estimated future environmental expenditures were as follows:

<i>(millions of dollars)</i>	
Remainder of 2018	18
2019	27
2020	32
2021	34
2022	31
Thereafter	54
	196

19. SHARE CAPITAL**Common Shares**

The Company is authorized to issue an unlimited number of common shares. At June 30, 2018, the Company had 595,882,438 common shares issued and outstanding (December 31, 2017 - 595,386,711).

The following table presents the changes to common shares during the six months ended June 30, 2018.

<i>(number of shares)</i>	
Common shares – December 31, 2017	595,386,711
Common shares issued – share grants ¹	481,227
Common shares issued – share grants ²	119
Common shares issued – LTIP ³	14,381
Common shares – June 30, 2018	595,882,438

¹ On April 1, 2018, Hydro One issued from treasury 481,227 common shares in accordance with provisions of the Power Workers' Union (PWU) and the Society of Energy Professionals (Society) Share Grant Plans.

² On May 14, 2018, Hydro One issued from treasury 119 common shares in accordance with provisions of the PWU Share Grant Plan.

³ On May 31, 2018, Hydro One issued from treasury 14,381 common shares in accordance with provisions of the LTIP.

Preferred Shares

The Company is authorized to issue an unlimited number of preferred shares, issuable in series. At June 30, 2018 and December 31, 2017, two series of preferred shares are authorized for issuance: the Series 1 preferred shares and the Series 2 preferred shares. At June 30, 2018 and December 31, 2017, the Company had 16,720,000 Series 1 preferred shares and no Series 2 preferred shares issued and outstanding.

20. DIVIDENDS

During the three months ended June 30, 2018, preferred share dividends in the amount of \$4 million (2017 - \$4 million) and common share dividends in the amount of \$137 million (2017 - \$131 million) were declared and paid.

During the six months ended June 30, 2018, preferred share dividends in the amount of \$9 million (2017 - \$9 million) and common share dividends in the amount of \$268 million (2017 - \$256 million) were declared and paid.

21. EARNINGS PER COMMON SHARE

Basic earnings per common share (EPS) is calculated by dividing net income attributable to common shareholders of Hydro One by the weighted average number of common shares outstanding.

HYDRO ONE LIMITED

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)

For the three and six months ended June 30, 2018 and 2017

Diluted EPS is calculated by dividing net income attributable to common shareholders of Hydro One by the weighted average number of common shares outstanding adjusted for the effects of potentially dilutive stock-based compensation plans, including the share grant plans and the Long-term Incentive Plan (LTIP), which are calculated using the treasury stock method.

	Three months ended June 30		Six months ended June 30	
	2018	2017	2018	2017
Net income attributable to common shareholders <i>(millions of dollars)</i>	200	117	422	284
Weighted average number of shares				
Basic	595,867,452	595,372,048	595,628,410	595,187,052
Effect of dilutive stock-based compensation plans	2,130,394	2,224,550	2,282,375	2,239,626
Diluted	597,997,846	597,596,598	597,910,785	597,426,678
EPS				
Basic	\$0.34	\$0.20	\$0.71	\$0.48
Diluted	\$0.33	\$0.20	\$0.71	\$0.48

The common shares contingently issuable as a result of the Convertible Debentures are not included in diluted EPS until conditions for closing the Avista Corporation acquisition are met.

22. STOCK-BASED COMPENSATION

Share Grant Plans

Hydro One has two share grant plans (Share Grant Plans), one for the benefit of certain members of the Power Workers' Union (the PWU Share Grant Plan) and one for the benefit of certain members of The Society of Energy Professionals (the Society Share Grant Plan). A summary of share grant activity under the Share Grant Plans during the three and six months ended June 30, 2018 and 2017 is presented below:

	Three months ended June 30		Six months ended June 30	
<i>(number of share grants)</i>	2018	2017	2018	2017
Share grants outstanding – beginning	4,825,732	5,334,415	4,825,732	5,334,415
Vested and issued ^{1,2}	(481,346)	(371,611)	(481,346)	(371,611)
Share grants outstanding – ending	4,344,386	4,962,804	4,344,386	4,962,804

¹ On April 1, 2018, Hydro One issued from treasury 481,227 common shares to eligible employees in accordance with provisions of the PWU and the Society Share Grant Plans.

² On May 14, 2018, Hydro One issued from treasury 119 common shares to an eligible employee in accordance with provisions of the PWU Share Grant Plan.

Directors' Deferred Share Unit (DSU) Plan

A summary of DSUs activity under the Directors' DSU Plan during the three and six months ended June 30, 2018 and 2017 is presented below:

	Three months ended June 30		Six months ended June 30	
<i>(number of DSUs)</i>	2018	2017	2018	2017
DSUs outstanding - beginning	214,843	119,763	187,090	99,083
Granted	28,817	21,790	56,570	42,470
DSUs outstanding - ending	243,660	141,553	243,660	141,553

At June 30, 2018, a liability of \$5 million (December 31, 2017 - \$4 million) related to outstanding DSUs has been recorded at the closing price of the Company's common shares of \$20.04 (December 31, 2017 - \$22.40) and is included in long-term accounts payable and other liabilities on the Consolidated Balance Sheets. See Note 28 - Subsequent Events for changes related to the Directors' DSU Plan.

Management DSU Plan

A summary of DSUs activity under the Management DSU Plan during the three and six months ended June 30, 2018 and 2017 is presented below:

	Three months ended June 30		Six months ended June 30	
<i>(number of DSUs)</i>	2018	2017	2018	2017
DSUs outstanding - beginning	104,638	66,952	67,829	—
Granted	1,232	631	38,041	67,583
DSUs outstanding - ending	105,870	67,583	105,870	67,583

HYDRO ONE LIMITED**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**

For the three and six months ended June 30, 2018 and 2017

At June 30, 2018, a liability of \$2 million (December 31, 2017 - \$2 million) related to outstanding DSUs has been recorded at the closing price of the Company's common shares of \$20.04 (December 31, 2017 - \$22.40) and is included in long-term accounts payable and other liabilities on the Consolidated Balance Sheets.

LTIPPerformance Share Units (PSU) and Restricted Share Units (RSU)

A summary of PSU and RSU awards activity under the LTIP during the three and six months ended June 30, 2018 and 2017 is presented below:

Three months ended June 30 (number of units)	PSUs		RSUs	
	2018	2017	2018	2017
Units outstanding - beginning	844,700	483,615	715,990	457,215
Granted	12,860	—	10,190	—
Vested	—	—	(13,470)	(13,470)
Forfeited	(11,040)	(40,520)	(12,640)	(34,100)
Units outstanding - ending	846,520	443,095	700,070	409,645

Six months ended June 30 (number of units)	PSUs		RSUs	
	2018	2017	2018	2017
Units outstanding - beginning	429,980	230,600	393,430	254,150
Granted	440,800	267,450	342,630	218,950
Vested	—	—	(13,470)	(13,470)
Forfeited	(24,260)	(54,955)	(22,520)	(49,985)
Units outstanding - ending	846,520	443,095	700,070	409,645

The grant date total fair value of the awards granted during the three and six months ended June 30, 2018 was \$nil and \$16 million (2017 - \$nil and \$12 million), respectively. The compensation expense related to these awards recognized by the Company during the three and six months ended June 30, 2018 was \$3 million and \$5 million (2017 - \$2 million and \$3 million), respectively. See Note 28 - Subsequent Events for changes related to PSUs and RSUs.

Stock Options

The Company is authorized to grant stock options under its LTIP to certain eligible employees. During the six months ended June 30, 2018, the Company granted 1,450,880 stock options (2017 - nil), all in the first quarter of 2018. The stock options granted are exercisable for a period not to exceed seven years from the date of grant and vest evenly over a three-year period on each anniversary of the date of grant.

The fair value based method is used to measure compensation expense related to stock options and the expense is recognized over the vesting period on a straight-line basis. The fair value of the stock option awards granted was estimated on the date of grant using a Black-Scholes valuation model.

Stock options granted and the weighted average assumptions used in the valuation model for options granted during the six months ended June 30, 2018 are as follows:

Exercise price ¹	\$ 20.70
Grant date fair value per option	\$ 1.66
Valuation assumptions:	
Expected dividend yield ²	3.78%
Expected volatility ³	15.01%
Risk-free interest rate ⁴	2.00%
Expected option term ⁵	4.5 years

¹ Hydro One common share price on the date of the grant.

² Based on dividend and Hydro One common share price on the date of the grant.

³ Based on average daily volatility of peer entities for a 4.5-year term.

⁴ Based on bond yield for an equivalent Canadian government bond.

⁵ Determined using the option term and the vesting period.

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For the three and six months ended June 30, 2018 and 2017

A summary of stock options activity during the three and six months ended June 30, 2018 and 2017 is presented below:

(number of stock options)	Three months ended June 30		Six months ended June 30	
	2018	2017	2018	2017
Stock options outstanding - beginning	1,450,880	—	—	—
Granted ¹	—	—	1,450,880	—
Stock options outstanding - ending ¹	1,450,880	—	1,450,880	—

¹ All stock options granted and outstanding at June 30, 2018 are non-vested.

The compensation expense related to stock options recognized by the Company during the three and six months ended June 30, 2018 was not significant. At June 30, 2018, there was \$2 million of unrecognized compensation expense related to stock options not yet vested, which is expected to be recognized over a weighted average period of approximately three years. See Note 28 - Subsequent Events for changes related to Stock Options.

23. RELATED PARTY TRANSACTIONS

The Province is a shareholder of Hydro One with approximately 47.4% ownership at June 30, 2018. The IESO, Ontario Power Generation Inc. (OPG), Ontario Electricity Financial Corporation (OEFC), and the OEB, are related parties to Hydro One because they are controlled or significantly influenced by the Province.

(millions of dollars)		Three months ended June 30		Six months ended June 30	
Related Party	Transaction	2018	2017	2018	2017
Province	Dividends paid	69	70	136	162
IESO	Power purchased	245	242	758	893
	Revenues for transmission services	414	365	819	734
	Amounts related to electricity rebates	103	63	240	140
	Distribution revenues related to rural rate protection	61	63	118	124
	Distribution revenues related to the supply of electricity to remote northern communities	8	8	16	16
	Funding received related to Conservation and Demand Management programs	10	10	22	26
OPG	Power purchased	2	1	6	5
	Revenues related to provision of construction and equipment maintenance services	2	3	4	4
	Costs related to the purchase of services	—	1	—	1
OEFC	Power purchased from power contracts administered by the OEFC	—	—	1	1
OEB	OEB fees	2	2	4	4

Sales to and purchases from related parties are based on the requirements of the OEB's Affiliate Relationships Code. Outstanding balances at period end are interest-free and settled in cash.

24. CONSOLIDATED STATEMENTS OF CASH FLOWS

The changes in non-cash balances related to operations consist of the following:

(millions of dollars)		Three months ended June 30		Six months ended June 30	
		2018	2017	2018	2017
Accounts receivable		5	100	53	191
Due from related parties		(94)	(53)	(84)	(98)
Materials and supplies		—	—	(2)	—
Prepaid expenses and other assets		6	(3)	(3)	(3)
Accounts payable		(5)	4	(36)	1
Accrued liabilities		42	(61)	75	(41)
Due to related parties		(32)	(107)	(152)	(143)
Accrued interest		(18)	(27)	(1)	(2)
Long-term accounts payable and other liabilities		(2)	—	(1)	2
Post-retirement and post-employment benefit liability		5	17	12	40
		(93)	(130)	(139)	(53)

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NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)

For the three and six months ended June 30, 2018 and 2017

Capital Expenditures

The following tables reconcile investments in property, plant and equipment and intangible assets and the amounts presented in the Consolidated Statements of Cash Flows for the three and six months ended June 30, 2018 and 2017. The reconciling items include net change in accruals and capitalized depreciation.

(millions of dollars)	Three months ended June 30, 2018			Six months ended June 30, 2018		
	Property, Plant and Equipment	Intangible Assets	Total	Property, Plant and Equipment	Intangible Assets	Total
Capital investments	(380)	(21)	(401)	(673)	(33)	(706)
Reconciling items	14	(1)	13	21	(3)	18
Cash outflow for capital expenditures	(366)	(22)	(388)	(652)	(36)	(688)

(millions of dollars)	Three months ended June 30, 2017			Six months ended June 30, 2017		
	Property, Plant and Equipment	Intangible Assets	Total	Property, Plant and Equipment	Intangible Assets	Total
Capital investments	(391)	(15)	(406)	(728)	(28)	(756)
Reconciling items	13	(4)	9	15	(5)	10
Cash outflow for capital expenditures	(378)	(19)	(397)	(713)	(33)	(746)

Supplementary Information

(millions of dollars)	Three months ended June 30		Six months ended June 30	
	2018	2017	2018	2017
Net interest paid	145	131	250	219
Income taxes paid	6	4	12	8

25. CONTINGENCIES

Hydro One is involved in various lawsuits and claims in the normal course of business. In the opinion of management, the outcome of such matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

Hydro One Inc., Hydro One Networks, Hydro One Remote Communities Inc., and Norfolk Power Distribution Inc. are defendants in a class action suit in which the representative plaintiff is seeking up to \$125 million in damages related to allegations of improper billing practices. The plaintiff's motion for certification was dismissed by the court on November 28, 2017, but the plaintiff has appealed the court's decision. The appeal is scheduled to be heard on October 16, 2018, and it is possible that no decision will be rendered by the appeal court until the first quarter of 2019. At this time, an estimate of a possible loss related to this claim cannot be made.

To date, four putative class action lawsuits were filed by purported Avista Corporation shareholders in relation to the Merger. First, *Fink v. Morris, et al.*, was filed in Washington state court and the amended complaint names as defendants Avista Corporation's directors, Hydro One, Olympus Holding Corp., Olympus Corp., and Bank of America Merrill Lynch. The suit alleges that Avista Corporation's directors breached their fiduciary duties in relation to the Merger, aided and abetted by Hydro One, Olympus Holding Corp., Olympus Corp. and Bank of America Merrill Lynch. The Washington state court issued an order staying the litigation until after the plaintiffs file an amended complaint, which must be no later than 30 days after Avista Corporation or Hydro One publicly announces that the Merger has closed. Second, *Jenß v. Avista Corp., et al.*, *Samuel v. Avista Corp., et al.*, and *Sharpenter v. Avista Corp., et al.*, were each filed in the US District Court for the Eastern District of Washington and named as defendants Avista Corporation and its directors; *Sharpenter* also named Hydro One, Olympus Holding Corp., and Olympus Corp. The lawsuits alleged that the preliminary proxy statement omitted material facts necessary to make the statements therein not false or misleading. *Jenß*, *Samuel*, and *Sharpenter* were all voluntarily dismissed by the respective plaintiffs with no consideration paid by any of the defendants. The one remaining class action is consistent with expectations for US merger transactions and, while there is no certainty as to outcome, Hydro One believes that the lawsuit is not material to Hydro One.

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NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)
For the three and six months ended June 30, 2018 and 2017

26. COMMITMENTS

The following table presents a summary of Hydro One's commitments under leases, outsourcing and other agreements due in the next 5 years and thereafter:

June 30, 2018 (millions of dollars)	Year 1	Year 2	Year 3	Year 4	Year 5	Thereafter
Outsourcing agreements	134	105	62	2	2	6
Long-term software/meter agreement	18	17	9	2	1	2
Operating lease commitments	11	9	8	3	1	3

The following table presents a summary of Hydro One's other commercial commitments by year of expiry in the next 5 years and thereafter:

June 30, 2018 (millions of dollars)	Year 1	Year 2	Year 3	Year 4	Year 5	Thereafter
Operating Credit Facilities ¹	—	—	—	2,550	—	—
Letters of credit ²	165	—	—	—	—	—
Guarantees ³	325	—	—	—	—	—

¹ For repayment and expiry details of the Acquisition Credit Facilities, please see Note 14 - Debt and Credit Agreements.

² Letters of credit consist of a \$154 million letter of credit related to retirement compensation arrangements, a \$4 million letter of credit provided to the IESO for prudential support, \$6 million in letters of credit to satisfy debt service reserve requirements, and \$1 million in letters of credit for various operating purposes.

³ Guarantees consist of prudential support provided to the IESO by Hydro One Inc. on behalf of its subsidiaries.

27. SEGMENTED REPORTING

Hydro One has three reportable segments:

- The Transmission Segment, which comprises the transmission of high voltage electricity across the province, interconnecting more than 70 local distribution companies and certain large directly connected industrial customers throughout the Ontario electricity grid;
- The Distribution Segment, which comprises the delivery of electricity to end customers and certain other municipal electricity distributors; and
- Other Segment, which includes certain corporate activities and the operations of the Company's telecommunications business.

The designation of segments has been based on a combination of regulatory status and the nature of the services provided. Operating segments of the Company are determined based on information used by the chief operating decision maker in deciding how to allocate resources and evaluate the performance of each of the segments. The Company evaluates segment performance based on income before financing charges and income taxes from continuing operations (excluding certain allocated corporate governance costs).

Three months ended June 30, 2018 (millions of dollars)	Transmission	Distribution	Other	Consolidated
Revenues	430	1,036	11	1,477
Purchased power	—	674	—	674
Operation, maintenance and administration	95	140	21	256
Depreciation and amortization	107	102	1	210
Income (loss) before financing charges and income taxes	228	120	(11)	337

Capital investments	242	157	2	401
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Three months ended June 30, 2017 (millions of dollars)	Transmission	Distribution	Other	Consolidated
Revenues	361	998	12	1,371
Purchased power	—	649	—	649
Operation, maintenance and administration	99	153	22	274
Depreciation and amortization	103	94	2	199
Income (loss) before financing charges and income taxes	159	102	(12)	249

Capital investments	252	151	3	406
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HYDRO ONE LIMITED

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)

For the three and six months ended June 30, 2018 and 2017

Six months ended June 30, 2018 (millions of dollars)	Transmission	Distribution	Other	Consolidated
Revenues	851	2,181	21	3,053
Purchased power	—	1,425	—	1,425
Operation, maintenance and administration	200	285	41	526
Depreciation and amortization	210	194	3	407
Income (loss) before financing charges and income taxes	441	277	(23)	695

Capital investments	432	271	3	706
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Six months ended June 30, 2017 (millions of dollars)	Transmission	Distribution	Other	Consolidated
Revenues	728	2,277	24	3,029
Purchased power	—	1,538	—	1,538
Operation, maintenance and administration	201	298	46	545
Depreciation and amortization	204	186	4	394
Income (loss) before financing charges and income taxes	323	255	(26)	552

Capital investments	461	289	6	756
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Total Assets by Segment:

(millions of dollars)	June 30, 2018	December 31, 2017
Transmission	13,868	13,608
Distribution	9,401	9,259
Other	4,047	2,834
Total assets	27,316	25,701

Total Goodwill by Segment:

(millions of dollars)	June 30, 2018	December 31, 2017
Transmission	157	157
Distribution	168	168
Total goodwill	325	325

All revenues and assets, and substantially all costs, as the case may be, are earned, held or incurred in Canada.

28. SUBSEQUENT EVENTS

Dividends

On August 13, 2018, preferred share dividends in the amount of \$4 million and common share dividends in the amount of \$137 million (\$0.23 per common share) were declared.

Changes to Hydro One's Board of Directors and Chief Executive Officer

On July 11, 2018, Hydro One announced that it entered into an agreement with the Province (Agreement) for the purpose of the orderly replacement of the Company's Board of Directors (Board) and the retirement of Mr. Mayo Schmidt as the President and Chief Executive Officer effective July 11, 2018. As previously disclosed on July 11, 2018, in connection with Mr. Schmidt's retirement, he will receive amounts consistent with Hydro One's retirement policies and his employment agreement and will not be entitled to severance. Mr. Schmidt will receive a \$0.4 million lump sum payment in lieu of all post-retirement benefits and allowances. The provisions of the Agreement relating to the retirement of Mr. Schmidt will result in an additional charge in the third quarter of approximately \$5.6 million of compensation costs, which includes the \$0.4 million lump sum payment and primarily relates to previously awarded stock-based compensation under the LTIP for which costs had not yet been recognized. Additionally, Mr. Schmidt's stock options were cancelled for no consideration.

In addition, as a result of the orderly replacement of the Board, the liability relating to the Directors' DSUs is expected to be settled within the next 6 months.

Peterborough Distribution Purchase Agreement

On July 31, 2018, Hydro One reached an agreement to acquire the business and distribution assets of Peterborough Distribution Inc. (Peterborough Distribution), an electricity distribution company located in east central Ontario, from the City of Peterborough. Hydro One will pay the City of Peterborough \$105 million for the transaction. The acquisition is conditional upon the satisfaction of customary closing conditions and approval by the OEB and the Competition Bureau.