

DECREASE NOTICE

TO: Ontario Power Generation Inc. (“**OPG**”)

AND TO: BNY Trust Company of Canada, as Indenture Trustee

RE: Warehouse Subordinated Series 2017-1 Supplemental Indenture dated as of December 21, 2017 between Computershare Trust Company of Canada, in its capacity as trustee of Fair Hydro Trust (the “**Issuer**”), the Indenture Trustee and OPG (the “**Subordinated Supplemental Indenture**”)

Pursuant to Section 3.4 of the Subordinated Supplemental Indenture, the Issuer hereby gives irrevocable notice to OPG as follows:

1. The Decrease Date shall occur on February 9, 2018.
2. The Decrease Amount shall be \$382,353,000.
3. Attached hereto is a copy of the irrevocable written decrease notice delivered to the Administrative Agent pursuant to section 3.4(a) of the Senior Series 2017-1 Supplemental Indenture in connection with the applicable Series 2017-1 Senior Decrease proposed to be made.

Capitalized terms used and not otherwise defined in this Decrease Notice have the meanings assigned to them in the Subordinated Supplemental Indenture, whether directly or by reference.

[Signature page follows.]

DATED the 7th day of February, 2018.

**COMPUTERSHARE TRUST COMPANY OF
CANADA**, in its capacity as trustee of
FAIR HYDRO TRUST, as Issuer
By: **ONTARIO POWER GENERATION INC.**, not
in its individual capacity but solely as Manager

By:


Name: Ken Hartwick
Title: Chief Financial Officer and Senior
Vice President

By:


Name: John Lee
Title: Vice President – Treasurer

SCHEDULE A

Decrease Notice – Senior Series 2017

See attached.

DECREASE NOTICE

TO: Royal Bank of Canada, as Administrative Agent

AND TO: Royal Bank of Canada and Canadian Imperial Bank of Commerce, as Funding Agents

AND TO: Goldman Sachs Bank USA, as Non-Conduit Purchaser

AND TO: BNY Trust Company of Canada, as Indenture Trustee

AND TO: DBRS Limited

AND TO: Moody's Investors Services, Inc.

RE: Warehouse Senior Series 2017-1 Supplemental Indenture dated as of December 21, 2017 between, *inter alios*, Fair Hydro Trust (the "**Issuer**"), the Indenture Trustee, the Funding Agents, the Non-Conduit Purchaser and the Administrative Agent (the "**Senior Supplemental Indenture**")

Pursuant to Section 3.4(a) of the Senior Supplemental Indenture, the Issuer hereby gives irrevocable notice to the Administrative Agent, the Funding Agents and the Non-Conduit Purchasers that a Decrease in the amount of \$500,000,000 (the "**Decrease Amount**") shall occur on February 9, 2018 (the "**Decrease Date**").

Capitalized terms used and not otherwise defined in this Decrease Notice have the meanings assigned to them in the Senior Supplemental Indenture, whether directly or by reference.

[Signature page follows.]

DATED the 7th day of February, 2018.

**COMPUTERSHARE TRUST COMPANY OF
CANADA**, in its capacity as trustee of
FAIR HYDRO TRUST, as Issuer
By: **ONTARIO POWER GENERATION INC.**, not
in its individual capacity but solely as Manager

By:



Name: Ken Hartwick

Title: Chief Financial Officer and Senior
Vice President

By:



Name: John Lee

Title: Vice President – Treasurer