SECOND SUPPLEMENT DATED 10 DECEMBER 2024 TO THE PROSPECTUS DATED 11 JULY 2024, AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED 27 AUGUST 2024

Scotiabank

THE BANK OF NOVA SCOTIA

(a Canadian chartered Bank)

U.S.$40,000,000,000

Euro Medium Term Note Programme

Due from 1 month to 99 years from the date of original issue

The Bank of Nova Scotia (the "**Issuer**" or the "**Bank**") issued a prospectus dated 11 July 2024 (as supplemented by the first supplement to such prospectus dated 27 August 2024) (such prospectus as supplemented, the "**Prospectus**") which is a base prospectus for the purposes of Article 8 of the UK Prospectus Regulation (as defined below) in respect of notes listed on the Official List of the Financial Conduct Authority and admitted to trading on the Main Market of the London Stock Exchange plc and Admission Particulars in respect of notes to be admitted to trading on the International Securities Market of the London Stock Exchange plc. This second supplement (the "**Second Supplement**") constitutes a supplement in respect of the Prospectus for the purposes of Article 23 of the UK Prospectus Regulation and supplementary admission particulars in respect of the Admission Particulars for the purposes of the ISM Rulebook, and is prepared in connection with the U.S.$40,000,000,000 Euro Medium Term Note Programme established by the Issuer (the "**Programme**"). When used in this Second Supplement, "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended.

Terms defined in the Prospectus have the same meaning when used in this Second Supplement. This Second Supplement is supplemental to, and shall be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuer from time to time.

The Issuer accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of the Issuer, the information contained in this Second Supplement is in accordance with the facts and this Second Supplement makes no omission likely to affect its import.

1. Purpose of the Second Supplement

The purpose of this Second Supplement is to (a) incorporate by reference the Bank's 2024 annual information form and the annual audited consolidated financial statements and management's discussion and analysis as at and for the years ended 31 October 2024 and 31 October 2023, prepared in accordance with International Financial Reporting Standards ("**IFRS**"); (b) following the release of the Bank's management's discussion and analysis as at and for the years ended 31 October 2024 and 31 October 2023, update the risk factors in the Prospectus; (c) update the section entitled "**CAUTION REGARDING FORWARD-LOOKING STATEMENTS**" set out in the Prospectus; (d) update the section of the Prospectus entitled "**Directors and Board Committees of the Issuer**" under the section entitled "**THE BANK OF NOVA SCOTIA**" as a result of the addition of Directors to the Bank's Board of Directors; (e) update the section entitled "**Legal and Arbitration**

Proceedings" in the Prospectus regarding governmental, legal or arbitration proceedings which may have, or have had in the recent past, significant effect on the financial position or profitability of the Bank or the Bank's subsidiaries; and (f) update the "**General Information**" section of the Prospectus in relation to any significant change in the financial performance or financial position or material adverse change in the prospects of the Bank and its subsidiaries.

2. Document Incorporated by Reference

By virtue of this Second Supplement, the following documents are incorporated in and form part of the Prospectus:

(i) the Bank's annual information form dated 3 December 2024, excluding all information incorporated therein by reference (the "**2024 AIF**"); and

(ii) the Bank's audited consolidated financial statements as at and for the years ended 31 October 2024 and 31 October 2023, prepared in accordance with IFRS, together with the auditors' reports thereon and management's discussion and analysis of the financial condition and financial performance for the years ended 31 October 2024 and 31 October 2023, all as set out on pages 16 to 134 and 135 to 232 of the Bank's 2024 Annual Report (the "**2024 Annual Report**"). The remainder of the 2024 Annual Report is not incorporated in the Prospectus and is either covered elsewhere in the Prospectus or deemed not relevant to investors.

In accordance with Article 4.1 of Regulation (EC) 1060/2009 on Credit Rating Agencies as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**UK CRA Regulation**"), please note that the 2024 AIF contains references to credit ratings and information on pages 13 to 14 and the management's discussion and analysis and the audited consolidated financial statements contain references to credit ratings and information on pages 63 to 64.

Copies of the documents (or relevant sections thereof) described above incorporated by reference have been filed with the Financial Conduct Authority and, by virtue of this Second Supplement are incorporated in, and forms part of, the Prospectus for the purposes of Article 8 of the UK Prospectus Regulation.

The Bank's 2024 AIF is available at the following link:

https://www.scotiabank.com/content/dam/scotiafunds/documents/AIF_2024.pdf

The Bank's 2024 Annual Report is available at the following link:

https://www.scotiabank.com/content/dam/scotiabank/corporate/quarterly-reports/2024/q4/Annual_Report_2024_EN.pdf

To the extent that any document or information incorporated by reference in this Second Supplement itself incorporates any other documents or information by reference therein, either expressly or implicitly, such other document or information will not form part of this Prospectus for the purposes of the UK Prospectus Regulation or the ISM Rulebook, except where such other document or information is specifically incorporated by reference into or attached to this Second Supplement.

3. Risk Factors in the Prospectus

The section entitled "**A. Risks relating to the Issuer.**" under the heading "**RISK FACTORS**" on pages 23 to 34 of the Prospectus is deleted and replaced with the following:

"**A. Risks relating to the Issuer**

1.1 Principal Risks.

As a large, international financial services company, the Issuer faces risks that are inherent in the businesses and marketplaces in which it operates. As part of its risk management framework, the Issuer has a comprehensive risk identification and assessment process. This includes, on an annual basis, an Issuer-wide risk assessment that identifies and evaluates the risks faced by the Issuer. From this assessment, management determines on an annual basis, a list of principal risks, which includes those risks which management considers of primary importance and having a significant impact or influence on the Issuer's primary business and revenue generating activities or inherent in the Issuer's business and can have significant negative strategic, business, financial and/or reputational consequences.

1.1.1. Credit Risk.

Credit risk is the risk of loss resulting from the failure of a borrower or counterparty to honour its financial or contractual obligations to the Issuer. Credit risk arises in the Issuer's direct lending operations, and in its funding, investment and trading activities where counterparties have repayment or other obligations to the Issuer.

The Issuer's credit exposure includes (i) corporate and commercial, (ii) traded products and (iii) retail. Traded products are transactions such as OTC derivatives (including foreign exchange and commodity based transactions), Securities Financing Transactions (including repurchase/reverse repurchase agreements, and securities lending/borrowing), and on-exchange instruments. See the table entitled "*Total credit risk exposures and risk-weighted assets*" on page 123 of the Issuer's 2024 Annual Report incorporated by reference in the Prospectus for more information. The Issuer's credit risk framework and policies set out, among other things, the credit risk rating systems and associated parameter estimates, the delegation of authority for granting credit, and the calculation of allowance for credit losses. The Issuer's credit risk rating system is subject to rigorous validation, governance and oversight framework, and is regularly reviewed. The Issuer's regional credit risk is spread across its key markets (Canada 68 per cent., United States 8 per cent., Chile 6 per cent., Mexico 6 per cent. and Other 12 per cent.).

For the year ended 31 October 2024, the Issuer's provision for credit losses totalled $4,051 million ($3,422 million for the year ended 31 October 2023). The Issuer makes provisions as an estimate of expected future credit losses in its portfolio of performing and impaired loans. The provisions are based on several assumptions and accordingly actual losses may differ from the estimates. Notwithstanding such provisions and the efforts made to manage such risks diligently, there is no guarantee that procedures put in place can assess accurately and mitigate all of the risks of exposure to borrowers and counterparty's failure to honour contractual obligations or the worsening of the credit rating of borrowers and counterparties, and the failure of any such procedures may negatively impact the Issuer's financial condition, reputation and/or results of operations.

1.1.2. Market Risk.

Market risk is the risk of loss from changes in market prices and rates (including interest rates, credit spreads, equity prices, foreign exchange rates and commodity prices), the correlations between them, and their levels of volatility.

The board of directors (the "Board of Directors") reviews and approves market risk policies and limits annually. The Issuer's asset-liability committee ("ALCO") and market risk management and policy committee ("MRMPC") oversee the application of the framework set by the Board of Directors and monitor the Issuer's market risk exposures and the activities that give rise to these exposures. The MRMPC establishes specific operating policies and sets limits at the product, portfolio, business unit and business line levels, and for the Issuer in total. Limits are reviewed at least annually. Global risk management provides independent oversight of all significant market risks, supporting the MRMPC and ALCO with analysis, risk measurement, monitoring, reporting, proposals for standards and support for new product development. The Issuer uses a variety of metrics and models to measure and control market risk exposures. These measurements are selected based on an assessment of the nature of risks in a particular activity. The principal measurement techniques are value at risk ("VaR"), stress testing, and sensitivity analysis.

Market risk arises in the Issuer's (a) trading activities and (b) non–trading activities, with the two principal non-trading market risks being the risks of interest rate and exchange rate volatility, described further below. The market risk arising from the Issuer's trading activities is managed in accordance with Board of Directors-approved policies, and aggregate VaR and stress testing limits. The quality of the Issuer's VaR is validated by regular backtesting analysis, in which the VaR is compared to both theoretical profit and loss results based on fixed end of day positions and actual reported profit and loss. See the table entitled "*Trading portfolio risk management*" on page 229 of the 2024 Annual Report incorporated in the Prospectus by reference for more information on the VaR by type of market risk.

The Issuer is subject to interest rate risk arising from the Issuer's lending, funding and investment activities and is the risk of loss due to the following: changes in the level, slope and curvature of the yield curve, the volatility of interest rates and mortgage prepayment rates. The Issuer has adopted policies and global limits to control the risk to net interest income and the economic value of shareholders' equity.

The Issuer's interest rate risk exposure calculations are generally based on the earlier of contractual re-pricing or maturity of on-balance sheet and off-balance sheet assets and liabilities, although certain assets and liabilities such as credit cards and deposits without a fixed maturity are assigned to a maturity profile based on the longevity of the exposure.

The table below (non-trading interest rate sensitivity) shows the pro-forma after tax impact on the Issuer's net interest income over the next 12 months and economic value of shareholders' equity of an immediate and sustained 100 basis points increase and 100 basis points decrease in interest rates across major currencies as defined by the Issuer. These calculations are based on models that consider a number of inputs and are on a constant balance sheet and make no assumptions for management actions to mitigate the risk.

As at October 31 ($ millions)	2024						2023	
	Net interest income			Economic value of equity				
	Canadian dollar	Other currencies	Total	Canadian dollar	Other currencies	Total	Net interest income	Economic value of equity
100 bp increase	**$ 26**	**$ (47)**	**$ (21)**	**$ (332)**	**$ (1,006)**	**$ (1,338)**	$ (99)	$ (1,256)
100 bp decrease	**$ (63)**	**$ 32**	**$ (31)**	**$ 26**	**$ 754**	**$ 780**	$ 68	$ 824

Foreign currency risk is the risk of loss due to changes in spot and forward rates and it arises in the Issuer's unhedged funding and investment activities primarily from the Issuer's net investment in foreign operations as well as foreign currency earnings in its domestic and remitting foreign branch operations. The Issuer's revenues, expenses and income denominated in currencies other than the Canadian dollar are subject to fluctuations in the movement of the Canadian dollar relative to such currencies.

As at 31 October 2024, a one per cent. increase (or decrease) in the Canadian dollar against all currencies in which the Issuer operates decreases (increases) the Issuer's before-tax annual earnings by approximately $45 million (31 October 2023 – $63 million) in the absence of hedging activity, primarily from exposure to the U.S. dollars from the Issuer's business in the U.S. and activities conducted internationally in this currency and from exposure to Latin American currencies. A strengthening or weakening of the Canadian dollar compared to the U.S. dollar, Mexican peso, Peruvian Sol, Colombian Peso and Chilean Peso could reduce or increase, as applicable, the translated value of the Issuer's foreign currency denominated revenue, expenses and earning and could have a significant impact on the Issuer's overall business and financial results. For information on impact of foreign currency translation, see table entitled "*Impact of foreign currency translation*" on page 29 of the Issuer's 2024 Annual Report.

Credit valuation adjustment ("CVA") risk is the adjustment to risk-free mark-to-market value of transactions to account for the potential default of a counterparty. CVA risk is defined as the market risk of losses arising from changing CVA values in response to changes in counterparty credit spreads and market risk factors that drive prices of derivative transactions. CVA aims to identify the impact of counterparty risk.

The Issuer uses a variety of metrics and models to measure and control CVA risk exposures. These measurements are selected based on an assessment of the nature of risks of CVA. The principal measurement techniques are stress testing and sensitivity analysis. CVA risk is managed using a variety of hedging instruments, including derivatives and securities. These instruments are approved for trading by global risk management and the effectiveness of hedging activity is captured through limits on net exposure to risk factors.

The Issuer has adopted specific policies to manage market risk, including CVA risk and the monitoring of the associated foreign exposure limits described above. Despite such policies, the Issuer remains exposed to the risks of fluctuations in currency and risk of loss as a result of market risks which may have a negative impact on the business, financial condition and/or results of operations of the Issuer.

1.1.3. Liquidity Risk.

Liquidity risk is the risk that the Issuer is unable to meet its financial obligations in a timely manner at reasonable prices. Financial obligations include liabilities to depositors, payments due under derivative contracts, settlement of securities borrowing and repurchase transactions, and lending and investment commitments.

Liquidity risk is managed through a framework and supporting policies as well as limits that are approved by the Board of Directors. The Board of Directors receives reports on risk exposures and performance against approved limits. The ALCO provides senior management oversight of liquidity risk.

Liquid assets are a key component of liquidity management and the Issuer holds these types of assets in sufficient quantity to meet potential needs for liquidity management. The Issuer maintains large holdings of unencumbered liquid assets to support its operations. These assets generally can be sold or pledged to meet the Issuer's obligations. As at 31 October 2024, unencumbered liquid assets were $310 billion, and $319 billion as at 31 October 2023. The Issuer's liquidity pool is held across major currencies, mostly comprised of Canadian and U.S dollar holdings.

Liquidity risk is measured and controlled through a range of metrics with applicable limits, including the liquidity coverage ratio, net stable funding ratio, net cumulative cash flow, funding concentration, minimum liquidity buffer, maximum amount of pledged assets, minimum liquidity stress surplus, and maximum cash gaps guidance levels.

The Issuer is required to maintain an adequate level of unencumbered high-quality liquid assets that can be converted into cash to meet liquidity needs over a 30 calendar day horizon under a pre-defined significantly severe liquidity stress scenario. This is measured by the liquidity coverage ratio ("LCR") which is based on a 30-day liquidity stress scenario, with assumptions defined in the Liquidity Adequacy Requirements Guideline issued by OSFI. The LCR is calculated as the ratio of high-quality liquid assets to net cash flows. Currently, the Issuer is subject to a regulatory minimum LCR of 100 per cent. The Issuer's LCR as at 31 October 2024 was 131 per cent. and 136 per cent. as at 31 October 2023. For additional information on the Issuer's LCR, see table on page 101 of the Issuer's 2024 Annual Report. Effective liquidity risk management is essential to maintain the confidence of depositors and counterparties, to manage the Issuer's cost of funds and support its core business activities even in adverse circumstances. Any significant deterioration in the Issuer's liquidity position may lead to an increase in funding costs or constrain the volume of new lending. These factors may adversely impact the Issuer's profitability and financial performance and condition.

1.1.4. Money Laundering, Terrorist Financing and Sanctions Risk.

Money laundering, terrorist financing ("ML/TF") and sanctions risks are the susceptibility of the Issuer to be used by individuals or organizations to launder the proceeds of crime, finance terrorism, or violate economic sanctions. This also includes the risk that the Issuer does not conform to applicable anti-money laundering ("AML") / anti-terrorist financing or sanctions legislation or does not apply adequate controls reasonably designed to detect and deter ML/TF and sanctions violations or to file any required regulatory reports.

The Issuer is subject to the expanding and ever-evolving anti-money laundering/anti-terrorist financing and economic sanctions laws and regulations internationally across the Issuer's footprint. Money laundering, terrorist financing, and economic sanctions violations represent material risk to the Issuer including regulatory, legal, financial and reputational exposure. In the case of economic sanctions, the trend towards retaliatory sanctions laws and regulations and anti-blocking statutes in certain jurisdictions increases the potential for situations to arise involving conflicts of law, due to the Issuer's global footprint.

Regulators have also evidenced an increased focus on risks associated with anti-money laundering and terrorist financing. Sanctions authorities continue to be very active with the number of “listed” persons increasing.

If the Issuer was found to be in breach of its regulatory obligations, it could be subject to a material fine and/or restrictions on its business operations. The Issuer maintains an AML program which includes policies, procedures and control standards relating to client identification and due diligence, transaction monitoring, payment and name screening, as well as investigation and reporting of suspicious activity. The AML program is designed with the goal of preventing, deterring, detecting and reporting suspected money laundering and terrorist financing activities across the organization, and ensuring compliance with the laws and regulations of the various jurisdictions in which the Issuer operates.

1.1.5. Operational Risks.

Operational risk is the risk of loss resulting from people, inadequate processes and systems, or from external events. Operational risk includes third party risk, fraud risk and legal risk. It exists in some form in each of the Issuer’s business and support activities, and third parties with whom the Issuer has entered a business or strategic arrangement for outsourcing activities, the provision of products or services or other benefits. It can result in financial loss, regulatory sanctions and damage to the Issuer’s reputation. Operational risk management refers to the discipline of systematic identification, assessment, measurement, mitigation, monitoring, and reporting of operational risk.

Similar to all large organizations, the Issuer is exposed to many types of operational risk, including the risk of fraud by employees or outsiders, unauthorized transactions by employees, temporary loss or shortage of employees, or operational errors, including clerical or record keeping errors or errors resulting from faulty or disabled computer or telecommunications systems. Given the high volume of transactions the Issuer processes on a daily basis, certain errors may be repeated or compounded before they are discovered and successfully rectified. Shortcomings or failures in the Issuer’s internal processes, people or systems, including any of the Issuer’s financial, accounting or other data processing systems, could lead to, among other consequences, direct or indirect financial loss, regulatory sanctions, and reputational damage. In addition, despite the contingency plans the Issuer has in place, the Issuer’s ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports the Issuer’s businesses and the communities in which they are located.

Notwithstanding anything in this risk factor, this risk factor should not be taken as implying that the Issuer will be unable to comply with its obligations as a company with securities admitted to the Official List or as an authorised firm regulated by the Financial Conduct Authority.

The Issuer’s operational risk management framework sets out an integrated approach to identify, assess, control, mitigate and report operational risks across the Issuer. The Issuer applies the standardized approach for calculating operational risk capital as per the applicable Basel Standards. As at 31 October 2024, the risk weighted assets of the Issuer amounted to $464 billion, $51.1 billion of which was for operational risks.

1.1.6. Cyber Security and Information Technology ("IT") Risk.

Cyber security risk is the loss of confidentiality, integrity or availability of information, data, or information systems and reflect the potential adverse impacts to organizational operations (i.e. mission, functions, image, or reputation) and assets, customers, and other stakeholders. IT risk is the risk of financial loss, disruption or damage to reputation from a failure of information technology systems.

The cyber security and IT risk landscape continues to evolve across the financial industry. The increasing use of digital delivery channels to deliver financial services exposes the Issuer to various vectors of attack. Threat actors, including individuals, organized crime rings and nation state sponsored entities, continue to target financial institutions to steal data, money or to disrupt operations. The ongoing geopolitical tensions increase the risk of escalations through retaliatory cyber attacks. These events can negatively impact the Issuer's operational environment, its customers and other third parties. The Issuer continues to expand its cyber security capabilities to defend against potential threats and minimize the impact to the business.

Cyber security risk arises from multiple threats includes risks in the form of cyber attacks, data breaches, cyber extortion and similar compromises and continues to impact financial institutions and other businesses in Canada and around the globe. Threats are not only increasing in volume but in their sophistication as adversaries use ever evolving technologies and attack vectors. The technology environment of the Issuer, its customers and the third parties providing services to the Issuer, may be subject to attacks, breaches or other compromises. Incidences like these can result in disruption to operations, misappropriation or unauthorized release of confidential, financial or personal information, reputational damage, regulatory investigations and fines, among other things. The Issuer proactively monitors and manages these risks by investing in technology and talent expertise to ensure appropriate risk-based remediation activities, and in enhanced tooling to support the Issuer's ability to improve cyber resiliency and reinforce protection against events and factors outside of its control. In addition, the Issuer purchases insurance coverage to help mitigate against certain potential losses associated with cyber incidents. In the event of a successful cyber attack, the Issuer would be exposed to financial loss, reputational loss, the risk of not achieving its business objectives as well as major disruption in its operations.

(a) Evolving Cyber Security Threats.

As technology advances, cyber threats continue to evolve in sophistication and scope, posing a top risk to the Issuer and/or its third-party service providers. These risks manifest as attacks on critical functions or infrastructure, including but not limited to, customer facing systems and may result in financial loss, data theft, regulatory consequences, reputational damage or operational disruption to the Issuer. The inherent risk of cyber security threats continues to increase as attack surfaces grow with the adoption of new technologies and cloud services. Geopolitical conflicts have increased the severity and frequency of cyber threats and state-sanctioned cyber attacks on critical infrastructure, public-facing services and emerging technologies. Advancements in generative artificial intelligence ("Generative AI") and large language models create additional attack vectors that enable new forms of fraud or are used to exfiltrate sensitive data and personal identifiable information.

The Issuer's overall cyber security and IT program continues to adapt to the evolving and complex cyber threat landscape, and investments in cyber defences, including proactive and adaptive security measures and IT infrastructure to strengthen its operational resilience. As threat actors look to exploit the weakest link in a system, frequent monitoring of critical suppliers and effective contingency planning helps mitigate the vulnerability to cyber attacks on third parties and safeguards critical assets to ensure business continuity. The Issuer also maintains cyber insurance coverage to help mitigate potential losses linked to cyber incidents. The insurance coverage limit is regularly reviewed and evaluated to ensure it meets the Issuer's needs.

(b) Resilience to Third Party Risks.

The Issuer continues to rely on third parties for the delivery of some critical services. The growing concentration of dominant third and nth parties for the delivery of these critical services, combined with attempts to keep up with technological advancements in a volatile macroeconomic and geopolitical environment, requires oversight and monitoring of complex third and nth-party arrangements, and increases regulatory, operational, data and cyber risk for service providers. Using third party service providers increases the risk of attacks, breaches, or disruptions due to the Issuer's reduced oversight and control over their technology and security. This can interrupt critical functions or infrastructure, including but not limited to, customer facing systems and may result in financial loss, data theft, regulatory consequences, reputational damage or operational disruption to the Issuer. Resiliency and preparedness for third party disruptions, including contingency planning and identification of alternative vendors, is an area of increasing focus as individual banks are expected to coordinate and manage the systemic risks associated with critical third parties notwithstanding disparate regulations.

The Issuer aims to be 'Resilient by Design' and has established an operational resilience program to support engagements with third party service providers, including defining critical suppliers, enhancing continuous monitoring and developing vendor disruption strategies. The Issuer continues to invest in enhancing its governance of third parties, resourcing capabilities, and technology to ensure it manages third party risk prudently. A successful cyber attack on, or data breaches or other compromises involving, third and nth-parties, can result in major disruption to the Issuer's operations, misappropriation or unauthorised release of its confidential, financial or personal information, reputational damage, regulatory investigations and fines, among other things.

1.1.7. Compliance Risk.

Compliance risk is the risk of an activity not being conducted in conformity with applicable laws, rules, regulations and prescribed practices (regulatory requirements) and compliance-related internal policies and procedures, and ethical standards expected by regulators, customers, investors, employees and other stakeholders. Compliance risk includes regulatory compliance risk, conduct risk and privacy risk.

As a global organization, with operations in numerous jurisdictions world-wide, the Issuer is subject to (and must comply with) various regulatory requirements established by governments, regulators and self-regulating bodies. In a world of increasingly complex and evolving regulatory requirements and escalating enforcement activity, the Issuer must keep pace with regulatory expectations as well as accepted industry best practices and ethical standards across its global footprint. See “*Business Line Overview*” on pages 38 to 54 of the Issuer’s 2024 Annual Report incorporated by reference in the Prospectus for a detailed description of the Issuer’s business segments and the jurisdictions in which it operates. Although the Issuer continually monitors and evaluates the potential impact of regulatory developments to assess the impact on its businesses and to implement any necessary changes, regulators and private parties may challenge the Issuer’s compliance. Failure to comply with legal and regulatory requirements may result in fines, penalties, litigation, regulatory sanctions, enforcement actions and limitations or prohibitions from engaging in business activities, all of which may negatively impact the Issuer’s financial performance, the execution of its business strategy and its reputation. See Note 24 (Provisions) of the Issuer’s 2024 Annual Report and Note 28 (Corporate Income Taxes) of the Issuer’s 2024 Annual Report for more information on ongoing litigation and investigations. The scope of compliance requirements and the associated cost for the Issuer are increasing as well with evolving regulatory expectations such as cyber security, data risk, consumer protection and privacy, model risk, third-party risk and operational resilience. This focus could lead to more regulatory or other enforcement actions.

The Issuer continues to monitor changes in regulatory guidance and continue to assess the impact of new regulations across its operating footprint and the credit life cycle. For additional information on some of the key regulatory developments that have the potential to impact the Issuer’s operations, see “*Regulatory Developments*” on page 116 of the Issuer’s 2024 Annual Report which is incorporated in the Prospectus by reference, as may be updated by quarterly reports.

1.1.8. Environmental, Social and Governance Risk.

Environmental, social and governance risk is the risk that an environmental (including climate), social or governance event, or condition, which if occurs could cause an actual or potential negative impact to the Issuer.

The Issuer considers environmental risk to be any potential adverse impacts to the Issuer because of climate change and/or damage to the natural environment or biodiversity, such as land, water, plants, natural resources, ecosystems, and the atmosphere. The physical and transition risks associated with climate change are a component of environmental risk.

Social risk is the risk of potential adverse impacts to the Issuer that can arise due to the mismanagement of social considerations that can cause actual or perceived negative impacts on people and communities. Social considerations include, but are not limited to, human rights (including human trafficking and modern slavery); Indigenous rights; labour standards and working conditions; diversity, equity, and inclusion; accessibility; community health, safety, and security; disadvantaged and vulnerable groups; cultural property and heritage; and land acquisition and involuntary resettlement.

Corporate governance refers to the oversight mechanisms and the way in which the Issuer is governed. It encompasses the Issuer’s policies and processes, how decisions are made, and how it deals with the various interests of, and relationships with, its many stakeholders, including shareholders, customers, employees, regulators, and the broader community. Governance risk is the risk of potential adverse impacts to the Issuer stemming from poor or ineffective corporate governance mechanisms and controls.

Rising costs of climate change and new climate guidelines increase regulatory oversight and stakeholder expectations to demonstrate strong governance in managing climate risks. The increased intensity and frequency of severe weather events highlights the potential impacts of diverse physical risks due to climate change, which include damage to properties and disruptions to operations that can negatively impact profitability. Political uncertainty and changing government priorities could result in step-backs from environmental commitments and slow net-zero investments and client support to mitigate climate risks. Under current laws and evolving climate regulations, which include management of nature-related risks and their impacts, making exaggerated or misleading sustainability claims or "greenwashing", either intentionally or due to data collection and reporting challenges, can create legal and reputational risks to the Issuer.

1.1.9. Data Risk.

Data risk is the risk of exposure to the adverse financial and non-financial consequences (e.g., revenue loss, reputational risk, regulatory risk, suboptimal management decisions) caused by mismanagement, misunderstanding or misuse of the Issuer's data assets. This risk may arise from poor data quality; inadequate data management or data architecture and/or unethical data usage.

Data is considered one of the Issuer's most strategic assets and the volume, value and type of data the Issuer handles has exponentially increased in recent years. Enhanced rigor towards data management is a concentrated focus for the Issuer with the increase in regulatory demands. Data is produced and consumed by different business lines and geographies of the Issuer. Failure by the Issuer to manage such data in an effective, collaborative and holistic way could adversely affect, the Issuer's reputation, regulatory compliance and financial performance and condition.

1.1.10. Model Risk.

Model risk is the risk of adverse financial (e.g., capital, losses, revenue) and reputational consequences arising from the design, development, implementation and/or use of a model. It can originate from among other things, inappropriate specification; incorrect parameter estimates; flawed hypotheses and/or assumptions; mathematical computation errors; inaccurate, inappropriate or incomplete data; inappropriate, improper or unintended usage; and inadequate monitoring and/or controls.

The model risk management framework outlines the Issuer's approach for effective governance and oversight of model risk consistent with the policies and processes outlined in the Issuer's Model Risk Management Policy (the "MRMP"). The MRMP describes the overarching principles, policies, and procedures that provide the framework for managing model risk. The MRMP also clearly defines roles and responsibilities for key stakeholders involved in the model risk management cycle.

These principles, policies and procedures cover all stages of the model risk management cycle, including development, independent pre-implementation review, approval and post-implementation review. All models, whether developed by the Issuer or vendor-supplied, that meet the Issuer's model definition are covered by this policy.

Prior to the implementation of new risk models, rigorous validation and testing is conducted. Validation is conducted when the model is initially developed and when any significant changes are made to the model. The models are also subject to ongoing validation, the frequency of which is determined by model risk ratings. Models may also be triggered for earlier revalidation when there have been significant structural changes in the market or changes to the composition of the portfolio.

Model risk continues to receive increasing regulatory focus given growing adoption of analytics-driven insights across financial institutions. Regulatory guidelines for model risk set out expectations for the establishment of an enterprise-wide risk management framework, including policies and procedures to identify, assess and manage the risks inherent in any model. The Issuer proactively monitors and manages the risks associated with the development and use of models. It has an enterprise-wide model risk management policy in place, supported by appropriate processes and procedures, that support the identification and management of material risks associated with models. The Issuer also continues to enhance model risk governance practices, processes and controls to effectively monitor and mitigate risks. However, failure to properly manage such risk could adversely impact the Issuer's financial performance, position and reputation.

1.1.11. Reputational Risk.

Reputational risk is the risk that negative publicity or stakeholder sentiment regarding the Issuer's conduct, business practices or associations, whether true or not, will adversely affect its revenues, operations or customer base, or require costly litigation or other defensive measures.

The Issuer has an enterprise reputational risk policy, as well as other policies and procedures for managing suitability risk, and reputational and legal risk related to various transactions, relationships or other Issuer activities. Reputational risk is managed and controlled by the Issuer's code of conduct (the "Code of Conduct"), governance practices and risk management programs, policies, procedures and training. All directors, officers and employees have a responsibility to conduct their activities in accordance with the Code of Conduct, and in a manner that minimizes reputational risk. The activities of the legal; global tax; corporate secretary; global communications; global compliance & AML and global risk management departments, as well as the reputational risk committee, are particularly oriented to the management of reputational risk.

Negative publicity about an institution's business practices may involve any aspect of its operations, but usually relates to questions of business ethics and integrity, or quality of products and services. Such negative publicity has an impact on the Issuer's brand and reputation. Negative publicity and related reputational risk frequently arise as a by-product of some other kind of risk management control failure such as compliance and operational risks. In some cases, reputational risk can arise through no direct fault of an institution, but indirectly as a ripple-effect of an association or problems arising within the industry or external environment.

Damage to the Issuer's reputation can result in reduced share price and market capitalization, increased cost of capital, loss of strategic flexibility, inability to enter or expand into markets, loss of client loyalty and business, or regulatory fines and penalties. The sources of reputation risk are widespread; risk to the Issuer's reputation can occur in connection with credit, regulatory, legal and operational risks. The Issuer can also experience reputation risk from a failure to maintain an effective control environment, exhibit good conduct, or have strong risk culture practices, all of which may have a negative impact on the Issuer's reputation, financial performance and condition.

1.1.12. Strategic Risk.

Strategic risk is the risk that the enterprise, business lines or corporate functions of the Issuer will make strategic choices that are inappropriate or insufficiently resilient to changes in the business environment, or ineffectively execute such strategies. The Board of Directors is ultimately responsible for oversight of strategic risk, by ensuring a robust strategic planning process and approving, on an annual basis, the strategic plan for the Issuer. Changes in the Issuer's business strategy can impact the Issuer's risk appetite and therefore the annual strategy report to the Board of Directors considers linkages between the Issuer's enterprise risk appetite framework and the enterprise strategy, business lines in the execution of their strategic planning. The Board of Directors reviews this material, along with other relevant strategic and financial presentations by management throughout the year in order to provide the appropriate governance. The strategic planning process is managed by Enterprise Strategy which supports the management of strategic risk throughout the planning process by ensuring alignment across the Issuer's business, financial, capital and risk planning. Global risk management also provides oversight of strategic risk by providing independent reviews throughout the strategic planning process, establishing enterprise risk frameworks, and independently monitoring and reporting on the level of risk established against the Issuer's risk appetite metrics. The development, evaluation and execution of the Issuer's strategic plans is owned by the management team of the Issuer. They participate actively in the annual planning process and on an ongoing basis, heads of business lines and corporate functions identify, manage, and assess the internal and external risks that could impede achievement of, or progress of, strategic objectives. The executive management team regularly meets to evaluate the effectiveness of the Issuer's strategic plan, and consider what amendments, if any, are required. For more information on the Issuer's strategic goals in each of its business segments, see "*Business Line Overview*" on pages 38 to 54 of the Issuer's 2024 Annual Report incorporated by reference in the Prospectus, as may be updated by quarterly reports, and for information on recent acquisitions and divestitures, see Note 37 (Acquisitions and Divestitures) of the Issuer's 2024 Annual Report.

Execution of strategic objectives is contingent upon navigating an external environment driven by changing government priorities, increasing geopolitical tensions and the accelerating pace of regulatory scrutiny and obligations that could require strategic adjustments. The Issuer has aligned its operations to core strategic objectives while remaining agile to adapt to the evolving external environment to help ensure strategic goals are met, while continuing to communicate transparently with investors and other stakeholders.

The Issuer's ability to execute on its objectives and strategic goals will influence its financial performance. Despite the processes in place to manage strategic risk and the execution of strategic objectives, if the Issuer is unable to successfully implement selected strategies or related plans and decisions, if the Issuer makes inappropriate strategic choices or if the Issuer makes a change to its strategic goals, its financial performance, condition and prospects could be adversely affected.

1.2. Emerging and other risks that could impact future results.

The Issuer is exposed to a variety of emerging and other risks that can potentially affect the Issuer's business strategies, financial performance, and reputation.

1.2.1. Economic Uncertainty.

After a period of elevated interest rates, most central banks have started easing their policy rates, which should support economic activity. However, the lag effect of higher interest rates may increase portfolio impacts, including provisions and delinquencies as clients continue to face higher refinancing costs. Liquidity and market risk uncertainty may result in stricter credit conditions, which can impact business growth, delinquencies and collateral valuations. The Issuer has no control over changes in monetary policies or capital market conditions, and therefore cannot forecast or anticipate them systematically. The general level of interest rates may impact the Issuer's profitability because interest rate fluctuations affect the spread between interest paid on deposits and interest earned on loans, thereby affecting the Issuer's net income.

The Issuer's strategic shift places focus on allocating capital to more mature, priority markets with an emphasis on lower cost deposits and client primacy that helps reduce credit risk. Frequent monitoring of liquidity, deposit levels, and credit quality will keep the Issuer adept in responding to a changing environment and protect against potential impacts of macroeconomic uncertainty. Portfolios are monitored for delinquency trends, and collections measures are being deployed to mitigate potential impacts to the Issuer's most vulnerable borrowers.

1.2.2. Economic Impacts of Geopolitical Tensions.

Geopolitical risks, including trade tensions, could affect volatility in foreign exchange and capital markets globally. This affects all participants in these markets. In the short run, a market shock could potentially impact the Issuer's trading and non-trading market activities and revenues. Over a longer period of time, the more broadly based macroeconomic effects could potentially impact the Issuer's exposures to customers and market segments impacted by those shocks.

The potential for political miscalculations and conflict escalations remains a key concern. Geopolitical uncertainty and a fracturing global economy, including a new U.S. administration, growing U.S.-China tensions, the continuing war in Ukraine and ongoing escalations in the Middle East could add complexity to the geopolitical environment and pose fresh threats to the global economy by disrupting supply chains and increasing commodity prices. Trade disputes challenge the globalized economy, prompting some governments to promote manufacturing diversification among 'allies' for resource, technology, and product security. Though such measures seek to mitigate the economic impacts of geopolitical risk, such policies may raise costs and inefficiencies in capital deployment and allocation. The scope and intensity of geopolitical risk events are difficult to predict.

For discussion on the Issuer's economic outlook in Canada and countries in which the Issuer operates in, see "*Strategy, Economic Summary and Outlook*" on pages 28 to 29 of the Issuer's 2024 Annual Report incorporated by reference in this Prospectus, as may be updated by future quarterly reports.

1.2.3. Increased Regulatory Obligations and Government Policy Uncertainty.

As a global financial institution, the Issuer operates under various legal and regulatory frameworks that affect its businesses. The increasing volume, complexity, and pace of regulatory obligations, combined with changing government policies across the Issuer's footprint is competing for limited resources and is a challenge when balancing compliance with innovation amidst growing competition in the non-regulated financial industry. The Issuer strives to monitor and evaluate the emerging regulatory developments and to implement the necessary changes to ensure compliance. However, any inadvertent non-compliance may expose the Issuer to fines, penalties, litigation, regulatory sanctions, enforcement actions and restrictions or prohibitions on its business activities. These consequences may adversely affect the Issuer's financial performance, its business strategy execution and its reputation.

The Issuer continues to monitor changes in regulatory guidance from regulators and to assess the impact of new regulations across its operating footprint. It continues to coordinate examinations as part of its compliance program and work with peers to promote consistent guidance and requirements across jurisdictions.

1.2.4. Increased Fraud Threats.

Fraud risk arises from numerous sources, both internal and external, including service providers to the Issuer and its customers. The Issuer, and its industry as a whole, continues to be exposed to the threat of increasing fraud given the uncertain economic climate, rapid digitization, and the adoption of new technologies. Despite the Issuer's investments in fraud prevention and detection programs, capabilities, measures and defences, it may not successfully mitigate against all fraudulent activity which could result in financial loss, reputational damage or operational disruptions in the Issuer's businesses.

1.2.5. Increased Reliance on Data and Models in Decision Making.

The increasing role of data in decision making processes and operations, potential for bias, and increasing sensitivities and concerns on appropriate use of data in the decision-making process, can all result in reputational risk. Poor data quality and timeliness can hinder the Issuer's assessment and disclosure of key risk data needed to meet regulatory disclosure requirements, which could raise the Issuer's compliance and operational costs. Adoption of new technology (i.e. Generative AI) in financial services creates new risks, such as potential copyrights and intellectual property infringement, spread of misinformation, and inaccuracy of model output stability in model performance impacting reliability for decision making.

The Issuer has policies which outline guiding principles on how to manage the risks of using models and data in alignment to the latest regulations on data and AI, while incorporating data ethics into its code of conduct and training. The Issuer continues to invest in better modeling tools and stress testing capabilities.

1.2.6. Failure to Adapt to Technological Change and Competitive Risks.

Risks and impacts emanating digital innovations such as cloud computing, Generative AI, machine learning and process automation, requires continued investments by the Issuer to adapt to these new technologies in order to respond to changing customer needs, regulatory expectations, and cyber threats, while staying competitive with peers and new entrants. Rapid digitalization has created greater dependency on technology to carry out critical business processes and as digital service usage continues to increase, stakeholder tolerance for downtime has reduced. New unregulated participants can disrupt a bank's operating model with the use of advanced technologies, agile delivery methodologies and analytical tools offering bank-like products with lower fixed costs. The increasing role of data, models, and artificial intelligence in decision making processes and operations, evolving regulatory expectations, increasing sensitivities and concerns on their appropriate use, and the potential for bias in the decision-making process, can result in reputational risk as failures to properly mitigate or incorporate technological changes could degrade consumer trust and confidence. Poorly managed change and choice of vendor/third party can result in operational disruption and customer complaints which can result in reputational damage, regulatory censure and financial losses. In response to increased customer demands, needs and expectations, the Issuer has embarked on a multi-year digital transformation with the aspiration to be a digital leader in the financial services industry.

Technology is a focus for the Issuer and is a key enabler for the Issuer's clients to do business easily, for automating processes, and for driving innovation, including better risk analytics. Managing legacy IT platforms and complex change management process is an increasing risk focus as adoption of new technologies requires increasing speed to keep pace with a rapidly changing digital landscape. The Issuer is strategically increasing its technology investments to address legacy platforms, which should reduce system vulnerabilities and increase flexibility to adopt new technologies cost-effectively. Focus remains on ensuring sufficient resourcing for software updates and to accelerating the remediation of expired software, while cloud investments should support software modernization and application rationalization. The Issuer is addressing the risks of adopting Generative AI, including malicious use, data vulnerabilities, and regulatory scrutiny, by establishing artificial intelligence risk guidelines and leveraging existing data and model governance frameworks for ethical and sound adoption across business lines.

1.2.7. Macroeconomic Uncertainty.

The policies and methods chosen may require management to make estimates or rely on assumptions that impact the reported results. Subsequent to reporting, such estimates and assumptions may require revision, which may materially adversely affect the Issuer's results of operations and financial condition.

From 1 November 2011, the Issuer's financial condition and results of operations for interim and annual reports have been reported using accounting policies and methods prescribed by IFRS as issued by the International Accounting Standards Board.

As detailed in the section entitled "Controls and Accounting Policies – Critical Accounting Policies and Estimates" on pages 111 to 115 of the Issuer's 2024 Annual Report, incorporated by reference in the Prospectus, certain accounting policies have been identified as being "critical" to the presentation of the Issuer's financial condition and results of operations as they (i) require management to make particularly subjective and/or complex judgments and estimates about matters that are inherently uncertain and (ii) carry the likelihood that materially different amounts could be reported under different conditions or using different assumptions and estimates. The reporting of such materially different amounts could materially and adversely affect the Issuer's results of operations or reported financial condition. These critical accounting policies and estimates relate to the determination of the Issuer's allowance for credit losses, the determination of the fair value of financial instruments and impairment of investment securities, the cost of employee benefits, the provision for corporate income taxes, whether or not structured entities should be consolidated, assessment of impairment of goodwill, indefinite life intangible assets and provisions and other off-balance sheet credit risks."

4. Caution Regarding Forward-Looking Statements

The section entitled "**CAUTION REGARDING FORWARD-LOOKING STATEMENTS**" on pages 11 to 12 of the Prospectus is deleted and replaced with the following:

"**CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

From time to time, the Issuer public communications include oral or written forward-looking statements. Statements of this type are included in this Prospectus and in the documents incorporated by reference in this Prospectus, and may be included in other filings with Canadian securities regulators or the U.S. Securities and Exchange Commission, or in other communications. In addition, representatives of the Issuer may include forward-looking statements orally to analysts, investors, the media and others. All such statements by the Issuer are made pursuant to the "safe harbor" provisions of the U.S. *Private Securities Litigation Reform Act of 1995* and any applicable Canadian securities legislation. Forward-looking statements in this Prospectus and the documents incorporated by reference may include, but are not limited to, statements made in the Management's Discussion and Analysis in the Issuer's 2024 Annual Report under the headings "Outlook" and in other statements regarding the Issuer's objectives, strategies to achieve those objectives, the regulatory environment in which the Issuer operates, anticipated financial results, and the outlook for the Issuer's businesses and for the Canadian, U.S. and global economies. Such statements are typically identified by words or phrases such as "believe," "expect," "aim," "achieve," "foresee," "forecast," "anticipate," "intend," "estimate," "outlook," "seek," "schedule," "plan," "goal," "strive," "target," "project," "commit," "objective," and similar expressions of future or conditional verbs, such as "will," "may," "should," "would," "might," "can" and "could" and positive and negative variations thereof.

By their very nature, forward-looking statements require the Issuer to make assumptions and are subject to inherent risks and uncertainties, which give rise to the possibility that the Issuer's predictions, forecasts, projections, expectations or conclusions will not prove to be accurate, that the Issuer's assumptions may not be correct and that the Issuer's financial performance objectives, vision and strategic goals will not be achieved.

The Issuer cautions readers not to place undue reliance on these statements as a number of risk factors, many of which are beyond the Issuer's control and effects of which can be difficult to predict, could cause the Issuer's actual results to differ materially from the expectations, targets, estimates or intentions expressed in such forward-looking statements.

The future outcomes that relate to forward-looking statements may be influenced by many factors, including but not limited to: general economic and market conditions in the countries in which the Issuer operates and globally; changes in currency and interest rates; increased funding costs and market volatility due to market illiquidity and competition for funding; the failure of third parties to comply with their obligations to the Issuer and its affiliates; including relating to the care and control of information, and other risks arising from the Issuer's use of third parties; changes in monetary, fiscal, or economic policy and tax legislation and interpretation; changes in laws and regulations or in supervisory expectations or requirements, including capital, interest rate and liquidity requirements and guidance, and the effect of such changes on funding costs; geopolitical risk; changes to the Issuer's credit ratings; the possible effects on the Issuer's business and the global economy of war, conflicts or terrorist actions and unforeseen consequences arising from such actions; technological changes, including the use of data and artificial intelligence in the Issuer's business, and technology resiliency; operational and infrastructure risks; reputational risks; the accuracy and completeness of information the Issuer receives on customers and counterparties; the timely development and introduction of new products and services, and the extent to which products or services previously sold by the Issuer require the Issuer to incur liabilities or absorb losses not contemplated at their origination; the Issuer's ability to execute its strategic plans, including the successful completion of acquisitions and dispositions, including obtaining regulatory approvals; critical accounting estimates and the effect of changes to accounting standards, rules and interpretations on these estimates; global capital markets activity; the Issuer's ability to attract, develop and retain key executives; the evolution of various types of fraud or other criminal behaviour to which the Issuer is exposed; anti-money laundering; disruptions or attacks (including cyberattacks) on the Issuer's information technology, internet connectivity, network accessibility, or other voice or data communications systems or services; which may result in data breaches, unauthorised access to sensitive information, denial of service and potential incidents of identity theft; increased competition in the geographic and in business areas in which the Issuer operates, including through internet and mobile banking and non-traditional competitors; exposure related to significant litigation and regulatory matters; environmental, social and governance risks, including climate change, the Issuer's ability to implement various sustainability-related initiatives (both internally and with the Issuer's clients and other stakeholders) under expected time frames, and the Issuer's ability to scale its sustainable-finance products and services; the occurrence of natural and unnatural catastrophic events and claims resulting from such events, including disruptions to public infrastructure, such as transportation, communications, power or water supply; inflationary pressures; global supply-chain disruptions; Canadian housing and household indebtedness; the emergence or continuation of widespread health emergencies or pandemics, including their impact on the global economy, financial market conditions and the Issuer's business, results of operations, financial condition and prospects; and the Issuer's anticipation of and success in managing the risks implied by the foregoing. A substantial amount of the Issuer's business involves making loans or otherwise committing resources to specific companies, industries or countries. Unforeseen events affecting such borrowers, industries or countries could have a material adverse effect on the Issuer's financial results, businesses, financial condition or liquidity. These and other factors may cause the Issuer's actual performance to differ materially from that contemplated by forward-looking statements. The Issuer cautions that the preceding list is not exhaustive of all possible risk factors and other factors could also adversely affect the Issuer's results, for more information, please see the "Risk Management" section of the Issuer's 2024 Annual Report, which document is incorporated by reference herein, as updated by quarterly reports.

Material economic assumptions underlying the forward-looking statements contained in this Prospectus and in the documents incorporated by reference herein are set out in the 2024 Annual Report under the headings "Outlook", which document is incorporated by reference herein, as updated by quarterly reports to the extent incorporated by reference herein. The "Outlook" and "2025 Priorities" sections are based on the Issuer's views and the actual outcome is uncertain. Readers should consider the above-noted factors when reviewing these sections.

When relying on forward-looking statements to make decisions with respect to the Issuer and its securities, investors and others should carefully consider the preceding factors, other uncertainties and potential events.

Any forward-looking statements contained in this document represent the views of management only as of the date hereof and are presented for the purpose of assisting the Issuer's shareholders and analysts in understanding the Issuer's financial position, objectives and priorities, and anticipated financial performance as at and for the periods ended on the dates presented, and may not be appropriate for other purposes. Except as required by law, the Issuer, any Dealer or any other person does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf."

5. Addition to the Directors and Board Committees of the Issuer

The list of "**Directors and Board Committees of the Issuer**" under the section entitled "**THE BANK OF NOVA SCOTIA**" on pages 73 to 74 of the Prospectus is updated by adding the following to this section in alphabetical order:

Name	**Board Committee Memberships**	**Principal Occupation / Outside Activities**
Steven C. Van Wyk	ACRC	Corporate Director

6. Amendment to statement regarding governmental, legal or arbitration proceedings

The section entitled "**Legal and Arbitration Proceedings**" under the section entitled "**THE BANK OF NOVA SCOTIA**" on page 77 of the Prospectus is hereby deleted in its entirety and replaced with the following:

> "**Legal and Arbitration Proceedings**
>
> Save as disclosed on pages 19 to 20 (Legal Proceedings and Regulatory Actions) in the Bank's Annual Information Form dated 3 December 2024 and note 28 (Corporate Income Taxes) on pages 208 to 210 of the Bank's consolidated financial statements for the year ended 31 October 2024 contained in the 2024 Annual Report, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Bank is aware), during the 12 month period preceding the date of this Prospectus which may have, or have had in the recent past, significant effects on the Bank and the Bank's subsidiaries' (taken as a whole) financial position or profitability."

7. Any significant change in the financial performance or financial position of the Bank and its respective subsidiaries or material adverse change in the prospects of the Bank and its subsidiaries

There has been no significant change in the financial performance or financial position of the Bank and its subsidiaries taken as a whole and no material adverse change in the prospects of the Bank and its subsidiaries taken as a whole, in each case since 31 October 2024, being the date of the latest audited published consolidated financial statements of the Bank.

8. General Information

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into the Prospectus by way of this Second Supplement and (b) any other statement in, or incorporated by reference in, the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Second Supplement, the 2024 AIF or the sections of the 2024 Annual Report incorporated by reference in the Prospectus by virtue of this Second Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme has arisen or been noted, as the case may be, since the approval by the FCA of the first supplement dated 27 August 2024.

Copies of this Second Supplement, the Prospectus and the documents or information incorporated by reference in this Second Supplement and the Prospectus can be (i) obtained on written request and without charge from the principal executive offices of the Bank from the Executive Vice-President and General Counsel, The Bank of Nova Scotia, 40 Temperance Street, Toronto, Ontario M5H 0B4, Canada, Telephone: +1 (416) 866-3672 and inspected or collected by Noteholders free of charge at all reasonable times from the specified office of each Paying Agent set out at the end of the Prospectus or may be provided by email to a Noteholder following their prior written request to any Paying Agents or the Issuer and provision of proof of holding and identity (in a form satisfactory to the relevant Paying Agent or the Issuer, as the case may be); and (ii) viewed free of charge on the website of the Issuer and on the website of the Regulatory News Service operated by the London Stock Exchange plc at https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html under the name of the Issuer.