

THE BANK OF NOVA SCOTIA

EXTENDIBLE 5.35% FIXED COUPON NOTES (BAIL-INABLE NOTES) F CLASS (USD)

Due July 30, 2025 (Unless Extended)



July 23, 2024

Final Terms and Conditions

Issue
The Bank of Nova Scotia Extendible Fixed Coupon Notes (Bail-inable Notes) F Class (USD), pays coupons annually, and is extendible annually at the Issuer's option commencing on July 30, 2025 for an initial term of 1 year and a maximum term of approximately 5 years (the "Notes").

Issuer
The Bank of Nova Scotia (the "Issuer").

Trade Date
July 23, 2024.

Issue Date
July 30, 2024.

Repayment of Principal Amount
100.00% of the Principal Amount will be repaid on the applicable Maturity Date.

Coupon Rate, Coupon Payments and Coupon Payment Dates
The coupon rate is **5.35% per annum** (the "Coupon Rate"). A coupon payment will be equal to the Principal Amount multiplied by the Coupon Rate and divided by the number of coupon payments per annum (each a "Coupon Payment"). Subject to the Extension Feature, the Coupon Payments will be payable annually in arrears on July 30 (each a "Coupon Payment Date"), commencing on July 30, 2025 until the applicable Maturity Date. The Notes will accrue interest based on the Day Count Fraction with equal payments, without adjustment for period end dates. If a Coupon Payment Date is not a Business Day, the Coupon Payment shall be paid on the next Business Day, without adjustment for period end dates and no additional interest shall be paid thereon.

Extension Feature
The Notes are extendible at the sole and absolute option of the Issuer from the Initial Maturity Date to the first Extended Maturity Date and semi-annually thereafter to the next following Extended Maturity Date or the Final Maturity Date, as applicable, but in no event beyond the Final Maturity Date (the "Extension Feature"). Unless the Issuer provides notice in writing to CDS of its intention to redeem the Notes not less than fifteen Business Days prior to the then applicable Maturity Date of the Notes, the Issuer will be deemed to have exercised its option to extend the then applicable Maturity Date of the Notes to the next following Maturity Date. If the applicable Maturity Date of the Notes is not a Business Day, the Principal Amount shall be paid on the next Business Day, without adjustment for period end dates.

In the event that the Issuer gives notice to CDS of its intention not to extend the term of the Notes, the decision to give such notice will be subject to the prior approval of the Superintendent of Financial Institutions (Canada) (the "Superintendent") if such non-extension would lead to a breach of the Issuer's Total Loss Absorbing Capacity ("TLAC") requirements.

There is no certainty as to the term to maturity of the Notes after July 30, 2025 because the Extension Feature embedded in the Notes will be dependent on, among other things, future interest rates and market volatility. If extended to the Final Maturity Date, the term of the Notes will be approximately 5 years.

Initial Maturity Date
July 30, 2025 (the "Initial Maturity Date").

CONTACT INFORMATION www.scotianotes.com

Sales and Marketing: 1-866-416-7891

The Notes are not conventional notes or debt securities. For the various risks associated with such an investment please see the "Risk Factors" section herein.

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**Extended Maturity Dates**

July 30, 2026, July 30, 2027, and July 30, 2028 (each an "Extended Maturity Date").

Maturity Date

Subject to the Extension Feature, the Initial Maturity Date, each Extended Maturity Date and the Final Maturity Date are each referred to as a "Maturity Date", as applicable. If a Maturity Date is not a Business Day, the Principal Amount shall be paid on the next Business Day, without adjustment for period end dates and no additional interest shall be paid thereon.

Final Maturity Date

July 30, 2029, assuming the Issuer has exercised all options to extend.

Optional Redemption

The Notes are not subject to redemption at the option of the holder or the Bank. Redemption for any reason (including, without limitation, on any Maturity Date other than the Final Maturity Date) will be subject to the prior approval of the Superintendent if such redemption would lead to a breach of the Issuer's minimum TLAC requirements.

Day Count Fraction

30/360 unadjusted.

Business Day

Days (other than a Saturday or Sunday) on which commercial banks are open for business in Toronto, Ontario, Canada and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits).

Principal Amount

\$100.00 per Note.

Issue Price

\$100.00 per Note.

Minimum Investment

\$1,000.00 and integral multiples thereof.

Issue Size

The Issuer may issue up to a maximum issue size of \$30,000,000 (300,000 Notes) (the "Issue Size"). The Issuer reserves the right to change the maximum Issue Size in its sole and absolute discretion without notice.

ISIN / CUSIP

CA0641647Y61 / 0641647Y6.

Status

The Notes will be a direct senior unsecured and unsubordinated liabilities of the Issuer ranking *pari passu* with all other senior unsecured and unsubordinated debt of the Issuer.

Senior Debt¹ Ratings

Morningstar DBRS: AA (low); Moody's: A2; S&P: A-

¹Subject to conversion under the bank recapitalization "bail-in" regime.

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There is no assurance that if the Notes were specifically rated that they would have the same rating as the Issuer's senior unsecured and unsubordinated obligations with a term to maturity of one year or more. **A rating is not a recommendation to buy, sell or hold investments, and may be subject to revision or withdrawal at any time by the relevant rating agency.**

No CDIC Eligibility

The Notes do not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act* (the "CDIC Act") or under any other deposit insurance regime.

Bail-in Status

The Notes are bail-inable notes subject to conversion in whole or in part – by means of a transaction or series of transactions and in one or more steps – into common shares of the Issuer or any of its affiliates under subsection 39.2(2.3) of the *CDIC Act* and to variation or extinguishment in consequence, and subject to the application of the laws of the Province of Ontario and the federal laws of Canada applicable therein in respect of the operation of the *CDIC Act* with respect to the Notes. For a description of Canadian bank resolution powers and the consequent risk factors attaching to the Notes reference is made to "Canadian Bank Resolution Powers including Bail-in" at <http://www.scotiabank.com/ca/en/about/investors-shareholders/regulatory-disclosures.html> which information is hereby incorporated by reference.

Subsequent Holders:

Each holder or beneficial owner of a Note that acquires an interest in the Notes in the secondary market and any successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of any such holder or beneficial owner shall be deemed to acknowledge, accept, agree to be bound by and consent to the same provisions specified in the Notes to the same extent as the holders or beneficial owners that acquire an interest in the Notes upon its initial issuance, including, without limitation, with respect to the acknowledgement and agreement to be bound by and consent to the terms of the Notes related to the bail-in regime.

Set-Off

No holder or beneficial owner of bail-inable notes may exercise, or direct the exercise of, claim or plead any right of set-off, netting, compensation or retention in respect of any amount owed to it by the Issuer arising under, or in connection with, the bail-inable notes, and each holder or beneficial owner of bail-inable notes shall, by virtue of its acquisition of an interest in any bail-inable note, be deemed to have irrevocably and unconditionally waived all such rights of set-off, netting, compensation or retention. Notwithstanding the foregoing, if any amounts due and payable to any holder or beneficial owner of the bail-inable notes by the Issuer in respect of, or arising under, the bail-inable notes are purportedly discharged by set-off, netting, compensation or retention, without limitation to any other rights and remedies of the Issuer under applicable law, such holder or beneficial owner shall pay to the Issuer an amount equal to the amount of such discharge and, until such time as payment is made, shall hold an amount equal to such amount in trust for the Issuer and, accordingly, any such discharge shall be deemed not to have taken place.

Attornment

By its acquisition of an interest in any Bail-inable Notes, each Noteholder or beneficial owner of any Bail-inable Notes is deemed to attorn to the jurisdiction of the courts in the Province of Ontario with respect to the *CDIC Act* and the laws of the Province of Ontario and the federal laws of Canada applicable therein in respect of the operation of the *CDIC Act* with respect to the Bail-inable Notes.

Selling Agent

Scotia Capital Inc. ("SCI")

Selling Agents' Commission

There is no selling commission payable in respect of the Notes.

Secondary Market

The Notes will not be listed on any stock exchange. SCI, as a market maker, agrees to repurchase the Notes in whole at the holder's request, at the market price determined by SCI in its sole discretion acting reasonably, and subject to the occurrence of any event, circumstance or cause beyond the reasonable control of SCI that has or may have an adverse effect on its ability to maintain a secondary

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market, as determined in its sole discretion. A holder who sells a Note to SCI prior to the Maturity Date may receive sales proceeds that are less than the Principal Amount of the Notes.

SCI acting as principal, may earn a profit in connection with the acquisition and disposition of the Notes. SCI may, for any reason, elect not to purchase the Notes from any particular holder and may, in its sole and absolute discretion, limit the aggregate Principal Amount of the Notes that will be acquired on any given day from any particular holder and/or defer the purchase of any or all of the Notes from any particular holder. A holder does not have the right to retract or redeem the Notes prior to the Maturity Date.

The sale of a Note to SCI in the secondary market, if any such secondary market exists at such time, prior to the Maturity Date will be effected at a price equal to: (i) the bid price for the Note provided by SCI on the day the request is deemed to have been made, which may be less than the Principal Amount, minus (ii) any transaction charges that may or may not be levied by the relevant selling agent.

There is no guarantee that the bid price for any day will be the highest possible price available in any secondary market for the Notes, but it will represent a bid price generally available to holders as at the relevant close of business. The bid price at any time will generally depend on, among other things, the Principal Amount that is payable on the Maturity Date, the time remaining to maturity, the credit of the Issuer, and the cost of hedging the Issuer's obligations under the Notes. A holder should consult their investment advisor as to whether it would be more favourable in the circumstances at any time to sell the Notes (assuming the availability of a secondary market) or hold the Notes until the Maturity Date. A holder should also consult their advisor as to the income tax consequences arising from a sale prior to the Maturity Date as compared to holding the Notes until the Maturity Date.

Calculation Agent

SCI

Governing Law

The Province of Ontario and the federal laws of Canada applicable therein.

Amendments

The Issuer may amend the Notes to correct, cure or rectify any ambiguities, defective or inconsistent provisions, errors or omissions, and the correction, cure or rectification of any of the provisions shall be final and binding on the registered holder(s) and any recorded transferee, without the approval of the registered holder(s).

Currency

References herein to \$ are to United States dollars.

Notices

The Issuer will provide notice of certain events relating to the Notes as required by applicable regulations or the terms of the Notes. Notices will be validly given if given through CDS to CDS participants and/or by posting the notice to the Issuer's website at www.scotianotes.com.

Tax Considerations

Purchasers should consult their own tax advisors regarding the tax consequences of an investment in the Notes.

Registered Account Eligible

100% qualified for RRSPs, RRIFs, RESPs, RDSPs, TFSAs, DPSPs and FHSAs.

Selling Restrictions

This document does not constitute an offer or invitation by anyone in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or invitation. The distribution of this document and the offering or sale of the Notes in some jurisdictions may be restricted by law. In addition, distribution of the Notes in jurisdictions other than Canada may also be

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restricted. Persons into whose possession this document comes are required by the Issuer and SCI to inform themselves about and to observe any such restrictions. This document constitutes an offering of the Notes only in those jurisdictions and to those persons where and to whom they may be lawfully offered for sale and where not restricted by policies of the Issuer and SCI, and then only through persons duly qualified to effect such sales.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”) and should not be offered or sold within the United States. SCI agrees that neither it, nor its affiliates(s), nor any persons acting on its behalf have engaged or will engage in any directed selling efforts (within the meaning of Regulation S of the 1933 Act) in the United States with respect to the Notes.

Form and Denomination

Book entry only through participants in CDS Clearing and Depository Services Inc. (“CDS”).

Book Entry Only System

The Notes will be book entry only through participants in CDS Clearing and Depository Services Inc. (“CDS”). The Notes will be issued by way of a single global certificate (the “Global Note”) registered in the name of a nominee of CDS and deposited with CDS. Registration of interests in and transfers of the Notes will be made only through the Book Entry Only (BEO) system of CDS. The Notes must be purchased either directly or indirectly through a participant in the CDS BEO system. No holder will be entitled to any Note or other instrument from the Issuer or CDS evidencing the ownership thereof, and no holder will be shown on the records maintained by CDS except through an agent who is a participant of CDS.

Risks and Suitability

Potential investors in the Notes are urged to consult their own legal, accounting and tax advisors in order to determine the suitability of this investment and to consult on any risks or consequences of an investment in the Notes as well as to make an independent evaluation of such investment. Before reaching a decision to purchase the Notes, the investor should carefully consider the risks of investing in the Notes, including the following.

Suitability

An investment in the Notes may not be suitable for all investors. An investor should reach a decision to purchase the Notes after carefully considering the suitability of the Notes and their investment objectives. Neither the Issuer nor SCI makes any recommendation as to the suitability of the Notes for an investor’s investment purposes. The Notes may be suitable for investors who: (i) have an investment horizon of up to 5 years, (ii) seek the return of the Principal Amount combined with the return potential of the Coupon Payments, (iii) are expecting interest rates to remain stable, (iv) seek to diversify the fixed income component of their investment portfolios, and (v) are prepared to accept the risks set out in this section, “Risks and Suitability”. Investors should consult with their investment advisors before making a decision regarding an investment in Notes.

Non-Standard Investments

The Notes have certain investment characteristics that differ from traditional fixed income securities. Specifically, the performance of the Notes will not track the same price movements as traditional interest rate products. An investor should reach a decision to invest in the Notes after careful consideration with their advisors on the suitability of the Notes in light of their investment objectives and the information set out in the above terms and conditions. Neither the Issuer nor SCI makes any recommendation as to whether the Notes are a suitable investment for any person.

Extension Feature

As a result of the Extension Feature of the Notes, the price movement of the Notes will be quite different from that of notes, bonds, and similar debt instruments with the same credit risk and term to maturity. For example, if prevailing interest rates fall, the market price of the Notes may be limited to the price applicable to the then existing Maturity Date.

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Investors are compensated for the uncertainty caused by the Extension Feature of the Notes by receiving a higher yield compared to other fixed income investments with a similar credit risk and term to maturity. The Issuer is less likely to exercise its right to extend the Maturity Date of the Notes during periods of relatively low interest rates, or otherwise where it determines that its borrowing cost under the Notes is, or might be, higher than from other available sources. The decision to extend (or not to extend) the Notes will be made solely by the Issuer and may occur at a point in time that is not advantageous to investors. If the Notes are not extended to an Extended Maturity Date or the Final Maturity Date, holders may not be able to reinvest at a rate comparable to the Coupon Rate under the Notes.

Potential Conflicts of Interest

The Issuer, the Calculation Agent and their affiliates may engage in activities and perform functions that could adversely impact the value of the Notes or the amount or timing of receipt of payments under the Notes. Consequently, potential conflicts between the interests of holders and the Issuer's interests may arise.

Changes in Legislation

There can be no assurance that income tax, securities and other laws will not be amended or changed in a manner which may adversely affect the Notes and holders of the Notes.

Credit Risk

The Notes are not eligible for deposit insurance coverage by the Canada Deposit Insurance Corporation. The likelihood that holders will receive the payments owing to them will be dependent upon the financial health and creditworthiness of the Issuer.

Currency Risk

The Principal Amount and Coupon Payments will be denominated and payable in U.S. dollars. To the extent other assets or income of a holder of the Notes are denominated in another currency, such as the Canadian dollar, an investment in the Notes will entail foreign exchange related risks. due to, among other factors, possible significant changes in the value of such currency relative to the U.S. dollar because of economic, political and other factors. Appreciation of the Canadian dollar against the U.S. dollar could result in a loss to a holder of Notes on a Canadian dollar basis.

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Important Information

A purchaser purchasing the Notes should have such knowledge and experience in financial and business matters to evaluate the merits and risks of the prospective investment. The information contained herein is issued for information purposes only to provide an overview of the Notes and does not constitute investment advice or an offer to sell or a solicitation to purchase. The Notes may not be suitable for all types of investors. This document does not purport to identify or suggest all of the risks (direct or indirect) which may be associated with an investment in the Notes. To the extent applicable, holders should contact their financial advisors and consult their tax advisors regarding the tax consequences of the interest payable on the Notes in their particular circumstances, including if they plan to sell the Notes prior to maturity. Before reaching a decision to purchase the Notes, the purchaser should carefully consider a variety of risk factors associated with the Notes under the “Risks and Suitability” section of this document.

Neither The Bank of Nova Scotia, Scotia Capital Inc. nor their respective affiliates make any recommendations concerning fixed income investments as an asset class or the suitability of investing in securities generally or the Notes in particular. In connection with the issue and sale of the Notes by The Bank of Nova Scotia, no person has been authorized to give any information or make any representation not contained herein relating to the Notes and neither The Bank of Nova Scotia, Scotia Capital Inc. nor their respective affiliates accept any responsibility for any information not contained herein. The Notes may not be purchased or sold outside of Canada. No securities commission or similar authority in Canada has in any way passed upon the merits of the Notes and any representation to the contrary is an offence.

A hard copy of this document will be sent to each holder upon request. Prospective investors may enquire about the terms and conditions of the Notes by contacting their investment advisor or Scotiabank Global Banking and Markets at 1-866-416-7891. During the term of the Notes, holders may enquire as to the Principal Amount and accrued interest applicable to their investment by contacting their investment advisor or Scotiabank Global Banking and Markets at the telephone number referenced above.

Information concerning Scotiabank Global Banking and Markets’ procedures established for dealing with complaints, Scotiabank’s Whistleblower Policy and the Scotiabank Whistleblower Program have been made available at <https://www.gbm.scotiabank.com/en/legal.html>.

The Notes may not be purchased or sold outside of Canada. No securities commission or similar authority in Canada has in any way passed upon the merits of the Notes and any representation to the contrary is an offence. “Scotiabank” and “Scotiabank Global Banking and Markets” are registered trademarks of The Bank of Nova Scotia. Scotia Capital Inc. is a wholly-owned subsidiary of The Bank of Nova Scotia.

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