

CHARTER

HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS OF THE BANK OF NOVA SCOTIA

The Human Resources Committee of the Board of Directors (the “Committee”) has the responsibilities and duties as outlined below:

A. Total Rewards and Leadership Mandate

To assist the Board of Directors’ (the “Board”) in fulfilling its responsibilities relating to leadership, succession planning and total rewards including compensation, pensions, benefits and perquisites and their annual disclosure by:

Regulatory Compliance, Risk Management & Governance

1. performing such duties as may be required by:
 - the *Bank Act* and the regulations thereunder and those directives, guidelines and standards under the supervision of the Office of the Superintendent of Financial Institutions (“OSFI”); and
 - other applicable legislation and regulations including those of the Ontario Securities Commission, the Canadian Securities Administrators (the “CSA”), the Toronto Stock Exchange, the New York Stock Exchange (“NYSE”), the Securities and Exchange Commission and the *Sarbanes-Oxley Act of 2002*, as well as the regulatory requirements specific to the various geographies in which the Bank operates (for example, the United Kingdom’s regulatory rules and guidance of the Prudential Regulation Authority (“PRA”), the Financial Conduct Authority (“FCA”), and the European Banking Authority (“EBA”));
2. in conjunction with the Risk Committee:
 - satisfying itself that adequate procedures are in place to identify, assess and manage the risks associated with the Bank’s material compensation programs and that such procedures are consistent with the Bank’s risk management programs;
 - satisfying itself that the Bank’s material compensation programs comply with the design policies and procedures, including compensation outcomes, risk measurements and risk outcomes as measured against business objectives, operations and risks; and
 - reviewing the definition and composition of employees that may have a material impact on the risk exposure of the Bank and overseeing that their compensation structures align with key and specific risks, and that there are appropriate linkages between recommended incentive awards for these employees and compliance with the Bank’s policies, guidelines and risk appetite;
3. staying informed with respect to regulatory changes and evolving industry best practices affecting the Bank’s material compensation programs;

4. reviewing the results of the Bank's non-binding advisory shareholder vote, commonly known as "Say on Pay", and consider the outcome in any future executive compensation arrangements. Where a significant number of shares are voted against the advisory resolution, the Committee will review the approach to executive compensation in the context of specific concerns and make recommendations to the Board;

Total Rewards

5. reviewing and approving the corporate goals and objectives relevant to the President and Chief Executive Officer's (the "CEO") compensation, evaluating the CEO's performance relative to the established goals and objectives, including the "tone at the top" set through his or her business ethics, conduct and integrity, and recommending the CEO's total compensation based on this evaluation to the Board for approval.
6. Reviewing, approving or recommending to the Board for approval, the Bank's total rewards principles, material compensation programs, and incentive compensation recommendations for Executive Officers, including the Chief Auditor, Chief Anti-Money Laundering Officer and UK Material Risk Takers, including:
 - the general criteria and design – including scenario and/or back-testing analysis on payouts and plan changes – of the Bank's material incentive plans as well as the Stock Option Plan, Performance Share Unit Plan, Restricted Share Unit Plan, and other Bank equity-based plans;
 - the basis and allocation for distribution of awards relating to various other incentive plans; and
 - the design and execution of claw-back mechanisms;

Executive Officers

- the total compensation to be paid or awarded to Executive Officers of the Bank and other Board or Board Committee appointed officers of the Scotiabank Group of Companies, including the Chief Auditor, and Chief Anti-Money Laundering Officer, with such compensation to include salaries, bonuses, and whatever types of incentive plans, equity-based plans, benefits, pension and perquisites the Committee and the Board may consider appropriate from time to time
 - agreements and employment contracts applicable to Executive Officers and other Board appointed officers
7. evaluating and reviewing the assessments made by the CEO for other Executive Officers, and taking into consideration such assessments in the Committee's compensation recommendations to the Board;
 8. establishing guidelines on share ownership and post-retirement holdings for Executive Officers and other Board appointed officers of the Scotiabank Group of Companies and reviewing compliance relative to these guidelines;

9. overseeing the Bank's material employee pension and benefit plans, including any significant proposed changes to such plans, and as set out in more detail for pension in Section B;

Succession

10. reviewing the senior level organizational structure and staffing of the Bank, and taking into consideration regulatory findings as part of its on-going review of senior management, and, when necessary, submitting its concerns and recommendations to the Board;
11. at least annually, reviewing and approving mandates for all Executive Officers and the job descriptions for the Chief Auditor and Chief Anti-Money Laundering Officer;
12. regularly reviewing:
 - management succession plans for Executive Officers;
 - management succession plans for the heads of each of the Bank's control functions (namely, Finance, Internal Audit, Global Risk Management, Global Compliance and Anti-Money Laundering), taking into consideration input provided by the Chair of each of the Risk Committee and the Audit Committee;
 - development plans for members of senior management;

and at least annually, reporting to the Board on such plans;

Other

13. reviewing and approving the statement of executive compensation for inclusion in the Bank's Management Proxy Circular;
14. overseeing that a process is in place to notify OSFI of potential changes to the membership of senior management;
15. approving on an annual basis, a core plan of reports to be presented to the Committee on matters within its mandate;
16. annually reviewing the Charter for the Committee and evaluating the Committee's effectiveness in fulfilling its mandate;
17. preparing and approving a committee report for inclusion in the Bank's management proxy circular; and
18. performing such other duties as may from time to time be assigned to the Committee by the Board.

B. Pension Mandate

The objective of the various pension plans sponsored by the Bank is to provide the plans' members with a source of retirement income. The Bank sponsors several plans, including the Scotiabank Pension Plan (SPP) and the Supplemental Executive Pension Plan (SEPP).

For all plans sponsored by the Bank and certain of its subsidiaries, with the exception of the SPP and the SEPP, the mandate of the Committee is to review reports at least annually on the plans' performance, funded status, and governance issues, and activities of the various committees, trustees or management who administer the plans. With respect to the SPP and the SEPP, the mandate of the Committee is to monitor and supervise their administration. In the case of the SPP, a funded plan, the Committee also monitors the administration and investment of the fund maintained in connection therewith (the "Fund"). The activities of the Committee for the SPP and SEPP, as appropriate, are more fully described under the heading "Duties" below.

Duties

The duties of the Committee with respect to the SPP and SEPP, as appropriate, are:

19. Overseeing that the SPP and SEPP are appropriately administered and that the Fund for the SPP is invested and administered in accordance with the provisions of the SPP, the Trust Deed and all applicable legislation. Committee members will be expected to comply with the Conflict of Interest Policy in the Fund's Statement of Investment Policies and Procedures;
20. Considering amendments to the SPP and SEPP and making recommendations in respect thereof to the Board;
21. Establishing and adopting, after receiving the recommendation of the Pension Administration and Investment Committee, a written Statement of Investment Policies and Procedures in respect of the Fund for the SPP and, at least annually, reviewing and confirming or amending the Statement of Investment Policies and Procedures, all in accordance with applicable legislation;
22. Monitoring and supervising the activities of the Pension Administration and Investment Committee and, not less than semi-annually, reviewing the report of that Committee;
23. Recommending to the Board the appointment and/or removal of the Custodian(s) of the Fund for the SPP. In the event the Committee determines that immediate action must be taken to remove and replace a Custodian, the Committee shall have the authority to take such action and shall report such action to the Board for ratification;
24. Retaining competent professional actuaries and replacing such actuaries from time to time as it deems appropriate;

25. Retaining a firm of chartered accountants to audit the Fund for the SPP as required by the provisions of applicable legislation;
26. Reviewing and approving the audit report prepared by the auditors retained in connection with the Fund for the SPP; and
27. Delegating to any director, officer or employee of the Bank or to any outside agent any act required to be done by the Committee provided that the Committee carries out such ongoing supervision as is reasonable and prudent.

C. Independent Advisors

The Committee may, in its sole discretion, retain or obtain the advice of an independent compensation consultant, independent legal counsel or other independent advisor (each, an "Advisor") and meet privately with any such Advisor. The Committee shall be responsible for the appointment, compensation and oversight of the work of any such Advisor retained by the Committee. The Bank shall provide for appropriate funding, as determined by the Committee, for an Advisor retained by the Committee. Prior to selecting or receiving advice from an Advisor, the Committee must take into consideration certain factors relevant to an Advisor's independence from management, including the following:

- (a) the provision of other services to the Bank by the person that employs the Advisor;
- (b) the amount of fees received from the Bank by the person that employs the Advisor, as a percentage of the total revenue of such employer;
- (c) the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the Advisor with a member of the Committee;
- (e) any stock of the Bank that is owned by the Advisor; and
- (f) any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Bank.

D. Reporting

28. The Committee shall report to the Board on the proceedings of each Committee meeting and on the Committee's recommendations at the next regularly scheduled Board meeting;

E. Composition

Structure

The Committee shall consist of such number of Directors as the Board shall determine from time to time.

All members of the Committee should have an understanding of issues related to human resources, leadership and compensation, or be willing to acquire the requisite knowledge within a reasonable period of time.

Independence

The Committee is composed entirely of independent directors as defined in applicable laws, rules and regulations and as determined pursuant to the Director Independence Standards approved by the Board for Committee members.

No member of the Committee may be an officer or employee of the Bank or any of its subsidiaries or affiliates. No member may be a person who is affiliated with the Bank.

Directors' fees are the only compensation a member of the Committee may be paid by the Bank.

Appointment of Committee Members

Members are appointed or reappointed annually by the Board, upon the recommendation of the Corporate Governance Committee, such appointments to take effect immediately following the annual meeting of the shareholders of the Bank. Members shall hold office until their successors are appointed or until they cease to be Directors of the Bank.

Vacancies

Vacancies may be filled for the remainder of the current term of appointment of members of the Committee by the Board, subject to the requirements under the headings "Structure" and "Independence" above.

Appointment and Qualifications of Committee Chair

The Board shall appoint from the Committee membership, a Chair for the Committee to preside at meetings. In the absence of the Chair, one of the other members of the Committee present shall be chosen by the Committee to preside at that meeting.

The Chair for the Committee must have all the qualifications for Committee membership, including experience related to leadership, compensation or human resources.

F. Meetings

Calling of Meetings

Meetings of the Committee may be called by the Chair or by any two members of the Committee.

Written resolutions in lieu of a meeting are permitted, solely in accordance with the Bank Act.

The Committee members shall meet separately with the Chief Human Resources Officer of the Bank during a minimum of two Committee meetings per year.

The Committee shall meet with the Chief Risk Officer of the Bank during a minimum of two Committee meetings per year to discuss risks associated with the Bank's material compensation programs.

The Committee shall hold joint sessions with the Risk Committee at least twice per year to review risks associated with the Bank's material compensation programs. The Committee may discharge its responsibilities, as set out in this Charter, during such joint sessions.

The Committee shall meet at least semi-annually in respect of pension matters.

The Committee should hold an in camera session immediately prior to and/or following the conclusion of the regular agenda matters.

The Committee may invite any director, officer or employee or any other person to attend meetings to assist the Committee with its deliberations.

Notice of Meetings

Notice of meeting of the Committee shall be sent by prepaid mail, by personal delivery or other means of transmitted or recorded communication or by telephone at least 12 hours before the meeting to each member of the Committee at the member's address or communication number last recorded with the Corporate Secretary. A Committee member may in any manner waive notice of a meeting of the Committee and attendance at a meeting is a waiver of notice of the meeting, except where a member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

Quorum

The quorum for a meeting of the Committee shall be a majority of its members, subject to a minimum of 2 members.

Secretary and Minutes

The most senior officer of the Human Resources Department, shall act as Secretary of the Committee and, in their absence, an Assistant Corporate Secretary of the Bank or such other person as the Committee may request shall so act.

Minutes of meetings of the Committee shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Committee and to the Board, if required by the Board.

This Charter was reviewed and approved by the Board on June 27, 2017