

*SIXTH SUPPLEMENT DATED 23 AUGUST 2022 TO THE PROSPECTUS DATED 3 SEPTEMBER 2021, AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED 18 OCTOBER 2021 AND THE SECOND SUPPLEMENT DATED 7 DECEMBER 2021, THE THIRD SUPPLEMENT DATED 1 MARCH 2022, THE FOURTH SUPPLEMENT DATED 25 MAY 2022 AND THE FIFTH SUPPLEMENT DATED 26 JULY 2022*

**Scotiabank**<sup>®</sup>

**THE BANK OF NOVA SCOTIA**

(a Canadian chartered Bank)

**CAD100,000,000,000**

**Global Registered Covered Bond Program**

Unconditionally and irrevocably guaranteed as to payments of interest and principal by

**SCOTIABANK COVERED BOND GUARANTOR LIMITED PARTNERSHIP**

(a limited partnership established under the laws of the Province of Ontario)

The Bank of Nova Scotia (the “**Bank**”) issued a prospectus dated 3 September 2021 (as supplemented by the first supplement to such prospectus dated 18 October 2021, the second supplement to such prospectus dated 7 December 2021 and the third supplement to such prospectus dated 1 March 2022, the fourth supplement to such prospectus dated 25 May 2022 and the Fifth supplement to such prospectus dated 26 July 2022) (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 to be admitted to 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 Covered Bonds to be admitted to trading on the International Securities Market of the London Stock Exchange plc. This sixth supplement (the “**Sixth 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 CAD100,000,000,000 Global Registered Covered Bond Program unconditionally and irrevocably guaranteed as to payments of interest and principal by Scotiabank Covered Bond Guarantor Limited Partnership (the “**Guarantor**”) (the “**Program**”) established by the Bank. When used in this Sixth 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 Sixth Supplement. This Sixth Supplement is supplemental to, and shall be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Bank from time to time.

Each of the Bank and the Guarantor accepts responsibility for the information contained in this Sixth Supplement. To the best of the knowledge of each of the Bank and the Guarantor, the information contained in this Sixth Supplement is in accordance with the facts and this Sixth Supplement makes no omission likely to affect its import.

## **1. Purpose of the Sixth Supplement**

The purpose of this Sixth Supplement is to (a) incorporate by reference the Bank's comparative unaudited interim consolidated financial statements and management's discussion and analysis for the three month and nine month periods ended 31 July 2022, as set out in the Bank's 2022 Third Quarter Report to Shareholders, prepared in accordance with International Financial Reporting Standards ("IFRS"); (b) 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 (c) 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, including the Guarantor.

## **2. Comparative Unaudited Interim Consolidated Financial Statements and Management's Discussion and Analysis as at and for the Three Month and Nine Month Periods Ended 31 July 2022**

On 23 August 2022, the Bank published its comparative unaudited interim consolidated financial statements for the three month and nine month periods ended 31 July 2022 prepared in accordance with IFRS, together with the management's discussion and analysis for the three month and nine month periods ended 31 July 2022, set out on pages 3 through 89 of the Bank's 2022 Third Quarter Report to Shareholders. The remainder of the Bank's 2022 Third Quarter Report to Shareholders is not incorporated in the Prospectus and is either covered elsewhere in the Prospectus or deemed not relevant to investors.

## **3. Document Incorporated by Reference**

A copy of the Bank's 2022 Third Quarter Report to Shareholders has been filed with the Financial Conduct Authority and, by virtue of this Sixth Supplement, pages 3 through 89 of the Bank's 2022 Third Quarter Report to Shareholders are incorporated in, and form part of, the Prospectus for the purposes of Article 8 of the UK Prospectus Regulation.

The Bank's 2022 Third Quarter Report to Shareholders is available at the following link:

[https://www.scotiabank.com/content/dam/scotiabank/corporate/quarterly-reports/2022/q3/Q322\\_Shareholders\\_Report-EN.pdf](https://www.scotiabank.com/content/dam/scotiabank/corporate/quarterly-reports/2022/q3/Q322_Shareholders_Report-EN.pdf)

To the extent that any document or information incorporated by reference in this Sixth Supplement itself incorporates any other documents or information by reference therein, either expressly or implicitly, such other documents 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 documents or information are specifically incorporated by reference into or attached to this Sixth Supplement.

#### **4. 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 94 of the Prospectus is hereby deleted in its entirety and replaced with the following:

##### **“Legal and Arbitration Proceedings**

Save as disclosed in the Bank’s Annual Information Form dated 30 November 2021, note 27 (Corporate Income Taxes) on pages 219 to 221 of the Bank’s consolidated financial statements for the year ended 31 October 2021 contained in the 2021 Annual Report and note 20 (Corporate income taxes) on page 88 of the Bank’s 2022 Third Quarter 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.”

#### **5. 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, including the Guarantor, taken as a whole since 31 July 2022, being the date of the latest unaudited interim consolidated financial statements of the Bank for the three month and nine month periods ended 31 July 2022, and no material adverse change in the prospects of the Bank and its subsidiaries, including the Guarantor, taken as a whole since 31 October 2021, being the date of the latest audited published consolidated financial statements of the Bank.

#### **6. General Information**

To the extent that there is any inconsistency between (a) any statement in this Sixth Supplement or any statement incorporated by reference into the Prospectus by way of this Sixth 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 Sixth Supplement and the 2022 Third Quarter Report to Shareholders incorporated by reference in the Prospectus by virtue of this Sixth 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 Covered Bonds issued under the Program has arisen or been noted, as the case may be, since the approval by the FCA of the fifth supplement to the Prospectus dated 26 July 2022.

Copies of this Sixth Supplement, the Prospectus and the documents or information incorporated by reference in this Sixth Supplement and the Prospectus can be obtained on written request and without charge from (i) the principal executive offices of the Bank from the Executive Vice-President and General Counsel, The Bank of Nova Scotia, Scotia Plaza, 44 King Street West, Toronto, Ontario M5H 1H1, Canada, Telephone: +1 (416) 866-3672; (ii) and from the offices of the Principal Paying Agent, Registrar and Transfer Agent, The

Bank of Nova Scotia, London Branch, 201 Bishopsgate, 6th Floor, London EC2M 3NS, United Kingdom; Telephone: +44 (0)20 7638 5644 and may also be viewed free of charge on the website of the Bank at <https://www.scotiabank.com/ca/en/about/investors-shareholders/funding-programs/scotiabank-global-registered-covered-bond-program.html> 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 Bank.