

FOURTH SUPPLEMENT DATED 16 JULY 2018 TO THE PROSPECTUS DATED 7 FEBRUARY 2018 AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED 28 FEBRUARY 2018, THE SECOND SUPPLEMENT DATED 27 APRIL 2018 AND THE THIRD SUPPLEMENT DATED 30 MAY 2018



THE BANK OF NOVA SCOTIA

(a Canadian chartered Bank)

\$36,000,000,000

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 7 February 2018 (as supplemented by the first supplement to such prospectus dated 28 February 2018, the second supplement to such prospectus dated 27 April 2018 and the third supplement to such prospectus dated 30 May 2018) (such prospectus as supplemented, the “**Prospectus**”) which is a base prospectus for the purposes of Article 5.4 of the Prospectus Directive (2003/71/EC) as amended (which includes the amendments made by Directive 2010/73/EU) (the “**Prospectus Directive**”). This fourth supplement (the “**Fourth Supplement**”) constitutes a supplement in respect of the Prospectus for the purposes of the Prospectus Directive and Section 87G of the Financial Services and Markets Act 2000, and is prepared in connection with the \$36,000,000,000 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.

Terms defined in the Prospectus have the same meaning when used in this Fourth Supplement. This Fourth 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 Fourth Supplement. To the best of the knowledge of each of the Bank and the Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Fourth Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

1. Purpose of the Fourth Supplement

The purpose of this Fourth Supplement is to update the “Bank of Nova Scotia” section of the Prospectus in relation to certain recent developments described in greater detail below.

2. The Bank of Nova Scotia – Recent Development

The following new subsection shall be added in the section “The Bank of Nova Scotia” below the subsection entitled “Borrowing Powers” set out on page 63 of the Prospectus:

“Recent Developments

On May 31, 2018, the Bank announced that it will acquire MD Financial Management (MD), Canada's leading provider of financial services to physicians and their families. The purchase price of \$2.585 billion is payable in cash at the closing of the acquisition. A public offering of 22.655 million common shares at \$76.15 per share on a bought deal basis for gross proceeds of approximately \$1.730 billion (the **Equity Offering**) will fund a portion of the purchase price for the acquisition. The Equity Offering closed on June 8, 2018.”

To the extent that there is any inconsistency between (a) any statement in this Fourth Supplement or any statement incorporated by reference into the Prospectus by way of this Fourth 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 Fourth Supplement and any supplement to the Prospectus previously issued, 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 publication of the Prospectus.

Copies of this Fourth Supplement, the Prospectus and the documents incorporated by reference in either this Fourth Supplement or the Prospectus can be (i) viewed on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html under the name of the Bank and the headline “Publication of Prospectus”, (ii) viewed on the website of the National Storage Mechanism at www.morningstar.co.uk/uk/NSM and (iii) obtained on written request and without charge from (a) the principal executive offices of the Bank from the Executive Vice-President and General Counsel, The Bank of Nova Scotia, Scotia Plaza, 40 King Street West, Toronto, Ontario M5H 1H1, Canada, and (b) 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 so long as any of the Covered Bonds issued under the Prospectus and listed on the London Stock Exchange’s Regulated Market are outstanding.