

FINAL TERMS

THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION (CMHC) NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THESE FINAL TERMS. THE COVERED BONDS ARE NEITHER INSURED NOR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a "**distributor**") should take into consideration the manufacturers’ (or manufacturer’s) target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturers’ (or manufacturer’s) target market assessment) and determining appropriate distribution channels.

PRIIPS REGULATION / PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS - The Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**) or in the United Kingdom (the **UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended) where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the **Prospectus Directive**). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

27 March 2020

The Bank of Nova Scotia

Legal entity identifier (LEI): L3I9ZG2KFGXZ61BMYR72

**Issue of U.S.\$900,000,000 1.500% Covered Bonds due 31 March, 2023
unconditionally and irrevocably guaranteed as to payments of interest and principal by
Scotiabank Covered Bond Guarantor Limited Partnership
under the CAD \$38 billion
Global Registered Covered Bond Program**

The Prospectus referred to below (as completed by this Final Terms Document) has been prepared on the basis that any offer of Covered Bonds in any member state of the EEA or the UK (each, a **Relevant State**) will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of the Covered Bonds. Accordingly, any person making or intending to make an offer in that Relevant State of the Covered Bonds may only do so in circumstances in which no obligation arises

for the Issuer or any Dealer to publish or supplement a prospectus pursuant to the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Covered Bonds in any other circumstances.

PART 1

CONTRACTUAL TERMS

Terms used herein will be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Prospectus dated 16 July 2019, together with the First Supplement dated 28 August 2019, the Second Supplement dated 27 November 2019, the Third Supplement dated 17 December 2019, the Fourth Supplement dated 28 February 2020 and the Fifth Supplement dated 20 March 2020 which together constitute a base prospectus (the **Prospectus**) for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended or superseded, the **Prospectus Directive**). This document constitutes the final terms of the Covered Bonds described herein for the purposes of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer and the Guarantor and the offer of the Covered Bonds is only available on the basis of the combination of this Final Terms Document and the Prospectus. The Prospectus is available for viewing at www.londonstockexchange.com/exchange/news/market-news/market-newshome.html and copies of the Prospectus are available free of charge to the public at the Executive Offices of the Issuer and from the specified office of each of the Paying Agents.

The Guarantor is not now, and immediately following the issuance of the Covered Bonds pursuant to the Trust Deed will not be, a "covered fund" for purposes of regulations adopted under Section 13 of the Bank Holding Company Act of 1956, as amended, commonly known as the "Volcker Rule." In reaching this conclusion, although other statutory or regulatory exemptions under the Investment Company Act of 1940, as amended, and under the Volcker Rule and its related regulations may be available, the Guarantor has relied on the exemption from registration set forth in Section 3(c)(5)(C) of the Investment Company Act of 1940, as amended. See *Certain Investment Company Act Considerations* in the Prospectus dated 16 July 2019.

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| 1. | (a) | Issuer: | The Bank of Nova Scotia |
| | (b) | Guarantor: | Scotiabank Covered Bond Guarantor Limited Partnership |
| 2. | (a) | Series Number: | CBL30 |
| | (b) | Tranche Number: | 1 |
| | (c) | Series which Covered Bonds will be consolidated and form a single Series with: | Not Applicable |
| | (d) | Date on which the Covered Bonds will be consolidated and form a single Series with the Series specified above: | Not Applicable |
| 3. | | Specified Currency or Currencies: | U.S. Dollars (U.S.\$) |

4. Aggregate Nominal Amount of Covered Bonds admitted to trading:
- (a) Series: U.S.\$900,000,000
- (b) Tranche: U.S.\$900,000,000
5. Issue Price: 99.930% of the Aggregate Nominal Amount
U.S.\$250,000 and integral multiples of U.S.\$1,000 in excess thereof
6. (a) Specified Denominations: U.S.\$1,000
- (b) Calculation Amount: U.S.\$1,000
7. (a) Issue Date: 31 March 2020
- (b) Interest Commencement Date: Issue Date
8. (a) Final Maturity Date: 31 March 2023
- (b) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: 31 March 2024
9. Interest Basis: Interest accrues from and including the Issue Date to but excluding the Final Maturity Date at a rate of 1.500% Fixed Rate payable semi-annually in arrears
- Interest accrues from and including the Final Maturity Date to, but excluding, the Extended Due for Payment Date at a rate of 1.500% Fixed Rate per annum payable monthly in arrears.
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. Date of Board approval for issuance of Covered Bonds: 28 August 2012, 28 August 2015, 25 October 2016, 30 October 2018 and 25 March 2020 in respect of the Issuer and 19 July 2013 in respect of the Guarantor

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Covered Bond Provisions: Applicable from and including the Issue Date to the Extended Due for Payment Date
- (a) Rate(s) of Interest: 1.500% per annum payable in arrears on each Interest Payment Date
- (b) Interest Payment Date(s): 31st of March and 30th of September in each year, commencing on 30 September 2020, up to and including the Extended Due for Payment Date, if applicable, not adjusted (*provided however* that after the Extension Determination Date, the Interest Payment Date shall be monthly on the last calendar day of each month)
- (c) Business Day Convention: Following Business Day Convention
- (d) Business Day(s): As set out in Condition 4.5
- (e) Additional Business Centre(s): London, Toronto and New York
- (f) Fixed Coupon Amount(s): Not Applicable
- (g) Broken Amount(s): Not Applicable
- (h) Day Count Fraction: 30/360 (not adjusted)
- (i) Determination Date(s): Not Applicable
- (j) Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: Not Applicable
15. Floating Rate Covered Bond Provisions: Not Applicable
16. Zero Coupon Covered Bond Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Issuer Call: Not Applicable
18. Put Option: Not Applicable
19. Final Redemption Amount of each Covered Bond: U.S.\$1,000 per Calculation Amount

20. Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons or illegality or upon acceleration following an Issuer Event of Default or Guarantor Event of Default or other early redemption and/or the method of calculating the same (if required or if different from that set out in Condition 6.7 (Early Redemption Amounts)): U.S.\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

21. Form of Covered Bonds: Registered Covered Bonds:
 Regulation S Global Covered Bonds registered in the name of the DTC or its nominee
 Rule 144A Global Covered Bonds registered in the name of the DTC or its nominee
22. New Global Covered Bond: No
23. Global Covered Bond held under the New Safekeeping Structure: No
24. Financial Centre(s) or other special provisions relating to payment dates: Not Applicable
25. Talons for future Coupons to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): No
26. Redenomination, renominatisation and reconventioning provisions: Not Applicable

Signed on behalf of the Issuer:

By: /s/ Darren Potter
Title: Managing Director, Term Funding and Capital Management
Duly authorised

Signed on behalf of the Guarantor by its managing general partner Scotiabank Covered Bond GP Inc.:

By: /s/ Darren Potter
Title: Vice-President
Duly authorised

(signature page to Final Terms)

PART 2

OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the London Stock Exchange's Regulated Market and to the Official List of the FCA with effect from 31 March 2020.
- (b) Estimate of total expenses related to admission to trading: £4,790

2. RATINGS

- Ratings: The Covered Bonds to be issued are expected to be rated:
- Fitch: AAA
- Moody's: Aaa
- DBRS: AAA

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in *Selling Restrictions*, so far as the Issuer and the Guarantor are aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD (*Fixed Rate Covered Bonds only*)

- Indication of yield: 1.524% per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

- (a) ISIN Code: Reg S: US06416BAB62
Rule 144A: US06416AAB89
- (b) Common Code: Reg S: 215136779
Rule 144A: 215107949

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| (c) | CFI: | See the website of the Association of the National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (d) | FISN: | See the website of the Association of the National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (e) | WKN Code: | Not Applicable |
| (f) | Any clearing system(s) other than DTC, Euroclear or Clearstream, Luxembourg and the relevant identification number(s) or codes such as CUSIP and CINS codes: | Reg S CUSIP: 06416BAB6
Rule 144A CUSIP: 06416AAB8 |
| (g) | Name and address of initial Paying Agent(s)/Registrar(s)/Transfer Agent(s): | The Bank of Nova Scotia - New York Agency acting through its office at 250 Versey Street, Floors 23-24, New York, New York 10291, USA |
| (h) | Names and addresses of additional Paying Agent(s)/Transfer Agent(s) (if any): | Not Applicable |
| (i) | Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Covered Bonds are capable of meeting them the Covered Bonds may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Covered Bonds will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met |

6. DISTRIBUTION

U.S. Selling Restrictions	Regulation S compliance category 2, TEFRA not applicable, Rule 144A eligible
Prohibition of Sales to EEA and UK Retail Investors	Applicable

7. UNITED STATES TAX CONSIDERATIONS

For U.S. federal income tax purposes, the Issuer will treat the Covered Bonds as fixed-rate debt.

