

Prospectus Supplement

To the Short Form Base Shelf Prospectus Dated June 27, 2014

This prospectus supplement, together with the short form base shelf prospectus dated June 27, 2014 (the “prospectus”) to which it relates, as amended or supplemented, and each document incorporated by reference into this prospectus supplement or the accompanying prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and, subject to certain exceptions, may not be offered, sold, or delivered, directly or indirectly, in the United States of America, its territories or possessions, or for the account or benefit of U.S. persons. See “Plan of Distribution”.

Information has been incorporated by reference in this prospectus supplement and the accompanying prospectus from documents filed with the securities commissions or similar authorities in Canada. See “Documents Incorporated by Reference”. Copies of the documents incorporated herein or therein by reference may be obtained on request without charge from the Executive Vice-President, General Counsel and Secretary, The Bank of Nova Scotia, Scotia Plaza, 44 King Street West, Toronto, Ontario M5H 1H1, telephone: (416) 866-3672 and are also available electronically at www.sedar.com.

New Issue



December 9, 2015

\$300,000,000

(12,000,000 Shares)

**Non-cumulative 5-Year Rate Reset Preferred Shares Series 34
(Non-Viability Contingent Capital (NVCC))**

The holders of Non-cumulative 5-Year Rate Reset Preferred Shares Series 34 (Non-Viability Contingent Capital (NVCC)) (the “Preferred Shares Series 34”) of The Bank of Nova Scotia (the “Bank”) will be entitled to receive fixed non-cumulative preferential cash dividends, as and when declared by the board of directors of the Bank (the “Board of Directors”), for the initial period commencing on the Closing Date (as defined herein) and ending on and including April 25, 2021 (the “Initial Fixed Rate Period”), payable quarterly on the third last business day of January, April, July and October in each year, at an annual rate equal to \$1.3750 per share, representing a rate per annum of 5.50% (the “Initial Dividend Rate”). The initial dividend, if declared, will be payable April 27, 2016 and will be \$0.4973 per share, based on the anticipated closing date of December 17, 2015 (the “Closing Date”). Reference is made to “Details of the Offering”.

For each five-year period after the Initial Fixed Rate Period (each a “Subsequent Fixed Rate Period”), the holders of Preferred Shares Series 34 will be entitled to receive fixed non-cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the third last business day of January, April, July and October in each year, in the amount per share per annum determined by multiplying the Annual Fixed Dividend Rate (as defined herein) applicable to such Subsequent Fixed Rate Period by \$25.00. The Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period will be determined by the Bank on the 30th day prior to the first day of such Subsequent Fixed Rate Period and will be equal to the sum of the Government of Canada Yield (as defined herein) on the date on which the Annual Fixed Dividend Rate is determined plus 4.51%. Reference is made to “Details of the Offering”.

Option to Convert Into Preferred Shares Series 35

The holders of Preferred Shares Series 34 will have the right, at their option, to convert their shares into Non-cumulative Floating Rate Preferred Shares Series 35 (Non-Viability Contingent Capital (NVCC)) of the Bank (the “Preferred Shares Series 35”), subject to certain conditions, on April 26, 2021 and on April 26 every five years thereafter. The holders of Preferred Shares Series 35 will be entitled to receive floating rate non-cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the third last business day of January, April, July and October in each year (the initial quarterly dividend period and each subsequent quarterly dividend period is referred to as a “Quarterly Floating Rate Period”), in the amount per share determined by multiplying the applicable Floating Quarterly Dividend Rate (as defined herein) by \$25.00. The Floating Quarterly Dividend Rate will be equal to the sum of the T-Bill Rate (as defined herein) plus 4.51% determined by the Bank on the 30th day prior to the first day of the applicable Quarterly Floating Rate Period. Reference is made to “Details of the Offering”.

Upon the occurrence of a Trigger Event (as defined herein), each outstanding Preferred Share Series 34 and, if issued, each outstanding Preferred Share Series 35 will automatically and immediately be converted, without the consent of the holders thereof, into that number of fully-paid common shares of the Bank (the “Common Shares”) determined by dividing \$25.00 plus any declared but unpaid dividends in respect of such Preferred Shares Series 34 or Preferred Shares Series 35 by the Conversion Price (as defined herein). Investors should therefore carefully consider the disclosure with respect to the Bank, the Preferred Shares Series 34, the Preferred Shares Series 35, the Common Shares and the consequences of a Trigger Event included in this prospectus supplement and the accompanying short form base shelf prospectus of the Bank dated June 27, 2014 (the “Prospectus”). See “Details of the Offering – Certain Provisions Common to the Preferred Shares Series 34 and the Preferred Shares Series 35”.

Subject to the provisions of the *Bank Act* (Canada) (the “Bank Act”) and to the prior consent of the Superintendent of Financial Institutions Canada (the “Superintendent”) and to the provisions described below under “Details of the Offering – Certain Provisions Common to the Preferred Shares Series 34 and the Preferred Shares Series 35 - Restrictions on Dividends and Retirement of Shares”, on April 26, 2021 and on April 26 every five years thereafter, the Bank may redeem all or any part of the then outstanding Preferred Shares Series 34, at the Bank’s option without the consent of the holder, by the payment of an amount in cash for each such share so redeemed of \$25.00 together with all declared and unpaid dividends to the date fixed for redemption. Reference is made to “Details of the Offering”.

The Preferred Shares Series 34 and the Preferred Shares Series 35 do not have a fixed maturity date and are not redeemable at the option of the holders of Preferred Shares Series 34 or Preferred Shares Series 35. Reference is made to “Risk Factors”.

The Toronto Stock Exchange (the “TSX”) has conditionally approved the listing of the Preferred Shares Series 34, the Preferred Shares Series 35 and the Common Shares issuable upon the occurrence of an NVCC Automatic Conversion subject to the Bank fulfilling all of the requirements of the TSX on or before March 2, 2016. The Bank has applied to list the Common Shares issuable upon the occurrence of an NVCC Automatic Conversion on the New York Stock Exchange (“NYSE”). Listing is subject to the Bank fulfilling all of the listing requirements of the NYSE and final approval is expected to be received prior to the Closing Date.

The Bank was granted a charter under the laws of the Province of Nova Scotia in 1832, and commenced operations in Halifax, Nova Scotia in that year. Since 1871, the Bank has been a chartered bank under the Bank Act. The Bank is a Schedule I bank under the Bank Act and the Bank Act is its charter. The head office of the Bank is located at 1709 Hollis Street, Halifax, Nova Scotia, B3J 3B7 and its executive offices are at Scotia Plaza, 44 King Street West, Toronto, Ontario, M5H 1H1.

Price: \$25.00 per share to yield initially 5.50% per annum

Scotia Capital Inc., CIBC World Markets Inc., TD Securities Inc., BMO Nesbitt Burns Inc., National Bank Financial Inc., RBC Dominion Securities Inc., Canaccord Genuity Corp., Desjardins Securities Inc., GMP Securities L.P., Industrial Alliance Securities Inc., Laurentian Bank Securities Inc., Manulife Securities Incorporated, Raymond James Ltd., Brookfield Financial Securities LP and Dundee Securities Ltd. (collectively, the “Underwriters”), as principals, conditionally offer the Preferred Shares Series 34, subject to prior sale if, as and when issued by the Bank and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters on behalf of the Bank by Osler, Hoskin & Harcourt LLP and on behalf of the Underwriters by Torys LLP.

Scotia Capital Inc., one of the Underwriters, is an indirect wholly-owned subsidiary of the Bank. Therefore, the Bank is a related and connected issuer of Scotia Capital Inc. under applicable securities legislation. Reference is made to “Plan of Distribution”.

	Price to the Public	Underwriting Fees ⁽¹⁾	Net Proceeds to the Bank ⁽²⁾
Per Share.....	\$25.00	\$0.75	\$24.25
Total.....	\$300,000,000	\$9,000,000	\$291,000,000

- (1) The underwriting fee is \$0.25 for each share sold to certain institutions and \$0.75 per share for all other shares sold. The total represents the underwriting fee assuming no shares are sold to such institutions.
- (2) Before deducting expenses of this offering, estimated at \$500,000.

- (3) The Bank has granted to the Underwriters an underwriters' option (the "Option") to purchase up to an additional 2,000,000 Preferred Shares Series 34 at the offering price hereunder, exercisable at any time up to 48 hours prior to 9:00 a.m. (Toronto time) on the Closing Date, anticipated to be December 17, 2015. If the Option is exercised in full, the total "Price to Public", "Underwriting Fee" and "Net Proceeds to the Bank", before deducting expenses of the offering, would be \$350,000,000, \$10,500,000 and \$339,500,000, respectively (assuming no Preferred Shares Series 34 are sold to those institutions referred to in (1) above). This prospectus supplement qualifies the grant of the Option and the distribution of the Preferred Shares Series 34 issuable upon exercise of the Option. Reference is made to "Plan of Distribution".

A purchaser who acquires Preferred Shares Series 34 forming part of the Underwriters' over-allocation position acquires those securities under this prospectus supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Option or secondary market purchases.

<u>Underwriters' Position</u>	<u>Maximum Size</u>	<u>Exercise Period</u>	<u>Acquisition Price</u>
Underwriters' option	2,000,000	Up to 48 hours prior to 8:00 a.m. (Toronto time) on the Closing Date	\$25.00

The Underwriters may decrease the price at which the Preferred Shares Series 34 are distributed for cash from the initial offering price of \$25.00 per share. See **"Plan of Distribution" for additional disclosure concerning a possible price decrease.**

In connection with this offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Preferred Shares Series 34. Reference is made to "Plan of Distribution".

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that closing will take place on December 17, 2015 or such later date as may be agreed upon, but in any event not later than December 24, 2015. A "book-entry only" certificate representing the Preferred Shares Series 34 distributed hereunder will be issued in registered form to CDS Clearing and Depository Services Inc. ("CDS"), or its nominee, and will be deposited with CDS on closing of this offering. No physical certificates representing the Preferred Shares Series 34 will be issued to purchasers, except in limited circumstances, and registration will be made in the depository service of CDS. A purchaser of Preferred Shares Series 34 will receive only a customer confirmation from the registered dealer who is a CDS participant and from or through whom the Preferred Shares Series 34 are purchased. Reference is made to "Book-entry Only Securities".

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About this Prospectus Supplement

This document consists of two parts, the first part is this prospectus supplement, which describes the specific terms of this offering. The second part, the Prospectus, gives more general information, some of which may not apply to this offering. If information in this prospectus supplement is inconsistent with the Prospectus, investors should rely on the information in this prospectus supplement. This prospectus supplement, the Prospectus and the documents incorporated by reference into each of them include important information about the Bank, the preferred shares of the Bank being offered and other information investors should know before investing in the Preferred Shares Series 34 and Preferred Shares Series 35.

Forward-looking Statements

The Bank's public communications often include oral or written forward-looking statements. Statements of this type are included in this document, and may be included in other filings with Canadian securities regulators or the U.S. Securities and Exchange Commission, or in other communications. All such statements are made pursuant to the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995 and any applicable Canadian securities legislation. Forward-looking statements may include, but are not limited to, statements made in this document, the 2015 Annual MD&A (as defined below) under the headings "Overview – Outlook", for Group Financial Performance "Outlook", for each business segment "Outlook" and in other statements regarding the Bank's objectives, strategies to achieve those objectives, the regulatory environment in which the Bank operates, anticipated financial results (including those in the area of risk management), and the outlook for the Bank's businesses and for the Canadian, U.S. and global economies. Such statements are typically identified by words or phrases such as "believe," "expect," "anticipate," "intent," "estimate," "plan," "may increase," "may fluctuate," and similar expressions of future or conditional verbs, such as "will," "may," "should," "would" and "could."

By their very nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, and the risk that predictions and other forward-looking statements will not prove to be accurate. Do not unduly rely on forward-looking statements, as a number of important factors, many of which are beyond the Bank's control and the effects of which can be difficult to predict, could cause actual results to differ materially from the estimates and intentions expressed in such forward-looking statements. These factors include, but are not limited to: the economic and financial conditions in Canada and globally; fluctuations in interest rates and currency values; liquidity and funding; significant market volatility and interruptions; the failure of third parties to comply with their obligations to the Bank and its affiliates; changes in monetary policy; legislative and regulatory developments in Canada and elsewhere, including changes to, and interpretations of tax laws and risk-based capital guidelines and reporting instructions and liquidity regulatory guidance; changes to the Bank's credit ratings; operational (including technology) and infrastructure risks; reputational risks; the risk that the Bank's risk management models may not take into account all relevant factors; the accuracy and completeness of information the Bank receives on customers and counterparties; the timely development and introduction of new products and services in receptive markets; the Bank's ability to expand existing distribution channels and to develop and realize revenues from new distribution channels; the Bank's ability to complete and integrate acquisitions and its other growth strategies; critical accounting estimates and the effects of changes in accounting policies and methods used by the Bank (see "Controls and Accounting Policies – Critical accounting estimates" in the 2015 Annual MD&A); global capital markets activity; the Bank's ability to attract and retain key executives; reliance on third parties to provide components of the Bank's business infrastructure; unexpected changes in consumer spending and saving habits; technological developments; fraud by internal or external parties, including the use of new technologies in unprecedented ways to defraud the Bank or its customers; increasing cyber security risks which may include theft of assets, unauthorized access to sensitive information or operational disruption; consolidation in the Canadian financial services sector; competition, both from new entrants and established competitors; judicial and regulatory proceedings; natural disasters, including, but not limited to, earthquakes and hurricanes, and disruptions to public infrastructure, such as transportation, communication, power or water supply; the possible impact of international conflicts and other developments, including terrorist activities and war; the effects of disease or illness on local, national or international economies; and the Bank's anticipation of and success in managing the risks implied by the foregoing. A substantial amount of the Bank's business involves making loans or otherwise committing resources to specific companies, industries or countries. Unforeseen events affecting such borrowers, industries or countries could have a material adverse effect on the Bank's financial results, businesses, financial condition or liquidity. These and other factors may cause the Bank's actual performance to differ materially from that contemplated by forward-looking statements. For more information, see the "Risk Management" section starting on page 66 of the 2015 Annual MD&A, which is incorporated by reference herein.

Material economic assumptions underlying the forward-looking statements are set out in the 2015 Annual MD&A under the heading “Overview – Outlook,” and for each business segment “Outlook”. The “Outlook” sections in the 2015 Annual MD&A are based on the Bank’s views and the actual outcome is uncertain. Readers should consider the above-noted factors when reviewing these sections.

The preceding list of factors is not exhaustive of all possible risk factors and other factors could also adversely affect the Bank’s results. When relying on forward-looking statements to make decisions with respect to the Bank and its securities, investors and others should carefully consider the preceding factors, other uncertainties and potential events. The Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf.

Documents Incorporated by Reference

This prospectus supplement is deemed to be incorporated by reference into the Prospectus, solely for the purpose of the Preferred Shares Series 34 offered hereunder. Other documents are also incorporated or deemed to be incorporated by reference into the Prospectus and reference should be made to the prospectus for full particulars. The following documents have been filed with the securities regulatory authorities in each province and territory of Canada and are specifically incorporated by reference into, and form an integral part of, this prospectus supplement:

- (a) the Bank’s annual information form dated December 1, 2015, for the year ended October 31, 2015;
- (b) the Bank’s management proxy circular attached to the notice of meeting dated February 10, 2015;
- (c) the Bank’s consolidated statements of financial position as at October 31, 2015 and 2014 and the consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the years in the three-year period ended October 31, 2015, together with the auditors’ report thereon;
- (d) the Bank’s management’s discussion and analysis of financial condition and results of operations for the year ended October 31, 2015 (the “2015 Annual MD&A”); and
- (e) template version (as defined in National Instrument 41-101 — General Prospectus Requirements (“NI 41-101”)) of the term sheet dated December 8, 2015 (the “Term Sheet”), filed on SEDAR in connection with this offering.

Any documents of the type described in Section 11.1 of Form 44-101F1 — Short Form Prospectus Distributions filed by the Bank and any template version of “marketing materials” (as defined in NI 41-101) that the Bank files with the Canadian securities regulatory authorities after the date of this prospectus supplement and prior to the termination of the distribution of the Preferred Shares Series 34 under this prospectus supplement shall be deemed to be incorporated by reference in the Prospectus or this prospectus supplement, as applicable. Any marketing materials, including the Term Sheet, are not part of this prospectus supplement to the extent that the contents of the marketing materials have been modified or superseded by a statement contained in this prospectus supplement or an amendment to this prospectus supplement.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus supplement or the Prospectus or contemplated in this prospectus supplement or the Prospectus will be deemed to be modified or superseded for the purposes of this prospectus supplement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

Eligibility for Investment

In the opinion of Osler, Hoskin & Harcourt LLP, counsel to the Bank, and Torys LLP, counsel to the Underwriters, the Preferred Shares Series 34 offered hereby, if issued on the date of this prospectus supplement, would be, at that time, qualified investments under the Income Tax Act (Canada) (the “Act”) and the regulations thereunder for a trust governed by a registered retirement savings plan (“RRSP”), registered retirement income fund (“RRIF”), registered education savings plan, deferred profit sharing plan, registered disability savings plan or tax-free savings account (a “TFSA”). On such date the Preferred Shares Series 34 will not be prohibited investments for a holder of a TFSA or an annuitant of a RRSP or RRIF provided that, for purposes of the Act, the holder of the TFSA or the annuitant of the RRSP or RRIF deals at arm’s length with the Bank for purposes of the Act and does not have a “significant interest” (within the meaning of subsection 207.01(4) of the Act) in the Bank.

Currency Information

Unless otherwise indicated, all dollar amounts appearing in this prospectus supplement are stated in Canadian dollars.

Recent Developments

On December 8, 2015 the Bank completed an offering of \$750,000,000 principal amount of 3.367% Debentures due 2025 (Non-Viability Contingent Capital (NVCC)) (the “Debenture Issuance”).

On December 9, 2015 the Bank announced an offering of \$1,250,000,000 principal amount of 4.500% Subordinated Notes due 2025 (Non-Viability Contingent Capital (NVCC)) in the United States (the “US Note Offering”). The US Note Offering is expected to close on December 16, 2015.

Details of the Offering

Description of Preferred Shares as a Class

The Preferred Shares Series 34 and the Preferred Shares Series 35 will each be issued as a series of preferred shares of the Bank. Reference is made to the description of the preferred shares of the Bank as a class under the heading “Description of Preferred Shares” in the Prospectus. Reference is also made to the description of the material attributes of the Bank’s Common Shares in the Annual Information Form.

The authorized preferred share capital of the Bank consists of an unlimited number of preferred shares without nominal or par value.

Certain Provisions of the Preferred Shares Series 34 as a Series

The following is a summary of the rights, privileges, restrictions and conditions of or attaching to the Preferred Shares Series 34 as a series.

Definition of Terms

The following definitions are relevant to the Preferred Shares Series 34.

“**Annual Fixed Dividend Rate**” means, for any Subsequent Fixed Rate Period, the rate (expressed as a percentage rate rounded down to the nearest one hundred thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the Government of Canada Yield on the applicable Fixed Rate Calculation Date plus 4.51%.

“**Bloomberg Screen GCAN5YR Page**” means the display designated as page “GCAN5YR<INDEX>” on the Bloomberg Financial L.P. service (or such other page as may replace the GCAN5YR page on that service) for purposes of displaying Government of Canada Bond yields.

“**Fixed Rate Calculation Date**” means, for any Subsequent Fixed Rate Period, the 30th day prior to the first day of such Subsequent Fixed Rate Period.

“Government of Canada Yield” on any date means the yield to maturity on such date (assuming semi-annual compounding) of a Canadian dollar denominated non-callable Government of Canada bond with a term to maturity of five years as quoted as of 10:00 a.m. (Toronto time) on such date and which appears on the Bloomberg Screen GCAN5YR Page on such date; provided that, if such rate does not appear on the Bloomberg Screen GCAN5YR Page on such date, the Government of Canada Yield will mean the average of the yields determined by two registered Canadian investment dealers, other than Scotia Capital Inc., selected by the Bank, as being the yield to maturity on such date (assuming semi-annual compounding) which a Canadian dollar denominated non-callable Government of Canada bond would carry if issued in Canadian dollars at 100% of its principal amount on such date with a term to maturity of five years.

“Initial Dividend Rate” means 5.50% per annum.

“Initial Fixed Rate Period” means the period commencing on the Closing Date and ending on and including April 25, 2021.

“Subsequent Fixed Rate Period” means for the initial Subsequent Fixed Rate Period, the period commencing April 26, 2021 and ending on and including April 25, 2026, and for each succeeding Subsequent Fixed Rate Period, the period commencing on the day immediately following the end of the immediately preceding Subsequent Fixed Rate Period and ending on and including April 25 in the fifth year thereafter.

Dividends

During the Initial Fixed Rate Period, the holders of the Preferred Shares Series 34 will be entitled to receive fixed quarterly non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, on the third last business day of January, April, July and October in each year, at an annual rate equal to \$1.3750 per share. The initial dividend, if declared, will be payable on April 27, 2016 and will be \$0.4973 per share, based on the anticipated Closing Date.

During each Subsequent Fixed Rate Period after the Initial Fixed Rate Period, the holders of Preferred Shares Series 34 will be entitled to receive fixed non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, payable quarterly on the third last business day of January, April, July and October in each year, in the amount per share determined by multiplying the Annual Fixed Dividend Rate applicable to such Subsequent Fixed Rate Period by \$25.00 and dividing the results obtained by four.

The Annual Fixed Dividend Rate applicable to a Subsequent Fixed Rate Period will be determined by the Bank on the Fixed Rate Calculation Date. Such determination will, in the absence of manifest error, be final and binding upon the Bank and upon all holders of Preferred Shares Series 34. The Bank will, on the Fixed Rate Calculation Date, give written notice to the registered holders of the then outstanding Preferred Shares Series 34 of the Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period and the Floating Quarterly Dividend Rate applicable to the Preferred Shares Series 35 for the next succeeding Quarterly Floating Rate Period.

If the Board of Directors does not declare a dividend, or any part thereof, on the Preferred Shares Series 34 on or before the dividend payment date for a particular quarter, then the entitlement of the holders of the Preferred Shares Series 34 to receive such dividend, or to any part thereof, for such quarter will be forever extinguished.

Redemption

The Preferred Shares Series 34 will not be redeemable prior to April 26, 2021. Subject to the provisions of the Bank Act and to the prior consent of the Superintendent and to the provisions described below under the subheading “Restrictions on Dividends and Retirement of Shares”, on April 26, 2021 and on April 26 every five years thereafter, the Bank may redeem all or any part of the then outstanding Preferred Shares Series 34, at the Bank’s option without the consent of the holder, by the payment of an amount in cash for each such share so redeemed of \$25.00 together with all declared and unpaid dividends to the date fixed for redemption.

Notice of any redemption will be given by the Bank at least 30 days and not more than 60 days prior to the date fixed for redemption. If less than all the outstanding Preferred Shares Series 34 are at any time to be redeemed, the shares to be redeemed will be redeemed *pro rata*, disregarding fractions. See “Bank Act Restrictions and Restrictions on Payment of Dividends” in the Prospectus.

Conversion of Preferred Shares Series 34 into Preferred Shares Series 35

Subject to the right of the Bank to redeem the Preferred Shares Series 34 as described above, holders of Preferred Shares Series 34 will have the right, at their option, on April 26, 2021 and on April 26 every five years thereafter (a “Series 34 Conversion Date”), to convert, subject to the restrictions on conversion described below, the provisions of the Bank Act and the payment or delivery to the Bank of evidence of payment of the tax (if any) payable, all or any of their Preferred Shares Series 34 registered in their name into Preferred Shares Series 35 on the basis of one Preferred Share Series 35 for each Preferred Share Series 34. The conversion of Preferred Shares Series 34 may be effected upon notice given not earlier than the 30th day prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series 34 Conversion Date.

The Bank will, at least 30 days and not more than 60 days prior to the applicable Series 34 Conversion Date, give notice in writing to the then registered holders of the Preferred Shares Series 34 of the above-mentioned conversion right. On the 30th day prior to each Series 34 Conversion Date, the Bank will give notice in writing to the then registered holders of the Preferred Shares Series 34 of the Annual Fixed Dividend Rate for the next succeeding Subsequent Fixed Rate Period.

Holders of Preferred Shares Series 34 will not be entitled to convert their shares into Preferred Shares Series 35 if the Bank determines that there would remain outstanding on a Series 34 Conversion Date less than 1,000,000 Preferred Shares Series 35, after having taken into account all Preferred Shares Series 34 tendered for conversion into Preferred Shares Series 35 and all Preferred Shares Series 35 tendered for conversion into Preferred Shares Series 34. The Bank will give notice in writing thereof to all registered holders of Preferred Shares Series 34 at least seven days prior to the applicable Series 34 Conversion Date. Furthermore, if the Bank determines that there would remain outstanding on a Series 34 Conversion Date less than 1,000,000 Preferred Shares Series 34, after having taken into account all Preferred Shares Series 34 tendered for conversion into Preferred Shares Series 35 and all Preferred Shares Series 35 tendered for conversion into Preferred Shares Series 34, then, all, but not part, of the remaining outstanding Preferred Shares Series 34 will automatically be converted into Preferred Shares Series 35 on the basis of one Preferred Share Series 35 for each Preferred Share Series 34 on the applicable Series 34 Conversion Date and the Bank will give notice in writing thereof to the then registered holders of such remaining Preferred Shares Series 34 at least seven days prior to the Series 34 Conversion Date.

Upon the exercise by the holder of this right to convert Preferred Shares Series 34 into Preferred Shares Series 35 (and upon an automatic conversion), the Bank reserves the right not to issue Preferred Shares Series 35 (i) to any person whose address is in, or whom the Bank or its transfer agent has reason to believe is a resident of, any jurisdiction outside Canada, to the extent that such issue would require the Bank to comply with the registration, prospectus, filing or other similar requirements under the applicable securities laws of such jurisdiction, or (ii) to any person in certain circumstances. See also “Bank Act Restrictions and Restrictions on Payment of Dividends” in the Prospectus.

If the Bank gives notice to the registered holders of the Preferred Shares Series 34 of the redemption of all the Preferred Shares Series 34, the Bank will not be required to give notice as provided hereunder to the registered holders of the Preferred Shares Series 34 of an Annual Fixed Dividend Rate or of the conversion right of holders of Preferred Shares Series 34 and the right of any holder of Preferred Shares Series 34 to convert such Preferred Shares Series 34 will cease and terminate in that event.

Certain Provisions of the Preferred Shares Series 35 as a Series

The following is a summary of the rights, privileges, restrictions and conditions of or attaching to the Preferred Shares Series 35 as a series.

Definition of Terms

The following definitions are relevant to the Preferred Shares Series 35.

“**Floating Quarterly Dividend Rate**” means, for any Quarterly Floating Rate Period, the rate (expressed as a percentage rate rounded down to the nearest one hundred thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the T-Bill Rate on the applicable Floating Rate Calculation Date plus 4.51%.

“**Floating Rate Calculation Date**” means, for any Quarterly Floating Rate Period, the 30th day prior to the first day of such Quarterly Floating Rate Period.

“**Quarterly Commencement Date**” means the 26th day of each of January, April, July and October in each year.

“**Quarterly Floating Rate Period**” means, for the initial Quarterly Floating Rate Period, the period commencing on April 26, 2021 and ending on and including July 25, 2021, and thereafter the period from and including the day immediately following the end of the immediately preceding Quarterly Floating Rate Period to but excluding the next succeeding Quarterly Commencement Date.

“**T-Bill Rate**” means, for any Quarterly Floating Rate Period, the average yield expressed as a percentage per annum on three month Government of Canada Treasury Bills, as reported by the Bank of Canada, for the most recent treasury bills auction preceding the applicable Floating Rate Calculation Date.

Issue Price

The Preferred Shares Series 35 will have an issue price of \$25.00 per share.

Dividends

The holders of the Preferred Shares Series 35 will be entitled to receive floating rate non-cumulative preferential cash dividends as and when declared by the Board of Directors, subject to the provisions of the Bank Act, payable quarterly on the third last business day of January, April, July and October in each year, in the amount per share determined by multiplying (a) the product obtained by multiplying the applicable Floating Quarterly Dividend Rate by \$25.00 by (b) a fraction, the numerator of which is the actual number of days elapsed in the applicable Quarterly Floating Rate Period and the denominator of which is 365.

The Floating Quarterly Dividend Rate for each Quarterly Floating Rate Period will be determined by the Bank on the 30th day prior to the first day of each Quarterly Floating Rate Period. Such determination will, in the absence of manifest error, be final and binding upon the Bank and upon all holders of Preferred Shares Series 35. The Bank will, on the Floating Rate Calculation Date, give written notice of the Floating Quarterly Dividend Rate for the ensuing Quarterly Floating Rate Period to all registered holders of the then outstanding Preferred Shares Series 35.

If the Board of Directors does not declare a dividend, or any part thereof, on the Preferred Shares Series 35 on or before the dividend payment date for a particular Quarterly Floating Rate Period, then the entitlement of the holders of the Preferred Shares Series 35 to receive such dividend, or to any part thereof, for such Quarterly Floating Rate Period will be forever extinguished.

Redemption

Subject to the provisions of the Bank Act and to the prior consent of the Superintendent and to the provisions described below under the subheading “Restrictions on Dividends and Retirement of Shares”, the Bank may redeem all or any part of the then outstanding Preferred Shares Series 35, at the Bank’s option without the consent of the holder, by the payment of an amount in cash for each such share so redeemed of (i) \$25.00 together with all declared and unpaid dividends to the date fixed for redemption in the case of redemptions on April 26, 2026 and on April 26 every five years thereafter, or (ii) \$25.50 together with all declared and unpaid dividends to the date fixed for redemption in the case of redemptions on any other date after April 26, 2021.

Notice of any redemption will be given by the Bank at least 30 days and not more than 60 days prior to the date fixed for redemption. If less than all the outstanding Preferred Shares Series 35 are at any time to be redeemed, the shares to be redeemed will be redeemed pro rata, disregarding fractions. Reference is also made to the provisions described in the Prospectus under the subheading “Bank Act Restrictions and Restrictions on Payment of Dividends”.

Conversion of Preferred Shares Series 35 into Preferred Shares Series 34

Subject to the right of the Bank to redeem the Preferred Shares Series 35 as described above, holders of Preferred Shares Series 35 will have the right, at their option, on April 26, 2026 and on April 26 every five years

thereafter (a “Series 35 Conversion Date”), to convert, subject to the restrictions on conversion described below, the provisions of the Bank Act and the payment or delivery to the Bank of evidence of payment of the tax (if any) payable, all or any of their Preferred Shares Series 35 registered in their name into Preferred Shares Series 34 on the basis of one Preferred Share Series 34 for each Preferred Share Series 35. The conversion of Preferred Shares Series 35 may be effected upon notice given not earlier than the 30th day prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series 35 Conversion Date.

The Bank will, at least 30 days and not more than 60 days prior to the applicable Series 35 Conversion Date, give notice in writing to the then registered holders of the Preferred Shares Series 35 of the above-mentioned conversion right. On the 30th day prior to each Series 35 Conversion Date, the Bank will give notice in writing to the then registered holders of Preferred Shares Series 35 of the Annual Fixed Dividend Rate for the next succeeding Subsequent Fixed Rate Period and the Floating Quarterly Dividend Rate applicable to the Preferred Shares Series 35 for the next succeeding Quarterly Floating Rate Period.

Holders of Preferred Shares Series 35 will not be entitled to convert their shares into Preferred Shares Series 34 if the Bank determines that there would remain outstanding on a Series 35 Conversion Date less than 1,000,000 Preferred Shares Series 34, after having taken into account all Preferred Shares Series 35 tendered for conversion into Preferred Shares Series 34 and all Preferred Shares Series 34 tendered for conversion into Preferred Shares Series 35. The Bank will give notice in writing thereof to all registered holders of the Preferred Shares Series 35 at least seven days prior to the applicable Series 35 Conversion Date. Furthermore, if the Bank determines that there would remain outstanding on a Series 35 Conversion Date less than 1,000,000 Preferred Shares Series 35, after having taken into account all Preferred Shares Series 35 tendered for conversion into Preferred Shares Series 34 and all Preferred Shares Series 34 tendered for conversion into Preferred Shares Series 35, then, all, but not part, of the remaining outstanding Preferred Shares Series 35 will automatically be converted into Preferred Shares Series 34 on the basis of one Preferred Share Series 34 for each Preferred Share Series 35 on the applicable Series 35 Conversion Date and the Bank will give notice in writing thereof to the then registered holders of such remaining Preferred Shares Series 35 at least seven days prior to the Series 35 Conversion Date.

Upon the exercise by the holder of this right to convert Preferred Shares Series 35 into Preferred Shares Series 34 (and upon an automatic conversion), the Bank reserves the right not to issue Preferred Shares Series 34 (i) to any person whose address is in, or whom the Bank or its transfer agent has reason to believe is a resident of, any jurisdiction outside Canada, to the extent that such issue would require the Bank to comply with the registration, prospectus, filing or other similar requirements under the applicable securities laws of such jurisdiction, or (ii) to any person in certain circumstances. See also “Bank Act Restrictions and Restrictions on Payment of Dividends” in the Prospectus.

If the Bank gives notice to the registered holders of the Preferred Shares Series 35 of the redemption of all the Preferred Shares Series 35, the Bank will not be required to give notice as provided hereunder to the registered holders of the Preferred Shares Series 35 of an Annual Fixed Dividend Rate or of the conversion right of holders of Preferred Shares Series 35 and the right of any holder of Preferred Shares Series 35 to convert such Preferred Shares Series 35 will cease and terminate in that event.

Certain Provisions Common to the Preferred Shares Series 34 and the Preferred Shares Series 35

Conversion Upon Occurrence of Non-Viability Contingent Capital Trigger Event

Upon the occurrence of a Trigger Event (as defined below), each outstanding Preferred Shares Series 34 and, if issued, each outstanding Preferred Shares Series 35 will automatically and immediately be converted, on a full and permanent basis, without the consent of the holder thereof, into a number of fully-paid Common Shares equal to $(\text{Multiplier} \times \text{Share Value}) \div \text{Conversion Price}$ (an “NVCC Automatic Conversion”). For the purposes of the foregoing:

“**Conversion Price**” means the greater of (i) the Floor Price (as defined below), and (ii) the Current Market Price.

“**Current Market Price**” means the volume weighted average trading price of the Common Shares on the TSX or, if not then listed on the TSX, on another exchange or market chosen by the board of directors of the Bank on which the Common Shares are then traded, for the 10 consecutive trading days ending on the trading day immediately prior to the date on which the Trigger Event occurs (with the conversion occurring as of the start

of business as of the date on which the Trigger Event occurs). If no such trading prices are available, “Current Market Price” shall be the Floor Price.

“**Floor Price**” means \$5.00 subject to adjustment in the event of (i) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all of the holders of Common Shares as a stock dividend, (ii) the subdivision, redivision or change of the Common Shares into a greater number of Common Shares, or (iii) the reduction, combination or consolidation of the Common Shares into a lesser number of Common Shares. The adjustment shall be calculated to the nearest one-tenth of one cent provided that no adjustment of the Floor Price shall be required unless such adjustment would require an increase or decrease of at least 1% of the Floor Price then in effect; provided, however, that in such case any adjustment that would otherwise be required to be made will be carried forward and will be made at the time of and together with the next subsequent adjustment which, together with any adjustments so carried forward, will amount to at least 1% of the Floor Price.

“**Multiplier**” means 1.0.

“**Share Value**” means \$25.00 plus declared and unpaid dividends as at the date of the Trigger Event.

“**Trigger Event**” has the meaning set out in the Office of the Superintendent of Financial Institutions Canada (“OSFI”), Guideline for Capital Adequacy Requirements (CAR), Chapter 2 - Definition of Capital, effective January 1, 2013, as such term may be amended or superseded by OSFI from time to time, which term currently provides that each of the following constitutes a Trigger Event:

- the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of the Preferred Shares Series 34, the Preferred Shares Series 35 and all other contingent instruments of the Bank, as applicable, and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or
- a federal or provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection, or equivalent support, from the federal government or any provincial government or political subdivision or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.

In any case where the aggregate number of Common Shares to be issued to a holder of Preferred Shares Series 34 or Preferred Shares Series 35 pursuant to an NVCC Automatic Conversion includes a fraction of a Common Share, such number of Common Shares to be issued to such holder shall be rounded down to the nearest whole number of Common Shares and no cash payment shall be made in lieu of such fractional Common Share. Notwithstanding any other provision of the Preferred Shares Series 34 or the Preferred Shares Series 35, the conversion of such shares shall not be an event of default and the only consequence of a Trigger Event under the provisions of such shares will be the conversion of such shares into Common Shares. If tax is required to be withheld from a payment of a dividend in the form of Common Shares, the number of Common Shares received by a holder will reflect an amount net of any applicable withholding tax.

In the event of a capital reorganization, consolidation, merger or amalgamation of the Bank or comparable transaction affecting the Common Shares, the Bank will take necessary action to ensure that holders of the Preferred Shares Series 34 or the Preferred Shares Series 35, as applicable, receive, pursuant to an NVCC Automatic Conversion, the number of Common Shares or other securities that such holders would have received if the NVCC Automatic Conversion occurred immediately prior to the record date for such event.

Right Not to Deliver Shares upon Conversion

Upon (i) exercise by the holder of his or her right to convert Preferred Shares Series 34 into Preferred Shares Series 35, (ii) exercise by the holder of his or her right to convert Preferred Shares Series 35 into Preferred Shares Series 34, or (iii) an NVCC Automatic Conversion, the Bank reserves the right not to deliver some or all, as applicable, of the Preferred Shares Series 34, Preferred Shares Series 35 or Common Shares, as the case may be, issuable thereupon to any person whom the Bank or its transfer agent has reason to believe is an Ineligible Person (as defined below) or any person

who, by virtue of the operation of the NVCC Automatic Conversion, would become a Significant Shareholder (as defined below) through the acquisition of Preferred Shares Series 34, Preferred Shares 35 or Common Shares, as the case may be. In such circumstances, the Bank will hold, as agent for such persons, the Preferred Shares Series 34, Preferred Shares 35 or Common Shares, as the case may be, that would have otherwise been delivered to such persons and will attempt to facilitate the sale of such Preferred Shares Series 34, Preferred Shares 35 or Common Shares, as the case may be, to parties other than the Bank and its affiliates on behalf of such persons through a registered dealer to be retained by the Bank on behalf of such persons. Those sales (if any) may be made at any time and at any price. The Bank will not be subject to any liability for failure to sell such Preferred Shares Series 34, Preferred Shares 35 or Common Shares, as the case may be, on behalf of such persons or at any particular price on any particular day. The net proceeds received by the Bank from the sale of any such Preferred Shares Series 34, Preferred Shares 35 or Common Shares, as the case may be, will be divided among the applicable persons in proportion to the number of Preferred Shares Series 34, Preferred Shares 35 or Common Shares, as the case may be, that would otherwise have been delivered to them upon the NVCC Automatic Conversion after deducting the costs of sale and any applicable withholding taxes. For the purposes of the foregoing:

“Ineligible Person” means (i) any person whose address is in, or whom the Bank or its transfer agent has reason to believe is a resident of, any jurisdiction outside Canada to the extent that the issuance by the Bank of Preferred Shares Series 34, Preferred Shares Series 35 or Common Shares or delivery of such shares by its transfer agent to that person, upon the exercise of rights of conversion or pursuant to an NVCC Automatic Conversion, would require the Bank to take any action to comply with securities, banking or analogous laws of that jurisdiction, or (ii) any person to the extent that the issuance by the Bank of Preferred Shares Series 34, Preferred Shares Series 35 or Common Shares, or delivery of such shares by its transfer agent to that person, upon the exercise of rights of conversion or pursuant to an NVCC Automatic Conversion, would, at the time of the conversion or Trigger Event, cause the Bank to be in violation of any law to which the Bank is subject.

“Significant Shareholder” means any person who beneficially owns directly, or indirectly through entities controlled by such person or persons associated with or acting jointly or in concert with such person, a percentage of the total number of outstanding shares of a class of the Bank that is in excess of that permitted by the Bank Act.

Conversion into Another Series of Preferred Shares at the Option of the Holder

The Bank may, at any time and by resolution of the Board of Directors, constitute a further series of preferred shares (the “New Preferred Shares”) having rights, privileges, restrictions and conditions attaching thereto which would qualify such New Preferred Shares as Tier 1 capital or equivalent of the Bank under the then current capital adequacy guidelines prescribed by the Superintendent (or if such guidelines are not applicable, having such rights, privileges, restrictions and conditions as the Board of Directors may determine). In such event, the Bank may, with the consent of the Superintendent, give holders of the Preferred Shares Series 34 and, if issued, the Preferred Shares Series 35, written notice that they have the right, pursuant to the terms of the Preferred Shares Series 34 and Preferred Shares Series 35, at their option, to convert their Preferred Shares Series 34 or Preferred Share Series 35 on the date specified in the notice into fully-paid and non-assessable New Preferred Shares on a share for share basis. Notice shall be given by the Bank in writing at least 30 and not more than 60 days prior to such conversion date. The New Preferred Shares will not, if issued, be or be deemed to be “term preferred shares” or “short term preferred shares” within the meaning of the Act.

Upon exercise by the holder of a right to convert Preferred Shares Series 34 or Preferred Shares Series 35 into New Preferred Shares, the Bank reserves the right not to issue New Preferred Shares to any person whose address is in, or whom the Bank or its transfer agent has reason to believe is a resident of, any jurisdiction outside Canada, to the extent that such issue would require the Bank to take any action to comply with the securities, banking or analogous laws of such jurisdiction.

Purchase for Cancellation

Subject to the provisions of the Bank Act, the prior consent of the Superintendent and the provisions described below under the subheading “Restrictions on Dividends and Retirement of Shares”, the Bank may at any time purchase for cancellation any of the Preferred Shares Series 34 or any of the Preferred Shares Series 35 in the open market at the lowest price or prices at which in the opinion of the Board of Directors such shares are obtainable.

Restrictions on Dividends and Retirement of Shares

So long as any of the Preferred Shares Series 34 or any of the Preferred Shares Series 35 are outstanding, the Bank will not, without the approval of the holders of the relevant series:

- (a) declare, pay or set apart for payment any dividends on the Common Shares or any other shares ranking junior to the Preferred Shares Series 34 or the Preferred Shares Series 35 (other than stock dividends payable in shares of the Bank ranking junior to the Preferred Shares Series 34 or the Preferred Shares Series 35);
- (b) redeem, purchase or otherwise retire any Common Shares or any other shares ranking junior to the Preferred Shares Series 34 or the Preferred Shares Series 35 (except out of the net cash proceeds of a substantially concurrent issue of shares ranking junior to the Preferred Shares Series 34 or the Preferred Shares Series 35);
- (c) redeem, purchase or otherwise retire less than all the Preferred Shares Series 34 or the Preferred Shares Series 35 then outstanding; or
- (d) except pursuant to any purchase obligation, retraction privilege or mandatory redemption provisions attaching to any series of preferred shares of the Bank, redeem, purchase or otherwise retire any other shares ranking on a parity with the Preferred Shares Series 34 or the Preferred Shares Series 35,

unless, in each such case, all dividends up to and including the dividend payment date for the last completed period for which dividends will be payable will have been declared and paid or set apart for payment in respect of each series of cumulative preferred shares of the Bank then issued and outstanding and on all other cumulative shares ranking on a parity with the preferred shares of the Bank and there will have been paid or set apart for payment all declared dividends in respect of each series of non-cumulative preferred shares of the Bank (including the Preferred Shares Series 34 or the Preferred Shares Series 35) then issued and outstanding and on all other non-cumulative shares ranking on a parity with the preferred shares of the Bank.

Issue of Additional Series of Preferred Shares

The Bank may issue other series of preferred shares ranking on a parity with the Preferred Shares Series 34 and the Preferred Shares Series 35 without the authorization of the holders of either the Preferred Shares Series 34 or the Preferred Shares Series 35 as a series.

Amendments to Preferred Shares Series 34 or Preferred Shares Series 35

The Bank will not, without the approval of the holders of the Preferred Shares Series 34 or the Preferred Shares Series 35, as applicable, given as specified below under “Shareholder Approvals”, delete or vary any rights, privileges, restrictions and conditions attaching to the Preferred Shares Series 34 or the Preferred Shares Series 35, as applicable. In addition to the aforementioned approval, the Bank will not without, but may from time to time, with the prior approval of the Superintendent, make any such deletion or variation which might affect the classification afforded to the Preferred Shares Series 34 or the Preferred Shares Series 35 from time to time for capital adequacy requirements pursuant to the Bank Act and the regulations and guidelines thereunder.

Shareholder Approvals

The approval of any amendments to the rights, privileges, restrictions and conditions attaching to the Preferred Shares Series 34 or the Preferred Shares Series 35 may be given by a resolution carried by the affirmative vote of not less than 66 2/3% of the votes cast at a meeting of holders of applicable series, at which a majority of the outstanding holders of the applicable series is represented or, if no such quorum is present at the meeting, at a meeting following such adjourned meeting at which no quorum would apply.

In addition to the aforementioned approval, any amendments to the rights, privileges, restrictions and conditions attaching to the Preferred Shares Series 34 or the Preferred Shares Series 35 that affect the classification afforded to the Preferred Shares Series 34 or the Preferred Shares Series 35 from time to time for capital adequacy requirements

pursuant to the Bank Act and the regulations and guidelines thereunder can only be made with the consent of the Superintendent.

Rights on Liquidation

In the event of the liquidation, dissolution or winding-up of the Bank, provided that an NVCC Automatic Conversion has not occurred, the holders of the Preferred Shares Series 34 or the Preferred Shares Series 35 will be entitled to receive \$25.00 per share together with all dividends declared and unpaid to the date of payment before any amount will be paid or any assets of the Bank distributed to the holders of any shares ranking junior to the Preferred Shares Series 34 or the Preferred Shares Series 35. The holders of the Preferred Shares Series 34 or the Preferred Shares Series 35 will not be entitled to share in any further distribution of the property or assets of the Bank. If an NVCC Automatic Conversion has occurred, all Preferred Shares Series 34 and, if issued, Preferred Shares Series 35 shall have been converted into Common Shares which will rank on parity with all other Common Shares.

Voting Rights

Subject to the provisions of the Bank Act, the holders of Preferred Shares Series 34 or the Preferred Shares Series 35 as such will not be entitled to receive notice of, attend, or vote at, any meeting of the shareholders of the Bank unless and until the first time at which the Board of Directors has not declared the whole dividend on the Preferred Shares Series 34 or the Preferred Shares Series 35, as applicable, in respect of any quarter. In that event, the holders of the relevant series will be entitled to receive notice of, and to attend, meetings of shareholders at which directors of the Bank are to be elected and will be entitled to one vote for each Preferred Share Series 34 or the Preferred Shares Series 35 held. The voting rights of the holders of the relevant series will forthwith cease upon payment by the Bank of the first dividend on the shares of such series to which the holders are entitled subsequent to the time such voting rights first arose until such time as the Bank may again fail to declare the whole dividend on the shares of such series in respect of any quarter, in which event such voting rights will become effective again and so on from time to time.

In connection with any action to be taken by the Bank which requires the approval of the holders of Preferred Shares Series 34 or the Preferred Shares Series 35 voting as a series or as part of the class, each such share will entitle the holder thereof to one vote.

Tax Election

The Preferred Shares Series 34 and the Preferred Shares Series 35 will be “taxable preferred shares” as defined in the Act for purposes of the tax under Part IV.1 of the Act applicable to certain corporate holders of such shares. The terms of the Preferred Shares Series 34 and the Preferred Shares Series 35 will require the Bank to make the necessary election under Part VI.1 of the Act so that corporate holders will not be subject to the tax under Part IV.1 of the Act on dividends received (or deemed to be received) on the Preferred Shares Series 34 or the Preferred Shares Series 35.

Business Days

If any action is required to be taken by the Bank on a day that is not a business day, then such action will be taken on the next succeeding day that is a business day.

Consolidated Capitalization of the Bank

The following table sets forth the consolidated capitalization of the Bank as October 31, 2015, before and after giving effect to (i) the sale by the Bank of the Preferred Shares Series 34 contemplated by this prospectus supplement (assuming all of the Option Shares are issued), (ii) the Debenture Issuance, and (iii) the US Note Offering. The following table should be read in conjunction with the Bank’s consolidated financial statements and management’s discussion and analysis of financial condition and results of operations for the 12 months ended October 31, 2015.

	As at October 31, 2015	As at October 31, 2015⁽¹⁾
	(in millions of Canadian dollars)	(in millions of Canadian dollars)
Subordinated Debentures	\$ 6,182	\$ 8,631
Equity		
Common Equity		
Common Shares	15,141	15,141
Retained Earnings	31,316	31,316
Accumulated Other Comprehensive Income	2,455	2,455
Other Reserves	173	173
Total Common Equity	49,085	49,085
Preferred Shares	2,934	3,284
Total Equity Attributable to Equity Holders of the Bank	52,019	52,369
Non-controlling Interests in Subsidiaries	1,460	1,460
Total Equity	\$ 53,479	\$ 53,829
Total Capitalization	\$ 59,661	\$ 62,460

(1) Adjusted to give effect to (i) the sale by the Bank of the Preferred Shares Series 34 contemplated by this prospectus supplement (assuming all of the Option Shares are issued), (ii) the Debenture Issuance and (iii) the US Note Offering.

Earnings Coverage

The Bank’s dividend requirements on its outstanding preferred shares, after giving effect to the issue of the Preferred Shares Series 34 to be distributed under this prospectus supplement (assuming all of the Option Shares are issued), and adjusted to a before-tax equivalent using an income tax rate of 20.44% for the 12 months ended October 31, 2015 amounted to \$168 million for the 12 months ended October 31, 2015. The Bank’s interest requirements for subordinated debentures, after giving effect to the Debenture Issuance and the US Note Offering, amounted to \$300 million for the 12 months ended October 31, 2015. The Bank’s earnings before interest and income tax for the 12 months ended October 31, 2015 were \$9,054 million, which was 19.3 times the Bank’s aggregate dividend and interest requirements for that period after giving effect to the issue of the Preferred Shares Series 34 to be distributed under this prospectus supplement (assuming all of the Option Shares are issued), the Debenture Issuance and the US Note Offering. All amounts appearing under this heading, “Earnings Coverage” for the 12 months ended October 31, 2015 are derived from financial information which is audited and prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) except for the adjustments in respect of the effects of this offering and the Debenture Issuance.

Book-entry Only Securities

Except in limited circumstances, the Preferred Shares Series 34 and the Preferred Shares Series 35 will be issued in “book-entry only” form and must be purchased, transferred, redeemed, converted or exchanged through participants in the depository service of CDS Clearing and Depository Services Inc. Reference is made to “Book-entry Only Securities” in the Prospectus.

Ratings

The Preferred Shares Series 34 are provisionally rated “Pfd-2” by DBRS Limited (“DBRS”). “Pfd-2” is in the second highest category available from DBRS for preferred shares. Each rating category is denoted by the subcategories “high” and “low”. A reference to “high” or “low” reflects the relative strength within the rating category.

The Preferred Shares Series 34 have a preliminary rating “P-2 (Low)” by Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies (Canada) Corporation (“S&P”), using the S&P Canadian scale for preferred shares and have a preliminary rating of “BBB-” using S&P’s global scale for preferred shares. The “P-2” rating is in the second highest of the five categories used by S&P on its Canadian preferred share scale. A reference to “high” or “low” reflects the relative strength within the rating category. The “BBB-” rating is in the second highest of the three categories used by S&P on its global scale.

The Preferred Shares Series 34 are provisionally rated Baa1 by Moody’s Investors Service, Inc. (“Moody’s”), a subsidiary of Moody’s Corporation. Securities rated “Baa” are considered to be of medium grade and are subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier “1” indicates that the obligation ranks at the higher end of the “Baa” rating category.

The Bank pays standardized fees to each of the rating agencies to provide ratings of the Bank’s securities (including the Preferred Shares Series 34) from time to time.

Prospective purchasers of Preferred Shares Series 34 should consult the relevant rating organization with respect to the interpretation and implications of the foregoing provisional/preliminary ratings. The foregoing ratings should not be construed as recommendations to buy, sell or hold Preferred Shares Series 34. Ratings may be revised or withdrawn at any time by the respective rating organizations.

Plan of Distribution

Pursuant to an agreement (the “Underwriting Agreement”) dated December 8, 2015 between the Bank and the Underwriters, the Bank has agreed to sell and the Underwriters have agreed to purchase on December 17, 2015 or on such other date not later than December 24, 2015 as may be agreed upon, subject to the terms and conditions contained therein, all but not less than all of the 12,000,000 Preferred Shares Series 34 at a price of \$25.00 per share payable in cash to the Bank against delivery of the Preferred Shares Series 34. The Underwriting Agreement provides that the Underwriters will be paid an underwriting fee per share equal to \$0.25 with respect to Preferred Shares Series 34 sold to certain institutions and \$0.75 with respect to all other Preferred Shares Series 34. Assuming no Preferred Shares Series 34 are sold to such institutions, the underwriting fee would be \$9,000,000.

The Bank has granted the Underwriters the Option exercisable up to 48 hours prior to 8:00 a.m. (Toronto time) on the Closing Date, to purchase up to an additional 2,000,000 Preferred Shares Series 34 at the offering price (the “Option Shares”). This prospectus supplement qualifies the grant of the Option and the distribution of the Option Shares issuable upon exercise of the Option. The Underwriters will be paid an underwriting fee equal to \$0.25 per Option Share sold to certain institutions and \$0.75 with respect to all other Option Shares.

The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Preferred Shares Series 34 if any of the Preferred Shares Series 34 are purchased under the Underwriting Agreement.

After the Underwriters have made a reasonable effort to sell all of the Preferred Shares Series 34 at \$25.00 per share, the price of the Preferred Shares Series 34 may be decreased, and further changed from time to time, by the Underwriters to an amount not greater than \$25.00 per share and, in such case, the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Preferred Shares Series 34 is less than the gross proceeds paid by the Underwriters to the Bank.

Neither the Preferred Shares Series 34 nor the Preferred Shares Series 35 have been or will be registered under the *Securities Act of 1933* of the United States of America, as amended (the “1933 Act”) or any state securities laws and may not be offered or sold, directly or indirectly, within the United States, its territories or possessions, or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) except in transactions exempt from the registration requirements of the 1933 Act.

Pursuant to policy statements of certain securities regulators, the Underwriters may not, throughout the period of distribution, bid for or purchase any Preferred Shares Series 34. The policy statements allow certain exceptions to the foregoing prohibitions. The Underwriters may only avail themselves of such exceptions on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Preferred Shares Series 34. These exceptions include a bid or purchase permitted under the Universal Market Integrity

Rules for Canadian Marketplaces of Investment Industry Regulatory Organization of Canada, relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Subject to the foregoing, in connection with this offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Preferred Shares Series 34 at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

Pursuant to an Ontario securities rule, the Underwriters may not, beginning on the date that the offering price was determined and throughout the period of distribution of the Preferred Shares Series 34, bid for or purchase Preferred Shares Series 34. The foregoing restriction is subject to certain exceptions. These exceptions include a bid or purchase permitted under the by-laws and rules of the TSX relating to market stabilization and passive market making activities, provided that the bid or purchase does not exceed the lesser of the offering price and the last independent sale price at the time of the entry of the bid or order to purchase, and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution, provided that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Preferred Shares Series 34. Pursuant to the first mentioned exception, in connection with this offering, the Underwriters may over-allot or effect transactions that stabilize or maintain the market price of the Preferred Shares Series 34 at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

The TSX has conditionally approved the listing of the Preferred Shares Series 34, the Preferred Shares Series 35 and the Common Shares issuable upon the occurrence of an NVCC Automatic Conversion subject to the Bank fulfilling all of the requirements of the TSX on or before March 2, 2016. The Bank has applied to list the Common Shares issuable upon the occurrence of an NVCC Automatic Conversion on the NYSE. Listing is subject to the Bank fulfilling all of the listing requirements of the NYSE and final approval is expected to be received prior to the anticipated Closing Date.

Scotia Capital Inc., one of the Underwriters, is an indirect wholly-owned subsidiary of the Bank. As a result, the Bank is a related and connected issuer of Scotia Capital Inc. under applicable securities legislation. The decision to distribute the Preferred Shares Series 34 and the determination of the terms of this offering were made through negotiations between the Bank on the one hand and the Underwriters on the other hand. CIBC World Markets Inc. and TD Securities Inc., each an Underwriter in respect of which the Bank is not a related or connected issuer, have participated in the structuring and pricing of this offering and in the due diligence activities performed by the Underwriters for this offering. Scotia Capital Inc. will not receive any benefit from the Bank in connection with this offering other than a portion of the underwriting fee payable by the Bank.

Certain Canadian Federal Income Tax Considerations

In the opinion of Osler, Hoskin & Harcourt LLP and Torys LLP, the following is a summary of the principal Canadian federal income tax considerations generally applicable as of the date hereof to a purchaser who acquires Preferred Shares Series 34 pursuant to this prospectus supplement, Preferred Shares Series 35 on a conversion of Preferred Shares Series 34, and Common Shares on an NVCC Automatic Conversion of Preferred Shares Series 34 or Preferred Shares Series 35, and who, for purposes of the Act and at all relevant times, is or is deemed to be resident in Canada, deals at arm's length with the Bank and the Underwriters, is not affiliated with the Bank and holds the Preferred Shares Series 34 and any Preferred Shares Series 35 and Common Shares as capital property. Generally, the Preferred Shares Series 34, Preferred Shares Series 35 and Common Shares will be capital property to a holder provided the holder does not acquire or hold those Preferred Shares Series 34, Preferred Shares Series 35 or Common Shares in the course of carrying on a business or as part of an adventure or concern in the nature of trade. Certain holders, whose Preferred Shares Series 34, Preferred Shares Series 35 or Common Shares might not otherwise be capital property, may, in certain circumstances, be entitled to have them and all other "Canadian securities", as defined in the Act, owned by such holder in the taxation year in which the election is made, and in all subsequent taxation years, deemed to be capital property by making the irrevocable election permitted by subsection 39(4) of the Act. The Canadian income tax considerations generally applicable to any New Preferred Shares acquired upon a conversion of the Preferred Shares 34 or Preferred Shares 35, as applicable, will depend on the terms of the New Preferred Shares, if constituted, and are not described herein.

This summary is not applicable to a purchaser an interest in which is a "tax shelter investment", that is a "financial institution" for purposes of the "mark-to-market" rules, to which the "functional currency" reporting rules apply, or that enters into, with respect to the Preferred Shares Series 34, Preferred Shares Series 35 or Common Shares, a "derivative forward agreement", each as defined in the Act. Such purchasers should consult their own tax advisors.

Furthermore, this summary is not applicable to a purchaser that is a “specified financial institution” (as defined in the Act) that receives or is deemed to receive, alone or together with persons with whom it does not deal at arm’s length, in the aggregate dividends in respect of more than 10% of the Preferred Shares Series 34 or Preferred Shares Series 35, as the case may be, outstanding at the time the dividend is (or is deemed to be) received. This summary also assumes that all issued and outstanding Preferred Shares Series 34 and Preferred Shares Series 35 are listed on a designated stock exchange in Canada (as defined in the Act, such as the TSX) at such times as dividends (including deemed dividends) are paid or received on the Preferred Shares Series 34 and Preferred Shares Series 35 respectively.

This summary is based upon the current provisions of the Act and the regulations thereunder (the “Regulations”), and counsel’s understanding of the current published administrative policies and assessing practices and of the Canada Revenue Agency published in writing prior to the date hereof. This summary takes into account all specific proposals to amend the Act and the Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “Proposed Amendments”) and assumes that all Proposed Amendments will be enacted in the form proposed. However, no assurances can be given that the Proposed Amendments will be enacted as proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative policy or assessing practice, whether by legislative, governmental, administrative or judicial decision or action, nor does it take into account or consider any provincial, territorial or foreign tax considerations.

This summary is of a general nature only and is not intended to be, nor should it be construed as, legal or tax advice to any particular purchaser. This summary is not exhaustive of all Canadian federal income tax considerations. Accordingly, prospective purchasers are urged to consult their own tax advisors with respect to their particular circumstances.

Dividends

Dividends (including deemed dividends) received on the Preferred Shares Series 34, Preferred Shares Series 35 or Common Shares by an individual (other than certain trusts) will be included in the individual’s income and will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit rules applicable to any dividends designated by the Bank as eligible dividends in accordance with the provisions of the Act. Dividends (including deemed dividends) on the Preferred Shares Series 34, Preferred Shares Series 35 or Common Shares received by a corporation will be included in computing income and will generally be deductible in computing the taxable income of the corporation.

The Preferred Shares Series 34 and Preferred Shares Series 35 will be “taxable preferred shares” as defined in the Act. The terms of the Preferred Shares Series 34 and Preferred Shares Series 35 require the Bank to make the necessary election under Part VI.1 of the Act so that corporate holders will not be subject to tax under Part IV.1 of the Act on dividends received (or deemed to be received) on the Preferred Shares Series 34 and Preferred Shares Series 35.

A “private corporation”, as defined in the Act, or any other corporation controlled (whether by reason of a beneficial interest in one or more trusts or otherwise) by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts) will generally be liable to pay a 33¹/₃% refundable tax under Part IV of the Act on dividends received (or deemed to be received) on the Preferred Shares Series 34, Preferred Shares Series 35 or Common Shares to the extent such dividends are deductible in computing its taxable income for the year.

Dispositions

Generally, on a disposition of a Preferred Share Series 34, Preferred Share Series 35 or Common Share (which includes the redemption of the shares for cash but not a conversion), the holder will realize a capital gain (or sustain a capital loss) to the extent that the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of such share to the holder thereof immediately before the disposition or deemed disposition. The amount of any deemed dividend arising on the redemption, acquisition or cancellation by the Bank of a Preferred Share Series 34, Preferred Share Series 35 or Common Share, as the case may be, will generally not be included in a holder’s proceeds of disposition for purposes of computing the capital gain or loss arising on the disposition of such share (see “Redemption” below).

If the holder is a corporation, the amount of any capital loss may in certain circumstances be reduced by the amount of any dividends, including deemed dividends, which have been received on such shares, or a share which has

been converted into or exchanged for such share, to the extent and in the manner provided for in the Act. Similar rules may apply where a Preferred Share Series 34, Preferred Share Series 35 or Common Share is owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. Such holders should consult their own advisors.

Generally, one-half of any capital gain realized by a holder in a taxation year will be included in computing the holder's income in that year as a taxable capital gain and one-half of any capital loss will be deducted from the holder's net taxable capital gains in the year. Any excess of allowable capital losses over taxable capital gains of the holder may be carried back up to three years and forward indefinitely and deducted against net taxable capital gains of the holder in those other years in accordance with the detailed rules in the Act.

Canadian controlled private corporations (as defined in the Act) may be subject to, a tax a portion of which is refundable.

Redemption

If the Bank redeems for cash or otherwise acquires a Preferred Share Series 34, Preferred Share Series 35 or Common Share (other than on a conversion or by a purchase in the manner in which shares are normally purchased by a member of the public in the open market), the holder will be deemed to have received a dividend equal to the amount, if any, paid by the Bank in excess of the paid-up capital of such share at such time. Generally, the difference between the amount paid by the Bank and the amount of the deemed dividend will be treated as proceeds of disposition for the purposes of computing the capital gain or capital loss arising on the disposition of such share (see "Dispositions" above). In the case of a corporate holder, it is possible that in certain circumstances all or part of the amount so deemed to be a dividend may be treated as proceeds of disposition and not as a dividend.

Conversion

The conversion of (i) a Preferred Share Series 34 into a Preferred Share Series 35, a New Preferred Share or a Common Share and (ii) a Preferred Share Series 35 into a Preferred Share Series 34, a New Preferred Share or a Common Share, will be deemed not to be a disposition of property and accordingly will not give rise to any capital gain or capital loss. The cost to a holder of a Preferred Share Series 35, Preferred Share Series 34, New Preferred Share or Common Share, as the case may be, received on the conversion will be deemed to be equal to the holder's adjusted cost base of the Preferred Share Series 34 or Preferred Share Series 35, as the case may be, immediately before the conversion. The cost of a Preferred Share Series 34, Preferred Share Series 35, New Preferred Share or Common Share, as the case may be, received on a conversion will be averaged with the adjusted cost base of all other identical shares held by the holder as capital property at such time for the purpose of determining the adjusted cost base of each such share.

Alternative Minimum Tax

A capital gain realized, or a dividend received or deemed to be received, by an individual or a trust (other than certain specified trusts) may give rise to a liability for alternative minimum tax.

Use of Proceeds

The net proceeds to the Bank from the sale of the Preferred Shares Series 34, after deducting the estimated expenses of the issue and the underwriting fee (assuming no Preferred Shares Series 34 are sold to institutions and assuming no exercise of the Option) will amount to \$291,000,000. Such net proceeds will be added to the Bank's funds and will be used for general business purposes.

Trading Price and Volume of the Bank's Securities

The following table sets out the price range and trading volume of the Bank's securities on the TSX (as reported by Bloomberg) for the periods indicated.

	Common Shares	Preferred Shares												
		Series 14	Series 15	Series 16	Series 17	Series 18	Series 19	Series 20	Series 21	Series 22	Series 23	Series 30	Series 31	Series 32
December 2014														
-High Price (\$)	\$70.85	\$26.07	\$26.16	\$26.25	\$26.37	\$26.17	\$25.86	\$25.87	\$25.62	\$25.91	\$25.61	\$24.35	-	\$24.82
-Low Price (\$)	\$62.89	\$25.65	\$25.75	\$25.84	\$26.20	\$25.16	\$25.65	\$25.38	\$25.15	\$25.45	\$25.39	\$23.55	-	\$23.91
-Volume ('000)	98,429	62	134	98	40	54	78	97	58	68	36	164	-	270
January 2015														
-High Price (\$)	\$66.20	\$25.98	\$26.09	\$26.00	\$26.17	\$25.99	\$25.69	\$25.88	\$25.41	\$25.94	\$25.65	\$24.08	-	\$24.77
-Low Price (\$)	\$60.75	\$25.48	\$25.62	\$25.63	\$25.81	\$25.22	\$23.67	\$25.35	\$23.01	\$25.40	\$23.65	\$20.89	-	\$22.13
-Volume ('000)	94,731	107	65	203	104	83	197	90	73	369	39	565	-	260
February 2015														
-High Price (\$)	\$67.73	\$25.66	\$25.85	\$26.23	\$26.30	\$25.61	\$25.11	\$25.73	\$24.00	\$25.89	\$24.13	\$22.60	-	\$23.50
-Low Price (\$)	\$61.30	\$25.32	\$25.57	\$25.57	\$25.81	\$25.00	\$23.85	\$25.17	\$22.89	\$25.55	\$23.48	\$21.15	-	\$22.49
-Volume ('000)	66,424	166	99	44	85	86	231	111	136	119	26	326	-	193
March 2015														
-High Price (\$)	\$67.07	\$25.81	\$25.97	\$26.15	\$26.51	\$25.74	\$24.75	\$25.81	\$24.19	\$26.07	\$24.29	\$22.67	-	\$23.84
-Low Price (\$)	\$61.90	\$25.52	\$25.59	\$25.74	\$26.05	\$25.23	\$24.35	\$25.22	\$23.82	\$25.51	\$23.85	\$21.42	-	\$22.89
-Volume ('000)	84,405	132	148	138	159	249	84	106	90	247	30	597	-	281
April 2015														
-High Price (\$)	\$67.44	\$25.63	\$25.73	\$25.92	\$26.36	\$25.40	\$24.71	\$25.60	\$24.31	\$25.80	\$24.34	\$23.01	\$23.90	\$23.92
-Low Price (\$)	\$62.80	\$25.12	\$25.20	\$25.39	\$25.50	\$25.04	\$24.23	\$25.15	\$23.90	\$25.35	\$24.05	\$21.49	\$22.00	\$21.51
-Volume ('000)	60,706	164	423	93	64	143	518	127	54	180	17	701	17	449
May 2015														
-High Price (\$)	\$67.29	\$25.39	\$25.49	\$25.88	\$26.09	\$25.55	\$24.75	\$25.55	\$24.35	\$25.70	\$24.47	\$23.97	\$23.82	\$23.89
-Low Price (\$)	\$63.60	\$25.26	\$25.32	\$25.58	\$25.68	\$25.15	\$24.40	\$25.26	\$24.06	\$25.36	\$24.16	\$22.27	\$22.40	\$22.91
-Volume ('000)	50,247	132	190	102	142	60	85	36	46	120	72	390	241	322
June 2015														
-High Price (\$)	\$66.99	\$25.52	\$25.65	\$25.98	\$25.95	\$25.35	\$24.97	\$25.59	\$24.40	\$25.68	\$24.58	\$23.40	\$23.00	\$24.00
-Low Price (\$)	\$63.71	\$25.34	\$25.36	\$25.66	\$25.73	\$24.96	\$24.53	\$25.30	\$24.06	\$25.42	\$24.11	\$22.65	\$22.55	\$23.53
-Volume ('000)	91,555	309	469	149	203	155	139	63	100	258	48	154	45	423
July 2015														
-High Price (\$)	\$65.19	\$25.55	\$25.67	\$25.91	\$25.94	\$25.31	\$24.59	\$25.51	\$24.20	\$25.55	\$24.21	\$23.09	\$22.70	\$23.84
-Low Price (\$)	\$60.52	\$25.00	\$25.06	\$25.40	\$25.48	\$24.75	\$23.95	\$24.97	\$23.10	\$25.20	\$23.15	\$22.12	\$21.21	\$22.32
-Volume ('000)	75,652	329	340	112	76	151	185	113	278	81	251	348	49	804
August 2015														
-High Price (\$)	\$64.15	\$25.36	\$25.30	\$25.62	\$25.77	\$25.18	\$24.02	\$25.04	\$23.25	\$25.37	\$23.37	\$22.56	\$21.99	\$22.80
-Low Price (\$)	\$52.58	\$25.01	\$24.96	\$25.11	\$25.49	\$24.68	\$23.60	\$24.61	\$22.58	\$24.58	\$22.75	\$20.40	\$20.02	\$20.49
-Volume ('000)	73,275	133	227	61	208	180	56	220	297	82	26	117	45	319
September 2015														
-High Price (\$)	\$60.18	\$25.29	\$25.28	\$25.63	\$25.80	\$25.00	\$23.71	\$24.95	\$22.89	\$25.15	\$22.99	\$21.81	\$20.78	\$21.79
-Low Price (\$)	\$56.85	\$25.02	\$24.90	\$25.26	\$25.55	\$24.05	\$22.26	\$24.02	\$21.59	\$24.20	\$21.77	\$19.58	\$18.52	\$19.81
-Volume ('000)	92,047	84	209	85	212	151	197	126	188	126	43	133	68	183
October 2015														
-High Price (\$)	\$63.13	\$25.15	\$25.19	\$25.84	\$25.85	\$24.99	\$23.39	\$24.79	\$22.65	\$25.00	\$23.09	\$21.25	\$20.96	\$21.10
-Low Price (\$)	\$56.58	\$24.14	\$24.12	\$25.05	\$25.16	\$22.95	\$21.74	\$22.60	\$20.98	\$22.96	\$21.12	\$18.91	\$18.00	\$18.99
-Volume ('000)	74,139	186	223	141	113	136	104	97	51	122	43	382	84	389
November 2015														
-High Price (\$)	\$62.32	\$25.19	\$25.25	\$25.98	\$25.86	\$24.86	\$24.14	\$24.80	\$23.25	\$24.98	\$23.22	\$20.90	\$20.14	\$21.27
-Low Price (\$)	\$58.79	\$24.90	\$25.00	\$25.38	\$25.55	\$24.25	\$22.98	\$24.02	\$22.38	\$24.15	\$22.64	\$20.21	\$19.28	\$20.29
-Volume ('000)	51,198	126	181	113	190	146	127	191	244	437	154	174	95	450
December 1 - 8, 2015														
-High Price (\$)	\$61.33	\$25.14	\$25.19	\$25.71	\$25.75	\$24.63	\$23.45	\$24.50	\$23.07	\$24.90	\$23.12	\$20.50	\$19.85	\$20.64
-Low Price (\$)	\$57.29	\$24.61	\$24.57	\$25.23	\$25.49	\$23.90	\$22.70	\$23.55	\$22.01	\$24.12	\$22.25	\$20.05	\$19.03	\$19.95
-Volume ('000)	23,695	231	252	43	73	124	144	42	29	230	13	37	11	135

Transfer Agent and Registrar

Computershare Trust Company of Canada, at its principal office in the city of Toronto, will be the transfer agent and registrar for the Preferred Shares Series 34, the Preferred Shares Series 35 and any Common Shares issued upon an NVCC Automatic Conversion.

Risk Factors

An investment in Preferred Shares Series 34 of the Bank is subject to certain risks. Before deciding whether to invest in Preferred Shares Series 34, purchasers should consider carefully the risks set out herein and incorporated by reference in this Prospectus (including subsequently filed documents incorporated by reference). Prospective purchasers should consider the categories of risks identified and discussed in the 2015 Annual MD&A, which is incorporated herein by reference, including credit risk, market risk, liquidity risk, operational risk, reputational risk, insurance risk, strategic risk and environmental risk.

The value of Preferred Shares Series 34 and the Preferred Shares Series 35 will be affected by the general creditworthiness of the Bank

Real or anticipated changes in credit ratings on the Preferred Shares Series 34 or the Preferred Shares Series 35, if any, may affect the market value of the Preferred Shares Series 34 and the Preferred Shares Series 35, respectively. An actual or anticipated downgrade in the credit ratings of the Bank or its securities by any rating agency could affect the market value or rating of the Preferred Shares Series 34 and the Preferred Shares Series 35, respectively. In addition, such actual or anticipated changes in the Bank's credit ratings could also affect the cost at which the Bank can transact or obtain funding, and thereby affect the Bank's liquidity, business, financial condition or results of operations.

The value of the Preferred Share Series 34 and the Preferred Shares Series 35 may be affected by market value fluctuations

The value of the Preferred Share Series 34 and the Preferred Shares Series 35 may be affected by market value fluctuations resulting from factors which influence the Bank's operations, including regulatory developments, competition and global market activity.

The Preferred Shares Series 34 and the Preferred Shares Series 35 are non-cumulative and there is a risk the Bank will be unable to pay dividends on the shares

The Preferred Shares Series 34 and the Preferred Shares Series 35 are non-cumulative and dividends are payable at the discretion of the Board of Directors. See "Earnings Coverage Ratios" in this prospectus supplement and "Bank Act Restrictions and Restrictions on Payment of Dividends" in the Prospectus, each of which are relevant to an assessment of the risk that the Bank will be unable to pay dividends on the Preferred Shares Series 34 or the Preferred Shares Series 35. If the Board of Directors does not declare a dividend, or any part thereof, on the Preferred Shares Series 34 or the Preferred Shares Series 35 on or before the dividend payment date for a particular quarter, then the entitlement of the holders of the Preferred Shares Series 34 or the Preferred Shares Series 35 to receive such dividend, or to any part thereof, for such quarter will be forever extinguished.

If a distribution is not paid on certain outstanding securities, the Bank will not pay dividends on its outstanding Preferred Shares Series 34, Preferred Shares Series 35 and Common Shares

The Bank has covenanted that, if a distribution is not paid when due on any outstanding Scotiabank Trust Securities (also known as "Scotia BaTS") issued by Scotiabank Capital Trust, the Bank will not pay dividends on its "Dividend Restricted Shares", which would include the Preferred Shares Series 34 and the Preferred Shares Series 35, until the twelfth month following the failure to pay the required distribution in full, unless the required distribution is paid to the holders of Scotia BaTS. In addition, the Bank has also covenanted that if the interest is not paid in cash on any outstanding 7.802% Scotiabank Tier 1 Securities Series 2009-1 issued by Scotiabank Tier 1 Trust, the Bank will not pay dividends on its common shares and preferred shares (which would include the Preferred Shares Series 34 and the Preferred Shares Series 35) for a specified period of time.

Ranking on insolvency of winding-up

The Preferred Shares Series 34 and the Preferred Shares Series 35 are equity capital of the Bank. The Preferred Shares Series 34 rank, and the Preferred Shares Series 35 will, if issued, rank equally with other preferred shares of the Bank in the event of an insolvency or winding-up of the Bank, where an NVCC Automatic Conversion has not occurred. If the Bank becomes insolvent or is wound-up where an NVCC Automatic Conversion has not occurred, the Bank's assets must be used to pay deposit liabilities and other debt, including subordinated debt, before payments may be made on the Preferred Shares Series 34 or the Preferred Shares Series 35, if any, and other Preferred Shares.

Automatic conversion into Common Shares upon a Trigger Event

Upon the occurrence of a Trigger Event and an NVCC Automatic Conversion, an investment in the Preferred Shares Series 34 or the Preferred Shares Series 35 will become an investment in Common Shares without the consent of the holder. After an NVCC Automatic Conversion, a holder of Preferred Shares Series 34 or Preferred Shares Series 35 will no longer have any rights as a preferred shareholder of the Bank and will only have rights as a holder of Common Shares. While the Preferred Shares Series 34, the Preferred Shares Series 35 and the Common Shares are all equity capital of the Bank, the claims of holders of Preferred Shares Series 34 and Preferred Shares Series 35 have certain priority of payment over the claims of holders of Common Shares. Given the nature of a Trigger Event, a holder of Preferred Shares Series 34 or Preferred Shares Series 35 will become a holder of Common Shares at a time when the Bank's financial condition has deteriorated. If the Bank were to become insolvent or wound-up after the occurrence of a Trigger Event, as a result of an NVCC Automatic Conversion, the holders of Common Shares may receive, if anything, substantially less than the holders of the Preferred Shares Series 34 or the Preferred Shares Series 35 might have received had the Preferred Shares Series 34 and the Preferred Shares Series 35 not been converted into Common Shares. An NVCC Automatic Conversion may also occur at a time when a federal or provincial government or other government agency in Canada has provided, or will provide, a capital injection or equivalent support, the terms of which may rank in priority to the Common Shares with respect to the payment of dividends, rights on liquidation or other terms.

A Trigger Event involves a subjective determination outside the Bank's control

The decision as to whether a Trigger Event will occur is a subjective determination by the Superintendent that the Bank has ceased, or is about to cease, to be viable and that the conversion of all contingent instruments is reasonably likely, taking into account any other factors or circumstances that are considered relevant or appropriate by the Superintendent, to restore or maintain the viability of the Bank. Such determination may be beyond the control of the Bank. See the definition of Trigger Event under "Details of the Offering".

OSFI has stated that the Superintendent will consult with the Canada Deposit Insurance Corporation, the Bank of Canada, the Department of Finance and the Financial Consumer Agency of Canada prior to making a non-viability determination. The conversion of contingent instruments alone may not be sufficient to restore an institution to viability and other public sector interventions, including liquidity assistance, would likely be used along with the conversion of contingent instruments to maintain an institution as a going concern.

In assessing whether the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments, it is reasonably likely that the viability of the Bank will be restored or maintained, OSFI has stated that the Superintendent will consider, in consultation with the authorities referred to above, all relevant facts and circumstances. Those facts and circumstances may include, in addition to other public sector interventions, a consideration of whether, among other things:

- the assets of the Bank are, in the opinion of the Superintendent, sufficient to provide adequate protection to the Bank's depositors and creditors;
- the Bank has lost the confidence of depositors or other creditors and the public (for example, ongoing increased difficulty in obtaining or rolling over short-term funding);
- the Bank's regulatory capital has, in the opinion of the Superintendent, reached a level, or is eroding in a manner, that may detrimentally affect its depositors and creditors;
- the Bank has failed to pay any liability that has become due and payable or, in the opinion of the Superintendent, the Bank will not be able to pay its liabilities as they become due and payable;
- the Bank failed to comply with an order of the Superintendent to increase its capital;
- in the opinion of the Superintendent, any other state of affairs exists in respect of the Bank that may be materially prejudicial to the interests of the Bank's depositors or creditors or the owners of any assets under the Bank's administration; and
- the Bank is unable to recapitalize on its own through the issuance of Common Shares or other forms of regulatory capital (for example, no suitable investor or group of investors exists that is willing or capable of investing in sufficient quantity and on terms that will restore the Bank's viability, nor is there any reasonable prospect of such an investor emerging in the near-term in the absence of conversion of contingent instruments).

Upon the occurrence of a Trigger Event and an NVCC Automatic Conversion, the interests of depositors, other creditors of the Bank, and holders of securities of the Bank which are not contingent instruments will all rank in priority to the holders of contingent instruments, including the Preferred Shares Series 34 or the Preferred Shares Series 35. The Superintendent retains full discretion to choose not to trigger non-viable contingent capital notwithstanding a determination that the Bank has ceased, or is about to cease, to be viable. Under such circumstances, the holders of Preferred Shares Series 34 and Preferred Shares Series 35 may be exposed to losses through the use of other resolution tools or in liquidation.

Number and value of Common Shares to be received on an NVCC Automatic Conversion is variable

The number of Common Shares to be received for each Preferred Shares Series 34 and each Preferred Shares Series 35 is calculated by reference to the prevailing market price of Common Shares immediately prior to a Trigger Event, subject to the Floor Price. If there is an NVCC Automatic Conversion at a time when the Current Market Price of the Common Shares is below the Floor Price, investors will receive Common Shares with an aggregate market price less than the Share Value. Investors may also receive Common Shares with an aggregate market price less than the prevailing market price of the Preferred Shares Series 34 or the Preferred Shares Series 35 being converted if such shares are trading at a price above the Share Value.

The Bank is expected to have outstanding from time to time other preferred shares and subordinated debt that will automatically convert into Common Shares upon a Trigger Event. In the case of such subordinated debt, the number of Common Shares to be received on conversion will be calculated by reference to the principal amount of such debt, together with accrued and unpaid interest and, in order to take into account the hierarchy of claims in a liquidation, holders of subordinated debt are expected to receive economic entitlements which are more favourable than preferred shareholders. Subordinated debt that is convertible into Common Shares upon a Trigger Event will likely use, and other preferred shares that are convertible into Common Shares upon a Trigger Event may also use, a lower effective floor price (for example, using a different multiplier) than that applicable to the Preferred Shares Series 34 and the Preferred Shares Series 35 to determine the maximum number of Common Shares to be issued to holders of such instruments upon an NVCC Automatic Conversion. Accordingly, holders of Preferred Shares Series 34 and Preferred Shares Series 35 will receive Common Shares pursuant to an NVCC Automatic Conversion at a time when subordinated debt is converted into Common Shares at a conversion rate that is more favourable to the holder of such instruments and other preferred shares are converted into Common Shares at a conversion rate that may be more favourable to the holder of such instruments, in each case, than the rate applicable to the Preferred Shares Series 34 and the Preferred Shares Series 35, thereby causing substantial dilution to holders of Common Shares and the holders of Preferred Shares Series 34 or Preferred Shares Series 35, who will become holders of Common Shares upon the occurrence of an NVCC Automatic Conversion.

Common Shares received on an NVCC Automatic Conversion may be subject to further dilution

In the circumstances surrounding a Trigger Event, the Superintendent or other governmental authorities or agencies may also require other steps to be taken to restore or maintain the viability of the Bank, such as an exercise of the Bail-In Conversion Powers (as defined below), the injection of new capital and the issuance of additional Common Shares or other securities. On August 1, 2014, the Canadian Department of Finance issued for comment the “Taxpayer Protection and Bank Recapitalization Regime: Consultation Paper” which outlines a proposed bail-in regime applicable to Canada’s domestic systemically important banks (“D-SIBs”), which include the Bank, in line with key international standards such as the Financial Stability Board’s “Key Attributes of Effective Resolution Regimes for Financial Institutions”. This consultation paper follows a previous announcement made in Canada’s federal budget released on March 21, 2013. Under the proposed regime, the Government of Canada would be granted two significant conversion powers (the “Bail-In Conversion Powers”) with respect to D-SIBs’ outstanding capital and debt: (i) first, the Government would be granted the power to permanently convert “eligible liabilities” of the D-SIB (“eligible liabilities” consisting solely of long term senior debt, which is senior unsecured debt that is tradable and transferable with an original term of over 400 days) into common equity, and (ii) the Government would be granted the power to permanently cancel existing shares of the D-SIB. Each of those powers would only be exercisable if two preconditions were met: (a) the Superintendent would need to have determined that the D-SIB has ceased or is about to cease being viable and (b) the full conversion of the D-SIB’s outstanding nonviable contingent capital instruments (such as the Preferred Shares Series 34 and Preferred Shares Series 35), following the occurrence of a Trigger Event (as that term is defined in the Office of the Superintendent of Financial Institutions Canada Guideline for Capital Adequacy Requirements, Chapter 2 – Definition of Capital, effective January 1, 2013, as such term may be amended or superseded from time to time) would need to have occurred. The Bail-In Conversion Powers would apply only to “eligible liabilities” issued after the implementation of the proposed regime with no retroactive application to existing debt.

If the proposed regime is implemented, any “eligible liabilities” issued after such implementation would be subject to the conversion powers described above and holders of such “eligible liabilities” may receive Common Shares in exchange for their “eligible liabilities” if the Bank ceases or is about to cease being viable. Moreover, holders of Preferred Shares Series 34 or Preferred Shares Series 35 who receive Common Shares following the occurrence of a Trigger Event and as a result of an NVCC Automatic Conversion may sustain substantial dilution following the conversion of such “eligible liabilities”, as it is expected that the conversion rate of such “eligible liabilities” will be significantly more favorable to the holders of such obligations than the rate applicable to holders of Preferred Shares Series 34 or Preferred Shares Series 35.

Circumstances surrounding an NVCC Automatic Conversion and effect on market price

The occurrence of a Trigger Event is a subjective determination by the Superintendent that the conversion of all contingent instruments is reasonably likely to restore or maintain the viability of the Bank. As a result, an NVCC Automatic Conversion may occur in circumstances that are beyond the control of the Bank. Also, even in circumstances where the market expects the Superintendent to cause an NVCC Automatic Conversion, the Superintendent may choose not to take that action. Because of the inherent uncertainty regarding the determination of when an NVCC Automatic Conversion may occur, it will be difficult to predict, when, if at all, the Preferred Shares Series 34 or the Preferred Shares Series 35 will be mandatorily converted into Common Shares. Accordingly, trading behavior in respect of the Preferred Shares Series 34 or the Preferred Shares Series 35 is not necessarily expected to follow trading behavior associated with other types of convertible or exchangeable securities. Any indication, whether real or perceived, that the Bank is trending towards a Trigger Event can be expected to have an adverse effect on the market price of the Preferred Shares Series 34, the Preferred Shares Series 35 and the Common Shares, whether or not such Trigger Event actually occurs.

No fixed maturity date

Neither Preferred Shares Series 34 nor the Preferred Shares Series 35 have a fixed maturity date and are not redeemable at the option of the holders of Preferred Shares Series 34 or Preferred Shares Series 35, as applicable. The ability of a holder to liquidate its holdings of Preferred Shares Series 34 or Preferred Shares Series 35, as applicable, may be limited.

Redemption by the Bank

The Bank may elect to redeem the Preferred Shares Series 34 or the Preferred Shares Series 35 without the consent of the holders of Preferred Shares Series 34 or Preferred Shares Series 35, as applicable, in the circumstances described under “Certain Provisions Common to the Preferred Shares Series 34 – Redemption” and “Certain Provisions Common to the Preferred Shares Series 35 – Redemption”, as applicable.

Regulatory Consents

The redemption of the Preferred Shares Series 34 and Preferred Shares Series 35 is subject to the consent of the Superintendent and other restrictions contained in the Bank Act. Reference is made to “Bank Act Restrictions and Restrictions on Payments of Dividends” in the Prospectus.

Reset of dividend rate

The dividend rate in respect of the Preferred Shares Series 34 and Preferred Shares Series 35 will reset every five years and quarterly, respectively. In each case, the new dividend rate is unlikely to be the same as, and may be lower than, the dividend rate for the applicable preceding dividend period.

Automatic conversion into Preferred Shares Series 34 and Preferred Shares Series 35

An investment in the Preferred Shares Series 34 may become an investment in Preferred Shares Series 35 without the consent of the holder in the event of an automatic conversion in the circumstances described under “Details of the Offering — Certain Provisions of the Preferred Shares Series 34 as a Series — Conversion of Preferred Shares Series 34 into Preferred Shares Series 35” above. Upon the automatic conversion of the Preferred Shares Series 34 into Preferred Shares Series 35, the dividend rate on the Preferred Shares Series 35 will be a floating rate that is adjusted quarterly by reference to the T-Bill Rate which may vary from time to time.

The market value of the Preferred Shares Series 34 and the Preferred Shares Series 35 may fluctuate

Prevailing yields on similar securities will affect the market value of Preferred Shares Series 34 and the Preferred Shares Series 35. Assuming all other factors remain unchanged, the market value of the Preferred Shares Series 34 and the Preferred Shares Series 35 will decline as prevailing yields for similar securities rise, and will increase as prevailing yields for similar securities decline. Spreads over the Government of Canada Yield, T-Bill Rate and comparable benchmark rates of interest for similar securities will also affect the market value of the Preferred Shares Series 34 and the Preferred Shares Series 35.

There is no existing public market for the Preferred Shares Series 34 and Preferred Shares Series 35, a market may not develop and purchasers may have to hold their shares indefinitely

There can be no assurance that an active trading market will develop for the Preferred Shares Series 34 after this offering or for the Preferred Shares Series 35 following the issuance of any of those shares, or if developed, that such a market will be sustained at the offering price of the Preferred Shares Series 34 or the issue price of the Preferred Shares Series 35.

Stock market volatility may affect the market price of the Preferred Shares Series 34 and Preferred Shares Series 35 for reasons unrelated to the Bank's performance.

Legal Matters

Legal matters in connection with the issue and sale of the Preferred Shares Series 34 will be passed upon, on behalf of the Bank, by Osler, Hoskin & Harcourt LLP and, on behalf of the Underwriters, by Torys LLP. As of the date of this prospectus supplement, the partners, associates and counsel of each of Osler, Hoskin & Harcourt LLP and Torys LLP beneficially own, directly or indirectly, less than 1% of the issued and outstanding securities of the Bank or of any associate or affiliate of the Bank.

Certificate of the Underwriters

Dated: December 9, 2015

To the best of our knowledge, information and belief, the short form base shelf prospectus dated June 27, 2014 (the "prospectus"), together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the *Bank Act* (Canada) and the regulations thereunder and the securities legislation of all provinces and territories of Canada.

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CIBC WORLD MARKETS INC.

By: Shannan M. Levere

TD SECURITIES INC.

By: Jonathan Broer

BMO NESBITT BURNS INC.

By: Bradley J. Hardie

NATIONAL BANK FINANCIAL INC.

By: Maude Leblond

RBC DOMINION SECURITIES INC.

By: John Bylaard

CANACCORD GENUITY CORP.

By: Ron Sedran

DESJARDINS SECURITIES INC.

By: A. Thomas Little

GMP SECURITIES L.P.

By: Douglas Bell

INDUSTRIAL
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By: Richard Legault

LAURENTIAN
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INC.

By: Michel Richard

MANULIFE
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