

**ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE INTERNAL REVENUE CODE.**

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

**UNITED KINGDOM MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (“**United Kingdom MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**United Kingdom MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II / Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UNITED KINGDOM RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); (ii) a customer within the meaning of the provisions of the United Kingdom Financial Services and Markets Act 2000 (as amended, the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the United Kingdom Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law by virtue of the EUWA (the “**United Kingdom PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the United Kingdom PRIIPs Regulation.

**Final Terms dated June 16, 2023**

The Bank of Nova Scotia  
LEI: L319ZG2KFGXZ61BMYR72  
Issue of Aggregate Principal Amount of U.S.\$9,000,000 Callable Fixed Coupon Notes due **June 16, 2028**  
under the U.S.\$12,000,000,000  
Singapore Medium Term Note Programme

**PART A – CONTRACTUAL TERMS**

This document constitutes the Final Terms relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the Prospectus dated December 9, 2020 (the “**Prospectus**”). This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with such Prospectus in order to obtain all relevant information. The Prospectus is available for viewing during normal office hours at the office of the Fiscal Agent, Registrar and Transfer Agent and copies may be obtained from the principal office of the Issuer. The Prospectus and (in the case of Notes listed on the SGX-ST) the applicable Final Terms will also be published on the website of the SGX-ST at <http://www.sgx.com>.

No person has been authorised to give any information or make any representation not contained in or not consistent with these Final Terms, or any other information supplied in connection with the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any Dealer. By investing in the Notes each investor represents that:

*(a) Non-Reliance. It is acting for its own account, and it has made its own independent decisions to invest in the Notes and as to whether the investment in the Notes is appropriate or proper for it based upon its own judgment and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer or any Dealer as investment advice or as a recommendation to invest in the Notes, it being understood that information and explanations related to the terms and conditions of the Notes shall not be considered to be investment advice or a recommendation to invest in the Notes. No communication (written or oral) received from the Issuer or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the Notes.*

*(b) Assessment and Understanding. It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts the terms and conditions and the risks of the investment in the Notes. It is also capable of assuming, and assumes, the risks of the investment in the Notes.*

*(c) Status of Parties. Neither the Issuer nor any Dealer is acting as a fiduciary for or adviser to it in respect of the investment in the Notes.*

**AN INVESTMENT IN NOTES LINKED TO ONE OR MORE REFERENCE ITEMS MAY ENTAIL SIGNIFICANT RISKS NOT ASSOCIATED WITH INVESTMENTS IN A CONVENTIONAL DEBT SECURITY DUE TO THE CALL FEATURE IN FAVOUR OF THE ISSUER AND THE PUT FEATURE IN FAVOUR OF THE HOLDER THAT ARE TERMS OF THESE NOTES. THE INVESTOR ASSUMES THE CREDIT RISK OF THE ISSUER FOR ALL PAYMENTS UNDER THE NOTES.**

**INVESTORS SHOULD BE PREPARED TO SUSTAIN A LOSS OF ALL OR PART OF THEIR INVESTMENT.**

The purchase of Notes issued under the Programme is associated with certain risks. Each prospective investor in Notes must ensure that the complexity and risks inherent in the Notes are suitable for its investment objectives and are appropriate for itself or the size, nature and condition of its business, as the case may be. No person should deal in the Notes unless that person understands the nature of the relevant transaction and the extent of that person’s exposure to

potential loss. Each prospective purchaser of Notes should consider carefully whether the Notes are suitable for it in light of its circumstances and financial position. Prospective investors in Notes should consult their own legal, tax, accountancy and other professional advisers to assist them in determining the suitability of the Notes for them as an investment.

**INVESTORS SHOULD REFER TO THE SECTION HEADED “RISK FACTORS” IN THE PROSPECTUS FOR A DISCUSSION OF CERTAIN MATTERS THAT SHOULD BE CONSIDERED WHEN MAKING A DECISION TO INVEST IN THE NOTES.**

1.	Issuer:	The Bank of Nova Scotia
2.	(i) Series Number:	<b>SMTN 191</b>
	(ii) Tranche Number:	Not Applicable
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.	Specified Currency or Currencies:	United States Dollars (“USD”)
4.	Aggregate Principal Amount:	
	(i) Series:	<b>USD 9,000,000</b>
5.	Issue Price:	100.00 per cent. of the Aggregate Principal Amount
6.	(i) Specified Denomination(s):	USD 1,000,000
	(ii) Calculation Amount:	USD 1,000,000
7.	RMB Notes:	Not Applicable
8.	(i) Issue Date:	<b>June 16, 2023</b>
	(ii) Interest Commencement Date:	<b>Issue Date</b>
9.	Maturity Date:	<b>June 16, 2028</b> subject to adjustment for payment purposes only in accordance with the Following Business Day Convention
10.	Interest Basis:	<b>5.39</b> per cent. Fixed Rate (further particulars specified below)
11.	(a) Redemption/Payment Basis:	As per paragraphs 26, 27, 28, 31 and 32 below
	(b) Protection Amount:	Not Applicable
12.	Change of Interest or Redemption/Payment Basis:	Not Applicable
13.	Synthetic Currency Asset Conditions:	Not Applicable
14.	Put/Call Options:	Issuer’s Option
15.	Status of the Notes:	Senior, unsubordinated and unsecured
16.	Method of distribution:	Non-syndicated
17.	Bail-inable Notes:	Yes

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

18.	<b>Fixed Rate Note Provisions:</b>	Applicable
	(i) Interest Rate	<b>5.39</b> per cent. per annum payable annually in arrears in respect of the period from (and including) the Interest Commencement Date to (but excluding) <b>June 16, 2028</b>
	(ii) Interest Payment Date(s):	<b>June 16</b> in each year up to and including the Maturity Date commencing on <b>June 16, 2024</b> , not adjusted following
	(iii) Business Day Convention:	Not Applicable
	(iv) Business Centre(s):	Not Applicable
	(v) Fixed Coupon Amount	USD <b>53,900.00</b> per Calculation Amount
	(vi) Broken Amount(s):	Not Applicable
	(vii) Day Count Fraction:	30/360
	(viii) Determination Date(s):	Not Applicable
	(ix) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
	(x) Range Accrual:	Not Applicable
19.	<b>Floating Rate Note Provisions</b>	Not Applicable
20.	<b>Zero Coupon/High Interest/Low Interest Note Provisions</b>	Not Applicable
21.	<b>Index Linked Interest Note Provisions</b>	Not Applicable
22.	<b>Equity Linked Interest Note Provisions</b>	Not Applicable
23.	<b>Commodity Linked Interest Note Provisions</b>	Not Applicable
24.	<b>Fund Linked Interest Notes</b>	Not Applicable
25.	<b>Dual Currency Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
26.	<b>Issuer Option (Call)</b>	Applicable. The Issuer can early redeem the Notes in whole at its discretion on any Optional Redemption

		Date(s) at the Optional Redemption Amount(s) as described below.
(i)	Optional Redemption Date(s):	<b>June 16, 2026 and June 16, 2027</b>
(ii)	Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	USD 1,000,000 per Calculation Amount
(iii)	If redeemable in part:	Not Applicable
(iv)	Issuer's Option Period:	A minimum of 12 (twelve) Business Days of notice period prior to the relevant Optional Redemption Date Where: "Business Days" means a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London, New York City and Toronto.
27.	<b>Noteholder Option (Put)</b>	Not Applicable
28.	<b>Early Redemption for Illegality:</b>	Applicable
	(i) Minimum Period:	12 (twelve) Business Days
	(ii) Maximum Period:	30 (thirty) Business Days
29.	<b>Early Redemption for an Administrator/Benchmark Event:</b>	Not Applicable
30.	<b>Bail-inable Notes – TLAC Disqualification Event Call:</b>	Not Applicable
31.	<b>Final Redemption Amount of each Note</b>	An amount equal to USD 1,000,000 per Calculation Amount
32.	<b>Early Redemption Amount</b>	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default and/or the method of calculating the same:	An amount equal to USD 1,000,000 per Calculation Amount
33.	<b>Index Linked Redemption Notes</b>	Not Applicable
34.	<b>Equity Linked Redemption Notes</b>	Not Applicable
35.	<b>Commodity Linked Redemption Notes</b>	Not Applicable
36.	<b>Fund Linked Redemption Notes</b>	Not Applicable

37. **Credit Linked Notes:** Not Applicable

38. **Physical Delivery Notes** Not Applicable

**GENERAL PROVISIONS APPLICABLE  
TO THE NOTES**

39. Form of Notes: **Bearer Notes:**  
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Notes in the limited circumstances specified in the Permanent Bearer Global Note

40. Financial Centre(s) or other special provisions relating to Payment Dates: (Note Condition 6(h)) New York City, Toronto, Taiwan and London

41. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): Not Applicable

42. Unmatured Coupons to become void on early redemption: Yes

43. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable

44. Details relating to Instalment Notes: Instalment Amount, Instalment Date: Not Applicable

45. Redenomination: Not Applicable

46. U.S. Tax Considerations Not Applicable

47. Condition 6(k) (Payment in Alternative Currency): Not Applicable

48. Calculation Agent for purposes of Condition 6(k) (if other than the Fiscal Agent): Not Applicable

49. Other terms or special conditions: Not Applicable

**DISTRIBUTION**

50. (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable

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|-------|--|--|
| (ii)  | Date of Subscription Agreement:                | Not Applicable   |
| (iii) | Stabilising Manager(s) (if any):               | Not Applicable   |
| 51.   | If non-syndicated, name and address of Dealer: | The Bank of Nova Scotia, London Branch<br>201 Bishopsgate, 6th Floor<br>London EC2M 3NS<br>United Kingdom  |
| 52.   | Total commissions and concessions:             | 0.20% of the Aggregate Principal Amount, payable by the Issuer to the Dealer on the Issue Date   |
| 53.   | Additional selling restrictions:               | <u>Republic of China selling restrictions</u><br><br>The Notes are being issued and sold outside Republic of China as offshore products and are not permitted for sale or resale in Republic of China. |
| 54.   | U.S. Selling Restrictions:                     | Reg. S Compliance Category 2; TEFRA D  |

#### **ADDITIONAL INFORMATION**

For so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require, the Issuer will appoint and maintain a paying agent in Singapore, where the Notes may be presented or surrendered for payment or redemption, if Notes in definitive form are issued in exchange for Bearer Global Notes. The Issuer will announce through the SGX-ST any issue of Notes in definitive form in exchange for Bearer Global Notes, including in the announcement all material information on the delivery of the Notes in definitive form and details of the paying agent in Singapore. The Notes will be traded on the SGX-ST in a minimum board lot size of SGD200,000 (or its equivalent in other currencies) or such other amount as may be allowed or required from time to time for as long as the Notes are listed on the SGX-ST.



## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, no facts have been omitted which would render the reproduced inaccurate or misleading.

Signed on behalf of the Issuer:

By:



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Name: Tyler Howard  
Title: Managing Director & Head, FICC Structured Notes  
Duly authorised

## **PART B – OTHER INFORMATION**

1. **LISTING AND ADMISSION TO TRADING** Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Singapore Exchange Securities Trading Limited (“SGX-ST”). No assurance can be given that such listing and admission will be obtained.
2. **RATINGS** The Notes have not been specifically rated.
3. **OPERATIONAL INFORMATION**
  - (i) ISIN Code: XS2637246583
  - (ii) Common Code: 263724658
  - (iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
  - (iv) Delivery: Delivery against payment
  - (v) Names and addresses of initial Paying Agent(s) (if any):  
The Bank of Nova Scotia, London Branch  
201 Bishopsgate, 6th Floor  
London EC2M 3NS  
United Kingdom
  - (vi) Names and addresses of additional Paying Agents (if any): Not Applicable