

**SECOND SUPPLEMENT DATED 28 MAY 2026 TO THE BASE PROSPECTUS DATED
16 DECEMBER 2025, AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED 6
MARCH 2026**



THE BANK OF NOVA SCOTIA
(a Canadian chartered Bank)
U.S.\$10,000,000,000
Structured Products Programme
for the issuance of Notes, Warrants and Certificates

This second supplement (the “**Second Supplement**”) is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 16 December 2025 (as supplemented by the first supplement dated 6 March 2026) (such base prospectus as supplemented, the “**Base Prospectus**”) prepared by The Bank of Nova Scotia (the “**Issuer**” or the “**Bank**”) with respect to its U.S.\$10,000,000,000 Structured Products Programme for the issuance of Notes, Warrants and Certificates (the “**Programme**”).

The Base Prospectus comprises: (i) a base prospectus for Securities (excluding Exempt Securities) for the purposes of Article 8(1) of Regulation (EU) 2017/1129 (as amended, the “**EU Prospectus Regulation**”) and (ii) base listing particulars with respect to Exempt Securities for the purposes of Part IV of the Luxembourg Act dated 16 July 2019 on prospectuses for securities, as amended (the “**Prospectus Act**”).

This Second Supplement constitutes: (i) a supplement to the Base Prospectus for purposes of Article 23(1) of the EU Prospectus Regulation and has been approved by the CSSF, in its capacity as competent authority in Luxembourg under the EU Prospectus Regulation and (ii) supplementary base listing particulars for the purposes of Part IV of the Prospectus Act and has been approved by the Luxembourg Stock Exchange.

Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement. This Second Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer from time to time.

The Issuer accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of the Issuer, the information contained in this Second Supplement is in accordance with the facts and this Second Supplement makes no omission likely to affect its import.

1. Purpose of the Second Supplement

The purpose of this Second Supplement is to: (a) incorporate by reference the Bank’s comparative unaudited interim consolidated financial statements, prepared in accordance with International Accounting Standard 34, Interim Financial Reporting (“**IAS 34**”) as issued by the International Accounting Standards Board, together with management’s discussion and analysis for the three month and six month periods ended 30 April 2026, as set out in the Bank’s

2026 Second Quarter Report to Shareholders; (b) update the cross-reference table under “**Documents Incorporated by Reference**” in the Base Prospectus; (c) update the section of the Prospectus entitled “**Directors and Board Committees of the Issuer**” under the section entitled “**THE BANK OF NOVA SCOTIA**” as a result of changes to the Bank’s Board of Directors; (d) update the Issuer’s ratings disclosure in light of the recent upgrade by Fitch Ratings, Inc. (“**Fitch**”); (e) update the section entitled “**Legal and Arbitration Proceedings**” in the Base Prospectus regarding governmental, legal or arbitration proceedings which may have, or have had in the recent past, significant effect on the financial position or profitability of the Bank or the Bank’s subsidiaries; and (f) update the “**General Information**” section of the Base Prospectus in relation to any significant change in the financial performance or financial position or material adverse change in the prospects of the Bank and its subsidiaries.

2. Comparative Unaudited Interim Consolidated Financial Statements and Management’s Discussion and Analysis as at and for the Three Month and Six Month Periods Ended 30 April 2026

On 27 May 2026, the Bank published its comparative unaudited interim consolidated financial statements for the three month and six month periods ended 30 April 2026 prepared in accordance with IAS 34, together with the management’s discussion and analysis for the three month and six month periods ended 30 April 2026, set out on pages 3 through 91 of the Bank’s 2026 Second Quarter Report to Shareholders.

3. Document Incorporated by Reference and Updating Cross-Reference Table under “Documents Incorporated by Reference” in the Base Prospectus

A copy of the Bank’s 2026 Second Quarter Report to Shareholders has been filed with the CSSF and the Luxembourg Stock Exchange and, by virtue of this Second Supplement, pages 3 through 91 of the Bank’s 2026 Second Quarter Report to Shareholders is incorporated by reference in, and forms part of, the Base Prospectus for the purposes of the EU Prospectus Regulation.

The following information appears on the pages of the Bank’s 2026 Second Quarter Report to Shareholders, as set out below, and such information supplements and amends the table on pages 113 to 115 of the Base Prospectus and further updates the list of documents incorporated by reference in the Base Prospectus:

Information incorporated by reference	Page references
From the Bank’s 2026 Second Quarter Report to Shareholders	
Management’s Discussion and Analysis	3 to 60
<i>Enhanced Disclosure Task Force (EDTF) Recommendations</i>	2
Consolidated Statement of Financial Position	62
Consolidated Statement of Income	63
Consolidated Statement of Comprehensive Income	64
Consolidated Statement of Changes in Equity	65
Consolidated Statement of Cash Flows	66
Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)	67 to 91

Any information which is not incorporated by reference in the Base Prospectus (i.e., not included in the cross-reference list) is either not relevant to investors or is covered elsewhere in the Base Prospectus.

The Bank’s 2026 Second Quarter Report to Shareholders is available at the following link:

https://www.scotiabank.com/content/dam/scotiabank/corporate/quarterly-reports/2026/q2/Q226_Shareholders_Report-EN.pdf

To the extent that any document or information incorporated by reference in this Second Supplement itself incorporates any other documents or information by reference therein, either expressly or implicitly, such other document or information will not form part of this Base Prospectus for the purposes of the EU Prospectus Regulation, except where such other document or information is specifically incorporated by reference into or attached to this Second Supplement.

4. Changes to the Directors and Board Committees of the Issuer

The list of “**Directors and Board Committees of the Issuer**” under the section entitled “**Information Relating to The Bank of Nova Scotia**” on pages 153 to 154 the Prospectus is updated and amended as follows:

(a) The following details of a former director are deleted from this section due to his resignation from the Bank’s Board of Directors:

Name	Board Committee Memberships	Principal Occupation / Outside Activities
Daniel (Don) H. Callahan	TC RC	Corporate Director

(b) Due to appointment to the same, the following details shall be added, in alphabetical order, to the Bank’s Board of Directors:

Name	Board Committee Memberships	Principal Occupation / Outside Activities
Antonio Garza	ACRC CGC	Corporate Director

5. Issuer Ratings

On 12 May 2026, Fitch announced that it has upgraded the Issuer’s Legacy Senior debt rating to AA+ from AA. As a result, the ratings table on pages 155 to 156 of the Base Prospectus shall be replaced by the following to reflect these changes:

	Moody's Investor Service (Moody's)	Standard & Poor's Ratings Services (S&P)	Fitch Ratings (Fitch)	Morningstar DBRS Limited (DBRS)
Legacy Senior debt ⁽¹⁾	Aa2	A+	AA+	AA
Senior debt ⁽²⁾	A2	A-	AA-	AA (low)
Short-term deposits/commercial paper	P-1	A-1	F1+	R-1 (high)
Subordinated debt (NVCC) ⁽³⁾	Baa1 (hyb)	BBB+	A	A (low)
Limited Recourse Capital Notes (LRCN) and Subordinated additional tier 1 capital notes (NVCC) ⁽³⁾	Baa3 (hyb)	BBB-	BBB+	BBB(high)
Outlook	Stable	Stable	Stable	Stable

⁽¹⁾ Includes: (a) Senior debt issued prior to 23 September 2018; and (b) Senior debt issued on or after 23 September 2018 which is excluded from the bank recapitalization “bail-in” regime

⁽²⁾ Subject to conversion under the bank recapitalization “bail-in” regime

⁽³⁾ Non-Viability Contingent Capital (NVCC)

Fitch is not established in the EU. However, ratings issued by Fitch are endorsed by Fitch Ratings Ireland Limited under Regulation (EC) No. 1060/2009 (as amended).

6. Amendment to statement regarding governmental, legal or arbitration proceedings

The section entitled “**Legal and Arbitration Proceedings**” under the section entitled “**Information Relating to the Bank of Nova Scotia**” on page 155 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

“Legal and Arbitration Proceedings

Save as disclosed on pages 20 to 21 (Legal Proceedings and Regulatory Actions) in the Bank’s Annual Information Form dated 2 December 2025 and note 26 (Corporate Income Taxes) on pages 211 to 213 of the Issuer’s consolidated financial statements for the years ended 31 October 2025 and 31 October 2024 contained in the 2025 Annual Report and note 18 (Corporate income taxes) on page 91 of the Bank’s 2026 Second Quarter Report to Shareholders, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during the 12-month period preceding the date of this Base Prospectus which may have, or have had in the recent past, significant effects on the Issuer and the Issuer’s subsidiaries’ (taken as a whole) financial position or profitability.”

7. Any significant change in the financial performance or financial position of the Bank and its respective subsidiaries or material adverse change in the prospects of the Bank and its subsidiaries

The item entitled “**2. Significant Change and Material Adverse Change**” under the section entitled “**GENERAL INFORMATION**” on page 655 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

“2. Significant Change and Material Adverse Change

There has been no significant change in the financial performance or financial position of the Bank and its subsidiaries taken as a whole since 30 April 2026, being the date of the latest unaudited interim consolidated financial statements of the Bank for the three month and six month periods ended 30 April 2026, and there has been no material adverse change in the prospects of the Bank and its subsidiaries taken as a whole since 31 October 2025, being the date of the last audited published consolidated financial statements of the Bank.”

8. General Information

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into the Base Prospectus by way of this Second Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

In accordance with Article 23(2) of the EU Prospectus Regulation, with respect to an offer of Securities to the public, investors who have agreed to purchase or subscribe for securities before this Second Supplement is published have the right, exercisable before the end of the period of three working days beginning with the working day after the date on which this Second Supplement was published, to withdraw their acceptances. This right to withdraw will expire by close of business on 2 June 2026. Investors who decide to exercise their right of withdrawal may do so by notifying the banks and financial entities that have agreed to place the Securities and that are identified in the applicable Final Terms of the Securities.

Save as disclosed in this Second Supplement, including on pages 3 through 91 of the Bank’s 2026 Second Quarter Report to Shareholders as incorporated by reference in the Base Prospectus by virtue of this Second Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of Securities issued under the Programme has arisen or been noted, as the case may be, since the approval of the first supplement dated 6 March 2026.

Copies of this Second Supplement and the documents incorporated by reference in this Second Supplement:

- (i) can be obtained on written request and without charge from the principal executive offices of the Bank from the Executive Vice-President and General Counsel, The Bank of Nova Scotia, 40 Temperance Street, Toronto, Ontario, Canada M5H 0B4, Telephone: +1 (416) 866-3672;

- (ii) may also be viewed free of charge on the website of the Issuer at <http://www.scotiabank.com/ca/en/about/investors-shareholders/funding-programs.html/>;
- (iii) on the website of the Luxembourg Stock Exchange (www.luxse.com) under the name of the Issuer; and
- (iv) will be available for inspection by Holders free of charge at all reasonable times during normal business hours from the specified office of the Issuer, the Paying Agent(s) or Registrar or may be provided by email to a Holder following their prior written request to the Issuer, any Paying Agent or Registrar and provision of proof of holding and identity (in a form satisfactory to the Issuer, the relevant Paying Agent or the Registrar, as the case may be).

For the avoidance of doubt, unless specifically incorporated by reference into the Second Supplement, information contained on the above websites does not form part of this Second Supplement.