

FIFTH SUPPLEMENT DATED 28 FEBRUARY 2023 TO THE PROSPECTUS DATED 30 JUNE 2022, AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED 26 JULY 2022, THE SECOND SUPPLEMENT DATED 23 AUGUST 2022, THE THIRD SUPPLEMENT DATED 29 SEPTEMBER 2022 AND THE FOURTH SUPPLEMENT DATED 12 DECEMBER 2022

Scotiabank[®]

THE BANK OF NOVA SCOTIA

(a Canadian chartered Bank)

U.S.\$30,000,000,000

Euro Medium Term Note Programme

Due from 1 month to 99 years from the date of original issue

The Bank of Nova Scotia (the “**Issuer**” or the “**Bank**”) issued a prospectus dated 30 June 2022 (as supplemented by the first supplement to such prospectus dated 26 July 2022, the second supplement to such prospectus dated 23 August 2022, the third supplement to such prospectus dated 29 September 2022 and the fourth supplement to such prospectus dated 12 December 2022) (such prospectus as supplemented, the “**Prospectus**”) which is a base prospectus for the purposes of Article 8 of the UK Prospectus Regulation (as defined below) in respect of notes to be admitted to the Official List of the Financial Conduct Authority and admitted to trading on the Main Market of the London Stock Exchange plc and Admission Particulars in respect of notes to be admitted to trading on the International Securities Market of the London Stock Exchange plc. This fifth supplement (the “**Fifth Supplement**”) constitutes a supplement in respect of the Prospectus for the purposes of Article 23 of the UK Prospectus Regulation and supplementary admission particulars in respect of the Admission Particulars for the purposes of the ISM Rulebook, and is prepared in connection with the U.S.\$30,000,000,000 Euro Medium Term Note Programme established by the Issuer (the “**Programme**”). When used in this Fifth Supplement, “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended.

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

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

1. Purpose of the Fifth Supplement

The purpose of this Fifth Supplement is to (a) incorporate by reference the Bank’s comparative unaudited interim consolidated financial statements and management’s discussion and analysis for the three month period ended 31 January 2023, as set out in the Bank’s 2023 First Quarter Report to Shareholders, prepared in accordance with International Financial Reporting Standards (“**IFRS**”); (b) update the section entitled “**Legal and Arbitration Proceedings**” in

the 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 (c) update the "**General Information**" section of the 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 Period Ended 31 January 2023

On 28 February 2023, the Bank published its comparative unaudited interim consolidated financial statements for the three month period ended 31 January 2023 prepared in accordance with IFRS, together with the management's discussion and analysis for the three month period ended 31 January 2023, set out on pages 3 through 80 of the Bank's 2023 First Quarter Report to Shareholders.

3. Document Incorporated by Reference

A copy of the Bank's 2023 First Quarter Report to Shareholders has been filed with the Financial Conduct Authority and, by virtue of this Fifth Supplement, pages 3 through 80 of the Bank's 2023 First Quarter Report to Shareholders are incorporated in, and form part of, the Prospectus for the purposes of Article 8 of the UK Prospectus Regulation. The remainder of the Bank's 2023 First Quarter Report to Shareholders is not incorporated in the Prospectus and is either covered elsewhere in the Prospectus or deemed not relevant to investors.

The Bank's 2023 First Quarter Report to Shareholders is available at the following link:

https://www.scotiabank.com/content/dam/scotiabank/corporate/quarterly-reports/2023/q1/Q123_Shareholders_Report-EN.pdf

To the extent that any document or information incorporated by reference in this Fifth 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 Prospectus for the purposes of the UK Prospectus Regulation or the ISM Rulebook, except where such other document or information is specifically incorporated by reference into or attached to this Fifth Supplement.

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

The section entitled "**Legal and Arbitration Proceedings**" under the section entitled "**THE BANK OF NOVA SCOTIA**" on page 71 of the Prospectus is hereby deleted in its entirety and replaced with the following:

"Legal and Arbitration Proceedings

Save as disclosed in the Bank's Annual Information Form dated 29 November 2022 and note 27 (Corporate Income Taxes) on pages 209 to 211 of the Bank's consolidated financial statements for the year ended 31 October 2022 contained in the 2022 Annual Report and note 19 (Corporate income taxes) on page 80 of the Bank's 2023 First Quarter Report, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Bank is aware), during the 12

month period preceding the date of this Prospectus which may have, or have had in the recent past, significant effects on the Bank and the Bank's subsidiaries' (taken as a whole) financial position or profitability.”

5. 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

There has been no significant change in the financial performance or financial position of the Bank and its subsidiaries taken as a whole since 31 January 2023, being the date of the latest unaudited interim consolidated financial statements of the Bank for the three month period ended 31 January 2023, and no material adverse change in the prospects of the Bank and its subsidiaries taken as a whole since 31 October 2022, being the date of the latest audited published consolidated financial statements of the Bank.

6. General Information

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

Save as disclosed in this Fifth Supplement and the 2023 First Quarter Report to Shareholders incorporated by reference in the Prospectus by virtue of this Fifth Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme has arisen or been noted, as the case may be, since the approval by the FCA of the fourth supplement dated 12 December 2022.

Copies of this Fifth Supplement, the Prospectus and the documents or information incorporated by reference in this Fifth Supplement and the Prospectus can be obtained on written request and without charge from (i) 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 M5H 0B4, Canada, Telephone: +1 (416) 866-3672; (ii) may also be viewed free of charge on the website of the Issuer at <https://www.scotiabank.com/ca/en/about/investors-shareholders/funding-programs/euro-medium-term-notes.html>; (iii) on the website of the Regulatory News Service operated by the London Stock Exchange plc at <https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name of the Issuer; and (iv) will be available free of charge from the specified office of each Paying Agent set out at the end of the Prospectus.