

**SECOND SUPPLEMENT DATED AUGUST 29, 2018 TO THE PROSPECTUS DATED JULY 6, 2018
AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED JULY 20, 2018**



THE BANK OF NOVA SCOTIA
(a Canadian chartered Bank)
and
SCOTIABANK EUROPE PLC
(incorporated with limited liability in England and Wales with registered no. 817692)
U.S.\$20,000,000,000
Euro Medium Term Note Programme
Due from 1 month to 99 years from the date of original issue

The Bank of Nova Scotia (the “**Bank**”) and Scotiabank Europe plc (“**Scotiabank Europe**” and, together with the Bank, the “**Issuers**”) issued a prospectus dated July 6, 2018 (as supplemented by the first supplement to such prospectus dated July 20, 2018) (such prospectus as supplemented, the “**Prospectus**”) which is a base prospectus for the purposes of Article 5.4 of the Prospectus Directive (2003/71/EC) as amended (which includes the amendments made by Directive 2010/73/EU) (the “**Prospectus Directive**”). This second supplement (the “**Second Supplement**”) constitutes a supplement in respect of the Prospectus for the purposes of the Prospectus Directive and Section 87G of the Financial Services and Markets Act 2000 (U.K.), and is prepared in connection with the U.S.\$20,000,000,000 Euro Medium Term Note Programme established by the Issuers (the “**Programme**”).

Terms defined in the 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 Prospectus and any other supplements to the Prospectus issued by the Issuers from time to time.

Each of the Issuers and (in relation to Guaranteed Notes) the Guarantor accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of each of the Issuers and the Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Second Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

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 and management’s discussion and analysis for the three and nine month periods ended July 31, 2018, as set out in the Bank’s 2018 Third Quarter Report to Shareholders, prepared in accordance with International Financial Reporting Standards (“**IFRS**”); (b) to update the “General Information” section of the Prospectus in relation to any significant change in the financial or

trading position or material adverse change in the prospects of the Bank and its subsidiaries; and (c) update certain sections of the Prospectus in light of regulatory developments in Singapore.

2. Comparative Unaudited Interim Consolidated Financial Statements and Management's Discussion and Analysis as at and for the Three and Nine Month Periods Ended July 31, 2018

On August 28, 2018, the Bank published its comparative unaudited interim consolidated financial statements for the three and nine month periods ended July 31, 2018 prepared in accordance with IFRS, together with management's discussion and analysis for the three and nine month periods ended July 31, 2018, set out on pages 3 through 77 of the Bank's 2018 Third Quarter Report to Shareholders. A copy of the Bank's 2018 Third Quarter Report to Shareholders has been filed with the Financial Conduct Authority and, by virtue of this Second Supplement, pages 3 through 77 of the Bank's 2018 Third Quarter Report to Shareholders are incorporated in, and form part of the Prospectus for the purposes of Article 5.4 of the Prospectus Directive. The remainder of the Bank's 2018 Third Quarter Report to Shareholders is not incorporated and is either covered elsewhere in the Prospectus or deemed not relevant to investors.

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

3. Singapore Regulatory Developments

In light of regulatory developments in Singapore, certain sections of the Prospectus shall be updated as follows:

- (a) the information set out on page 6 of the Prospectus shall be supplemented to include the following:

“NOTIFICATION UNDER SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) OF SINGAPORE (THE “SFA”)

Unless otherwise stated in the Final Terms in respect of any Notes, or, in the case of Exempt Notes, the applicable Pricing Supplement, all Notes issued or to be issued under the Programme shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).”

- (b) the sections entitled "Pro Forma of Final Terms" on pages 115 to 127 of the Prospectus and "Pro Forma of Pricing Supplement " on pages 128 to 141 of the Prospectus shall be supplemented to include the following paragraph on pages 115 and 128 respectively, after the paragraph beginning with " **PRIIPS REGULATION PROHIBITION OF SALES TO EEA RETAIL INVESTORS** ":

“[NOTIFICATION UNDER SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) OF SINGAPORE (the “SFA”) - [To insert notice if classification of the Notes is not “prescribed capital markets products”², pursuant to Section 309B of the SFA].²]

² Relevant Dealer(s) to consider whether it/they have received the necessary product classification from the Issuer prior to the launch of the offer, pursuant to Section 309B of the SFA”

(c) the selling restriction entitled “Singapore” set out on pages 107 to 108 of the Prospectus shall be supplemented to include the following as a final paragraph:

“Unless otherwise stated in the applicable Final Terms or, in the case of Exempt Notes, the applicable Pricing Supplement, all Notes issued or to be issued under the Programme shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).”

4. General Information

There has been no significant change in the financial or trading position of the Bank and its subsidiaries taken as a whole since July 31, 2018, being the date of the latest unaudited interim consolidated financial statements of the Bank for the three and nine month periods ended July 31, 2018, and no material adverse change in the prospects of the Bank and its subsidiaries taken as a whole since October 31, 2017, being the date of the latest audited published consolidated financial statements of the Bank.

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into the Prospectus by way of this Second 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 Second 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 publication of the Prospectus.

Copies of this Second Supplement, the Prospectus and the documents incorporated by reference in either this Second Supplement or the Prospectus can be (i) viewed on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html under the name of the Bank and the headline “Publication of Prospectus”, (ii) viewed on the website of the National Storage Mechanism at www.morningstar.co.uk/uk/NSM and (iii) obtained on written request and without charge from (a) the principal executive offices of the Bank from the Executive Vice-President and General Counsel, The Bank of Nova Scotia, Scotia Plaza, 44 King Street West, Toronto, Ontario M5H 1H1, Canada, (b) the registered office of Scotiabank Europe from the Company Secretary, Scotiabank Europe plc, 201 Bishopsgate, 6th Floor, London EC2M 3NS and (c) the offices of the Principal Paying Agent, Registrar, Calculation Agent and Transfer Agent, The Bank of Nova Scotia, London Branch, 201 Bishopsgate, 6th Floor, London EC2M 3NS so long as any of the Notes issued under the Prospectus and listed on the London Stock Exchange’s Regulated Market are outstanding.