

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

#### **Prohibition of Sales to EEA Retail Investors**

The Senior 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 ("**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 Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97, 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 the Prospectus Directive. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRiIPs Regulation**") for offering or selling the Senior Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Senior Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRiIPs Regulation.

**THESE SENIOR NOTES ARE SUBJECT TO CONVERSION IN WHOLE OR IN PART – BY MEANS OF A TRANSACTION OR SERIES OF TRANSACTIONS AND IN ONE OR MORE STEPS – INTO COMMON SHARES OF THE BANK OF NOVA SCOTIA OR ANY OF ITS AFFILIATES UNDER SUBSECTION 39.2(2.3) OF THE CANADA DEPOSIT INSURANCE CORPORATION ACT ("CDIC ACT") AND TO VARIATION OR EXTINGUISHMENT IN CONSEQUENCE AND SUBJECT TO THE APPLICATION OF THE LAWS OF THE PROVINCE OF ONTARIO AND THE FEDERAL LAWS OF CANADA APPLICABLE THEREIN IN RESPECT OF THE OPERATION OF THE CDIC ACT WITH RESPECT TO THE SENIOR NOTES.**

#### **Final Terms dated December 3, 2019**

The Bank of Nova Scotia  
LEI: L3I9ZG2KFGXZ61BMYR72

Issue of £350,000,000 1.375 per cent. Senior Notes due December 5, 2023  
under the U.S.\$20,000,000,000  
Euro Medium Term Note Programme

#### **PART A – CONTRACTUAL TERMS**

This document constitutes the final terms relating to the issue of Senior 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 June 18, 2019 and the supplemental prospectuses dated August 27, 2019 and November 26, 2019, which together constitute a base prospectus (the "**Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended or superseded) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus

as so supplemented. Full information on the Issuer and the offer of the Senior Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplemental prospectuses are 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 and may also be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name of the Issuer.

**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 SENIOR NOTES.**

- |     |      |                                   |  |
|-----|------|-----------------------------------|--|
| 1.  | (i)  | Issuer:                           | The Bank of Nova Scotia  |
|     | (ii) | Branch of Account:                | Head office, Toronto   |
| 2.  | (i)  | Series Number:                    | 359  |
|     | (ii) | Tranche Number:                   | 1  |
| 3.  |      | Specified Currency or Currencies: | Pounds sterling (" <b>GBP</b> " or " <b>£</b> ")   |
| 4.  |      | Aggregate Principal Amount:       |  |
|     | (i)  | Series:                           | £350,000,000   |
|     | (ii) | Tranche:                          | £350,000,000   |
| 5.  |      | Issue Price:                      | 99.919 per cent. of the Aggregate Principal Amount   |
| 6.  | (i)  | Specified Denominations:          | £100,000 and integral multiples of £1,000 in excess thereof  |
|     | (ii) | Calculation Amount:               | £1,000   |
| 7.  | (i)  | Issue Date:                       | December 5, 2019   |
|     | (ii) | Interest Commencement Date:       | Issue Date   |
| 8.  |      | Maturity Date:                    | December 5, 2023, subject to adjustment for payment purposes only in accordance with the Following Business Day Convention |
| 9.  |      | Interest Basis:                   | 1.375 per cent. Fixed Rate   |
| 10. |      | Redemption/Payment Basis:         | Redemption at par  |
| 11. |      | Change of Interest:               | Not Applicable   |
| 12. |      | Put/Call Options:                 | Not Applicable   |
| 13. |      | Bail-inable Notes:                | Yes  |

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

<b>14. Fixed Rate Note Provisions:</b>	Applicable
(i) Interest Rate:	1.375 per cent. per annum payable annually in arrear
(ii) Interest Payment Date(s):	December 5 in each year, commencing on December 5, 2020, up to and including the Maturity Date, subject to adjustment for payment purposes only in accordance with the Business Day Convention set out in paragraph (iii) below
(iii) Business Day Convention:	Following Business Day Convention
(iv) Business Centres:	London, New York and Toronto
(v) Fixed Coupon Amount:	£13.75 per Calculation Amount, payable on each Interest Payment Date
(vi) Broken Amount:	Not Applicable
(vii) Day Count Fraction:	Actual/Actual - ICMA
(viii) Determination Date:	December 5 in each year
(ix) Calculation Agent:	Not Applicable
<b>15. Floating Rate Note Provisions</b>	Not Applicable
<b>16. Zero Coupon/High Interest/Low Interest Note Provisions</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

<b>17. Issuer Option (Call)</b>	Not Applicable
<b>18. Noteholder Option (Put)</b>	Not Applicable
<b>19. Bail-inable Notes - TLAC Disqualification Event Call:</b>	Not Applicable
<b>20. Final Redemption Amount of each Senior Note</b>	£1,000 per Calculation Amount
<b>21. Early Redemption Amount</b>	
Early Redemption Amount(s) of each Senior Note payable on redemption for taxation reasons, or on event of default:	£1,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE SENIOR NOTES**

<b>22. Form of Senior Notes:</b>	<b>Registered Notes:</b>
	Registered Notes in the form of a Certificate registered in the name of a nominee for a

common depositary for Euroclear and Clearstream, Luxembourg

- |            |   |                              |
|------------|---|------------------------------|
| <b>23.</b> | New Global Note (in respect of Bearer Notes) or New Safekeeping Structure (in the case of Registered Notes):                    | No                           |
| <b>24.</b> | Financial Centre(s) or other special provisions relating to Payment Dates: (Condition 6(h))                                     | London, New York and Toronto |
| <b>25.</b> | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):               | No                           |
| <b>26.</b> | Unmatured Coupons to become void on early redemption:   | Yes                          |
| <b>27.</b> | Details relating to Instalment Notes: Instalment Amount, Instalment Date, Maximum Instalment Amount, Minimum Instalment Amount: | Not Applicable               |
| <b>28.</b> | Redenomination  | Not Applicable               |

Signed on behalf of the Issuer:

By: "C. Bunker"  
Duly authorised

**PART B – OTHER INFORMATION**

**1. LISTING AND ADMISSION TO TRADING**

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Senior Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from December 5, 2019.
- (ii) Estimate of total expenses related to admission to trading: £4,725

**2. RATINGS**

- Ratings: The Senior Notes to be issued are expected to be rated:
- S&P Global Ratings, acting through S&P Global Ratings Canada, a business unit of S&P Global Canada Corp.: A-
- Moody's Canada Inc.: A2
- Fitch Ratings, Inc.: AA-

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Senior Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

**4. TEFRA RULES**

- Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA not applicable

**5. YIELD**

- Indication of yield: 1.396 per cent. per annum

**6. OPERATIONAL INFORMATION**

- (i) ISIN: XS2089341809
- (ii) Common Code: 208934180
- (iii) CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National

		Numbering Agency that assigned the ISIN
(v)	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable
(vi)	Delivery:	Delivery against payment
(vii)	Names and addresses of additional Paying Agents (if any):	Not Applicable

**7. DISTRIBUTION**

(i)	Method of distribution:	Syndicated
(ii)	If syndicated, names of Managers:	HSBC Bank plc Lloyds Bank Corporate Markets plc RBC Europe Limited Scotiabank Europe plc
(iii)	Stabilisation Manager(s) (if any):	Scotiabank Europe plc
(iv)	If non-syndicated, name of relevant Dealer:	Not Applicable
(v)	Prohibition of Sales to EEA Retail Investors:	Applicable
(vi)	Prohibition of Sales to Belgian Consumers:	Applicable
(vii)	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA not applicable
(viii)	Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of this Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Senior Notes are capable of meeting them the Senior Notes may then be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper). Note that this does not necessarily mean that the Senior Notes will then be recognized as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

8. **USE OF PROCEEDS** As specified in the Prospectus

9. **BENCHMARKS** Not Applicable