

***SEVENTH SUPPLEMENT DATED 27 MAY 2020 TO THE PROSPECTUS DATED 16 JULY 2019 AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED 28 AUGUST 2019, THE SECOND SUPPLEMENT DATED 27 NOVEMBER 2019, THE THIRD SUPPLEMENT DATED 17 DECEMBER 2019, THE FOURTH SUPPLEMENT DATED 28 FEBRUARY 2020, THE FIFTH SUPPLEMENT DATED 20 MARCH 2020 AND THE SIXTH SUPPLEMENT DATED 8 APRIL 2020***

**Scotiabank<sup>®</sup>**

**THE BANK OF NOVA SCOTIA**

(a Canadian chartered Bank)

**\$100,000,000,000**

**Global Registered Covered Bond Program**

Unconditionally and irrevocably guaranteed as to payments of interest and principal by

**SCOTIABANK COVERED BOND GUARANTOR LIMITED PARTNERSHIP**

(a limited partnership established under the laws of the Province of Ontario)

The Bank of Nova Scotia (the “**Bank**”) issued a prospectus dated 16 July 2019 (as supplemented by the first supplement to such prospectus dated 28 August 2019, the second supplement to such prospectus dated 27 November 2019, the third supplement to such prospectus dated 17 December 2019, the fourth supplement to such prospectus dated 28 February 2020, the fifth supplement to such prospectus dated 20 March 2020 and the sixth supplement to such prospectus dated 8 April 2020) (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 seventh supplement (the “**Seventh 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, and is prepared in connection with the \$100,000,000,000 Global Registered Covered Bond Program unconditionally and irrevocably guaranteed as to payments of interest and principal by Scotiabank Covered Bond Guarantor Limited Partnership (the “**Guarantor**”) (the “**Program**”) established by the Bank.

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

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

## **1. Purpose of the Seventh Supplement**

The purpose of this Seventh Supplement is to (a) incorporate by reference the Bank's comparative unaudited interim consolidated financial statements and management's discussion and analysis, in each case for the three and six month periods ended 30 April 2020, as set out in the Bank's 2020 Second Quarter Report to Shareholders, prepared in accordance with International Financial Reporting Standards ("IFRS"), (b) incorporate by reference the investor report of the Guarantor with the calculation date of 30 April 2020 (the "**April 2020 Investor Report**"); (c) update the risk factor relating to the coronavirus ("**COVID-19**") under "**RISK FACTORS**" in the Prospectus; and (d) 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, each as described in further detail below.

## **2. Comparative Unaudited Interim Consolidated Financial Statements and Management's Discussion and Analysis as at and for the Three and Six Month Periods Ended 30 April 2020**

On 26 May 2020, the Bank published its comparative unaudited interim consolidated financial statements for the three and six month periods ended 30 April 2020 prepared in accordance with IFRS, together with management's discussion and analysis for the three and six month periods ended 30 April 2020, set out on pages 3 through 80 of the Bank's 2020 Second Quarter Report to Shareholders. The remainder of the Bank's 2020 Second Quarter Report to Shareholders is not incorporated and is either covered elsewhere in the Prospectus or deemed not relevant to investors.

## **3. April 2020 Investor Report and Purchase of Loans and their Related Security**

The investor report of the Guarantor with the calculation date of 31 March 2020 (the "**March 2020 Investor Report**") was incorporated by reference into the Prospectus. Since the March 2020 Investor Report was incorporated by reference, the Bank has sold additional assets to the Guarantor equaling approximately \$25.2 billion and repurchased assets from the Guarantor equaling approximately \$1.3 billion in order to maintain the performance of the Covered Bond Portfolio (in accordance with the terms of the Transaction Documents). The current assets comprising the Covered Bond Portfolio are reflected in the April 2020 Investor Report. The current makeup of the Covered Bond Portfolio is material and is therefore a significant new factor which is capable of affecting the assessment of the Covered Bonds under the Program.

## **4. Documents Incorporated by Reference**

A copy of the Bank's 2020 Second Quarter Report to Shareholders has been filed with the Financial Conduct Authority and, by virtue of this Seventh Supplement, pages 3 through 80 of the Bank's 2020 Second Quarter Report to Shareholders are incorporated in, and form part of the Prospectus for the purposes of Article 5.4 of the Prospectus Directive.

In addition, a copy of the Guarantor's April 2020 Investor Report has been filed with the Financial Conduct Authority and, by virtue of this Seventh Supplement, the April 2020 Investor Report is also incorporated in, and forms part of, the Prospectus for the purposes of Article 5.4 of the Prospectus Directive.

To the extent that any document or information incorporated by reference or attached to this Seventh 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 Seventh Supplement for the purposes of the Prospectus Directive except where such other documents or information are specifically incorporated by reference or attached to this Seventh Supplement.

## 5. COVID-19 Risk Factor

By virtue of the Bank's Fifth Supplement dated 20 March 2020, under the section "**RISK FACTORS**" on pages 17 to 48 of the Prospectus, a new risk factor was added before the risk factor entitled "*Borrower and Counterparty Risk Exposure*" under the heading entitled "**Bank and Program related legal and regulatory risks**" on page 37 of the Prospectus. That risk factor is deleted and replaced with the following risk factors:

### *"The COVID-19 Pandemic may have an adverse impact on the Bank and on the Portfolio*

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. Governments and regulatory bodies in affected areas have imposed a number of measures designed to contain the outbreak, including temporary business closures, travel restrictions, quarantines, and stay at home directives. The COVID-19 pandemic will likely continue to negatively impact global economic conditions. The Bank is closely monitoring the potential effects and impact of the pandemic, which is an evolving situation. As a result of the spread of COVID-19 and government actions taken, many of the risks the Bank manages, both financial and non-financial, have increased.

#### *(a) Financial*

The COVID-19 pandemic has had disruptive effects in countries in which the Bank operates and the global economy more widely, as well as causing increased volatility and disruption in financial markets, interruption to supply chains and increased unemployment levels. The disruptive effects of the pandemic have contributed to economic slowdowns both domestically and globally, leading to lower GDP growth, and concerns about a Canadian recession and the sustainability of Canadian household indebtedness. Governments and central banks around the world, including Canada, have implemented stimulus and liquidity programs and cut interest rates. A substantial amount of the Bank's business involves making loans or otherwise committing resources to borrowers, including individuals, companies in various industries and governments. The COVID-19 pandemic's impact on such borrowers, including borrowers of underlying mortgage loans in the Portfolio, could impact their ability to repay their loans.

#### *(b) Non-Financial*

Although the Bank has initiated work from home arrangements and restricted business travel of the Bank's workforce, if significant portions of the Bank's workforce, including key personnel, are unable to work effectively because of illness, government actions, or other restrictions in connection with the pandemic, the impact of the pandemic on the Bank's businesses and operations could be exacerbated.

As a result of work from home arrangements and the increased use of online customer solutions, the Bank, its customers, and third parties providing services to the Bank, may be subject to a heightened risk of attacks, breaches and other compromises or operational risks.

The Bank is proactively monitoring for increased phishing, fraud, privacy, and cyber attacks, with enhanced awareness of information security threats. Higher risk may also exist from third party service providers from regions impacted, or at different stages of COVID-19 induced lockdown measures. The Bank is also proactively monitoring for these third party and other operational risks.

*(c) Future Developing Risk Impacts*

Outbreaks of communicable diseases or pandemics (such as COVID-19), as with other large scale fast moving global events, may in the future, have a negative impact on the Bank's business, prospects, financial performance and financial condition. There continues to be significant uncertainties associated with the COVID-19 pandemic, including with respect to the severity of the disease, the duration of the pandemic, actions that may be taken by governmental authorities and private businesses to attempt to contain the COVID-19 pandemic or to mitigate its impact and the potential for the COVID-19 pandemic to have longer term and lasting impacts on the Bank's customers, business and operations. The Bank continues to monitor the situation and assess further possible implications, which could be material and adverse, to the Bank's business, prospects, financial performance and financial condition."

## **6. 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 30 April 2020, being the date of the latest unaudited interim consolidated financial statements of the Bank for the three and six month periods ended 30 April 2020, and, except as disclosed in sections "Impact of COVID-19" on page 11 of the Bank's 2020 Second Quarter Report to Shareholders and as disclosed under "5. COVID-19 Risk Factor" above, no material adverse change in the prospects of the Bank and its subsidiaries taken as a whole since 31 October 2019, 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 Seventh Supplement or any statement incorporated by reference into the Prospectus by way of this Seventh 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 Seventh Supplement and any supplement to the Prospectus previously issued, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of Covered Bonds issued under the Program has arisen or been noted, as the case may be, since the publication of the Prospectus.

Copies of this Seventh Supplement, the Prospectus and the documents incorporated by reference in either this Seventh 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](http://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 <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> 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, and (b) from the offices of the Principal Paying Agent, Registrar and Transfer Agent, The Bank of Nova Scotia, London Branch, 201 Bishopsgate, 6th Floor, London EC2M 3NS so long as any of the Covered Bonds issued under the Prospectus and listed on the London Stock Exchange's Regulated Market are outstanding.