THE BANK OF NOVA SCOTIA

CHARTER

AUDIT AND CONDUCT REVIEW COMMITTEE OF THE BOARD OF DIRECTORS

The Audit and Conduct Review Committee of the Board of Directors (the "Committee") serves as the Bank's audit committee, conduct review committee and consumer protection committee and has the responsibilities and duties as outlined below.

AUDIT

Mandate

1. To perform such duties as may be required by:

   a. the *Bank Act* (Canada) (the "Bank Act"), the regulations thereunder, and guidelines of the Office of the Superintendent of Financial Institutions Canada ("OSFI"); and

   b. other legislation and regulations including securities legislation, requirements of the Toronto Stock Exchange and the New York Stock Exchange, and the *Sarbanes-Oxley Act, 2002*, as applicable,

   as more fully described under the heading "**Duties**" below.

2. To assist the Board of Directors (the "Board") in fulfilling its oversight responsibilities for:

   a. the integrity of the Bank's consolidated financial statements and related quarterly results releases;

   b. the system of internal control, including internal control over financial reporting and disclosure controls and procedures ("internal controls");

   c. the external auditor's qualifications, independence, and performance; and

   d. the Bank's finance, compliance (including anti-money laundering, anti-terrorist financing, and sanctions), and internal audit functions.

3. To act as the audit committee for any federally chartered Canadian financial institution beneficially owned by the Bank as determined by the Board.

Authority

The Committee has authority to:

4. conduct or authorize investigations into any matters within its scope of responsibility;

5. retain, as appropriate and at the Bank's expense, independent counsel, accountants or others to advise the Committee or assist in the conduct of an investigation;

6. meet with Bank officers, the external auditor or outside counsel, as necessary;

7. determine appropriate funding for independent advisors;

8. communicate directly with the internal and external auditors;

9. receive all material correspondence between the external auditor and management related to annual audit and interim review findings; and

10. call a meeting of the Board to consider any matter of concern to the Committee.

Duties

The Committee shall:

Financial Information

11. review and recommend to the Board for approval the quarterly and annual consolidated financial statements of the Bank prior to disclosure to the public and satisfy itself that the financial statements present fairly the financial position, results of operations, and cash flows of the Bank;

    a. review should include discussion with management and the external auditor of significant issues, including significant accounting policies, regarding the financial results, accounting principles and practices, and management estimates and judgments;

12. satisfy itself that the Bank's accounting practices are prudent and appropriate;

13. review and recommend to the Board for approval the quarterly and annual Management's Discussion & Analysis of Financial Condition and Results of Operations ("MD&A");

14. review any material proposed changes in accounting standards and securities policies or regulation relevant to the Bank's consolidated financial statements and approve any material changes in accounting policies related to the Bank's consolidated financial statements;

15. review sustainability (including climate-related) disclosures to be included in financial reporting as required by regulators or that may be required by law, including monitoring and considering management's approach to developing and enhancing related reporting processes and internal controls;

16. review any tax matters material to the financial statements;

17. be satisfied that adequate procedures are in place for the review of the Bank's public disclosure of all consolidated financial statements, related quarterly results press releases, and financial information extracted or derived from the Bank's consolidated financial statements and periodically assess the adequacy of these procedures;

18. review material financial press releases prior to public disclosure;

19. review and recommend to the Board for approval earnings press releases and review financial information and earnings guidance provided to analysts and rating agencies prior to public disclosure;

20. review investments and transactions that could adversely affect the well-being of the Bank brought to its attention by the external auditor or by any officer of the Bank;

21. review significant financial risk exposures and the steps management of the Bank has taken to monitor, control and report such exposures;

22. review and recommend to the Board for approval the Annual Information Form and Form 40-F; and

23. review the process relating to and the certifications of the Chief Executive Officer and the Chief Financial Officer on the integrity of the Bank's quarterly and annual consolidated financial statements.

Internal Controls

24. require Bank management to implement and maintain appropriate internal control policies and procedures, including anti-fraud controls, as part of the Bank's overall internal control framework;

25. receive and review reports from management and internal audit on the design and operating effectiveness of the internal control framework and any significant control breakdowns, including any reports concerning significant deficiencies and material weaknesses in the design or operation of internal controls which are reasonably likely to adversely affect the Bank's ability to record, process, summarize and report financial information, and any fraud involving management or other employees who have a significant role in the Bank's internal controls;

    a. as part of this review, the Committee should discuss with management whether any deficiencies identified may be systemic or pervasive; and

26. receive and review the external auditor's audit report on the Bank's internal controls over financial reporting as of the Bank's year end.

Finance

27. oversee the Finance Department, having regard to its independence, by:

    a. reviewing and approving the appointment and/or removal of the Chief Financial Officer of the Bank;

    b. annually reviewing and approving the mandate of the Chief Financial Officer and the charter of the Finance Department;

    c. annually reviewing and approving the organizational structure of the Finance Department;

    d. annually reviewing and approving the Finance Department's risk appetite statement, resources and budget;

e. annually assessing the effectiveness of the Chief Financial Officer and the effectiveness of the Finance Department, and annually approving the performance review of the Chief Financial Officer, taking into consideration any regulatory findings with respect to the finance function;

f. conveying its views to the Human Capital and Compensation Committee on the following matters:

   i. the assessment of the effectiveness and performance review of the Chief Financial Officer;

   ii. considerations to be factored into the total compensation to be paid to the Chief Financial Officer; and

   iii. succession planning for the role of Chief Financial Officer;

g. overseeing that the Finance Department has unfettered access and a functional reporting line to the Committee;

h. periodically requesting independent reviews of the Finance Department, reviewing the results of such reviews and reporting such results to the Board; and

i. overseeing that deficiencies identified related to the Finance Department are remedied within an appropriate time frame and reporting to the Board on the progress of necessary corrective actions.

Compliance

28. approve the Compliance Risk Management Summary Framework;

29. receive reports from management on the Bank's compliance with legal and regulatory requirements and the adequacy and effectiveness of the Bank's compliance controls, including:

    a. review the annual and other periodic reports of the Global Compliance Function; and

    b. follow up with management on plans to remediate any deficiencies identified in reports and on any regulatory recommendations or findings, and discuss if weaknesses may exist elsewhere;

30. meet, on its own or with the Board, with representatives of OSFI to discuss OSFI's supervisory results;

31. meet with Bank management to review and discuss the Bank's response to OSFI's recommendations and suggestions pursuant to their supervisory activities;

32. review any issues raised by Internal Audit that address the appropriateness and effectiveness of the Bank's Compliance Risk Management Summary Framework and management of significant compliance risks;

33. oversee the Global Compliance Function, having regard to its independence, by:

    a. reviewing and approving the appointment and/or removal of the Chief Compliance Officer;

    b. annually reviewing and approving the mandate for the Chief Compliance Officer and the charter of the Global Compliance Function;

    c. annually reviewing and approving the organizational structure of the Global Compliance Function;

    d. annually reviewing and approving the Global Compliance Function's risk appetite statement, resources and budget;

    e. annually assessing the effectiveness of the Chief Compliance Officer and the effectiveness of the Global Compliance Function, and annually approving the performance review of the Chief Compliance Officer, taking into consideration any regulatory findings with respect to the Global Compliance Function;

    f. conveying its view to the Human Capital and Compensation Committee on the following matters:

        i. the assessment of the effectiveness and performance review of the Chief Compliance Officer;

        ii. considerations to be factored into the total compensation to be paid to the Chief Compliance Officer; and

        iii. succession planning for the role of Chief Compliance Officer;

    g. with respect to the Swap Dealer Chief Compliance Officer ("SD CCO") and the Security-Based Swap Dealer Chief Compliance Officer ("SBSD CCO"):

        i. reviewing and approving the appointment and/or removal of the SD CCO and the SBSD CCO;

        ii. reviewing annual reports from the SD CCO and the SBSD CCO; and

        iii. reviewing and approving the total compensation to be paid to the SD CCO and the SBSD CCO;

    h. overseeing that the Global Compliance Function has unfettered access and a functional reporting line to the Committee;

    i. periodically requesting independent reviews of the Global Compliance Function, reviewing the results of such reviews and reporting such results to the Board; and

    j. overseeing that deficiencies identified related to the Global Compliance Function are remedied within an appropriate time frame and reporting to the Board on the progress of necessary corrective actions.

Anti-Money Laundering, Anti-Terrorist Financing and Sanctions Program

34. oversee the Bank's Enterprise Anti-Money Laundering, Anti-Terrorist Financing and Sanctions program (collectively, the "AML Program");

35. review and approve the Bank's Enterprise Anti-Money Laundering and Anti-Terrorist Financing and Sanctions Policy and any significant changes thereto;

36. receive reports on the Bank's compliance with legal and regulatory anti-money laundering requirements;

37. review any issues raised that address the appropriateness and effectiveness of the Bank's AML Program and management of significant risks with this program;

38. regularly meet with the Group Chief Anti-Money Laundering Officer to discuss the effectiveness of the Bank's AML Program; and

39. oversee the Enterprise Anti-Money Laundering, Anti-Terrorist Financing and Sanctions function (collectively, the "AML Function"), having regard to its independence, by:

    a. reviewing and approving the appointment and/or removal of the Group Chief Anti-Money Laundering Officer;

    b. annually reviewing and approving the job description and mandate of the Group Chief Anti-Money Laundering Officer and the charter of the AML Function;

    c. annually reviewing and approving the organizational structure of the AML Function and its oversight of first line controls and operations;

    d. annually reviewing and approving the AML Function resources, budget, annual plan and material plan changes;

    e. annually assessing the effectiveness of the Group Chief Anti-Money Laundering Officer and the effectiveness of the AML Function, and annually approving the performance review of the Group Chief Anti-Money Laundering Officer, taking into consideration any regulatory findings with respect to the AML Function;

    f. conveying its view to the Chief Compliance Officer and the Human Capital and Compensation Committee on the following matters:

        i. the assessment of the effectiveness and performance review of the Group Chief Anti-Money Laundering Officer;

        ii. considerations to be factored into the total compensation to be paid to the Group Chief Anti-Money Laundering Officer; and

        iii. succession planning for the role of Group Chief Anti-Money Laundering Officer;

    g. overseeing that the AML Function has unfettered access and a functional reporting line to the Committee;

h. periodically requesting independent reviews of the AML Function, reviewing the results of such reviews and reporting such results to the Board; and

i. overseeing that deficiencies identified related to the AML Function are remedied within an appropriate time frame and reporting to the Board on the progress of necessary corrective actions.

Internal Audit

40. review the quarterly and other reports of the Chief Auditor;

41. review any matters of significance that arose from non-audit engagements performed by the Audit Department;

42. review with the Chief Auditor matters of significance impacting audit scope, the Audit Department charter, information access, resource limitations, or other difficulties encountered by the Audit Department;

43. regularly meet with the Chief Auditor with and/or without management, to discuss the effectiveness of the Bank's internal control, risk management (including anti-money laundering) and governance processes;

44. oversee the Audit Department, having regard to its independence, by:

a. reviewing the qualifications and competencies, and approving the appointment and/or removal of the Chief Auditor;

b. annually reviewing and approving the mandate of the Chief Auditor and the charter of the Audit Department;

c. annually reviewing and approving the organizational structure of the Audit Department;

d. reviewing and approving the annual audit plan, (and material changes thereto), overall risk assessment methodology, budgets and resources of the Audit Department;

e. annually assessing the effectiveness of the Chief Auditor and the Audit Department, taking into consideration the objectivity and independence of the Bank's internal audit function, and annually approving the performance review of the Chief Auditor, taking into consideration any regulatory findings with respect to the Audit Department;

f. conveying its view to the Human Capital and Compensation Committee on the following matters:

i. the assessment of the effectiveness and performance review of the Chief Auditor;

ii. considerations to be factored into the total compensation to be paid to the Chief Auditor; and

iii. succession planning for the role of Chief Auditor;

g. periodically reviewing results of the internal Quality Assurance and Improvement Program;

h. periodically requesting independent reviews of the Audit Department, reviewing the results of such reviews and reporting such results to the Board;

i. overseeing that deficiencies identified related to the Audit Department are remedied within an appropriate time frame and reporting to the Board on the progress of necessary corrective actions; and

j. advising the Board of any recommendations for the continuous improvement of the Audit Department;

45. ensure the Audit Department has unfettered access and a direct and independent reporting line to the Committee;

46. provide for an open avenue of communication between the Audit Department and the Board;

47. ensure that the Audit Department's recommendations are adequately considered and acted on by providing the Audit Department with the authority to follow up on observations and recommendations; and

48. review and approve the Internal Audit Third Party Risk Management Policy.

External Auditor

49. have responsibility for the oversight of the external auditor, who reports directly to the Committee;

50. recommend to the Board the retention or termination of the Bank's external auditor, subject to shareholder ratification;

51. review and approve the annual audit plan and letter(s) of engagement, and as part of such review, satisfy itself that the Bank's audit plan is risk based and covers all relevant activities over a measurable cycle;

52. annually review the external auditor's opinion on the annual financial statements, including the key audit matters and critical audit matters contained therein;

53. review and evaluate the external auditor's qualifications, performance, professional skepticism and independence, including a review and evaluation of the lead audit partner, taking into consideration in such evaluation the opinions of management and the Bank's Audit Department and any concerns raised by OSFI or other stakeholders about the external auditor's independence;

54. consistent with the Committee's annual assessment and periodic comprehensive review of the external auditors, establish a policy that stipulates the criteria for the Bank tendering the contract for the role of the Bank's external auditor;

    a. as part of this policy and any review undertaken by the Committee, periodically consider whether to put the external auditor contract out for tender, taking into consideration the length of the current external auditor's tenure and the risks that tenure may pose to the external auditor's objectivity and independence;

55. receive the Canadian Public Accountability Board's ("CPAB") annual public report, along with any notices required to be communicated by the external auditor to the Committee, including those required by CPAB, OSFI and the Public Company Accounting Oversight Board;

56. review and recommend to the Board the annual fee for the audit of the Bank's consolidated financial statements and internal control over financial reporting;

    a. as part of this review, satisfy itself that the level of audit fees is commensurate with the scope of work undertaken in consideration of financial reporting risks;

57. review and pre-approve in accordance with established pre-approval policy all services to be provided by the external auditor, including audit and audit related services and permitted tax and non-audit services;

58. delegate the authority to pre-approve non-audit services to a member of the Committee;

59. review external auditor services pre-approved by the delegate of the Committee;

60. review annually the total fees paid to the external auditor by required categories;

61. at least annually, obtain and review reporting from the external auditor describing:

    a. the firm's internal quality-control procedures;

    b. the firm's internal procedures to ensure independence;

    c. any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits of the Bank carried out by the firm, and any steps taken to deal with any such issues;

    d. the skill and resources (amount and type) of the firm; and

    e. an assessment of all relationships between the external auditor and the Bank that pertain to independence;

62. review and recommend to the Board the rotation plan for partners on the engagement;

63. meet with the external auditor and with management to discuss the quarterly and the annual consolidated financial statements and the Bank's disclosure under any MD&A;

64. review with management and the external auditor all matters required to be communicated to the Committee under generally accepted auditing standards;

65. review with the external auditor any audit problems or difficulties and management's response;

66. discuss with the external auditor, as considered necessary by the Committee, any OSFI returns, investments or transactions reviewed by the Committee;

67. review and resolve any disputes between the external auditor and management; and

68. review and approve policies for the Bank's employment of current and former employees or partners of the current or former external auditor.

Other Duties

69. review the periodic reports on litigation matters;

70. review such returns as specified by OSFI;

71. review such other periodic disclosure documents as required by regulators or that may be required by law;

72. provide for an open avenue of communication between internal audit, the external auditor and the Board;

73. prepare a Committee report for inclusion in the Bank's management proxy circular;

74. institute and oversee special investigations as needed; and

75. perform such other duties as may from time to time be assigned to the Committee by the Board.

CONDUCT REVIEW

Mandate

76. To perform the duties with respect to the Bank's policies and procedures for ensuring its transactions with its related parties comply with Part XI of the Bank Act and any regulations thereunder as more fully described under the heading "**Duties**" below.

77. In the event a widely held bank holding company or insurance holding company has a significant interest in any class of shares of the Bank:

    a. to establish policies for entering into transactions referred to in subsection 495.1(1) of the Bank Act, including transactions with a holding company or any other related party of the Bank that is an entity in which the holding company has a substantial investment; and

    b. to review certain of the Bank's transactions that are referred to in subsection 495.3(1) of the Bank Act including any transaction with a widely held insurance or bank holding company or any other related party in which they hold a substantial investment.

78. To perform such duties as are required by the Bank Act to be dealt with by a committee of the Board concerning the monitoring of adherence to procedures for identifying potential conflicts of interest and for resolving such conflicts of interest, for restricting the use of confidential information, and as more fully described under the heading "**Duties**" below.

79. To assist the Board in fulfilling its oversight responsibilities for:

    a. setting standards of conduct and ethical behaviour; and

    b. conduct reviews and culture as it relates to conduct risk.

80. To perform such other duties as are required under the Bank Act or by OSFI, or as may from time to time be assigned by the Board.

81. To act as the conduct review committee for any federally chartered Canadian financial institution beneficially owned by the Bank as determined by the Board.

Duties

The Committee shall:

82. establish criteria for determining whether the value of transactions with related parties of the Bank is nominal or immaterial to the Bank;

83. approve the terms and conditions of:

    a. loans, other than margin loans, to senior officers of the Bank on terms and conditions more favourable to the senior officers than those offered to the public; and

    b. loans to spouses or common-law partners of senior officers of the Bank on the security of mortgages of the principal residences of such spouses or common-law partners on terms and conditions more favourable than those offered to the public;

84. approve the practice of the Bank making financial services, other than loans or guarantees, available to senior officers of the Bank or to spouses or common-law partners, or children who are less than 18 years of age of senior officers of the Bank, on terms and conditions more favourable than those offered to the public, provided the financial services are offered by the Bank to its employees on those favourable terms and conditions;

85. require Bank management to establish policies and procedures to enable the Bank to verify that its transactions with related parties of the Bank comply with Part XI of the Bank Act and to review those policies and procedures and their effectiveness. These policies and procedures should, among other things, enable management to verify that:

    a. all related party transactions are on terms and conditions at least as favourable to the Bank as market terms and conditions, other than transactions referred to in clauses 83 and 84 above;

    b. loans to full-time senior officers, other than margin loans and mortgages on their principal residences, do not exceed the greater of twice their annual salaries and $100,000;

c. aggregate loans or guarantees to, and investments in the securities of any related party (subject to certain exceptions) do not exceed 2% of the Bank's regulatory capital unless the approval of 2/3 of the Board has been obtained; and

d. aggregate loans or guarantees to, and investments in the securities of all related parties (subject to certain exceptions) do not exceed 50% of the Bank's regulatory capital;

86. review the practices of the Bank to identify any transactions with related parties of the Bank that may have a material effect on the stability or solvency of the Bank;

87. monitor the procedures established by the Board to resolve conflicts of interest, including techniques for the identification of potential conflict situations and for restricting the use of confidential information;

88. review and, if appropriate, recommend for Board approval any material changes or exceptions to the Scotiabank Code of Conduct which includes the standards of conduct and ethical behaviour for employees, officers and directors of the Bank and its subsidiaries;

89. review reports from the Global Compliance Function on compliance with the Scotiabank Code of Conduct and any instances of material deviation therefrom with corrective actions taken;

90. review the annual letter of certification from the Executive Vice President and Chief Compliance Officer on completion of the Scotiabank Code of Conduct acknowledgment by directors, officers, and employees;

91. monitor the Bank's exposure to material risks relating to conduct, and anti-bribery and anti-corruption matters by reviewing the Bank's risk management practices including its identification, measurement, monitoring and assessment of these types of risks;

92. require management to establish processes and review and approve the policy established for the receipt, retention, treatment and resolution of complaints received by the Bank regarding accounting, internal accounting controls or auditing matters, including confidential, anonymous submissions from employees, as part of the Bank's Whistleblower Policy (Global), and carry out the Committee's responsibilities under the Bank's Whistleblower Policy (Global), as required;

93. review matters reported to the Committee regarding the Bank's Whistleblower program;

94. review matters reported to the Committee included in the Chief Compliance Officer Report as it relates to the Enterprise Conduct and Ethics programs, and anti-bribery and anti-corruption matters;

95. review with management the results of their assessment of the Bank's conduct, and anti-bribery and anti-corruption risks, and their plans to remediate any material deficiencies identified; and

96. monitor the processes established by the Bank to mitigate conduct risk.

CONSUMER PROTECTION

Mandate

97. To perform such duties as are required by the Bank Act to be dealt with by a committee of the Board with respect to the Bank's procedures for complying with the consumer provisions, including Part XII.2 of the Bank Act and its associated regulations and any Financial Consumer Agency of Canada ("FCAC") guidance, as more fully described under the heading "**Duties**" below.

98. To perform such other duties as are required under the Bank Act or by OSFI or the FCAC, or as may from time to time be assigned by the Board.

99. To act as the consumer protection committee for any federally chartered Canadian financial institution beneficially owned by the Bank as determined by the Board.

Duties

The Committee shall:

100. require Bank management to establish procedures for complying with the consumer provisions, including Part XII.2 of the Bank Act and its associated regulations and any FCAC guidance;

101. review such procedures referred to in clause 1 above to determine whether they are appropriate to ensure that the Bank is complying with the consumer provisions; and

102. require Bank management to report at least annually to the Committee on the implementation of the procedures and on any other activities that the Bank carries out in relation to the protection of its customers.

COMMITTEE OPERATIONS

Reporting

103. After each meeting of the Committee, the Committee is required to report to the Board on matters reviewed by the Committee and on the Committee's recommendations at the next regularly scheduled Board meeting. The Committee shall also report as required to the Risk Committee on relevant issues.

104. The Chair of the Committee shall review, for completeness, the Board's report to OSFI with respect to conduct review matters on the Committee's activities during the year. This report must be filed within 90 days after the Bank's financial year-end.

105. The Chair of the Committee shall review, for completeness, the Board's report to FCAC with respect to consumer protection matters on the Committee's activities during the year. This report must be filed within 90 days after the Bank's financial year-end.

106. The Committee shall review and assess the adequacy of this Charter, and evaluate the Committee's effectiveness in fulfilling its mandate, on an annual basis and report the results of this review to the Corporate Governance Committee of the Board.

Composition

Structure

107. The Committee shall consist of a minimum of three Directors. No member of the Committee may serve on more than three audit committees of public company boards without the consent of the Corporate Governance Committee and the Board.

108. Each member must be financially literate or become financially literate within a reasonable period of time subsequent to his/her appointment to the Committee. At least one member must be a financial expert. There should also be a reasonable representation of other key competencies on the Committee, as determined by the Corporate Governance Committee.

Independence

109. The Committee is composed entirely of independent directors as defined in applicable laws, rules and regulations and as determined pursuant to the Director Independence Standards approved by the Board for Committee members.

110. No member of the Committee may be an officer or employee of the Bank or of any of its subsidiaries or affiliates. No member may be a person who is affiliated with the Bank.

111. Directors' fees are the only compensation a member of the Committee may be paid by the Bank.

Appointment of Committee Members

112. Members of the Committee are appointed or reappointed annually by the Board, upon the recommendation of the Corporate Governance Committee, such appointments to take effect immediately following the annual meeting of the shareholders of the Bank. Members of the Committee shall hold office until their successors are appointed, or until they cease to be Directors of the Bank.

Vacancies

113. Vacancies may be filled for the remainder of the current term of appointment of members of the Committee by the Board, subject to the requirements under the headings "Structure" and "Independence" above.

Appointment and Qualifications of Committee Chair

114. The Board shall appoint from the Committee membership, a Chair for the Committee to preside at meetings. In the absence of the Chair, one of the other members of the Committee present shall be chosen by the Committee to preside at that meeting.

115. The Chair for the Committee must have all of the qualifications for Committee membership and have accounting or related financial management expertise.

Meetings

Calling of Meetings

116. Meetings of the Committee may be called by the Chair, any two members of the Committee, or the external auditor. Members may participate in meetings in person or by telephone or electronic or other communications facilities.

117. Written resolutions in lieu of a meeting are permitted, solely in accordance with the Bank Act.

118. The Committee shall hold an *in camera* session immediately prior to and/or following the conclusion of the regular agenda matters. The Committee shall also hold *in camera* sessions, separately at each Committee meeting, with each of the Chief Financial Officer, Chief Compliance Officer, Chief Auditor and the external auditor. The Committee shall also hold *in camera* sessions with the Group Chief Anti-Money Laundering Officer, as appropriate. The Committee may also meet with the Chief Risk Officer, as requested by the Committee or management from time to time.

119. To facilitate communication between the Committee and the Risk Committee, the Chair of the Risk Committee shall receive notice of all Committee meetings and may attend Committee meetings by invitation as a non-voting observer.

120. The Committee may invite any director, officer or employee or any other person to attend meetings to assist the Committee with its deliberations.

121. The Committee may conduct its meetings, in whole or in part, in conjunction with meetings of the other committees of the Board for the purpose of receiving reports and discussing matters pertinent to both committees.

Notice of Meetings

122. Notice of meeting of the Committee shall be sent by prepaid mail, by personal delivery or other means of transmitted or recorded communication or by telephone at least 12 hours before the meeting to each member of the Committee at the member's address or communication number last recorded with the Corporate Secretary. A Committee member may in any manner waive notice of a meeting of the Committee and attendance at a meeting is a waiver of notice of the meeting, except where a member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

Notice to the Internal Auditor and External Auditor

123. The Chief Auditor and the external auditor are entitled to receive notice of every meeting of the Committee and, at the expense of the Bank, to attend and be heard at each meeting and to have the opportunity to discuss matters with the independent directors, without the presence of management.

Frequency

124. The Committee shall meet at least quarterly.

Quorum

125. The quorum for a meeting of the Committee shall be a majority of its members, subject to a minimum of two members.

Delegation

126. The Committee may designate a sub-committee to review any matter within the Committee's mandate.

Secretary and Minutes

127. The Corporate Secretary or, in the absence of the Corporate Secretary, an Assistant Corporate Secretary of the Bank shall act as Secretary of the Committee.

128. Minutes of meetings of the Committee shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Committee and to the Board, if required by the Board.

This Charter was last reviewed and approved by the Board on October 27, 2026 and is effective November 1, 2026.