THE BANK OF NOVA SCOTIA

MANDATE

COMMITTEE CHAIR OF THE BOARD OF DIRECTORS

In this Mandate, the following defined terms shall be used:

"Executive Officers" means executive vice president or above roles at the Bank; and

"Senior Management" means any person who is determined to play a significant role in the management of the Bank and includes the Chief Executive Officer, the Chief Financial Officer and any other officer who has a functional reporting line directly to the Board of Directors or the Chief Executive Officer.

Independence and Term

Each Committee Chair shall be independent as defined in applicable laws, rules, and regulations and as determined pursuant to the Director Independence Standards approved by the Board.

Each Committee Chair shall be appointed by the Board upon the recommendation of the Corporate Governance Committee. Subject to the term limits under the Bank's Corporate Governance Policies, the term of the Chair of each Committee shall be three years. Upon the recommendation of the Corporate Governance Committee and the approval of the Board, the term of a Committee Chair may be extended for an additional period of up to two years.

Mandate

To manage the operations of the Committee and ensure the successful fulfillment of the Committee's mandate/charter and other matters delegated to the Committee by the Board.

Duties

Each Committee Chair shall:

1. attend and preside over all Committee meetings;

2. set the tone for the meetings and promote a culture of openness by ensuring discussions are open, inclusive, and robust and directed towards meeting-related topics;

3. determine the frequency and length of the Committee meetings in consultation with the Committee members and the Corporate Secretary;

4. set the meeting agenda, working with the President and Chief Executive Officer, Senior Management, the Chair of the Board, and the Corporate Secretary;

5. report to the Board on the deliberations of the Committee, including any decisions or recommendations and material issues arising at Committee meetings;

6. facilitate the functioning of the Committee independent of management and encourage the Committee to establish a questioning mindset with respect to the manner in which the Committee discharges its mandate;

7. facilitate communication across Committees, where appropriate, to share information and insights;

8. ensure that all Committee members have the appropriate information and access to resources in order to fulfill their duties;

9. oversee the orientation of new Committee members;

10. lead the Committee in its annual self-assessment process and charter review;

11. provide input to the Chair of the Board and the Chair of the Corporate Governance Committee on succession planning in respect of the Committee Chair position and the Committee composition, generally;

12. engage, retain, or terminate independent legal, financial or other advisors as deemed necessary without consulting or obtaining approval of Senior Management of the Bank in advance;

13. meet with shareholders,representatives of the Bank's regulators, including the Office of the Superintendent of Financial Institutions Canada, and other stakeholders, as required;

14. report to the Chair of the Board; and

15. fulfill the Committee-specific duties below.

Chair of the Audit and Conduct Review Committee

1. communicate with the external auditor;

2. pre-approve any services performed by the shareholders' auditor that were not on the pre-approved list;

3. facilitate sign-off on the year-end financial statements/annual report;

4. provide input to the Human Capital and Compensation Committee on:

   a. considerations to be factored into the compensation to be paid to

   b. effectiveness assessments and performance reviews of, and

   c. succession planning for the roles of

   the Chief Financial Officer, the Chief Auditor, the Chief Compliance Officer and the Group Chief Anti-Money Laundering Officer; and

5. approve the expenses of the Chair of the Board.

Chair of the Corporate Governance Committee

1. oversee and facilitate the annual Board assessment and review process;

2. with the Chair of the Board, conduct the individual director assessments/interviews;

3. with the Chair of the Board, conduct an initial review of potential candidates as part of the director nomination process;

4. oversee the delegation of responsibilities to an individual or to a Committee of the Board as deemed necessary or appropriate; and

5. serve as the emergency replacement for the Chair of the Board.

Chair of the Human Capital and Compensation Committee

1. with the Chair of the Board, oversee the evaluation of the performance of the President and Chief Executive Officer relative to the established corporate goals and objectives;

2. oversee the review of the assessments made by the CEO and/or Group Heads for other Executive Officers and Senior Management;

3. oversee the regular review of succession plans for Executive Officers and Senior Management;

4. oversee the total compensation to be paid to the President and Chief Executive Officer and other Executive Officers;

5. coordinate with the Chair of the Risk Committee in setting the meeting agendas for any joint meeting; and

6. meet with shareholders and stakeholders to discuss Say on Pay and the Bank's approach to executive compensation and other related matters.

Chair of the Risk Committee

1. oversee the Committee's assessment and review of risk;

2. provide input to the Human Capital and Compensation Committee on:

   a. considerations to be factored into the compensation to be paid to,

   b. effectiveness assessments and performance reviews of, and

   c. succession planning for the role of,

   the Chief Risk Officer; and

3. coordinate with the Chair of the Human Capital and Compensation Committee in setting the meeting agendas for any joint meeting; and

4. coordinate with the Chair of the Technology Committee on risk management associated with the technology strategy, as appropriate.

Chair of the Technology Committee

1. oversee the Committee's review of the Bank's technology strategy, technology-based risk management, and technology investment and innovation;

2. report to the Risk Committee on issues of technology-based risk management, as required; and

3. coordinate with the Chair of the Risk Committee on risk management associated with the technology strategy, as appropriate.

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