

Amendment to Program Information

**The Bank of Nova Scotia
Scotiabank Europe plc**

AMENDMENT TO PROGRAM INFORMATION

Type of Information: Amendment to Program Information

Date of Announcement: March 2, 2017

Issuer Name: (1) The Bank of Nova Scotia (the "**Bank**") and
(2) Scotiabank Europe plc ("**Scotiabank Europe**")

Name and Title of Representative: (1) The Bank:
Christy Bunker
Managing Director, Secured & Capital Funding

(2) Scotiabank Europe:
Julian Rhys
Company Secretary

Address of Head Office: (1) The Bank:
24th Floor, 40 King Street West, Toronto, ON
Canada M5H 1H1

(2) Scotiabank Europe:
201 Bishopsgate, 6th Floor, London EC2M 3NS

Telephone: (1) The Bank: +1 416 933 7974

(2) Scotiabank Europe: + 44 20 7826 5616

Contact Person: Attorney-in-Fact:

Eiko Hakoda, Attorney-at-law
Katsuyuki Tainaka, Attorney-at-law
Mori Hamada & Matsumoto

Address:

Marunouchi Park Building,
2-6-1, Marunouchi, Chiyoda-ku,
Tokyo 100-8222, Japan

Telephone: +81 3 6212 8320

Type of Securities: Notes, including the Guaranteed Notes (collectively,
referred to as the "**Notes**")

Address of Website for Announcement: <http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html>

Information on initial Program Information

| | |
|--------------------------------------|--|
| Date of Filing: | June 30, 2016 |
| Scheduled Issuance Period: | July 1, 2016 to June 30, 2017. |
| Maximum Outstanding Issuance Amount: | Up to U.S.\$20,000,000,000 (or its equivalent in other currencies at the date of issue) aggregate principal amount of Notes and within such aggregate principal amount of Notes, Scotiabank Europe may issue up to U.S.\$1,000,000,000 (or its equivalent in other currencies at the date of issue) aggregate principal amount of Guaranteed Notes or such other amount as authorized from time to time. |

This amendment, consisting of this cover page and the Third Supplement dated March 1, 2017 to the Prospectus dated June 28, 2016, is filed to update the information included in the Program Information dated June 30, 2016 amended by the Amendments to Program Information dated September 1, 2016 and December 1, 2016 (together, the "**Program Information**"). This constitutes an integral part of the Program Information and shall be read together with it.

Notes to Investors:

1. The TOKYO PRO-BOND Market is a market for the Professional Investors, Etc. (*Tokutei Touseika tou*) as defined in Article 2, Paragraph 3, Item 2(b)(2) of the Financial Instruments and Exchange Act of Japan (the "FIEA") (the "**Professional Investors, Etc.**"). Notes listed on the market ("**Listed Notes**") may involve high investment risk. Investors should be aware of the listing eligibility and timely disclosure requirements that apply to issuers of Listed Notes on the TOKYO PRO-BOND Market and associated risks such as the fluctuation of market prices and shall bear responsibility for their investments. Prospective investors should make investment decisions after having carefully considered the contents of the Program Information.
2. Where the Program Information (a) contains (a) any false statement on important matters, or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content, a person who, at the time of announcement of the Program Information, is an officer (meaning an officer stipulated in Article 21, Paragraph 1 of the FIEA (meaning a director (*torishimari-yaku*), accounting advisor (*kaikai-sanyo*), corporate auditor (*kansa-yaku*) or executive officer (*shikkou-yaku*), or a person equivalent to any of these) (the "**Officer**") of the Issuer that announced the Program Information shall be liable to compensate persons who acquired the Notes for any damage or loss arising from the false statement or lack of information in accordance with the provisions of Article 21, Paragraph 1, Item 1 of the FIEA applied mutatis mutandis in Article 27-33 of the FIEA and Article 22 of the FIEA applied mutatis mutandis in Article 27-34 of the FIEA. However, this shall not apply to cases where the person who acquired the Notes was aware of the existence of the false statement or the lack of information at the time of subscription for acquisition of the Notes. Additionally, the Officer shall not be required to assume the liability prescribed above, where he/she proves that he/she was not aware of, and was unable to obtain knowledge of, even with reasonable care, the existence of the false statement or the lack of information.
3. The regulatory framework for the TOKYO PRO-BOND Market is different in fundamental aspects from the regulatory framework applicable to other exchange markets in Japan. Investors should be aware of the rules and regulations of the TOKYO PRO-BOND Market, which are available on the Japan Exchange Group, Inc. website.
4. Tokyo Stock Exchange, Inc. ("**Tokyo Stock Exchange**") does not express opinions or issue guarantees, etc. regarding the content of the Program Information (including but not limited to, whether the Program Information (a) contains a false statement or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content) and shall not be liable for any damage or loss.

5. The Program Information is prepared pursuant to Rule 206, Paragraph 2 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of Tokyo Stock Exchange (hereinafter referred to as the "**Special Regulations**") as information prescribed in Article 2, Paragraph 1, Item 1 of the Cabinet Office Ordinance on Provision and Publication of Information on Securities, etc. Accordingly, the Program Information shall constitute Specified Securities Information stipulated in Article 27-31, Paragraph 1 of the FIEA.
6. All prospective investors who purchase the Notes shall be required to agree not to sell, transfer or otherwise dispose of the Notes to be held by them to any person other than the Professional Investors, Etc., except for the transfer of the Notes to the following:
 - (a) the Issuer or the Officer thereof who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the "**Voting Rights Held by All the Shareholders, Etc.**" (*Sou Kabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, Paragraph 2 of the FIEA) of the Issuer under his/her own name or another person's name (the "**Specified Officer**" (*Tokutei Yakuin*)), or a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc., are held by the Specified Officer (the "**Controlled Juridical Person, Etc.**" (*Hi-Shihai Houjin Tou*)) including a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. are jointly held by the Specified Officer and the Controlled Juridical Person, Etc. (as prescribed in Article 11-2, Paragraph 1, Item 2 (c) of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Act (MOF Ordinance No. 14 of 1993, as amended)); or
 - (b) a company that holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.
7. When (i) a solicitation of an offer to acquire the Notes or (ii) an offer to sell or a solicitation of an offer to purchase the Notes (collectively, "**Solicitation of the Note Trade**") is made, the following matters shall be notified from the person who makes such Solicitation of the Note Trade (the "**Solicitant**") to the person to whom such Solicitation of the Note Trade is made:
 - (a) no securities registration statement (pursuant to Article 4, Paragraphs 1 through 3 of the FIEA) has been filed with respect to the Solicitation of the Note Trade;
 - (b) the Notes fall, or will fall, under the Securities for Professional Investors (*Tokutei Toushika Muke Yukashoken*) (as defined in Article 4, Paragraph 3 of the FIEA);
 - (c) any acquisition or purchase of the Notes by such person pursuant to any Solicitation of the Note Trade is conditional upon such person (i)(x) entering into an agreement providing for the restriction on transfer of the Notes as set forth in 6 above (the "**Transfer Restriction**") with each of the Issuer and the Solicitant, or (y) agreeing to comply with the Transfer Restriction after its explanation by the Solicitant who is the Financial Instrument Business Operator, etc. (as defined in the Article 34 of the FIEA) (in the case of a solicitation of an offer to acquire the Notes to be newly issued), or (ii) entering into an agreement providing for the Transfer Restriction with the Solicitant (in the case of an offer to sell or a solicitation of an offer to purchase the Notes already issued);
 - (d) Article 4, Paragraphs 3, 5 and 6 of the FIEA will be applicable to such certain solicitation, offers and other activities with respect to the Notes as provided in Article 4, Paragraph 2 of the FIEA;
 - (e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEA) with respect to the Notes and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEA) with respect to the Issuer have been or will be made available for the Professional Investors, Etc. by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market <http://www.jpx.co.jp/english/equities/products/tpbm/index.html> in accordance with Articles 210 and 217 of the Special Regulations; and
 - (f) the Issuer Information, Etc. will be provided to the holders of the Notes or made public pursuant to Article 27-32 of the FIEA.

8. The selling restrictions set forth in notes 6 and 7 above shall prevail over those set forth in the section entitled "PLAN OF DISTRIBUTION – Japan" in the Prospectus dated June 28, 2016 included in the Program Information.
9. In respect of the U.S.\$20,000,000,000 Euro Medium Term Note Programme of the Bank and Scotiabank Europe, under which the Prospectus is incorporated in the Program Information, the following ratings are assigned from Moody's Canada Inc. ("**Moody's**") and Standard & Poor's Global Ratings, acting through Standard & Poor's Ratings Services (Canada), a business unit of The McGraw-Hill Companies (Canada) Corporation ("**S&P**") as of January 31, 2017, respectively:

| | Moody's | S&P |
|------------------------|----------------|----------------|
| Senior Unsecured Notes | (P)Aa3 | A+ |
| Short-term Notes | (P)P-1 | A-1 |

THIRD SUPPLEMENT DATED MARCH 1, 2017 TO THE PROSPECTUS DATED JUNE 28, 2016 AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED AUGUST 31, 2016 AND THE SECOND SUPPLEMENT DATED NOVEMBER 30, 2016



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 June 28, 2016 (as supplemented by the first supplement to such Prospectus dated August 31, 2016 (the “**First Supplement**”) and the second supplement to such Prospectus dated November 30, 2016 (the “**Second Supplement**”) and, together with the First Supplement, the “**Prior Supplements**”) (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 third supplement (the “**Third 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 Third Supplement. This Third 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 accept responsibility for the information contained in this Third 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 Third Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

1. Purpose of the Third Supplement

The purpose of this Third 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 month period ended January 31, 2017, as set out in the Bank's 2017 First Quarter Report to Shareholders, prepared in accordance with International Financial Reporting Standards ("IFRS"), (b) incorporate by reference Scotiabank Europe's Directors' report and statutory financial statements for the year ended October 31, 2016, prepared in accordance with IFRS and (c) update the "General Information" section of the Prospectus in relation to any significant change in the financial or trading position of each Issuer and its respective subsidiaries or material adverse change in the prospects of the Bank and its subsidiaries and Scotiabank Europe.

2. Documents Incorporated by Reference

On February 20, 2017, Scotiabank Europe approved for publication its Directors' report, revised strategic report and revised statutory financial statements for the year ended October 31, 2016.

On February 28, 2017, the Bank published its comparative unaudited interim consolidated financial statements for the three month period ended January 31, 2017 prepared in accordance with IFRS, together with management's discussion and analysis for the three month period ended January 31, 2017, set out on pages 3 through 53 of the Bank's 2017 First Quarter Report to Shareholders.

By virtue of this Third Supplement, the following documents are incorporated in and form part of the Prospectus:

- (i) Scotiabank Europe's Directors' report, revised strategic report and revised statutory financial statements for the year ended October 31, 2016; and
- (ii) Pages 3 through 53 of the Bank's 2017 First Quarter Report to Shareholders.

Other than as set out in the preceding paragraph, the remainder of the Bank's 2017 First Quarter Report to Shareholders is not incorporated and is either covered elsewhere in the Prospectus or deemed not relevant to investors.

A copy of the documents incorporated by reference has been filed with the Financial Conduct Authority and, by virtue of this Third Supplement, Scotiabank Europe's Directors' report, revised strategic report and revised statutory financial statements for the year ended October 31, 2016 and pages 3 through 53 of the Bank's 2017 First Quarter Report to Shareholders are incorporated in, and form 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 Third 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 Third Supplement for the purposes of the Prospectus Directive except where such other documents or information are specifically incorporated by reference or attached to this Third Supplement.

3. 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 January 31, 2017, being the date of the latest unaudited interim consolidated financial statements of the Bank for the three month period ending January 31, 2017, and no material adverse change in the prospects of the Bank and its subsidiaries taken as a whole since October 31, 2016, being the date of the latest audited published consolidated financial statements of the Bank.

There has been no significant change in the financial or trading position of Scotiabank Europe and its subsidiaries taken as a whole since October 31, 2016, being the date of the latest annual audited financial statements of Scotiabank Europe for the year ended October 31, 2016 and no material adverse change in the prospects of Scotiabank Europe since October 31, 2016, being the date of the latest audited published consolidated financial statements of Scotiabank Europe.

To the extent that there is any inconsistency between (a) any statement in this Third Supplement or any statement incorporated by reference into the Prospectus by way of this Third 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 Third 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 Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Prospectus.

Copies of this Third Supplement, the Prior Supplements, the Prospectus and the documents incorporated by reference in either this Third Supplement, the Prior Supplements 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, General Counsel and Secretary, The Bank of Nova Scotia, Scotia Plaza, 40 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.