

## **Amendment to Program Information**

**The Bank of Nova Scotia**

## AMENDMENT TO PROGRAM INFORMATION

Type of Information:	Amendment to Program Information
Date of Announcement:	August 28, 2020
Issuer Name:	The Bank of Nova Scotia (the " <b>Bank</b> ")
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Type of Securities:	Notes (the " <b>Notes</b> ")
Address of Website for Announcement:	<a href="https://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html">https://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html</a>
Information on initial Program Information	
Date of Filing:	July 9, 2020
Scheduled Issuance Period:	July 10, 2020 to July 9, 2021
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 outstanding at any one time.

This amendment, consisting of this cover page and the First Supplement dated August 26, 2020 to the Prospectus dated June 30, 2020, is filed to update the information included in the Program Information dated July 9, 2020 (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 Tousehika 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 (*kaikei-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 Touseika 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 <https://www.jpx.co.jp/english/equities/products/tpbm/announcement/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 30, 2020, as amended, included in the Program Information.
9. In respect of the U.S.\$20,000,000,000 Euro Medium Term Note Programme of the Bank (the "**Programme**") under which the Prospectus dated June 30, 2020, as amended, is incorporated in the Program Information, the following programme ratings are assigned from Moody's Canada Inc. ("**Moody's**") and S&P Global Ratings, acting through S&P Global Ratings Canada, a business unit of S&P Global Canada Corp. ("**S&P**") and Fitch Ratings, Inc. ("**Fitch**") as of June 30, 2020, respectively:

	<b>Moody's</b>	<b>S&amp;P</b>	<b>Fitch</b>
Legacy Senior Unsecured Notes <sup>(1)</sup>	Aa2	A+	AA
Senior Unsecured Notes <sup>(2)</sup>	A2	A-	AA-
Short-term Notes	P-1	A-1	F1+

<sup>(1)</sup> Includes Senior debt issued prior to September 23, 2018 and Senior debt issued on or after September 23, 2018 which is excluded from the bank recapitalization "bail-in" regime.

<sup>(2)</sup> Subject to conversion under the bank recapitalization "bail-in" regime.

10. Although the Programme contemplates issuance of various types of the Notes as set out in "OVERVIEW OF THE PROGRAMME" in the Prospectus, the Notes which are not eligible to be listed on the TOKYO PRO-BOND Market under the rules and regulations of Tokyo Stock Exchange or due to technical difficulties shall not be listed on the TOKYO PRO-BOND Market.

**FIRST SUPPLEMENT DATED AUGUST 26, 2020 TO THE PROSPECTUS  
DATED JUNE 30, 2020**



**THE BANK OF NOVA SCOTIA**  
(a Canadian chartered Bank)  
**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 “**Issuer**” or the “**Bank**”) issued a prospectus dated June 30, 2020 (such prospectus, the “**Prospectus**”) which is a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and Admission Particulars in respect of notes to be admitted to the Official List of the Financial Conduct Authority, admitted to trading on the Main Market of the London Stock Exchange plc and admitted to trading on the International Securities Market of the London Stock Exchange plc. This first supplement (the “**First Supplement**”) constitutes a supplement in respect of the Prospectus for the purposes of Article 23 of the Prospectus Regulation and supplementary admission particulars in respect of the Admission Particulars for the purposes of the ISM Rulebook, and is prepared in connection with the U.S.\$20,000,000,000 Euro Medium Term Note Programme established by the Issuer (the “**Programme**”).

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

The Issuer accepts responsibility for the information contained in this First Supplement. To the best of the knowledge of the Issuer, the information contained in this First Supplement is in accordance with the facts and this First Supplement makes no omission likely to affect its import.

**1. Purpose of the First Supplement**

The purpose of this First 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 nine month periods ended July 31, 2020, as set out in the Bank’s 2020 Third Quarter Report to Shareholders, prepared in accordance with International Financial Reporting Standards (“**IFRS**”); (b) update the risk factor relating to the coronavirus (“**COVID-19**”) and change the order in which it appears under “**RISK FACTORS**” in the Prospectus; and (c) 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 Nine Month Periods Ended July 31, 2020**

On August 25, 2020, the Bank published its comparative unaudited interim consolidated financial statements for the three and nine month periods ended July 31, 2020 prepared in accordance with IFRS, together with management’s discussion and analysis for the three and nine month periods ended July 31, 2020, set out on pages 3 through 89 of the Bank’s 2020 Third Quarter Report to Shareholders. The remainder of the Bank’s 2020 Third Quarter Report to Shareholders is not incorporated and is either covered elsewhere in the Prospectus or deemed not relevant to investors.

## 3. **Document Incorporated by Reference**

A copy of the Bank’s 2020 Third Quarter Report to Shareholders has been filed with the Financial Conduct Authority and, by virtue of this First Supplement, pages 3 through 89 of the Bank’s 2020 Third Quarter Report to Shareholders are incorporated in, and form part of the Prospectus for the purposes of Article 8 of the Prospectus Regulation.

The Bank’s 2020 Third Quarter Report to Shareholders is available at the following link:

[https://www.scotiabank.com/content/dam/scotiabank/corporate/quarterly-reports/2020/q3/Q320-Shareholders-Report\\_EN.pdf](https://www.scotiabank.com/content/dam/scotiabank/corporate/quarterly-reports/2020/q3/Q320-Shareholders-Report_EN.pdf)

To the extent that any document or information incorporated by reference in the Bank’s 2020 Third Quarter Report to Shareholders 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 First Supplement for the purposes of the Prospectus Regulation or the ISM Rulebook except where such other documents or information are specifically incorporated by reference or attached to this First Supplement.

## 4. **COVID-19 Risk Factor**

By virtue of this First Supplement, the section “**RISK FACTORS**” on pages 18 to 46 of the Prospectus is amended by deleting the risk factor entitled “**A. Issuer Risks - 2. Emerging and other risks that could impact future results - “(ii) Macroeconomic uncertainty - (a) COVID-19 Pandemic may have an adverse impact on the Bank**” on pages 27 to 28 of the Prospectus and inserting the following risk factor as the first risk factor of the section “**A. Issuer Risks - 1. Principal Risks**” just before “**Credit Risk**”:

“(i) ***COVID-19 Pandemic may have an adverse impact on the Bank***

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 government-mandated social distancing measures, travel restrictions, quarantines, and stay at home directives. The breadth and depth of the impact of COVID-19 on the global economy and financial markets continues to evolve with disruptive effects in countries in which the Bank operates and the global economy. COVID-19 continues to impact the Bank’s employees, customers and communities, impacting the Bank’s operations, financial results and present and future risks to the Bank’s businesses. The Bank is closely monitoring the potential effects and impact of the pandemic, which is an evolving situation.

The COVID-19 pandemic has had disruptive effects in Canada and other 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, increased unemployment levels and changes to the

macroeconomic environment. The disruptive effects of the pandemic have contributed to economic slowdowns both domestically and globally, leading to lower GDP growth, and concerns about a prolonged Canadian recession and the sustainability of Canadian household indebtedness.

Governments and central banks around the world, including Canada, have taken, and are continuing to take, significant measures to provide economic assistance to individual households and businesses, stabilize the markets, and support economic growth. The success of these measures is unknown, and they may not be sufficient to fully mitigate the negative impact of the pandemic or avert continued recessionary conditions in the markets or economies in which the Bank operates. With respect to client relief programs, the Bank's participation directly or on behalf of customers and clients in these programs may face challenges, including increased risk of client disputes, negative publicity, exposure to litigation, or government and regulatory scrutiny, all of which could increase the Bank's operational, legal and compliance costs and damage to its reputation. The effectiveness of these programs will depend on the duration and scale of COVID-19 and will vary by region and industry, with varying degrees of benefit to the Bank's customers.

In addition to the impact that the COVID-19 pandemic has on the Bank's business, it may also continue to increase financial stress on the Bank's customers. This could lead to increased pressure on the Bank's individual customers, as well as on the financial performance of the Bank's small business, commercial and corporate clients in conjunction with operational constraints due to the impacts of social distancing, including but not limited to continued closures or reduced operating hours, lost sales opportunities and/or increased operating costs. 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 could have significant adverse effects on the Bank's financial results, businesses, financial condition or liquidity, including by influencing the recognition of credit losses in the Bank's loan portfolios and increasing the Bank's allowance for credit losses, particularly if businesses remain closed or operate at reduced capacities and as more customers are expected to draw on their lines of credit to seek additional loans to help finance their businesses. The COVID-19 pandemic has and may continue to result in disruptions to the Bank's customers and the way in which the Bank conducts business, including the closure of certain branches, increased staff working off premises, and changes to operations due to higher volumes of client request, as well as disruptions to key suppliers of the Bank's goods and services. 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 cybersecurity threats, attacks and breaches, fraudulent activities, and other compromises or operational risks. The Bank is proactively monitoring for increased phishing, fraud, privacy, and cyberattacks, 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 suppliers, who may also be exposed to similar risks which could in turn impact the Bank's operations, and other operational risks.

#### *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 businesses, 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, businesses and operations. Moreover, it remains uncertain how the macroeconomic environment, societal and business norms will be impacted following the COVID-19 pandemic. The post-COVID-19 environment may undergo unexpected developments or changes in financial markets, the fiscal, tax and regulatory environments, and consumer behaviour. These developments and changes, and to the extent that the Bank is not able to adapt or compete effectively, could adversely impact the Bank's operations, businesses, prospects, financial performance and financial condition. The Bank continues to monitor the situation and assess further possible implications stemming from the COVID-19 pandemic."

and the other risk factors in the section "A. Issuer Risks - 1. Principal Risks" shall be deemed to be renumbered accordingly.

## 5. General Information

There has been no significant change in the financial performance or financial position of the Bank and its subsidiaries taken as a whole since July 31, 2020, being the date of the latest unaudited interim consolidated financial statements of the Bank for the three and nine month periods ended July 31, 2020, and, except as disclosed in the section "COVID-19 Pandemic" on page 33 of the Bank's 2020 Third Quarter Report to Shareholders and as disclosed in the risk factor entitled "*COVID-19 Pandemic may have an adverse impact on the Bank*" under "4. COVID-19 Risk Factor" above, there has no material adverse change in the prospects of the Bank and its subsidiaries taken as a whole since October 31, 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 First Supplement or any statement incorporated by reference into the Prospectus by way of this First 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 First Supplement or in the Bank's 2020 Third Quarter Report to Shareholders incorporated by reference in the Prospectus by virtue of this First Supplement (including without limitation the information set out at page 33 of the Bank's 2020 Third Quarter 2020 Report to Shareholders under the heading "COVID-19 Pandemic"), 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 First Supplement, the Prospectus and the documents incorporated by reference in either this First Supplement or the Prospectus can be obtained on written request and without charge from (i) 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, Telephone: +1 (416) 866-3672; (ii) and (ii) from 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, United Kingdom; Telephone: +44 (0)20 7638 5644 and may also be viewed free of charge on the website of the Issuer at <https://www.scotiabank.com/ca/en/about/investors-shareholders/funding-programs/euro-medium-term-notes.html> and 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.