FIRST SUPPLEMENT DATED 27 AUGUST 2024 TO THE PROSPECTUS DATED 11 JULY 2024

THE BANK OF NOVA SCOTIA

(a Canadian chartered Bank)

U.S.$40,000,000,000

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 11 July 2024 (the "**Prospectus**") which is a base prospectus for the purposes of Article 8 of the UK Prospectus Regulation (as defined below) in respect of notes listed on the Official List of the Financial Conduct Authority and admitted to trading on the Main Market of the London Stock Exchange plc and Admission Particulars in respect of notes to be 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 UK 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.$40,000,000,000 Euro Medium Term Note Programme established by the Issuer (the "**Programme**"). When used in this First Supplement, "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended.

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, prepared in accordance with International Financial Reporting Standards ("**IFRS**"), and management's discussion and analysis for the three month and nine month periods ended 31 July 2024, as set out in the Bank's 2024 Third Quarter Report to Shareholders; (b) update the section entitled "**Legal and Arbitration Proceedings**" in the Prospectus regarding governmental, legal or arbitration proceedings which may have, or have had in the recent past, significant effect on the financial position or profitability of the Bank or the Bank's subsidiaries; and (c) update the "**General Information**" section of the Prospectus in relation to any significant change in the financial performance or financial position or material adverse change in the prospects of the Bank and its subsidiaries.

2. Comparative Unaudited Interim Consolidated Financial Statements and Management's Discussion and Analysis as at and for the Three Month and Nine Month Periods Ended 31 July 2024

On 27 August 2024, the Bank published its comparative unaudited interim consolidated financial statements for the three month and nine month periods ended 31 July 2024 prepared in accordance with IFRS, together with the management's discussion and analysis for the three month and nine month periods ended 31 July 2024, set out on pages 3 through 94 of the Bank's 2024 Third Quarter Report to Shareholders.

3. Document Incorporated by Reference

A copy of the Bank's 2024 Third Quarter Report to Shareholders has been filed with the Financial Conduct Authority and, by virtue of this First Supplement, pages 3 through 94 of the Bank's 2024 Third Quarter Report to Shareholders are incorporated in, and form part of, the Prospectus for the purposes of Article 8 of the UK Prospectus Regulation. The remainder of the Bank's 2024 Third Quarter Report to Shareholders is not incorporated in the Prospectus and is either covered elsewhere in the Prospectus or deemed not relevant to investors.The Bank's 2024 Third Quarter Report to Shareholders is available at the following link:

https://www.scotiabank.com/content/dam/scotiabank/corporate/quarterly-reports/2024/q3/Q324_Shareholders_Report-EN.pdf

To the extent that any document or information incorporated by reference in this First Supplement itself incorporates any other documents or information by reference therein, either expressly or implicitly, such other document or information will not form part of this Prospectus for the purposes of the UK Prospectus Regulation or the ISM Rulebook, except where such other document or information is specifically incorporated by reference into or attached to this First Supplement.

4. Amendment to statement regarding governmental, legal or arbitration proceedings

The section entitled "**Legal and Arbitration Proceedings**" under the section entitled "**THE BANK OF NOVA SCOTIA**" on page 77 of the Prospectus is hereby deleted in its entirety and replaced with the following:

"**Legal and Arbitration Proceedings**

Save as disclosed on pages 20 to 21 (Legal Proceedings and Regulatory Actions) in the Bank's Annual Information Form dated 28 November 2023, note 27 (Corporate Income Taxes) on pages 213 to 215 of the Bank's consolidated financial statements for the year ended 31 October 2023 contained in the 2023 Annual Report and note 21 (Corporate income taxes) on page 93 of the Bank's 2024 Third Quarter Report, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Bank is aware), during the 12 month period preceding the date of this Prospectus which may have, or have had in the recent past, significant effects on the Bank and the Bank's subsidiaries' (taken as a whole) financial position or profitability."

5. Any significant change in the financial performance or financial position of the Bank and its respective subsidiaries or material adverse change in the prospects of the Bank and its subsidiaries

There has been no significant change in the financial performance or financial position of the Bank and its subsidiaries taken as a whole since 31 July 2024, being the date of the latest unaudited interim consolidated financial statements of the Bank for the three month and nine month periods ended 31 July 2024, and no material adverse change in the prospects of the Bank and its subsidiaries taken as a whole since 31 October 2023, being the date of the latest audited published consolidated financial statements of the Bank.

6. General Information

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, including on pages 3 through 94 of the 2024 Third Quarter Report to Shareholders as incorporated by reference in the Prospectus by virtue of this First Supplement, 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 approval by the FCA of the Prospectus.

Copies of this First Supplement, the Prospectus and the documents or information incorporated by reference in this First Supplement and the Prospectus can be (i) obtained on written request and without charge from the principal executive offices of the Bank from the Executive Vice-President and General Counsel, The Bank of Nova Scotia, 40 Temperance Street, Toronto, Ontario M5H 0B4, Canada, Telephone: +1 (416) 866-3672 and inspected or collected by Noteholders free of charge at all reasonable times from the specified office of each Paying Agent set out at the end of the Prospectus or may be provided by email to a Noteholder following their prior written request to any Paying Agents or the Issuer and provision of proof of holding and identity (in a form satisfactory to the relevant Paying Agent or the Issuer, as the case may be); and (ii) viewed free of charge on the website of the Issuer and on the website of the Regulatory News Service operated by the London Stock Exchange plc at https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html under the name of the Issuer.