

**SECOND AMENDING AGREEMENT TO SIXTH AMENDED AND RESTATED
MASTER DEFINITIONS AND CONSTRUCTION AGREEMENT**

THIS SECOND AMENDING AGREEMENT TO SIXTH AMENDED AND RESTATED MASTER DEFINITIONS AND CONSTRUCTION AGREEMENT (this “**Agreement**”) is made as of the 5th day of December, 2022.

BETWEEN:

- (1) **THE BANK OF NOVA SCOTIA**, a bank named in Schedule I to the Bank Act, whose executive office is at 40 Temperance Street, Toronto, Ontario, M5H 0B4, in its capacity as the Issuer, the Seller, the Servicer, the Cash Manager, the Account Bank, the GDA Provider, the Intercompany Loan Provider, the Interest Rate Swap Provider and the Covered Bond Swap Provider;
- (2) **CITIBANK, N.A. LONDON BRANCH**, acting through its office at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, in its capacity as the Principal Paying Agent, a Transfer Agent and an Exchange Agent;
- (3) **CITIBANK EUROPE PLC**, acting through its office at 1 North Wall Quay, Dublin 1, Republic of Ireland, in its capacity as a Paying Agent and a Registrar;
- (4) **THE BANK OF NOVA SCOTIA, LONDON BRANCH**, acting through its office at 201 Bishopsgate, London EC2M 3NS, in its capacity as the former Principal Paying Agent, a former Registrar and a former Transfer Agent;
- (5) **THE BANK OF NOVA SCOTIA - NEW YORK AGENCY**, acting through its office at 250 Vesey Street New York, NY 10281, in its capacity as a former Paying Agent, a former Registrar, a former Transfer Agent and the former Exchange Agent;
- (6) **SCOTIABANK COVERED BOND GUARANTOR LIMITED PARTNERSHIP**, a limited partnership formed under the laws of the Province of Ontario, whose registered office is at 40 Temperance Street, 14th Floor, Toronto, Ontario, M5H 0B4, by its managing general partner, **SCOTIABANK COVERED BOND GP INC.** (in its capacity as the Guarantor);
- (7) **SCOTIABANK COVERED BOND GP INC.**, a corporation incorporated under the laws of Canada whose registered office is located at 40 Temperance Street, 14th Floor, Toronto, Ontario, M5H 0B4, in its capacity as Managing General Partner;
- (8) **8429057 CANADA INC.** a corporation incorporated under the laws of Canada whose registered office is located at 100 King Street West, Suite 6100, 1 First Canadian Place, Toronto, Ontario, M5X 1B8, in its capacity as Liquidation General Partner;
- (9) **COMPUTERSHARE TRUST COMPANY OF CANADA**, a trust company incorporated under the laws of Canada, whose registered office is at 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1, in its capacity as Bond Trustee and Custodian;

- (10) **KPMG LLP**, a limited liability partnership under the laws of the Province of Ontario, whose registered office is at Bay Adelaide Centre, 333 Bay Street, Suite 4600, Toronto, Ontario, M5H 2S5, in its capacity as Cover Pool Monitor; and
- (11) **BTA INSTITUTIONAL SERVICES AUSTRALIA LIMITED**, a trust company incorporated under the laws of New South Wales, in its capacity as a Paying Agent and a Registrar with respect to the Australian Covered Bonds.

WHEREAS the parties hereto entered into a sixth amended and restated master definitions and construction agreement dated as of October 6, 2022, which was further amended by an amending agreement dated as of October 25, 2022 (as so amended, the “**Master Definitions and Construction Agreement**”);

AND WHEREAS the parties hereto wish to further amend the Master Definitions and Construction Agreement pursuant to the terms of this Agreement;

NOW THEREFORE IT IS HEREBY AGREED that in consideration of the mutual covenants and agreements herein set forth, the parties agree as follows:

ARTICLE 1– AMENDMENT

1.01 Amendment

The definition of “Executive Offices” in Article 1 to the Master Definitions and Construction Agreement is deleted in its entirety and replaced with the following:

“**Executive Offices** The executive offices of the Bank located at 40 Temperance Street, Toronto, Ontario, M5H 0B4”

ARTICLE 2– MISCELLANEOUS

2.01 Further Assurances

Each of the parties hereto will from time to time execute and deliver all such further documents and instruments and do all acts and things as any of the other parties may reasonably require to effectively carry out or better evidence or perfect the full intent and meaning of this Agreement.

2.02 Other Amendments

Except as expressly amended, modified and supplemented hereby, the provisions of the Master Definitions and Construction Agreement are and shall remain in full force and effect and shall be read with this Agreement, *mutatis mutandis*. Where the terms of this Agreement are inconsistent with the terms of the Master Definitions and Construction Agreement (prior to its amendment hereby), the terms of this Agreement shall govern to the extent of such inconsistency.

2.03 Governing Law

This Agreement is governed by and will be construed in accordance with the laws of Ontario and the federal laws of Canada applicable therein.

2.04 Interpretation

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Master Definitions and Construction Agreement (prior to its amendment hereby).

IN WITNESS WHEREOF the parties hereto have executed this Agreement on the day and year first before written.

THE BANK OF NOVA SCOTIA, in its capacity as the Issuer, the Seller, the Servicer, the Cash Manager, the Account Bank, the GDA Provider, the Intercompany Loan Provider, the Interest Rate Swap Provider and the Covered Bond Swap Provider

By: “Darren Potter”

Name: Darren Potter

Title: Managing Director, Term Funding and Capital Management

THE BANK OF NOVA SCOTIA, LONDON BRANCH, in its capacity as Principal Paying Agent, a Registrar and a Transfer Agent, in each case, only for Covered Bonds issued and outstanding as of 6 October 2022

By: “James Walter”

Name: James Walter

Title: Head of Legal, Europe

By: “Cesare Roselli”

Name: Cesare Roselli

Title: Managing Director

SCOTIABANK COVERED BOND GUARANTOR LIMITED PARTNERSHIP by its managing general partner **SCOTIABANK COVERED BOND GP INC.**

By: “Darren Potter”

Name: Darren Potter

Title: Vice-President

SCOTIABANK COVERED BOND GP INC., in
its capacity as Managing GP

By: *“Darren Potter”*

Name: Darren Potter
Title: Vice-President

8429057 CANADA INC., in its capacity as
Liquidation GP

By: *“Toni De Luca”*

Name: Toni De Luca
Title: President and Secretary

By: *“Charles Eric Gauthier”*

Name: Charles Eric Gauthier
Title: Vice-President and Vice Secretary

**COMPUTERSHARE TRUST COMPANY OF
CANADA**, in its capacity as Bond Trustee and
Custodian

By: *“Ashley Hayward”*

Name: Ashley Hayward
Title: Corporate Trust Officer

By: *“Ann Samuel”*

Name: Ann Samuel
Title: Associate Trust Officer

THE BANK OF NOVA SCOTIA - NEW YORK AGENCY, in its capacity as a Paying Agent, a Registrar, a Transfer Agent and Exchange Agent, in each case, only for Covered Bonds issued and outstanding as of 6 October 2022

By: *“Angela Gilson”*

Name: Angela Gilson

Title: Managing Director & Head, GWO US

KPMG LLP, in its capacity as Cover Pool Monitor

By: *“Greg Lawrie”*

Name: Greg Lawrie

Title: Partner

BTA INSTITUTIONAL SERVICES AUSTRALIA LIMITED, in its capacity as a Paying Agent and a Registrar

By: *“Andrea Ruver”*

Name: Andrea Ruver

Title: Vice President

CITIBANK, N.A. LONDON BRANCH, in its capacity as Principal Paying Agent, a Transfer Agent and Exchange Agent

By: “Georgia Mitchell”

Name: Georgia Mitchell

Title: Attorney

CITIBANK EUROPE PLC, in its capacity as a Paying Agent and a Registrar

By: “Georgia Mitchell”

Name: Georgia Mitchell

Title: Attorney