



THE BANK OF NOVA SCOTIA

Global Wholesale Operations

Derivative Products

44 King St. West, Toronto, Ontario, Canada M5H 1H1

August 23, 2022

**EQB Covered Bond (Legislative) Guarantor Limited Partnership,
acting by its managing general partner, EQB Covered Bond (Legislative) GP Inc.
66 Wellington Street West, Suite 5300
TD Bank Tower
Toronto, Ontario
Canada M5K 1E6**

Amendment Letter

CAD 2,000,000,000 Global Legislative Covered Bond Programme unconditionally and irrevocably guaranteed as to payments by EQB Covered Bond (Legislative) Guarantor Limited Partnership, acting by its managing general partner, EQB Covered Bond (Legislative) GP Inc.

Our Reference ID: SHE026 (Previously: SGN442) (Originally: SEG703)

Re: The Bank of Nova Scotia ("**Party A**") / and EQB Covered Bond (Legislative) Guarantor Limited Partnership, acting by its managing general partner, EQB Covered Bond (Legislative) GP Inc. ("**Party B**")

Dear Sir or Madam:

We refer to the Transaction between The Bank of Nova Scotia ("Party A") and EQB Covered Bond (Legislative) Guarantor Limited Partnership, acting by its managing general partner, EQB Covered Bond (Legislative) GP Inc. ("Party B"), having a Trade Date of July 30, 2021 and an Effective Date of July 29, 2021; evidenced by the Confirmation dated July 30, 2021 as amended from time to time (the "Confirmation") under the ISDA Master Agreement dated July 27, 2021.

The purpose of this amendment letter is to amend the definition of Party A Spread as follows:

Party A Spread: From, and including, the Effective Date to, but excluding, September 29, 2021, [REDACTED] percent per annum. Commencing on September 29, 2021, [REDACTED] per cent per annum, commencing on April 28, 2022, [REDACTED] percent per annum and commencing on August 23, 2022, [REDACTED] per cent per annum and thereafter, in respect of a Portfolio Adjustment (defined below), the spread calculated in accordance with the Spread Determination Procedure and which satisfies the Rating Agency Condition.

All other provisions of the Confirmation shall remain in full force and effect, unamended.

Please confirm that the foregoing correctly sets forth our understanding by executing the copy of this letter attached for that purpose and returning it to us via e-mail to

Yours sincerely,

The Bank of Nova Scotia

Confirmed as of the date first written:

**EQB COVERED BOND (LEGISLATIVE)
GUARANTOR LIMITED PARTNERSHIP, acting by
its managing general partner, EQB Covered
Bond (Legislative) GP Inc.**

By: (signed) Jackson Cheung
Name: Jackson Cheung
Title: Authorised Signature: The Bank of
Nova Scotia

By: (signed) Alex Prokoudine
Name: Alex Prokoudine
Title: Vice-President

By: (signed) Danica Allen
Name: Danica Allen
Title: Authorised Signature: The Bank of
Nova Scotia

By: (signed) Michael Mignardi
Name: Michael Mignardi
Title: Vice-President and General Counsel