

MANDATE

The Bank of Nova Scotia Berhad

BOARD OF DIRECTORS

The Board of Directors (the "Board") of The Bank of Nova Scotia Berhad (the "Bank ") has the responsibilities and duties as outlined below:

Governance

1. To assume responsibility for the stewardship of the Bank.
2. To supervise the management of the business and affairs of the Bank.
3. To perform such duties and approve certain matters as may be required by:
 - the Financial Services Act 2013
 - Companies Act 2016
 - Corporate Governance Policy 2016 and Fit and Proper Requirements issued by Bank Negara Malaysia (the Central Bank)
 - the by-laws of the Bank
 - other relevant statutes and regulations
 - the operational needs of the Bank as required
4. To develop the Bank's approach to corporate governance and its corporate governance principles and guidelines as set by the regulator.
5. To appoint directors or recommend nominees for election to the Board at the annual general meeting of shareholders.
6. As necessary or as required, to establish committees of the Board, delegate the appropriate responsibilities to those said committees, approve their charters, and appoint the Chairs for committees of the Board and as part of this process, review the structure and composition of the Board committees (generally) to ensure that they provide sufficient oversight.
7. To establish expectations and responsibilities of directors, including attendance at, preparation for, and participation in Board and committee meetings.
8. To conduct and act upon annual assessments and evaluations of the board, committees of the Board and individual directors.
9. To approve the Bank's policies and procedures for addressing conflicts of interest.

10. To ensure that there is an ongoing, appropriate and effective process in place for ensuring adherence to the Scotiabank Code of Conduct.
11. To consider reports from management on material developments in the Bank's relationship with its primary regulators, follow up on regulatory findings and the Bank's action plans, and discuss with management whether weaknesses may exist elsewhere in the Bank.

Oversight of Strategic Management and Financial Information

12. To review and approve the Bank's profit plan on an annual basis, and review performance against the approved plans.
13. To oversee the Bank's organizational structure and the succession planning of senior management.
14. To adopt a strategic planning process and approve, on an annual basis, the Bank's business strategy and its business plans, which take into account, among other things, the opportunities and risks of the business and the strategic plan adopted by The Bank of Nova Scotia.
15. To oversee the implementation of the Bank's strategic plans and review reports from management on the Bank's actual operating and financial results in light of the Bank's approved business objectives, strategy, plans and risk framework.
16. To review and approve all material transactions.
17. To review the performance of the Bank and approve the annual financial statements and other public disclosure documents that require Board approval, and the declaration of dividends.

Risk Management and Internal Controls

18. To oversee the Bank's risk strategy, including the Bank's Risk Appetite Framework.
19. To oversee the promotion and maintenance of a sound risk-aware culture and risk-aware driven values throughout the Bank.
20. To oversee that processes are in place to identify the financial and non-financial risks and review and approve significant risk management policies and/or frameworks and ensure implementation of appropriate processes by management to manage these risks.
21. To perform such duties, approve certain matters and review reports as may be required under key Bank policies approved by the Board.
22. To ensure that the Board receives from senior management the information and input required to enable the Board to effectively perform its duties.

23. To oversee the integrity and effectiveness of the Bank's internal controls and management information systems.
24. To oversee that any identified material control deficiencies are escalated and investigated.

Oversight of Management

25. To the extent feasible, satisfy itself (i) as to the integrity of the Chief Executive Officer and other senior officers; and (ii) that they create a culture of integrity throughout the organization of the Bank.
26. To oversee that appropriate succession planning frameworks are in place that include monitoring of executive management to ensure that they are qualified, competent and compensated in a manner that is consistent with appropriate prudential incentives.
27. To advise and counsel the Chief Executive Officer.
28. To oversee the Bank's control functions, having regard to their effectiveness.
29. To establish appropriate structures and procedures to enable the Board to function independently of management.

General

30. To review the Bank's compliance with applicable laws, regulations and guidelines.
31. To review and approve this Mandate and oversee that processes are in place to permit compliance with its provisions.
32. To seek advice and counsel from The Bank of Nova Scotia, as and when required, in the performance of the Mandate prescribed above.

30th of January, 2019