

Scotiabank's Supplier Code of Conduct

Purpose and Scope

This **Supplier Code of Conduct** ("**Supplier Code**") outlines the obligations that third party Suppliers, service providers, intermediaries and independent contractors, including their employees and representatives (each, a "**Supplier**") must comply with when conducting business with, or providing goods and services to, or acting on behalf of, The Bank of Nova Scotia and its subsidiaries, affiliates, officers, directors, employees and authorized representatives ("**Scotiabank**") world-wide.

Scotiabank is committed to its shareholders, clients, employees and the larger community. It is important that Scotiabank honours its core values of respect, integrity, passion, and accountability and that our Suppliers comply with applicable laws, align with the principles established in the [Scotiabank Code of Conduct](#), and operate in accordance with the values upon which this Supplier Code is based. This Supplier Code establishes specific obligations for Suppliers regarding the following issues: responsible business conduct, ethical business & employment practices, environmental stewardship efforts and compliance. Existing agreements between Scotiabank and its Suppliers also contain specific requirements which may address issues identified in this Supplier Code. In the event of a conflict or inconsistency between this Supplier Code and an agreement between Scotiabank and a Supplier, the agreement will govern and prevail.

Responsible Business Conduct

Compliance with Laws

Suppliers must ensure they conduct their business activities in compliance with all applicable laws, rules, and regulations of the jurisdictions in which they operate.

Conflicts of Interest

Suppliers must exercise reasonable care and diligence to prevent any situation in which a conflict-of-interest may occur in its dealings with Scotiabank.

Gifts and Entertainment

The nature of gifts or entertainment provided by any existing or potential Supplier must not, by their quality, quantity or timing, be provided to Scotiabank or its personnel in an attempt to gain advantage or preferential treatment or with the intent to influence Scotiabank's procurement or business activities involving the Supplier. Any gift or entertainment offered must comply with the rules established in the Scotiabank Code of Conduct, be of modest value, infrequent, reasonable in scope, legal and consistent with generally understood ethical standards.

Anti-Bribery and Anti-Corruption

Scotiabank has zero tolerance for bribery and corruption and will not do business with Suppliers who engage in such conduct. Such behavior may be grounds for termination, suspension, disregard or declination of any existing or potential business relationships with the Bank. Suppliers must commit to preventing bribery and corruption and implementing controls to mitigate such risks. Suppliers must not engage in any conduct that would put Scotiabank at risk of violating applicable bribery and corruption laws and regulations, including offering, promising, giving, authorizing, soliciting, demanding, or accepting anything of value, directly or indirectly, to/from anyone in order to obtain or retain a business advantage or any other favorable consideration. Suppliers must comply with all applicable bribery and corruption laws and regulations in the jurisdictions in which they operate. Suppliers must notify Scotiabank if they become aware of any actions or investigations by any government or regulatory agency which may be ongoing or threatened against the Supplier in relation to a breach of such laws and regulations.

Anti Money Laundering Anti-Terrorism Financing and Sanctions

Suppliers must not directly or indirectly engage in any money laundering activities or conduct that violates anti-money laundering laws by accepting, transferring, converting or concealing money obtained from criminal activities or related to terrorist financing. Suppliers must commit to complying with all applicable sanctions, laws and regulations.

Data Protection

Suppliers must protect Scotiabank's confidential information, system and network access. Suppliers must also protect Scotiabank's customer and employee personal information in compliance with applicable laws and Scotiabank policies. Unauthorized use or disclosure of such system, network access, or personal or confidential information is not permitted and if such unauthorized access occurs, it must be reported to Scotiabank promptly after the Supplier becomes aware of it.

Contingency Planning

Suppliers who provide services that may impact Scotiabank's operations and/or reputation, are expected to have business continuity and disaster recovery plans developed, maintained and tested in accordance with applicable regulatory and contractual requirements.

Subcontracting

Suppliers must not assign all or part of a contract to a subcontractor without Scotiabank's written consent. If approved, Suppliers must ensure that the subcontracting arrangement complies with their contractual obligations with Scotiabank and this Supplier Code.

Inside Information

Suppliers may, by virtue of their dealings with Scotiabank, come in contact with material non-public information ("Inside Information") concerning Scotiabank, its affiliates, associated corporations or their customers. Suppliers must comply with legal and other restrictions with respect to trading in the securities of Scotiabank and other publicly traded companies. Suppliers and their personnel may not purchase or sell, whether themselves or whether on behalf of another party, securities issued by Scotiabank or any other publicly traded company while in the possession of Inside Information concerning the issuer. Securities include but are not limited to the following: common and preferred shares, debentures, notes, bonds, warrants, share purchase rights and options. Suppliers must have appropriate policies and procedures in place to comply with applicable laws and regulatory requirements regarding the management of Inside Information (such as information barriers or "ethical walls") and must prevent inappropriate access or disclosure of Inside Information.

Publicity

Suppliers must not make any public statements (whether on company websites, via social media or otherwise), issue any media releases or distribute any marketing materials referencing Scotiabank, or Scotiabank trademarks or logos, unless Scotiabank has approved each proposed use in advance or such use is expressly permitted in an existing agreement with Scotiabank.

Ethical Business & Employment Practices

Human Rights

Scotiabank is committed to respecting human rights and maintains an approach that is consistent with the framework established by the United Nations Guiding Principles on Business and Human Rights. This approach is set out in Scotiabank's [Global Human Rights Statement](#). Scotiabank requires its Suppliers to conduct business and maintain policies and practices that are also consistent with these values. Harassment, discrimination, violence and other illegal and inappropriate behaviour must not be tolerated by Suppliers.

Diversity and Equity

As a leading bank in the Americas and guided by our purpose: "for every future", we are committed to providing equal opportunity to all suppliers. Scotiabank is committed to respecting diversity and inclusion, as set out in Principle 5 of Scotiabank's [Code of Conduct](#). The standards and expectations regarding discrimination and harassment in Principle 5.1 extend to our Suppliers.

Corporate Social Responsibility

Employment Practices:

- **Wages & Working Hours** - Suppliers must comply with applicable employment/labour standards laws, and must provide wages and entitlements that meet or exceed the requirements of local law. Working hours, overtime hours, and number of working days per week must not exceed the relevant legal limits and must be documented in a manner that is transparent and accessible to workers.
- **No Forced Labour** - Suppliers must not use any forced, involuntary, compulsory or indentured labour in any of its business activities or operations. Suppliers must comply with applicable modern slavery, forced labour and human trafficking laws and must not engage in practices associated with forced labour, withholding of wages, retention of identity documents or restriction of an individual's movement.
- **No Child Labour** - Suppliers must not employ any individual under the legal age of employment in the jurisdiction in which it operates or conducts business. Suppliers must operate in compliance with local laws and abide by the core International Labour Organization ("ILO") standards regarding child labour, such as ILO Convention No. 182 on the worst forms of child labour.
- **Discrimination, Harassment and Violence** – Suppliers must have in place policies and procedures which prohibit, and address discrimination, harassment and violence in the workplace.
- **Resolution of Employment Concerns** - Suppliers must maintain a process for their employees to raise concerns without fear of reprisal which is transparent and ensures the confidentiality and protection of individuals that may raise concerns.
- **Occupational Health and Safety** - Suppliers must ensure their offices and facilities are compliant with applicable occupational health and safety laws. Suppliers must implement and maintain appropriate safety procedures, provide employees with required training, and supply any necessary protective equipment required for a safe and healthy work environment.

Environmental Stewardship

Suppliers should seek to conduct their businesses in an environmentally responsible way, offering or using environmentally responsible products and services to the extent available, all with the goal of assisting in the reduction of any negative impact on our environment.

Suppliers must comply with all applicable environmental laws and regulations in the countries where they operate or where their suppliers operate if producing products for Scotiabank. Where not covered by applicable laws and regulations, Suppliers should have a system in place to responsibly manage hazardous materials, wastewater, solid waste, and impacts on air quality.

Greenhouse Gas Emissions

Suppliers are encouraged to track and mitigate their greenhouse gas (“GHG”) emissions, which should include establishing GHG emissions reduction targets, undertaking projects focused on operational efficiencies and technological improvements, and offering low-carbon products and services to Scotiabank.

Water Consumption and Waste Reduction.

Suppliers are encouraged to undertake initiatives to promote greater environmental responsibility, such as implementing policies and programs relating to reducing water, waste, energy and paper consumption.

Climate Change Risk

Suppliers are encouraged to incorporate climate change risk assessment into their risk management procedures. This may include establishing ongoing monitoring of physical climate risks (e.g. flooding, storm events, drought, extreme heat or cold) and transition climate risks (e.g. policy or regulatory changes, increased fuel costs, changing market conditions) and maintaining appropriate governance and oversight structures to identify and manage climate risks.

Environmental Performance Reporting

Suppliers are encouraged to measure and publicly report on their climate change risk and environmental performance.

Record-Keeping and Compliance

Record Keeping

Suppliers must maintain accurate, detailed and complete books, accounts and records in order to verify compliance with applicable laws, as well as this Supplier Code and their contractual obligations with Scotiabank. Suppliers must not destroy records that may be relevant to any pending or threatened legal or regulatory proceeding.

Compliance

In the event of any non-compliance with this Supplier Code, corrective actions must be implemented without undue delay. Any material non-compliance with this Supplier Code may result in the termination of the Supplier relationship with Scotiabank, in accordance with the applicable agreement between Scotiabank and the Supplier.

Ownership of this Supplier Code.

The Chief Procurement Officer, Global Procurement Services is the executive owner of this Supplier Code of Conduct. Revision date: September 2020.