

DECLARATION OF OWNERSHIP OF BANK SHARES**Instructions**

- (a) This declaration is required in connection with restrictions on ownership and registration of a transfer or issue of shares of The Bank of Nova Scotia (the “Bank”) under the provisions of the *Bank Act* (Canada).
- (b) This declaration is to be completed by the person/entity in whose name shares are to be registered (the “Purchaser”). If there is more than one Purchaser, a separate declaration is to be completed by each of them.
- (c) This declaration is to be signed as follows:
- (i) if the Purchaser is an individual, by the individual, or
 - (ii) if the Purchaser is a corporation, partnership, association, trust or other organization, by an authorized officer or partner.
- (d) If because of changed circumstances any statement made in this Declaration ceases to be true, immediately notify the Bank’s Registrar and Transfer Agent, Computershare Trust Company of Canada.

1. This declaration is made in connection with the undersigned Purchaser’s request that (*check one box*)

- Common shares
- Preferred shares

be registered in the name of the Purchaser on the registers of the Bank.

2. The Purchaser is a resident of:

- Canada United States or another jurisdiction

3. Within the meaning of the provisions of the *Bank Act* (Canada)*, the undersigned Purchaser declares:

- (a) The Purchaser is not, and none of the shares are beneficially owned by, Her Majesty in right of Canada or in right of a province or any agent or agency of Her Majesty in either of those rights, or the government of a foreign country or any political subdivision of a foreign country or any agent or agency of a foreign government.
- (b) The total number of shares of the above-noted class (common or preferred) of the Bank that will be held or beneficially owned by the Purchaser, by entities controlled by the Purchaser and by associates of or persons acting jointly or in concert with the Purchaser, will not exceed in the aggregate 10% of the outstanding shares of that class.

DATED the _____ day of _____, _____.

Name of Purchaser (please print)

Signature of Purchaser

Address of Purchaser (please print)

Name and title of authorized signing officer or partner, if applicable (please print)

* See reverse hereof.

THE BANK ACT (CANADA)
Excerpts from Sections 2, 3, 8, 9, 370 - 372, 401.2 and 401.3

2. “beneficial ownership” – “beneficial ownership” includes ownership through one or more trustees, legal representatives, agents or other intermediaries.
3. (1) Control - For the purposes of this Act,
(a) a person controls a body corporate if securities of the body corporate to which are attached more than 50 percent of the votes that may be cast to elect directors of the body corporate are beneficially owned by the person and the votes attached to those securities are sufficient, if exercised, to elect a majority of the directors of the body corporate;
(a.1) a person controls a federal credit union if the person and all of the entities controlled by the person have the right to exercise more than 50 per cent of the votes that may be cast at an annual meeting or to elect the majority of the directors of the federal credit union;
(b) a person controls an unincorporated entity, other than a limited partnership, if more than 50 percent of the ownership interests, however designated, into which the entity is divided are beneficially owned by that person and the person is able to direct the business and affairs of the entity;
(c) the general partner of a limited partnership controls the limited partnership; and
(d) a person controls an entity if the person has any direct or indirect influence that, if exercised, would result in control in fact of the entity.
- (2) Deemed control - A person who controls an entity is deemed to control any entity that is controlled, or deemed to be controlled, by the entity.
- (3) Deemed control - A person is deemed to control, within the meaning of paragraph (1)(a) or (b), an entity if the aggregate of
(a) any securities of the entity that are beneficially owned by that person, and
(b) any securities of the entity that are beneficially owned by any entity controlled by that person
is such that, if that person and all of the entities referred to in paragraph (b) that beneficially own securities of the entity were one person, that person would control the entity.
8. (1) Significant interest - A person has a significant interest in a class of shares of a bank or bank holding company if the aggregate of
(a) any shares of that class beneficially owned by the person, and
(b) any shares of that class beneficially owned by entities controlled by the person
exceeds 10 per cent of all of the outstanding shares of that class of shares of the bank or bank holding company.
9. (1) Acting in concert - For the purposes of Part VII and Division 7 of Part XV, if two or more persons have agreed, under any agreement, commitment or understanding, whether formal or informal, verbal or written, to act jointly or in concert in respect of
(a) shares of a bank or of a bank holding company that they beneficially own,
(b) shares or ownership interests that they beneficially own of any entity that beneficially owns shares of a bank or of a bank holding company, or
(c) shares or ownership interests that they beneficially own of any entity that controls any entity that beneficially owns shares of a bank or bank holding company,
those persons are deemed to be a single person who is acquiring beneficial ownership of the aggregate number of shares of the bank or bank holding company or shares or ownership interests of the entity that are beneficially owned by them.
- (2) Acting in concert - Without limiting the generality of subsection (1), any agreement, commitment or understanding by or between two or more persons who beneficially own shares of a bank or bank holding company or shares or ownership interests of any entity referred to in paragraph (1)(b) or (c),
(a) whereby any of them or their nominees may veto any proposal put before the board of directors of the bank or bank holding company, or
(b) under which no proposal put before the board of directors of the bank or bank holding company may be approved except with the consent of any of them or their nominees,
is deemed to be an agreement, commitment or understanding referred to in subsection (1).
370. (1) Definitions - In this Part, “agent” means
(a) in relation to Her Majesty in right of Canada or of a province, any agent of Her Majesty in either of those rights and includes a municipal or public body empowered to perform a function of government in Canada or any entity empowered to perform a function or duty on behalf of Her Majesty in either of those rights, but does not include
(i) an official or entity performing a function or duty in connection with the administration or management of the estate or property of a natural person,
(ii) an official or entity performing a function or duty in connection with the administration, management or investment of a fund established to provide compensation, hospitalization, medical care, annuities, pensions or similar benefits to natural persons, or moneys derived from such a fund, or
(iii) the trustee of any trust for the administration of a fund to which Her Majesty in either of those rights contributes and of which an official or entity that is an agent of Her Majesty in either of those rights is a trustee, and
(b) in relation to the government of a foreign country or any political subdivision thereof, a person empowered to perform a function or duty on behalf of the government of the foreign country or political subdivision, other than a function or duty in connection with the administration or management of the estate or property of a natural person;
371. (1) Associates - For the purposes of determining ownership of a bank, if two persons who each beneficially own shares or membership shares of a bank are associated with each other, those persons are deemed to be a single person who beneficially owns the aggregate number of shares and membership shares of the bank beneficially owned by them.
- (2) Associates - For the purposes of subsection (1), a person who beneficially owns shares or membership shares of a bank is associated with another person who beneficially owns shares or membership shares of the bank if
(a) one person is Her Majesty in right of Canada and the other person is Her Majesty in right of a province or one person is Her Majesty in right of a province and the other person is Her Majesty in right of another province;
(b) each person is an agent of Her Majesty in right of Canada or in right of a province;
(c) each person is an official, a trustee or an entity referred to in subparagraphs (a)(ii) and (iii) of the definition “agent” in subsection 370(1);
(d) each person is an entity owned or controlled by Her Majesty in right of Canada or in right of a province that is not an agent of Her Majesty and is not empowered to perform a function or duty on behalf of Her Majesty;
(e) both persons are trustees of any trusts for the administration of funds to which Her Majesty in right of Canada contributes and of which no official or entity that is an agent of Her Majesty in such right is a trustee;
(f) both persons are trustees of any trusts for the administration of funds to which Her Majesty in right of a particular province contributes and of which no official or entity that is an agent of Her Majesty in right of that province is a trustee;
(g) one person is a local cooperative credit society and the other person is a central cooperative credit society of which the first person is a member;
(h) both persons are local cooperative credit societies that are members of the same central cooperative credit society;
(i) one person is a central cooperative credit society, the other person is a federation of cooperative credit societies of which the first is a member, and both persons are incorporated or organized by or pursuant to legislation enacted by the same legislative body;
(j) both persons are central cooperative credit societies that are members of the same federation of cooperative credit societies, and both persons and the federation of cooperative credit societies are incorporated or organized by or pursuant to legislation enacted by the same legislative body; or
(k) both persons are associated within the meaning of paragraphs (a) to (j) with the same person.
372. Significant Interest – Except as permitted by this Part, no person shall have a significant interest in any class of shares, or in membership shares, of a bank.
- 401.2 (1) Constraining registration: Crown and foreign governments - No bank is to record in its securities register or members register a transfer or issue of any share or membership share of the bank to
(a) Her Majesty in right of Canada or of a province or any agent or agency of Her Majesty in either of those rights; or
(b) the government of a foreign country or any political subdivision of a foreign country, or any agent or agency of a foreign government.
- 401.3. (1) Suspension of voting rights held by governments - Despite section 148, no person shall, in person or by proxy, exercise any voting rights attached to any share of a bank that is beneficially owned by
(a) Her Majesty in right of Canada or of a province or any agency of Her Majesty in either of those rights; or
(b) the government of a foreign country or any political subdivision thereof, or any agency thereof.