

BNS CAPPED ENHANCED PARTICIPATION NOTES LINKED TO TELUS CORPORATION, SERIES 1 (CAD)

Principal at Risk Notes – Due February 1, 2027



January 18, 2024

The Bank of Nova Scotia short form base shelf prospectus dated March 4, 2022, a prospectus supplement thereto dated March 4, 2022 and pricing supplement No. 3741 (the “pricing supplement”) thereto dated January 18, 2024 (collectively, the “Prospectus”) have been filed with the securities regulatory authorities in each of the provinces and territories of Canada. A copy of the Prospectus and any amendments or supplements thereto that have been filed are required to be delivered with this document. The Prospectus and any amendments or supplements thereto contain important information relating to the securities described in this document. This document does not provide full disclosure of all material facts relating to the securities offered and investors should read the Prospectus, and any amendments or supplements thereto, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision. A copy of the short form base shelf prospectus, the prospectus supplement and the pricing supplement can also be obtained at www.sedarplus.ca. Unless the context otherwise requires, terms not otherwise defined herein will have the meaning ascribed thereto in the Prospectus.

Linked to
TELUS Corporation

500.00% Upside Participation Rate
if the Price Return is positive

Capped Maturity Amount equal to \$163.00 per
Note
(represents a maximum return of 63.00% over
the Principal Amount)

KEY TERMS**Issuer**

The Bank of Nova Scotia (the “Bank”).

Reference Share* and Reference Company

The common shares (individually, the “Reference Share” and collectively, the “Reference Shares”) of TELUS Corporation, an issuer listed on the Toronto Stock Exchange (the “Exchange”) (the “Reference Company”).

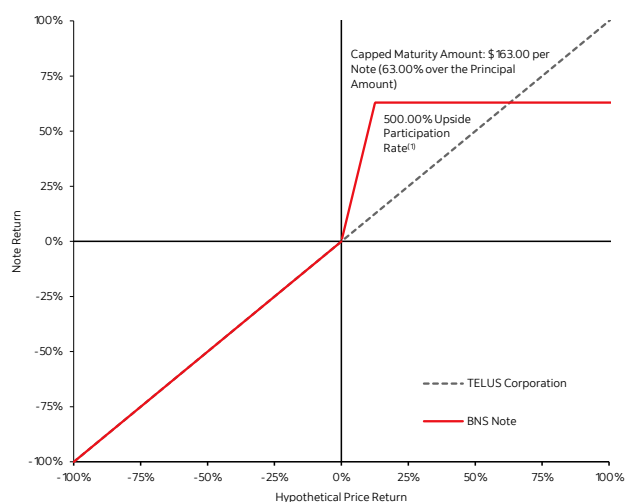
Potential Enhanced Upside Performance

If the Price Return on the Final Valuation Date is greater than 0.00%, investors will benefit from the positive Price Return on maturity of the Notes subject to a 500.00% Participation Rate and the Capped Maturity Amount (equal to \$163.00 per Note, which represents a maximum return of 63.00% over the Principal Amount or \$63.00 per Note). If the Price Return on the Final Valuation Date is equal to 0.00%, a holder of the Notes will receive only the Principal Amount at maturity. The Price Return will equal the price performance of the Reference Share measured on the Initial Valuation Date and on the Final Valuation Date, expressed as a percentage (which can be zero, positive or negative).

Potential Downside Risk

If the Price Return on the Final Valuation Date is less than 0.00%, a holder of the Notes will be fully exposed to any negative price performance of the Reference Share, meaning that substantially all of such holder’s investment may be lost (subject to a minimum principal repayment of \$1.00 per Note).

*The Price Return reflects the price appreciation or depreciation of the Reference Share. The annual dividend yield on the Reference Share as of December 29, 2023 was 6.17%, representing an aggregate dividend yield of approximately 19.68% annually compounded over the term of the Notes on the assumption that the dividends paid on the Reference Share remain constant.

Graphical Depiction of the Return Profile for the Notes

⁽¹⁾Applied to any positive Price Return on the Final Valuation Date, subject to the Capped Maturity Amount.

The return profile above is provided for illustration purposes only. This graph demonstrates the Note Return at maturity based on certain hypothetical Price Returns. There can be no assurance that any specific return will be achieved on the Notes. All examples assume that an investor has purchased the Notes with an aggregate principal amount of \$100.00 per Note, holds the Notes until the Maturity Date and that no special circumstances have occurred during the term of the Notes (see “Special Circumstances” in the pricing supplement).

Fundserv	Available Until	Issue Date	Term to Maturity
SSP4511	January 26, 2024	February 1, 2024	3 years

CONTACT INFORMATION
www.scotianotes.com

Sales and Marketing: 1-866-416-7891
Fundserv Customer Service for Advisors: 1-833-594-3143

The information above must be read in conjunction with the Prospectus.

ADDITIONAL KEY TERMS

Principal Amount

\$100.00 per Note.

Minimum Investment

\$5,000 (50 Notes).

CUSIP

064164Y83.

Fundserv Code

SSP4511.

Reference Share and Reference Company

Whether there is a return on the Notes and whether the Principal Amount is returned at maturity is based on the price performance of the common shares (individually, the "Reference Share" and collectively, the "Reference Shares") of TELUS Corporation (the "Reference Company"). The Reference Company is a communications technology company that provides products and services spanning wireless, data, IP, voice, television, entertainment, video and security. This Reference Company has two reporting segments: TELUS technology solutions and TELUS International. The TELUS technology solutions segment includes network revenues and equipment sales arising from mobile technologies; data revenues which include internet protocol; television; hosting, managed information technology and cloud based services; software, data management and data analytics-driven smart food-chain technologies; and home and business security; certain healthcare software and technology solutions; voice and other telecommunications revenues; and equipment sales. TELUS International is comprised of digital customer experience and digital-enablement transformation solutions, including artificial intelligence and content management solutions. The Reference Company is listed on the Toronto Stock Exchange (the "Exchange") under the symbol T. The Reference Share is subject to adjustments that may be made upon the occurrence of any special circumstances including a Merger Event, Tender Offer, Substitution Event or an Extraordinary Event. See "Special Circumstances" in the pricing supplement.

The Notes do not represent a direct or indirect investment in the Reference Share and holders will have no right or entitlement to the Reference Share including voting rights or the right to receive any dividends, distributions or other income or amounts accruing or paid thereon. The Price Return reflects the price appreciation or depreciation of the Reference Share. The annual dividend yield on the Reference Share as of December 29, 2023 was 6.17%, representing an aggregate dividend yield of approximately 19.68% annually compounded over the approximately 3 year term of the Notes on the assumption that the dividends paid on the Reference Share remain constant. There is no requirement for the Bank to hold any interest in the Reference Share or the Reference Company.

Initial Valuation Date

February 1, 2024, provided that if such day is not an Exchange Business Day then the Initial Valuation Date will be the first succeeding day that is an Exchange Business Day, subject to the occurrence of any special circumstances (see "Special Circumstances" in the pricing supplement).

Final Valuation Date

January 26, 2027, provided that if such day is not an Exchange Business Day then the Final Valuation Date will be the immediately preceding Exchange Business Day, subject to the occurrence of any special circumstances (see "Special Circumstances" in the pricing supplement).

Record Date

January 29, 2027, provided that if such day is not a Business Day then the Record Date will be the immediately preceding Business Day.

Maturity Redemption Amount

Holders of record on the Record Date will be entitled to an amount payable per Note at maturity (the "Maturity Redemption Amount") as calculated by the Calculation Agent in accordance with the applicable formula below:

If the Price Return on the Final Valuation Date is greater than 0.00%, the Maturity Redemption Amount will equal the lesser of:

Principal Amount + [Principal Amount × (Price Return × Participation Rate)]; and

Capped Maturity Amount

If the Price Return on the Final Valuation Date is equal to or less than 0.00%, the Maturity Redemption Amount will equal:

Principal Amount + (Principal Amount × Price Return)

The Maturity Redemption Amount will be less than the Principal Amount invested by an investor if the Price Return on the Final Valuation Date is less than 0.00%. The Maturity Redemption Amount will be subject to a minimum principal repayment of \$1.00 per Note. **The return on the Notes will not reflect the total return that an investor would receive if such investor owned the Reference Share.**

Price Return

The Price Return for the Reference Share on a given day (which can be zero, positive or negative) will be an amount expressed as a percentage calculated by the Calculation Agent in accordance with the following formula:

(Final Share Price – Initial Share Price) ÷ Initial Share Price

Note Return

The Note Return is an amount expressed as a percentage (which can be zero, positive or negative) calculated by the Calculation Agent in accordance with the following formula:

(Maturity Redemption Amount – Principal Amount) ÷ Principal Amount

Participation Rate

500.00%, applied to any positive Price Return on the Final Valuation Date, subject to the Capped Maturity Amount.

Capped Maturity Amount

\$163.00 per Note, which represents a maximum return of 63.00% over the Principal Amount or \$63.00 per Note. The Capped Maturity Amount is equal to an annualized compound rate of return of approximately 17.69% per Note over the approximately 3 year term of the Notes.

Closing Share Price

The official closing price or value of the Reference Share on a given day as calculated and announced by the Exchange on an Exchange Business Day.

Initial Share Price

The Closing Share Price on the Initial Valuation Date.

Final Share Price

The Closing Share Price on the Final Valuation Date.

Listing and Secondary Market

The Notes will not be listed on any exchange or marketplace. Scotia Capital Inc. will use reasonable efforts under normal market conditions to provide a daily secondary market for the sale of the Notes but reserves the right to elect not to do so at any time in the future, in its sole and absolute discretion, without prior notice to holders.

Early Trading Charge

If Sold Within	Early Trading Charge (% of Principal Amount)
0-90 days of Issue Date	3.50%
91-180 days of Issue Date	1.50%
Thereafter	Nil

Eligibility for Investment

Eligible for RRSPs, RRIFFs, RESPs, RDSPs, DPSPs, TFSA's and FHSA's.

Fees and Expenses

A selling concession fee of \$3.50 per Note sold (or 3.50% of the Principal Amount) will be payable to the Investment Dealers for further payment to representatives, including representatives employed by the Investment Dealers whose clients purchase the Notes. A fee of up to \$0.15 per Note sold (or up to 0.15% of the Principal Amount) will be payable directly by the Bank to iA Private Wealth Inc. at closing for acting as the independent agent. The payment of these fees will not reduce the amount on which the Maturity Redemption Amount payable on the Notes is calculated.

HYPOTHETICAL EXAMPLES

The table below is for illustrative purposes only and shows the Maturity Redemption Amount an investor would receive per Note based on various hypothetical Price Returns. There can be no assurance that any specific return will be achieved on the Notes. All examples assume that an investor has purchased the Notes with an aggregate principal amount of \$100.00 per Note, holds the Notes until the Maturity Date and that no special circumstances have occurred during the term of the Notes (see "Special Circumstances" in the pricing supplement).

Price Return	Note Return	Maturity Redemption Amount	Annualized Return
100.00%	63.00%	\$163.00	17.69%
80.00%	63.00%	\$163.00	17.69%
60.00%	63.00%	\$163.00	17.69%
40.00%	63.00%	\$163.00	17.69%
20.00%	63.00%	\$163.00	17.69%
13.00%	63.00%	\$163.00	17.69%
12.00%	60.00%	\$160.00	16.96%
10.00%	50.00%	\$150.00	14.47%
0.00%	0.00%	\$100.00	0.00%
-10.00%	-10.00%	\$90.00	-3.45%
-20.00%	-20.00%	\$80.00	-7.17%
-40.00%	-40.00%	\$60.00	-15.66%
-60.00%	-60.00%	\$40.00	-26.32%
-80.00%	-80.00%	\$20.00	-41.52%
-100.00%	-99.00% ⁽¹⁾	\$1.00 ⁽¹⁾	-78.46% ⁽¹⁾

⁽¹⁾The Note Return, Maturity Redemption Amount and Annualized Return for the hypothetical Price Return of -100.00% have been adjusted to reflect the minimum principal repayment of \$1.00 per Note.

The following hypothetical examples show how the Price Return and Maturity Redemption Amount would be calculated and determined based on certain hypothetical values and assumptions that are set out below. **These examples are for illustrative purposes only and should not be construed as an estimate or forecast of the performance of the Reference Share of the Reference Company or the return that an investor might realize on the Notes.** The return on the Notes will be calculated based on the price performance of the Reference Share. Certain dollar amounts are rounded to the nearest whole cent and “\$” refers to the relevant currency for the specific hypothetical dollar amounts and hypothetical prices that the context requires.

Hypothetical values for calculations:

Initial Share Price*: \$100.00
Participation Rate: 500.00%, applied to any positive Price Return on the Final Valuation Date, subject to the Capped Maturity Amount.
Capped Maturity Amount: \$163.00 per Note

**The Initial Share Price of \$100.00 is a hypothetical Initial Share Price that has been chosen for illustrative purposes only and does not represent either the actual Initial Share Price or an estimate or forecast thereof. The actual Initial Share Price will be equal to the Closing Share Price on the Initial Valuation Date.*

Example #1 – The Price Return on the Final Valuation Date is equal to or less than 0.00%.

Assume that the Final Share Price on the Final Valuation Date is \$49.67

Calculate the Price Return:

(Final Share Price – Initial Share Price) ÷ Initial Share Price
(\$49.67 – \$100.00) ÷ \$100.00 = –50.33%

Calculate the Maturity Redemption Amount:

Since the Price Return is less than 0.00%, the Maturity Redemption Amount will be equal to:

Principal Amount + (Principal Amount × Price Return)
\$100.00 + (\$100.00 × –50.33%) = \$49.67 per Note

In this example, an investor would receive a Maturity Redemption Amount of \$49.67 per Note on the Maturity Date, which is equivalent to an annual compound rate of return of approximately –20.80% per Note.

Example #2 – The Price Return on the Final Valuation Date is greater than 0.00% and the Maturity Redemption Amount is less than the Capped Maturity Amount.

Assume that the Final Share Price on the Final Valuation Date is \$107.08

Calculate the Price Return:

(Final Share Price – Initial Share Price) ÷ Initial Share Price
(\$107.08 – \$100.00) ÷ \$100.00 = 7.08%

Calculate the Maturity Redemption Amount:

Since the Price Return is greater than 0.00%, the Maturity Redemption Amount will be equal to the lesser of:

Principal Amount + [Principal Amount × (Price Return × Participation Rate)]
\$100.00 + [\$100.00 × (7.08% × 500.00%)] = \$135.40 per Note; and

Capped Maturity Amount = \$163.00 per Note

In this example, an investor would receive a Maturity Redemption Amount of \$135.40 per Note on the Maturity Date, which is equivalent to an annual compound rate of return of approximately 10.63% per Note.

Example #3 – The Price Return on the Final Valuation Date is greater than 0.00% and the Maturity Redemption Amount is equal to the Capped Maturity Amount.

Assume that the Final Share Price on the Final Valuation Date is \$180.00

Calculate the Price Return:

(Final Share Price – Initial Share Price) ÷ Initial Share Price
(\$180.00 – \$100.00) ÷ \$100.00 = 80.00%

Calculate the Maturity Redemption Amount:

Since the Price Return is greater than 0.00%, the Maturity Redemption Amount will be equal to the lesser of:

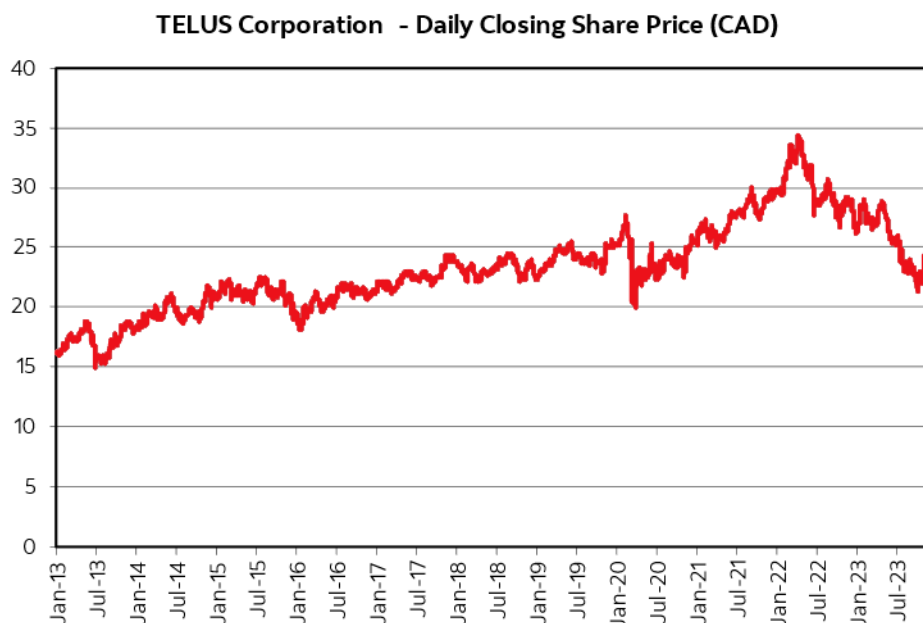
Principal Amount + [Principal Amount × (Price Return × Participation Rate)]
\$100.00 + [\$100.00 × (80.00% × 500.00%)] = \$500.00 per Note; and

Capped Maturity Amount = \$163.00 per Note

In this example, since the Maturity Redemption Amount cannot exceed the Capped Maturity Amount, an investor would receive a Maturity Redemption Amount of \$163.00 per Note on the Maturity Date, which is equivalent to an annual compound rate of return of approximately 17.69% per Note.

HISTORICAL PERFORMANCE

The following graph illustrates the price performance of the Reference Share on the Exchange during the period beginning on January 2, 2013 and ending on December 29, 2023. **The price of the Reference Share may be volatile meaning that such price can fluctuate and change considerably in relatively short periods and the price performance of the Reference Share cannot be predicted for any future period and as a result an investment linked to the price of the Reference Share may also be volatile. The Reference Share may also experience higher volatility compared to the equity market generally and other investments that are linked to the performance of a broadly diversified index or basket of securities and issuers.** Prospective investors are urged to consult publicly available sources for the prices and trading patterns of the Reference Share before investing in the Notes. See “Risk Factors” in the pricing supplement.



During the period between January 2, 2013 up to and including December 29, 2023, the lowest Closing Share Price was \$14.91 on June 27, 2013 and the highest Closing Share Price was \$34.42 on April 8, 2022. The starting Closing Share Price was \$16.30 on January 2, 2013 and the ending Closing Share Price was \$23.58 on December 29, 2023. The annual dividend yield on the Reference Share as of December 29, 2023 was 6.17%, representing an aggregate dividend yield of approximately 19.68% annually compounded over the approximately 3 year term of the Notes on the assumption that the dividends paid on the Reference Share remain constant. **Past performance of the Reference Company or the Reference Share is not indicative of future returns and should not be used to forecast any return that an investor may realize on the Notes.**

DISCLAIMER

No securities regulatory authority has in any way passed upon the merits of the securities referred to herein and any representation to the contrary is an offence. The Notes are not principal protected (subject to a minimum principal repayment of \$1.00 per Note) and an investor may receive substantially less than the original principal amount at maturity. A person should reach a decision to invest in the Notes only after carefully considering, with his or her investment, legal, accounting, tax and other advisors, the suitability of the Notes in light of his or her investment objectives and the information set out in the Prospectus. The Bank, the Calculation Agent, Scotia Capital Inc. and iA Private Wealth Inc. make no recommendation as to the suitability of the Notes for investment by any particular person. The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any State securities laws and, subject to certain exceptions, may not be offered for sale, sold or delivered, directly or indirectly, in the United States, its territories or possessions or to or for the account or benefit of U.S. persons within the meaning of Regulation S under the 1933 Act. In addition, the Notes may not be offered or sold to residents of any jurisdiction or country in Europe. "Scotiabank" and "Scotiabank Global Banking and Markets" are registered trademarks of The Bank of Nova Scotia. Scotia Capital Inc. is a wholly-owned subsidiary of The Bank of Nova Scotia.

Amounts paid to holders of the Notes will depend on the price performance of the underlying interests. Unless otherwise specified in the Prospectus, the Bank does not guarantee that any of the principal amount of the Notes will be paid (subject to a minimum principal repayment of \$1.00 per Note), or guarantee that any return will be paid on the Notes, at or prior to maturity. Purchasers could lose substantially all of their investment in the Notes (subject to a minimum principal repayment of \$1.00 per Note). The Notes are not appropriate investments for persons who do not understand the risks associated with structured products or derivatives. A purchaser of the Notes will be exposed to fluctuations and changes in the price of the Reference Share to which the Notes are linked. The price of the Reference Share of the Reference Company may be volatile and an investment linked to the price of the Reference Share may also be volatile. Purchasers should read carefully the "Risk Factors" sections in the Prospectus.

The Notes will not constitute deposits under the *Canada Deposit Insurance Corporation Act* or under any other deposit insurance regime. The Notes have not been rated and will not be insured by the Canada Deposit Insurance Corporation or any other entity and therefore the payments to investors will be dependent upon the financial health and creditworthiness of the Bank.

Scotia Capital Inc. is a wholly owned subsidiary of the Bank. Consequently, the Bank is a related and connected issuer of Scotia Capital Inc. within the meaning of applicable securities legislation. See "Plan of Distribution" in the Prospectus.

The information contained herein, while obtained from sources believed to be reliable, is not guaranteed as to its accuracy or completeness.

THE REFERENCE COMPANY AND THE REFERENCE SHARE

All information regarding the Reference Share and the Reference Company contained herein has been derived from publicly available sources and its accuracy cannot be guaranteed. The Notes are not in any way sponsored, endorsed, sold or promoted by the Reference Company.

All information in the pricing supplement relating to the Reference Company including the Reference Share is derived from publicly available sources and is presented in the pricing supplement in summary form.

The return payable on the Notes is linked to the price performance of the Reference Share. Accordingly, certain risk factors applicable to investors who invest directly in the Reference Share are also applicable to an investment in the Notes to the extent that such risk factors could adversely affect the performance of the Reference Share. Prospective investors are urged to conduct their own independent investigation of the Reference Company prior to making any investment decision with respect to the Notes. The Bank is not affiliated with the Reference Company and has not performed any due diligence investigation or review of the Reference Company.

An investment in the Notes does not represent a direct or indirect investment in the Reference Share and investors do not have an ownership or any other interest (including voting rights or the right to receive any dividends, distributions or other income or amounts accruing or paid thereon) in respect of such Reference Share. Past performance of the Reference Company or the Reference Share is not indicative of future returns.

TRADEMARK NOTICE

TM Trademark of The Bank of Nova Scotia, used under license (where applicable). Scotiabank is a marketing name for the global corporate and investment banking and capital markets businesses of The Bank of Nova Scotia and certain of its affiliates in the countries where they operate including Scotia Capital Inc. (Member-Canadian Investor Protection Fund and regulated by the Canadian Investment Regulatory Organization). Important legal information may be accessed at <https://www.gbm.scotiabank.com/en/legal.html>. Products and services described are available only by Scotiabank licensed entities in jurisdictions where permitted by law. This information is not directed to or intended for use by any person resident or located in any country where its distribution is contrary to its laws. Not all products and services are offered in all jurisdictions.