

**Amendment to Program Information**

**Bank of America Corporation**

## AMENDMENT TO PROGRAM INFORMATION

Type of Information:	Amendment to Program Information
Date of Announcement:	May 7, 2020
Issuer Name:	Bank of America Corporation
Name and Title of Representative:	Karim Kajani Director
Address of Head Office:	Bank of America Corporate Center 100 N. Tryon Street Charlotte, North Carolina 28255 U.S.A.
Telephone:	+1 980 388 2928
Liaison Contact:	Attorney-in-Fact: Kazuhiro Yoshii, Attorney-at-law Yasunari Fuke, Attorney-at-law Kimiko Inoue, Attorney-at-law Asako Matsuo, Attorney-at-law Junichiro Nishimura, Attorney-at-law  Anderson Mori & Tomotsune Address: Otemachi Park Building 1-1, Otemachi 1-chome Chiyoda-ku, Tokyo  Telephone: (03) 6775-1000
Type of Securities:	Notes
Address of Website for Announcement:	<a href="https://www.jpex.co.jp/equities/products/tpbm/announcement/index.html">https://www.jpex.co.jp/equities/products/tpbm/announcement/index.html</a>
Name of Arranger	Merrill Lynch International
Status of Submission of Annual Securities Reports or Issuer Filing Information:	Bank of America Corporation has continuously submitted Annual Securities Reports for more than one year. See such Annual Securities Reports and other reports filed by the Issuer in Japan which are available at the website <a href="http://disclosure.edinet-fsa.go.jp/">http://disclosure.edinet-fsa.go.jp/</a> .  See also reports filed by the Issuer with the U.S. Securities and Exchange Commission which are available at the website <a href="http://www.sec.gov/">http://www.sec.gov/</a> .
Information on initial Program Information:	
Date of Announcement:	March 6, 2020
Scheduled Issuance Period:	March 7, 2020 to March 6, 2021
Maximum Outstanding Issuance Amount:	U.S.\$65,000,000,000

This amendment, consisting of this cover page and the Supplement dated May 4, 2020 to the Base Prospectus dated May 17, 2019 (and including, for the avoidance of doubt, the Offering Circular dated May 17, 2019 included therein), is filed to update the information included in the Program Information dated March 6, 2020 as amended by an amendment dated April 17, 2020 (“Original Program Information”). This amendment shall be read together with the Original Program Information.

SUPPLEMENT DATED MAY 4, 2020



**Bank of America Corporation**  
**U.S. \$65,000,000,000**  
**Euro Medium-Term Note Program**

This supplement (the "**Supplement**"), which supplements the Base Prospectus dated May 17, 2019 (the "**Original Base Prospectus**") (as supplemented by the Supplementary Base Prospectuses dated June 28, 2019, July 18, 2019, July 30, 2019, October 17, 2019, October 29, 2019, January 16, 2020, February 20, 2020 and April 16, 2020, the "**Base Prospectus**"), which together comprise a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC (the "**Prospectus Directive**"), constitutes a supplementary prospectus for the purposes of section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and is prepared in connection with the U.S. \$65,000,000,000 Euro Medium-Term Note Program (the "**Program**") of Bank of America Corporation (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus. To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference into the Base Prospectus, the statements in this Supplement will prevail.

The purpose of this Supplement is to incorporate by reference the Issuer's quarterly report on Form 10-Q dated May 1, 2020 (the "**May 1, 2020 Form 10-Q**") for the three months ended March 31, 2020.

The Issuer accepts responsibility for the information contained in this Supplement. To the Issuer's best knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this Supplement or in the document incorporated by reference into, and forming part of, this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus as supplemented from time to time.

***Incorporation by reference of the May 1, 2020 Form 10-Q***

The May 1, 2020 Form 10-Q was filed with the United States Securities and Exchange Commission (the "**SEC**") on May 1, 2020 and with the Financial Conduct Authority. Pages 1 to 98 of the May 1, 2020 Form 10-Q shall be deemed to be incorporated by reference into, and form part of, this Supplement. For the purposes of the prospectus rules made under section 73A of the FSMA and this Supplement, any information or other documents incorporated by reference, either expressly or implicitly, into the May 1, 2020 Form 10-Q, or not deemed to have been filed as part of the May 1, 2020 Form 10-Q under the rules of the SEC, do not form part of this Supplement. Information in the May 1, 2020 Form 10-Q which is not incorporated by reference into the Base Prospectus is either not relevant for the investor or is covered elsewhere in the Base Prospectus.

***Updating of the section entitled Selected Financial Data***

The section entitled "Selected Financial Data" on page 34 of the Original Base Prospectus shall be updated with the following information:

"The following table contains the Issuer's selected financial data as of and for the three months ended March 31, 2020 and 2019, extracted from the Issuer's unaudited financial statements, which were prepared in conformity with accounting principles generally accepted in the United States. The Issuer's unaudited financial statements include all adjustments, consisting only of normal recurring accruals, that the Issuer considers necessary for a fair statement of its financial position and its results of operations as of such dates and for such periods. Results for the three months ended March 31, 2020 are not necessarily indicative of the results that might be expected for any other interim period or for the year as a whole. Certain prior period amounts have been reclassified to conform to current period classifications.

	<b>Three Months Ended March 31</b>	
	<b>2020</b>	<b>2019</b>
	<b>(In millions, except per share information)</b>	
<b>Income Statement:</b>		
Interest income	\$ 16,098	\$ 18,170
Interest expense	3,968	5,795
Net interest income	12,130	12,375
Noninterest income	10,637	10,629
Total revenue, net of interest expense	22,767	23,004
Provision for credit losses	4,761	1,013
Noninterest expense	13,475	13,224
Income before income taxes	4,531	8,767
Income tax expense	521	1,456
Net income	4,010	7,311
Net income applicable to common shareholders	\$ 3,541	\$ 6,869
Average common shares issued and outstanding (in millions)	8,815.6	9,725.9
Average diluted common shares issued and outstanding (in millions)	8,862.7	9,787.3
<b>Per common share information:</b>		
Earnings	\$ 0.40	\$ 0.71
Diluted earnings	0.40	0.70
Dividends paid	0.18	0.15

	<b>March 31</b>	
	<b>2020</b>	<b>2019</b>
	<b>(Unaudited)</b>	

**(Dollars in millions, except percentages)**

**Balance Sheet (period-end):**

Total loans and leases	\$ 1,050,785	\$ 945,615
Total assets	2,619,954	2,377,164
Total deposits	1,583,325	1,379,337
Long-term debt	256,712	233,929
Total shareholders' equity	264,918	267,010
Allowance for loan and lease losses as a percentage of total loans and leases outstanding	1.51 %	1.02 %
Total ending equity to total ending assets	10.11 %	11.23 %

**Share Capital**

As of March 31, 2020, the issued and outstanding common stock of BAC equalled 8,675,487,435 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$85.7 billion. As at the date of this Base Prospectus, the authorised common stock of BAC is 12,800,000,000 shares.

As of March 31, 2020, the issued and outstanding preferred stock of BAC equalled 3,887,440 shares, \$0.01 par value, fully paid, with an aggregate liquidation preference of approximately \$23.4 billion. The authorised preferred stock of BAC is 100,000,000 shares."

***Updating of the section entitled General Information***

By virtue of this Supplement, the information contained within the "General Information" section of the Original Base Prospectus, on page 90 at paragraph 5 entitled "Significant Change and Material Adverse Change", shall be updated with the following information:

"There has been no significant change in the financial or trading position of the Issuer on a consolidated basis since March 31, 2020 which is the date of the most recently published financial statements of the Issuer.

There has been no material adverse change in the prospects of the Issuer on a consolidated basis since December 31, 2019."

***Documents available for inspection***

The Issuer will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of the document incorporated herein by reference. Written requests for such document should be directed to: Bank of America Corporation, Bank of America Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255-0065, Attention: Fixed Income Investor Relations or [fixedincomeir@bankofamerica.com](mailto:fixedincomeir@bankofamerica.com). Telephone requests may be directed to +1-866-607-1234 (toll free) or +1-212-449-6795. The Issuer's filings with the SEC are available through (1) the SEC's website at [www.sec.gov](http://www.sec.gov), and (2) the Issuer's website at <http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-sec#fbid=vPBmqoqUe99>. References to web addresses in this Supplement are included as inactive textual references only. Except as specifically incorporated by reference in this Supplement, information on these websites is not part of this Supplement.