

**Amendment to Program Information**

**Bank of America Corporation**

## AMENDMENT TO PROGRAM INFORMATION

|                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Type of Information:                                                            | Amendment to Program Information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Date of Announcement:                                                           | August 4, 2020                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Issuer Name:                                                                    | Bank of America Corporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Name and Title of Representative:                                               | Karim Kajani<br>Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Address of Head Office:                                                         | Bank of America Corporate Center<br>100 N. Tryon Street<br>Charlotte, North Carolina 28255<br>U.S.A.                                                                                                                                                                                                                                                                                                                                                                                                              |
| Telephone:                                                                      | +1 980 388 2928                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Liaison Contact:                                                                | Attorney-in-Fact: Kazuhiro Yoshii, Attorney-at-law<br>Yasunari Fuke, Attorney-at-law<br>Kimiko Inoue, Attorney-at-law<br>Asako Matsuo, Attorney-at-law<br>Junichiro Nishimura, Attorney-at-law<br><br>Anderson Mori & Tomotsune<br>Address: Otemachi Park Building<br>1-1, Otemachi 1-chome<br>Chiyoda-ku, Tokyo<br><br>Telephone: (03) 6775-1000                                                                                                                                                                 |
| Type of Securities:                                                             | Notes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Address of Website for Announcement:                                            | <a href="https://www.jpix.co.jp/equities/products/tpbm/announcement/index.html">https://www.jpix.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="https://disclosure.edinet-fsa.go.jp/">https://disclosure.edinet-fsa.go.jp/</a> .<br><br>See also reports filed by the Issuer with the U.S. Securities and Exchange Commission which are available at the website <a href="https://www.sec.gov/">https://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 August 3, 2020 to the Base Prospectus dated May 15, 2020 (and including, for the avoidance of doubt, the Offering Circular dated May 15, 2020 included therein), is filed to update the information included in the Program Information dated March 6, 2020 as amended by the amendments dated April 17, 2020, May 7, 2020, May 22, 2020 and July 20, 2020 (“Original Program Information”). This amendment shall be read together with the Original Program Information.

SUPPLEMENT DATED AUGUST 3, 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 15, 2020 (the "**Original Base Prospectus**") (as supplemented by the Supplementary Base Prospectus dated July 17, 2020, the "**Base Prospectus**"), which together comprise a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), constitutes a supplementary prospectus for the purposes of Article 23 of the Prospectus Regulation 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.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement.

The purpose of this Supplement is to:

- incorporate by reference the Issuer's quarterly report on Form 10-Q dated July 30, 2020 (the "**July 30, 2020 Form 10-Q**") for the six months ended June 30, 2020;
- update the section of the Original Base Prospectus entitled "*Selected Financial Data*"; and
- update the section of the Original Base Prospectus entitled "*General Information*".

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

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 July 30, 2020 Form 10-Q***

The July 30, 2020 Form 10-Q was filed with the SEC on July 30, 2020 and with the Financial Conduct Authority. Pages 1 to 106 of the July 30, 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 Regulation and this Supplement, any information or other documents incorporated by reference, either expressly or implicitly, into the July 30, 2020, Form 10-Q, or not deemed to have been filed as part of the July 30, 2020 Form 10-Q under the rules of the SEC, do not form part of this Supplement. Information in the July 30, 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 pages 54 to 55 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 six months ended June 30, 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 six months ended June 30, 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><u>Six Months Ended</u></b>                     |                    |
|--------------------------------------------------------------------|----------------------------------------------------|--------------------|
|                                                                    | <b><u>June 30</u></b>                              |                    |
|                                                                    | <b><u>2020</u></b>                                 | <b><u>2019</u></b> |
|                                                                    | <b>(Unaudited)</b>                                 |                    |
|                                                                    | <b>(In millions, except per share information)</b> |                    |
| <b>Income Statement:</b>                                           |                                                    |                    |
| Interest income                                                    | \$ 28,638                                          | \$ 36,394          |
| Interest expense                                                   | 5,660                                              | 11,830             |
| Net interest income                                                | 22,978                                             | 24,564             |
| Noninterest income                                                 | 22,115                                             | 21,524             |
| Total revenue, net of interest expense                             | 45,093                                             | 46,088             |
| Provision for credit losses                                        | 9,878                                              | 1,870              |
| Noninterest expense                                                | 26,885                                             | 26,492             |
| Income before income taxes                                         | 8,330                                              | 17,726             |
| Income tax expense                                                 | 787                                                | 3,067              |
| Net income                                                         | 7,543                                              | 14,659             |
| Net income applicable to common shareholders                       | 6,825                                              | 13,978             |
|                                                                    | 8,777.6                                            |                    |
| Average common shares issued and outstanding (in millions)         |                                                    | 9,624.0            |
|                                                                    | 8,813.3                                            |                    |
| Average diluted common shares issued and outstanding (in millions) |                                                    | 9,672.4            |
| <b>Per common share information:</b>                               |                                                    |                    |
| Earnings                                                           | \$ 0.78                                            | \$ 1.45            |
| Diluted earnings                                                   | 0.77                                               | 1.45               |
| Dividends paid                                                     | 0.36                                               | 0.30               |

|                                                                                                        | <b><u>June 30</u></b>                            |                    |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------|
|                                                                                                        | <b><u>2020</u></b>                               | <b><u>2019</u></b> |
|                                                                                                        | <b>(Unaudited)</b>                               |                    |
|                                                                                                        | <b>(Dollars in millions, except percentages)</b> |                    |
| <b>Balance Sheet (period-end):</b>                                                                     |                                                  |                    |
| Total loans and leases                                                                                 | \$ 998,944                                       | \$ 963,800         |
| Total assets                                                                                           | 2,741,688                                        | 2,395,892          |
| Total deposits                                                                                         | 1,718,666                                        | 1,375,093          |
| Long-term debt                                                                                         | 261,638                                          | 238,011            |
| Total shareholders' equity                                                                             | 265,637                                          | 271,408            |
|                                                                                                        | 1.96%                                            |                    |
| Allowance for loan and lease losses as a percentage of total loans and leases outstanding <sup>1</sup> |                                                  | 1.00 %             |
| Total ending equity to total ending assets                                                             | 9.69%                                            | 11.33 %            |

<sup>1</sup> Outstanding loan and lease balances and ratios do not include loans accounted for under the fair value option.

## Share Capital

As of June 30, 2020, the issued and outstanding common stock of the Issuer equalled 8,664,081,625 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$85.8 billion. As at the date of this Base Prospectus, the authorised common stock of the Issuer is 12,800,000,000 shares.

As of June 30, 2020, the issued and outstanding preferred stock of the Issuer equalled 3,887,440 shares, \$0.01 par value, fully paid, with an aggregate liquidation preference of approximately \$23.4 billion. The authorized 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 pages 114 to 115 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 position or financial performance of the Issuer on a consolidated basis since June 30, 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>. This Supplement shall be available on or around the date hereof in electronic form at <https://www.londonstockexchange.com/exchange/news/market-news/marketnews-home.html>. Except as specifically incorporated by reference into this Supplement, information on these websites is not part of this Supplement.

This Supplement also supplements the Offering Circular dated May 15, 2020 for the purposes of Non-PR Notes admitted to trading on the ISM.