

**SUPPLEMENT NO. 2 DATED 1 AUGUST 2022 TO THE  
OFFERING CIRCULAR DATED 13 MAY 2022**

**Bank of America Corporation**  
*(a Delaware (U.S.A.) Corporation)*

**BofA Finance LLC**  
*(a Delaware Limited Liability Company)*

**Merrill Lynch B.V.**  
*(a Dutch Private Limited Liability Company)*

**Merrill Lynch International & Co. C.V.**  
*(a Curaçao Limited Partnership)*

**NOTE, WARRANT AND CERTIFICATE PROGRAMME**

Unconditionally and irrevocably guaranteed  
(in respect of Notes issued by BofA Finance LLC and Instruments (other than Secured Instruments)  
issued by Merrill Lynch B.V. and Merrill Lynch International & Co. C.V.)

by

**Bank of America Corporation**

This supplement (the "**Supplement**") constitutes a supplement to the offering circular of Bank of America Corporation ("**BAC**"), BofA Finance LLC ("**BofA Finance**"), Merrill Lynch B.V. ("**MLBV**") and Merrill Lynch International & Co. C.V. ("**MLICo.**") dated 13 May 2022 (the "**Original Offering Circular**") (as supplemented on 19 July 2022, the "**Offering Circular**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of BAC, BofA Finance, MLBv and MLICo. Terms defined in the Offering Circular have the same meanings when used in this Supplement.

This Supplement is supplemental to, and shall be read in conjunction with, the Offering Circular. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference into the Offering Circular, the statements in (a) above will prevail.

The purpose of this Supplement is to:

- incorporate by reference BAC's quarterly report on Form 10-Q dated 29 July 2022 for the six months ended 30 June 2022;
- update the section of the Original Offering Circular entitled "*General Information*"; and
- update the section of the Original Offering Circular entitled "*Offering and Sale*".

Each of BAC, BofA Finance, MLBv and MLICo. accepts responsibility for the information contained in this Supplement and to the best of the knowledge of BAC, BofA Finance, MLBv and MLICo., the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

Copies of this Supplement and the document incorporated by reference will be available for collection as set out in the section entitled "*General Information – Documents Available*" in the Offering Circular (at pages 910-911) and on the Luxembourg Stock Exchange's website at [www.bourse.lu](http://www.bourse.lu).

## ***Incorporation by Reference of BAC's 29 July 2022 Form 10-Q***

The BAC Form 10-Q dated 29 July 2022 in respect of the six months ended 30 June 2022 (the "**29 July 2022 Form 10-Q**") was filed with the United States Securities and Exchange Commission (the "**SEC**") on 29 July 2022. By virtue of this Supplement, the sections of the 29 July 2022 Form 10-Q referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 29 July 2022 Form 10-Q that is not listed below shall not be deemed to be incorporated by reference into, and form part of, this Supplement and is given for information purposes only.

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

By virtue of this Supplement, the information contained within the "General Information" section of the Original Offering Circular, on page 913 at paragraph (6) entitled "Significant or Material Change", shall be updated with the following information:

"There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 30 June 2022 which is the date of the most recently published financial statements of BAC. There has been no significant change in the financial or trading position of MLBV or MLICo. since 31 December 2021.

There has been no material adverse change in the prospects of MLBV, MLICo. or BAC and its subsidiaries on a consolidated basis since 31 December 2021."

***Amendments to the section entitled "Offering and Sale"***

The section entitled "OFFERING AND SALE" shall be amended by adding the following subsection below the subsection headed "PORTUGAL" (on page 902 of the Offering Circular):

**"QATAR"**

This Offering Circular is provided on an exclusive basis to the specifically intended recipient (being a qualified investor as intended to be described by the Qatar Financial Markets Authority or the Qatar Financial Centre Regulatory Authority (as applicable)) in the State of Qatar (including Qatar Financial Centre), upon that person's request and initiative, and for the recipient's personal use only.

Nothing in this Offering Circular constitutes, is intended to constitute, shall be treated as constituting or shall be deemed to constitute, any offer or sale of securities in the State of Qatar or in the Qatar Financial Centre or the inward marketing or promotion of securities or an attempt to do business, as a bank, an investment company or otherwise in the State of Qatar or in the Qatar Financial Centre other than in compliance with any laws applicable in the State of Qatar or in the Qatar Financial Centre governing the issue, offering and sale of securities.

This Offering Circular and the underlying securities have not been reviewed, considered, approved, registered or licensed by the Qatar Central Bank, the Qatar Financial Centre Regulatory Authority, the Qatar Financial Markets Authority or any other regulator in the State of Qatar or the Qatar Financial Centre.

Recourse against the Issuers, the Guarantor, the Dealers and their affiliates may be limited or difficult and may have to be pursued in a jurisdiction outside Qatar and the Qatar Financial Centre."