

**SUPPLEMENT NO. 2 DATED 1 AUGUST 2024 TO THE  
OFFERING CIRCULAR DATED 15 MAY 2024**

**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)

**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.)

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**") and Merrill Lynch B.V. ("**MLBV**") dated 15 May 2024 (the "**Original Offering Circular**") (as supplemented on 17 July 2024, the "**Offering Circular**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of BAC, BofA Finance and MLB.V. 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.

Each of BAC, BofA Finance and MLB.V accepts responsibility for the information contained in this Supplement and to the best of the knowledge of BAC, BofA Finance and MLB.V, 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 958-959) and on the Luxembourg Stock Exchange's website at [www.luxse.com](http://www.luxse.com).

***Incorporation by Reference of BAC's 24 July 2024 Form 8-K***

The BAC Form 8-K dated 24 July 2024 in respect of the Issuer's U.S. \$25 billion common stock repurchase program and a dividend announcement (the "**BAC 24 July 2024 Form 8-K**") was filed with the United States Securities and Exchange Commission (the "**SEC**") on 24 July 2024. By virtue of this Supplement, the sections of the BAC 24 July 2024 Form 8-K referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the BAC 24 July 2024 Form 8-K that is not listed in the column "*Information Incorporated by Reference*" 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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***Incorporation by Reference of BAC's 30 June 2024 Quarterly Report***

The BAC Quarterly Report on Form 10-Q in respect of the six months ended 30 June 2024 (the "**BAC 30 June 2024 Quarterly Report**") was filed with the SEC on 30 July 2024. By virtue of this Supplement, the sections of the BAC 30 June 2024 Quarterly Report referred to below are incorporated by reference into, and form part of, the Offering Circular. Any information included in the BAC 30 June 2024 Quarterly Report that is not listed in the column "*Information Incorporated by Reference*" 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"***

- (a) By virtue of this Supplement, the information contained within the "General Information" section of the Original Offering Circular, on page 961 at paragraph (6) entitled "Significant or Material Change", shall be updated with the following information:

*"The following statements are made solely in the context of the issuance of Instruments under this Offering Circular. Material information about the respective financial condition and prospects of each Issuer and the Guarantor is included in each of the relevant Issuer's and Guarantor's annual and interim reports, as applicable, which are incorporated by reference into this Offering Circular.*

There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 30 June 2024 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 since 31 December 2023.

There has been no material adverse change in the prospects of MLBV or BAC and its subsidiaries on a consolidated basis since 31 December 2023."

- (b) By virtue of this Supplement, the information contained within the "General Information" section of the Original Offering Circular, on page 961 at paragraph (7) entitled "Litigation", shall be updated with the following information:

"Save as disclosed in (i) the section entitled "Litigation and Regulatory Matters" on page 138 to 139, being the Litigation and Regulatory Matters section in Note 12 to the Consolidated Financial Statements, of the BAC 2023 Annual Report and (ii) the section entitled "Litigation and Regulatory Matters" on pages 86 to 87, being the Litigation and Regulatory Matters section in Note 10 to the Consolidated Financial Statements, of the BAC 30 June 2024 Quarterly Report, none of MLBV, BAC and any subsidiary of BAC is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which MLBV or BAC are aware) in the 12 months preceding the date of this Offering Circular which may have or have in such period had a significant effect on the financial position or profitability of MLBV or BAC and its subsidiaries on a consolidated basis."