

**SUPPLEMENT NO. 1 DATED 2 AUGUST 2024 TO THE  
BASE PROSPECTUS DATED 19 JULY 2024**



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

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

**NOTE, WARRANT AND CERTIFICATE PROGRAMME**

Unconditionally and irrevocably guaranteed  
(in respect of Instruments issued by Merrill Lynch B.V.)

by

**Bank of America Corporation**

**Supplement to the Base Prospectus**

This supplement (the "**Supplement**") to the base prospectus of Bank of America Corporation ("**BAC**") and Merrill Lynch B.V. ("**MLBV**") dated 19 July 2024 (the "**Base Prospectus**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of BAC and MLBV constitutes a supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"). Terms defined in the Base Prospectus have the same meanings when used in this Supplement.

On 19 July 2024, the Base Prospectus was approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") as competent authority under the EU Prospectus Regulation and by the Luxembourg Stock Exchange for the purpose of giving information with regard to the issue of Exempt Instruments only by the Issuers under the Programme during the period of 12 months from the date of the Base Prospectus.

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

The Supplement has been approved by the CSSF as competent authority under the EU Prospectus Regulation. The CSSF only approves the Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. The Supplement has also been approved by the Luxembourg Stock Exchange for the purpose of giving information with regard to the issue of Exempt Instruments. The Supplement has been deposited with SIX Exchange Regulation Ltd. in its capacity as review body pursuant to article 54 of the Swiss Financial Services Act of 15 June 2018, as amended.

**Right of withdrawal**

**In accordance with Article 23(2) of the EU Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Instruments issued under the Base Prospectus before this Supplement is published and where the Instruments have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this**

**Supplement relates arose or was noted have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. This right is exercisable up to, and including, 6 August 2024. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Instruments) should they wish to exercise such right of withdrawal.**

## **Responsibility**

BAC accepts responsibility for the information contained in this Supplement and to the best of the knowledge of BAC, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect its import. MLBV accepts responsibility for the information contained in this Supplement other than the information contained in (a) documents incorporated by reference in respect of BAC, and (b) statements in respect of BAC under the section entitled "General Information" (the "**MLBV Information**"). MLBV confirms that the MLBV Information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect its import.

## **Purpose of this Supplement**

The purpose of this Supplement is to:

- incorporate by reference BAC's current report on Form 8-K dated 24 July 2024 in respect of BAC's U.S. \$25 billion common stock repurchase program and a dividend announcement;
- incorporate by reference BAC's quarterly report on Form 10-Q for the quarter ended 30 June 2024, filed with the United States Securities and Exchange Commission (the "**SEC**") on 30 July 2024;
- make certain amendments to the sections entitled "*General Terms and Conditions of the Notes*" and "*General Terms and Conditions of the W&C Instruments*"; and
- update the section of the Base Prospectus entitled "*General Information*".

## **Information being supplemented**

### ***1. Documents incorporated by reference***

The following documents, which have previously been published and have been filed with the CSSF, shall be deemed to be incorporated in, and to form part of, the Base Prospectus:

- (a) BAC's Current Report on Form 8-K filed with the SEC on 24 July 2024 (available for viewing on Bank of America's website at <https://investor.bankofamerica.com/regulatory-and-other-filings/current-reports/content/0000070858-24-000194/0000070858-24-000194.pdf>) (the "**BAC 24 July 2024 Form 8-K**"); and
- (b) BAC's Quarterly Report on Form 10-Q for the quarter ended 30 June 2024 filed with the SEC on 30 July 2024 (available for viewing on Bank of America's website at <https://investor.bankofamerica.com/regulatory-and-other-filings/all-sec-filings/content/0000070858-24-000208/0000070858-24-000208.pdf>) (the "**BAC 30 June 2024 Quarterly Report**"),

(other than, with respect to these reports, information that is furnished but deemed not to have been filed under the rules of the SEC).

## **Documents Incorporated by Reference Cross-Reference List**

**BAC 24 July 2024 Form 8-K**

*Item 8.01 Other Events.*

**Page Number**

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The following table indicates where information required by the Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council and repealing Commission (EC) No 809/2004 (as amended, the "**EU PR Regulation**") to be disclosed in, and incorporated by reference into, this Base Prospectus can be found in the documents referred to above.

Information about BAC

<b>Information required by the EU PR Regulation</b>	<b>Document/Location</b>
Expected Financing Activities ( <i>Annex 6, Section 4, Item 4.1.8 of the EU PR Regulation</i> )	BAC 30 June 2024 Quarterly Report (pages 27 to 28, 87)
Legal and arbitration proceedings ( <i>Annex 6, Section 11, Item 11.4.1 of the EU PR Regulation</i> )	BAC 30 June 2024 Quarterly Report (page 105)
Share Capital of BAC ( <i>Annex 6, Section 12, Item 12.1 of the EU PR Regulation</i> )	BAC 30 June 2024 Quarterly Report (page 87)

Any information included in the BAC 30 June 2024 Quarterly Report and BAC 24 July 2024 Form 8-K that is not included in the cross-reference list is not incorporated by reference and is therefore either (a) covered elsewhere in the Base Prospectus; or (b) not relevant to an investor (meaning that it is not necessary information to be included in this Base Prospectus pursuant to Article 6(1) of the EU Prospectus Regulation and is not otherwise required to be included under the relevant schedules of the EU PR Regulation).

## **2. Amendments to the section entitled "General Terms and Conditions of the Notes"**

The first paragraph of General Note Condition 5(D) (*Underlying Linked Interest Notes*) on page 242 of the Base Prospectus shall be deleted and replaced with the following:

"The Interest Amount in respect of Index Linked Interest Notes, Share Linked Interest Notes, GDR/ADR Linked Interest Notes, FX Linked Interest Notes, Fund Linked Interest Notes, Inflation Linked Interest Notes

and/or Hybrid Basket Linked Notes ("**Underlying Linked Interest Notes**") (or such other Notes in respect of which a Coupon Amount is applicable) (if any) shall be payable on each Interest Payment Date. The Interest Amount payable on each Interest Payment Date shall be determined by the Calculation Agent in accordance with the Product Conditions."

### 3. *Amendments to the section entitled "General Terms and Conditions of the W&C Instruments"*

- (a) General W&C Instrument Condition 25(B) (*Underlying Linked Interest W&C Instruments*) on page 396 of the Base Prospectus shall be deleted and replaced with the following:

*"(B) Underlying Linked Interest W&C Instruments*

The Additional Amount in respect of Index Linked Interest W&C Instruments, Share Linked Interest W&C Instruments, GDR/ADR Linked Interest W&C Instruments, FX Linked Interest W&C Instruments, Fund Linked Interest W&C Instruments, Inflation Linked Interest W&C Instruments and/or Hybrid Instruments Linked W&C Instruments ("**Underlying Linked Interest W&C Instruments**") (or such other Warrants in respect of which a Coupon Amount is applicable) (if any) shall be payable on each Additional Amount Payment Date. The Additional Amount payable on each Coupon Payment Date shall be determined by the Calculation Agent in accordance with the Product Conditions."

- (b) A new General W&C Instrument Condition 32(B) (*Underlying Linked Interest W&C Instruments*) shall be included on page 410 on the Base Prospectus and the subsequent General W&C Instrument Conditions shall be re-numbered accordingly:

*"(B) Underlying Linked Interest W&C Instruments*

The Additional Amount in respect of Index Linked Interest W&C Instruments, Share Linked Interest W&C Instruments, GDR/ADR Linked Interest W&C Instruments, FX Linked Interest W&C Instruments, Fund Linked Interest W&C Instruments, Inflation Linked Interest W&C Instruments and/or Hybrid Instruments Linked W&C Instruments ("**Underlying Linked Interest W&C Instruments**") (or such other Certificates in respect of which a Coupon Amount is applicable) (if any) shall be payable on each Additional Amount Payment Date. The Additional Amount payable on each Coupon Payment Date shall be determined by the Calculation Agent in accordance with the Product Conditions."

### 4. *Updating of the section entitled "General Information"*

- (a) The information contained within the "General Information" section of the Base Prospectus on page 727 at paragraph (6) entitled "*Significant or Material Change*", shall be deleted and replaced with the following information:

*"The following statements are made solely in the context of the issuance of Instruments under this Base Prospectus. 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 Base Prospectus.*

There has been no significant change in the financial position or financial performance of BAC and its subsidiaries on a consolidated basis since 30 June 2024. There has been no significant change in the financial position or financial performance 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) The information contained within the "*General Information*" section of the Base Prospectus on page 727 at paragraph (7) entitled "*Litigation*", shall be deleted and replaced with the following information:

"Save as disclosed in (i) the section entitled "Litigation and Regulatory Matters" on pages 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 Base Prospectus 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."

## **General**

This Supplement and the documents incorporated by reference will be available for viewing and can be obtained during normal business hours from the specified office of the applicable Paying Agent (in respect of Notes) and the applicable W&C Instrument Agent (in respect of W&C Instruments) and on the Luxembourg Stock Exchange's website at [www.luxse.com](http://www.luxse.com).

The documents incorporated by reference are also available in electronic form at <https://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000070858&owner=include&count=40>.