

**SUPPLEMENT NO. 2 DATED 28 OCTOBER 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 "**Original Base Prospectus**") (as supplemented on 2 August 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 CSSF does not approve the information relating to the issue of Exempt Instruments.

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, 30 October 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 confirms that, to the best of its knowledge, such information is in accordance with the facts and makes no omission likely to affect its import.

MLBV accepts responsibility for the information contained in this Supplement other than information contained in the document incorporated by reference in respect of BAC (the "**MLBV Information**"). MLBV confirms that the MLBV Information 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 MLBV's Interim Report and Financial Statements for the six months ended 30 June 2024 dated 27 September 2024;
- incorporate by reference BAC's current report on Form 8-K dated 15 October 2024 in respect of the earnings press release relating to the three months ended 30 September 2024;
- update the section of the Base Prospectus entitled "*Merrill Lynch B.V.*";
- update the section of the Base Prospectus entitled "*General Information*"; and
- add provisions related to Instruments held by investors through CREST via CREST Depository Interests;

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) MLBV's unaudited Interim Report and Financial Statements for the six months ended 30 June 2024 together with accompanying notes thereto dated 27 September 2024 (available for viewing on Bank of America's website at https://d1io3yog0oux5.cloudfront.net/_f21638fcf968968c40b578acc7c15fe/bankofamerica/db/913/10119/pdf/MLBV+Interim+Financials_30.06.2024_ADA.pdf) (the "**MLBV 2024 Interim Report**"); and
- (b) BAC's Current Report on Form 8-K filed with the SEC on 15 October 2024 (available for viewing on Bank of America's website at <https://investor.bankofamerica.com/regulatory-and-other-filings/current-reports/content/0000070858-24-000266/0000070858-24-000266.pdf>) (the "**BAC 15 October 2024**");

Form 8-K") (other than with respect to this report, information that is furnished but deemed not to have been filed under the rules of the SEC).

Documents Incorporated by Reference Cross-Reference List

MLBV 2024 Interim Report

Director's Report

Page Number

Pages 1 to 4

Statement of profit or loss and other comprehensive income

Page 5

Statement of financial position

Pages 6 to 7

Statement of changes in equity

Pages 8 to 9

Statement of cash flows

Page 10

Notes to the financial statements

Pages 11 to 45

BAC 15 October 2024 Form 8-K

Page Number

Item 2.02 Results of Operations and Financial Condition.

*Page 3**

Item 9.01 Financial Statements and Exhibits.

*Page 3**

Signatures

*Page 4**

Exhibit 99.1 Bank of America Corporation press release dated October 15, 2024

Pages 5 to 23**

*These page numbers are references to the PDF pages included in the relevant report as hyperlinked above.

Any information included in the MLBV 2024 Interim Report or the BAC 15 October 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. Updating of the section entitled "Merrill Lynch B.V."

The information contained within the "Merrill Lynch B.V." section on pages 664 and 665 of the Original Base Prospectus in the paragraph entitled "Directors", shall be deleted and replaced with the following wording:

"The Board of Directors of MLBV is charged with the management of MLBV. Set forth below are the names and titles of MLBV's directors:

<u>Director</u>	<u>Title</u>
<i>Armstrong E. Okobia</i>	<i>Director A</i>
<i>Lee Raleigh Whitley</i>	<i>Director B</i>

The business address of the Directors of MLBV is Amstelplein 1, Rembrandt Tower, 27th Floor, 1096 HA Amsterdam, the Netherlands.

There are no potential conflicts of interest between any duties to MLBV and their private interests or other duties of the Directors of MLBV.

There are no principal activities performed by the Directors of MLBV outside MLBV which are significant to MLBV as issuer."

3. Updating of the section entitled "General Information"

By virtue of this Supplement, the following sentence of paragraph (6) entitled "Significant or Material Change" of the "General Information" section at page 727 of the Original Base Prospectus:

"There has been no significant change in the financial position or financial performance of MLBV since 31 December 2023."

shall be deleted and replaced with:

"There has been no significant change in the financial position or financial performance of MLBV since 30 June 2024."

4. Provisions related to Instruments held by investors through CREST via CREST Depository Interests

By virtue of this Supplement, the following information is incorporated into the Base Prospectus:

- (a) In the section entitled "General Description of the Programme" the following wording is inserted after the sub-section "General: - Form and Transfer of Instruments- Global Instruments and Clearing Systems" on pages 19 to 20 of the Original Base Prospectus:

"CREST Depository Interests

In certain circumstances, investors may also hold interests in the Notes through Euroclear UK & International Limited (formerly CREST Co Limited) ("**CREST**") through the issuance of dematerialised depository interests (i.e. securities without any physical document of title which are distinct from the Notes), held, settled and transferred through CREST (the "**CDIs**"), representing the interests in the relevant Notes underlying the CDIs. CDIs are independent securities constituted under English law and transferred through CREST and will be issued by CREST Depository Limited pursuant to the global deed poll dated 25 June 2001 (as subsequently modified, supplemented and/or restated) (the "**CREST Deed Poll**"). Neither the Notes nor any rights attached to the Notes will be issued, settled, held or transferred within the CREST system other than through the issue, settlement, holding or transfer of CDIs. Holders of CDIs (the "**CDI Holders**") will not be entitled to deal directly in the Notes and, accordingly, all dealings in the Notes will be effected through CREST in relation to

the holding of CDIs. Investors should note that the CDIs are the result of the CREST settlement mechanics and are not the subject of this Base Prospectus."

- (b) In the section entitled "*Risk Factors*", the following risk factor is inserted after risk factor 11.5 "*Risk Relating to the Market Generally - In certain circumstances the relevant Issuer will not be obliged to maintain the listing of Instruments which are specified as being listed in the Issue Terms*" on page 51 of the Original Base Prospectus:

"11.6 Holding CREST Depository Interests

Investors may hold the Instruments through CREST. CREST allows Holders to hold instruments in a dematerialised form rather than holding physical instruments. Instead of issuing physical instruments, CREST issues CDIs, representing the interests in the relevant Instruments underlying the CDIs (the "**Underlying Instruments**"). CDI Holders will hold, or have an interest in, a separate legal instrument and will not be the legal owners of the Instruments. The rights of CDI Holders to the Instruments are represented by the relevant entitlements against CREST Depository Limited (the "**CREST Depository**") on behalf of which CREST International Nominees Limited (the "**CREST Nominee**") holds interests in the Instruments. Accordingly, rights under the Instruments cannot be enforced by CDI Holders directly against the relevant Issuer; instead they must be enforced indirectly through CREST and certain companies acting as intermediary depositories and custodians. The enforcement of rights under the Instruments will be subject to the local law of the relevant intermediaries. This could result in an elimination or reduction in the payments that otherwise would have been made in respect of the Instruments in the event of any insolvency or liquidation of any of the relevant intermediaries, in particular where the Instruments held in clearing systems are not held in special purpose accounts and are fungible with other securities held in the same accounts on behalf of other customers of the relevant intermediaries. If such risk should materialise, Holders may receive reduced payments under the Instruments and may not recover their investment in full or at all, which could pose a material risk for Holders.

CDIs are constituted under English law and transferred through CREST and will be issued by the CREST Depository pursuant to the CREST Deed Poll. The rights of the CDI Holders will be governed by the arrangements between CREST, Euroclear, Clearstream, Luxembourg and the relevant Issuer, including the CREST Deed Poll. Potential investors should note that the provisions of the CREST Deed Poll, the CREST Manual issued by Euroclear UK & International (including the CREST International Manual dated 14 April 2008) as amended, modified, varied or supplemented from time to time (the "**CREST Manual**") and the CREST Rules contained in the CREST Manual applicable to the CREST International Settlement Links Service (the "**CREST Rules**") contain indemnities, warranties, representations and undertakings to be given by CDI Holders, and limitations on the liability of the CREST Depository. CDI Holders are bound by such provisions and may incur liabilities resulting from a breach of any such indemnities, warranties, representations and undertakings in excess of the amounts originally invested by them. As a result, the rights of, and returns received by, CDI Holders, may differ from those of holders of Instruments which are not represented by CDIs. This could have an adverse effect on the payments received under the Instruments by Holders.

In addition, CDI Holders may be required to pay fees, charges, costs and expenses to the CREST Depository in connection with the use of the CREST International Settlement Links Service (the "**CREST International Settlement Links Service**"). These will include the fees and expenses charged by the CREST Depository in respect of the provision of services by it under the CREST Deed Poll and any taxes, duties, charges, costs or expenses which may be or become payable in connection with the holding of the Instruments through the CREST International Settlement Links Service. As a result, CDI Holders may incur additional costs and expenses that are not incurred by holders of the Instruments which are not represented by CDIs.

Potential investors should note that the Issuers, the Guarantor, the Dealers, the Agents or the Registrar will not have any responsibility for the performance by any intermediaries or their respective direct or indirect participants or accountholders of their respective obligations under the rules and procedures governing their operations. The CDIs are not the subject of this Base Prospectus."

- (c) In the section entitled "*Commonly asked questions about the Base Prospectus*", the following wording will be inserted at the end of question 12 "*How is ownership of the Instruments recorded?*" on page 123 of the Original Base Prospectus:

"Investors may also hold the Instruments through CREST in the form of CDIs, representing the interests in the relevant Instruments underlying the CDIs. CDI Holders will hold, or have an interest in, a separate legal instrument and will not be the legal owners of the Instruments. The rights of CDI Holders to the Instruments are represented by the relevant entitlements against the CREST Depository on behalf of which the CREST Nominee holds interests in the Instruments. Neither the Instruments nor any rights attached to the Instruments will be issued, settled, held or transferred within the CREST system other than through the issue, settlement, holding or transfer of CDIs. Accordingly, rights under the Instruments cannot be enforced by CDI Holders directly against the relevant Issuer; instead they must be enforced indirectly through CREST and certain companies acting as intermediary depositories and custodians."

- (d) In the section entitled "*Form of the Final Terms of the Notes*" under line item 3(iv) (*Any clearing system(s) other than Euroclear France S.A., Euroclear Bank SA/NV, Clearstream Banking, S.A. and the relevant identification number(s)*) of "*Part B – Other Information*" on page 212 of the Original Base Prospectus, the following wording is inserted:

"[*For Notes held via CREST Depository Interests, insert the following language:* The Notes will be deposited with a common depository for Euroclear and Clearstream, Luxembourg and will be accepted for settlement in Euroclear UK & International Limited ("**CREST**") via the CREST Depository Interest ("**CDI**") mechanism.]"

- (e) In the section entitled "*Form of the Instruments*", the following wording is inserted at the end of the sub-section "*Form of the Notes*" on page 667 of the Original Base Prospectus:

"CREST Depository Interests

1. Following their delivery into a clearing system, interests in Instruments may be delivered, held and settled in CREST by means of the creation of CDIs representing the interests in the relevant Instruments. The CDIs will be issued by the CREST Depository to CDI Holders and will be governed by English law.
2. The CDIs will represent indirect interests in the interest of the CREST Nominee in the Instruments. Pursuant to the CREST Manual, Instruments held in global form may be settled through CREST, and the CREST Depository will issue CDIs. The CDIs will be independent securities, constituted under English law which may be held and transferred through CREST.
3. Interests in the Underlying Instruments will be credited to the CREST Nominee's account with Euroclear and the CREST Nominee will hold such interests as nominee for the CREST Depository which will issue CDIs to the relevant CREST participants.
4. Each CDI will be treated by the CREST Depository as if it were one Instrument, for the purposes of determining all rights and obligations and all amounts payable in respect thereof. The CREST Depository will pass on to CDI Holders any interest or other amounts received by it as holder of the Underlying Instruments on trust for such CDI Holder. CDI Holders will also be able to receive from the CREST Depository notices of meetings of holders of Instruments and other relevant notices issued by the Issuer.
5. Transfers of interests in Instruments by a CREST participant to a participant of Euroclear and/or Clearstream, Luxembourg will be effected by cancellation of the CDIs and transfer of an interest in such Underlying Instruments to the account of the relevant participant with Euroclear or Clearstream, Luxembourg.
6. The CDIs will have the same ISIN as the ISIN of the Underlying Instruments and will not require a separate listing on the Official List of the Luxembourg Stock Exchange.

7. Prospective subscribers for Instruments represented by CDIs are referred to Chapter 3 of the CREST Manual which contains the form of the CREST Deed Poll entered into by the CREST Depository. The rights of the CDI Holders will be governed by the arrangements between CREST, Euroclear and/or Clearstream, Luxembourg and the Issuer including the CREST Deed Poll (in the form contained in Chapter 3 of the CREST International Manual (which forms part of the CREST Manual)) executed by the CREST Depository. These rights may be different from those of holders of Instruments which are not represented by CDIs.
8. If issued, CDIs will be delivered, held and settled in CREST, by means of the CREST International Settlement Links Service. The settlement of the CDIs by means of the CREST International Settlement Links Service has the following consequences for CDI Holders:
9. CDI Holders will not be the legal owners of the Instruments. The CDIs are separate legal instruments from the Underlying Instruments to which they relate and represent an indirect interest in such Underlying Instruments.
10. The Underlying Instruments themselves (as distinct from the CDIs representing indirect interests in such Underlying Instruments) will be held in an account with a custodian. The custodian will hold the Underlying Instruments through a clearing system. Rights in the Underlying Instruments will be held through custodial and depository links through the appropriate clearing systems. The legal title to the Underlying Instruments or to interests in the Underlying Instruments will depend on the rules of the clearing system in or through which the Underlying Instruments are held.
11. Rights under the Underlying Instruments cannot be enforced by CDI Holders except indirectly through the intermediary depositories and custodians described above. The enforcement of rights under the Underlying Instruments will therefore be subject to the local law of the relevant intermediary. The rights of CDI Holders to the Underlying Instruments are represented by the entitlements against the CREST Depository which (through the CREST Nominee) holds interests in the Underlying Instruments. This could result in an elimination or reduction in the payments that otherwise would have been made in respect of the Underlying Instruments in the event of any insolvency or liquidation of a relevant intermediary, in particular where the Underlying Instruments held in clearing systems are not held in special purpose accounts and are fungible with other securities held in the same accounts on behalf of other customers of the relevant intermediaries.
12. The CDIs issued to CDI Holders will be constituted and issued pursuant to the CREST Deed Poll. CDI Holders will be bound by all provisions of the CREST Deed Poll and by all provisions of or prescribed pursuant to the CREST Manual and the CREST Rules and CDI Holders must comply in full with all obligations imposed on them by such provisions.
13. Potential investors should note that the provisions of the CREST Deed Poll, the CREST Manual and the CREST Rules contain indemnities, warranties, representations and undertakings to be given by CDI Holders and limitations on the liability of the issuer of the CDIs, the CREST Depository.
14. CDI Holders may incur liabilities resulting from a breach of any such indemnities, warranties, representations and undertakings in excess of the money invested by them. The attention of potential investors is drawn to the terms of the CREST Deed Poll, the CREST Manual and the CREST Rules, copies of which are available from CREST.
15. Potential investors should note that CDI Holders may be required to pay fees, charges, costs and expenses to the CREST Depository in connection with the use of the CREST International Settlement Links Service. These will include the fees and expenses charged by the CREST Depository in respect of the provision of services by it under the CREST Deed Poll and any taxes, duties, charges, costs or expenses which may be or become payable in connection with the holding of the CDIs through the CREST International Settlement Links Service.
16. Potential investors should note that the Issuers, the Guarantor, the Dealers, the Agents, the Registrar or their respective advisers will not have any responsibility for the performance by any intermediaries or their respective direct or indirect participants or accountholders of their respective obligations under the rules and procedures governing their operations."

(f) In the section entitled "*Taxation*":

- (i) the following wording is inserted at the end of the third paragraph of the sub-section entitled "*United Kingdom Taxation*" on page 697 of the Original Base Prospectus ""In particular, such potential purchasers should be aware that Notes held through CREST in the form of CDIs are likely to be treated as UK situs assets for certain UK tax purposes."; and
- (ii) the following wording is inserted after the third paragraph of the subsection "*United Kingdom Stamp Duty and Stamp Duty Reserve Tax ("SDRT") - Transfer*" on page 700 of the Original Base Prospectus:

"In addition, SDRT at 0.5% may apply to agreements to transfer certain Notes if those Notes satisfy all of the following three conditions: (i) they are held through in CREST in the form of CDIs; (ii) they are not listed on a "recognised stock exchange" within the meaning of section 1005 Income Tax Act 2007; and (iii) they do not constitute "exempt loan capital"."

(g) In the section entitled "*General Information – (4) Clearing Systems*" on page 726 of the Original base Prospectus, the following wording is inserted:

"The address of CREST is Euroclear UK & International, 33 Cannon Street, London EC4M 5SB, United Kingdom."

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.

The BAC 15 October 2024 Form 8-K is also available in electronic form at <https://www.sec.gov/Archives/edgar/data/70858/000007085824000266/0000070858-24-000266-index.htm>.