

**SUPPLEMENT NO. 3 DATED 20 NOVEMBER 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 and 28 October 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, 22 November 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) document 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 quarterly report on Form 10-Q for the quarter ended 30 September 2024, filed with the United States Securities and Exchange Commission (the "SEC") on 29 October 2024;
- add provisions related to decrement indices to the section entitled "*Risk Factors*"; and
- update the section of the Base Prospectus entitled "*General Information*".

Information being supplemented

1. Document incorporated by reference

BAC's Quarterly Report on Form 10-Q for the quarter ended 30 September 2024 filed with the SEC on 29 October 2024 (available for viewing on Bank of America's website at <https://investor.bankofamerica.com/regulatory-and-other-filings/all-sec-filings/content/0000070858-24-000280/0000070858-24-000280.pdf> (the "**BAC 30 September 2024 Quarterly Report**"), which has previously been published and has been filed with the CSSF, shall be deemed to be incorporated in, and to form part of, the Base Prospectus (other than information that is furnished but deemed not to have been filed under the rules of the SEC):

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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

Information required by the EU PR Regulation	Document/Location
Expected Financing Activities (<i>Annex 6, Section 4, Item 4.1.8 of the EU PR Regulation</i>)	BAC 30 September 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 September 2024 Quarterly Report (page 106)
Share Capital of BAC (<i>Annex 6, Section 12, Item 12.1 of the EU PR Regulation</i>)	BAC 30 September 2024 Quarterly Report (page 87)

Any information included in the BAC 30 September 2024 Quarterly Report 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. Provisions related to decrement indices

In the section entitled "Risk Factors", the following risk factor is inserted after risk factor 12.3(a) "Risks relating to Index Linked Instruments - MLBV, BAC and BAC's Affiliates are not liable for the actions or omissions of the sponsor of an Index, any information concerning an Index, the performance of such Index or use thereof in connection with the Index Linked Instruments" on page 59 of the Original Base Prospectus:

"Decrement Indices

If the Index has a "decrement" feature, the return on such Index will be calculated by reinvesting net dividends or gross dividends (depending on the type and rules of such Index) paid by its components and by subtracting on a regular basis a pre-defined amount (a "Pre-Defined Decrement"). The Pre-Defined Decrement may be defined as a percentage of the index level or as a fixed number of index points. Investors should note that any of the following factors, where applicable, could adversely affect the value of and return on Instruments linked to a "decrement" index:

- *An Index with a "decrement" feature will underperform a "total return" index that is used as a base index to calculate such Index since the latter is calculated without the deduction of a Pre-Defined Decrement. Similarly, where such Index tracks the performance of a single component security, the Index will underperform a direct investment in such component security as such investment would benefit from dividends paid by the component security without the deduction of a Pre-Defined Decrement.*
- *An Index with a "decrement" feature will underperform the corresponding "price return" index if the amount of dividends paid by the components of such Index is less than the amount of the Pre-Defined Decrement deducted. Where such Index tracks the performance of a single component security, the Index will underperform a direct investment in such component security as such investment would benefit from dividends paid by the component security without the deduction of a Pre-Defined Decrement.*
- *Where the Pre-Defined Decrement is defined as a fixed number of index points (as opposed to a percentage of the index level), the Pre-Defined Decrement yield (calculated as the ratio of the fixed index point decrement to the relevant decrement index level) will increase in a falling equities market as the Pre-Defined Decrement is a fixed amount. In such scenario, the fixed deduction will have a greater negative impact on the index level of the relevant Index than if the Pre-Defined Decrement was defined as a percentage of the index level. It is even possible that in a steeply falling market scenario the index level could become negative, since the amount of decrement expressed in index points will not vary with the level of the decrement index."*

3. Updating of the section entitled "General Information"

- (a) The information contained within the "General Information" section on page 727 of the Original Base Prospectus 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 September 2024. There has been no significant change in the financial position or financial performance of MLBV since 30 June 2024.

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 on page 727 of the Original Base Prospectus 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 September 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 document 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 document incorporated by reference is also available in electronic form at <https://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000070858&owner=include&count=40>.