

**SUPPLEMENT NO. 5 DATED 25 March 2025 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, 28 October 2024, 20 November 2024 and 13 February 2025, 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 three 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, 28 March 2025. 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 its knowledge, 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 information contained in (a) the 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 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 annual report on Form 10-K for the year ended 31 December 2024 filed with the United States Securities and Exchange Commission (the "**SEC**") on 25 February 2025; and
- update the section of the Base Prospectus entitled "*General Information*".

## Information being supplemented

### 1. Document incorporated by reference

BAC's annual report on Form 10-K for the year ended 31 December 2024 filed with the SEC on 25 February 2025 (available for viewing at <https://dl.luxse.com/dlp/10d6cee7ca6eb64dbf9cecb2c0a64da049>) (the "**BAC 2024 Annual 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, with respect to this report, information that is furnished but deemed not to have been filed under the rules of the SEC).

## Document Incorporated by Reference Cross-Reference List

### **BAC 2024 Annual Report**

*Item 1. Business*

### **Page Number**

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*Exhibit 21. Direct and Indirect Subsidiaries of Bank of America Corporation As Page 297\*  
of December 31, 2024*

*Exhibit 24. Power of Attorney*

*Pages 299\* to 300\**

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

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 2024 Annual Report (pages 55 to 56, 140 to 141)
Legal and arbitration proceedings ( <i>Annex 6, Section 11, Item 11.4.1 of the EU PR Regulation</i> )	BAC 2024 Annual Report (pages 23, 138 to 139)
Share Capital of BAC ( <i>Annex 6, Section 12, Item 12.1 of the EU PR Regulation</i> )	BAC 2024 Annual Report (pages 140 to 141)

Any information included in the BAC 2024 Annual 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. 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 31 December 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 (i) MLBV since 31 December 2023 or (ii) BAC and its subsidiaries on a consolidated basis since 31 December 2024."

- (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 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 2024 Annual Report, none of MLB, 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 MLB 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 MLB 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](http://www.luxse.com).