SUPPLEMENT NO. 3 DATED 22 OCTOBER 2025 TO THE BASE PROSPECTUS DATED 18 JULY 2025



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 18 July 2025 (the "Original Base Prospectus") (as supplemented on 12 August 2025 and 14 October 2025, and together with this Supplement, 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 18 July 2025, 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 under Part IV of the Luxembourg law dated 16 July 2019 on prospectuses for securities, 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, 27 October 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 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 the document incorporated by reference in respect of BAC, (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 15 October 2025 in respect of the earnings press release relating to the three months ended 30 September 2025.
- update the section of the Base Prospectus entitled "Form of Final Terms of the Notes"; and
- update the section of the Base Prospectus entitled "Form of Final Terms of the W&C Instruments".

Information being supplemented

1. Document incorporated by reference

The following document, 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:

(a) BAC's Current Report on Form 8-K filed with the SEC on 15 October 2025 (available for viewing at https://dl.luxse.com/dlp/10932eb86a8eb34b2eb76a0d0204cd96e4) (the "BAC 15 October 2025 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).

Document Incorporated by Reference Cross-Reference List

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BAC 15 October 2025 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, 2025	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 BAC 15 October 2025 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 "Form of Final Terms of the Notes"

The information contained within the "Form of Final Terms of the Notes" section on page 151 of the Original Base Prospectus in paragraph 5(a) entitled "Specified Denomination", shall be deleted and replaced with the following wording:

5. (a) Specified Denominations:

[•] [and integral multiples of [•] thereafter] (if the Issuer is MLBV and the Notes are not Exempt Instruments, the Notes must have a minimum denomination of at least EUR 1,000 (or its equivalent in other currencies))

(MLBV Notes (including MLBV Notes denominated in Sterling) in respect of which the issue proceeds are to be accepted by MLBV in the United Kingdom, or whose issue otherwise constitutes a contravention of section 19 of the Financial Services and Markets Act 2000 and which have a maturity of less than one year must have a redemption value of £100,000 (or its equivalent in other Specified Currencies))

(N.B. BAC Notes must have an original maturity date of not less than 365 days (one year))

(French Law Notes shall be issued in one Specified Denomination only)

The information contained within the "Form of Final Terms of the Notes" section on pages 163 and 164 of the Original Base Prospectus in paragraph 20 entitled "Zero Coupon Notes", shall be deleted and replaced with the following wording:

20. Zero Coupon Notes:

[Applicable] [Not Applicable]

(a) Accrual Yield:

[•] per cent. per annum

(b) Reference Price:

- [•] per Calculation Amount
- (c) Day Count Fraction in relation to Early Redemption Amounts and late payment:

[Conditions 7(H)(c) and 7(M) apply] $[\bullet]$ (Consider applicable day count fraction if not U.S.\$ denominated)

The information contained within the "Form of Final Terms of the Notes" section on page 173 of the Original Base Prospectus in paragraph 22 entitled "Issuer Call", shall be deleted and replaced with the following wording:

22. Issuer Call:

[Applicable] [Not Applicable]

(a) Optional Redemption Date(s) (Call):

[•] [The date specified as such in the notice from the Issuer] [See Issuer Call Table below]

- (b) Optional Redemption Amount(s) (Call) of each Note and method, if any, of calculation of such amount(s):
- [[•] per Calculation Amount] [In respect of each Optional Redemption Date (Call), the amount per Calculation Amount set out in the corresponding row in the Issuer Call Table below]
- (c) If redeemable in part:
 - (i) Minimum Redemption Amount:
- [•] [Not Applicable]
- (ii) Maximum Redemption Amount:
- [•] [Not Applicable]
- (d) Notice period (Call) (if other than as set out in the Conditions):
- [•][, provided that no maximum notice period shall apply] [Not Applicable]

[Issuer Call Table	
Optional Redemption Date(s) (Call)	Optional Redemption Amount(s) (Call)
[•]	[•]]

(Insert table if required.)

The information contained within the "Form of Final Terms of the Notes" section on page 196 of the Original Base Prospectus in paragraph 28 entitled "Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on an event of default or on an illegality or following a Currency Substitution Event (or otherwise in accordance with the terms and conditions of the Notes, including pursuant to the Underlying Linked Conditions)", shall be deleted and replaced with the following wording:

28. Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on an event of default or on an illegality or following a Currency Substitution Event (or otherwise in accordance with the terms and conditions of the Notes, including pursuant to the Underlying Linked Conditions):

[[•] per Calculation Amount]

[Market Value (no floor):] [Market Value (90 per cent. floor):] [(plus any accrued but unpaid interest to (but excluding) the due date for the early redemption of the Note)] [Deduction of Associated Costs is [applicable][not applicable]] (To confirm with BofA legal if "Deduction of Associated Costs" is specified as not applicable)

[Amortised Face Amount: [Linear]/[Compounded] is applicable, as set out in Condition 7(H)(c)]

[Underlying Linked Interest Note – "Inflation Linked: Delta One (Early Redemption Amount)": [Applicable [(plus any accrued but unpaid interest to (but excluding) the due date for the early redemption of the Note)]] [Not Applicable]

(N.B. "Market Value (90 per cent. floor): Deduction of Associated Costs is applicable" should be specified for Notes issued by BAC which fall under Condition

7(H)(b) and are intended to be treated as indebtedness for United States federal income tax purposes)

(N.B. In the case of Index Linked, Share Linked, GDR/ADR Linked, FX Linked, Fund Linked, Inflation Linked, Credit Linked, Hybrid Instruments Linked or other variable linked, consider deducting the cost to the Issuer and/or its affiliates of unwinding or adjusting any underlying or related funding and/or hedging arrangements in respect of the Notes)]

The information contained within the "Form of Final Terms of the Notes" section on pages 222 to 226 of the Original Base Prospectus in paragraphs 4 to 11, shall be deleted and replaced with the following wording:

4. REASONS FOR THE [ISSUE/OFFER], ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(For all issuances of Exempt Instruments, delete this paragraph)

(i) Reasons for the offer: [Not Applicable/ [●]] [See "Use of Proceeds" in the

Base Prospectus] (See "Use of Proceeds" wording in Base Prospectus – if reasons for offer different from what is disclosed in the Base Prospectus, give details

here.)

(ii) Estimated net proceeds: [Not Applicable/[●]]

(iii) Estimated total expenses: [Not Applicable/[●]] (Include breakdown of expenses)]

(If the Notes have a denomination of less than EUR 100,000 (or the equivalent in other currencies) to which Annex 14 of the EU PR Regulation applies, then insert estimated total expenses if applicable to the Notes. If Annex 15 of the EU PR Regulation applies, this should

be "Not Applicable")

5. **YIELD** (Fixed-Rate Notes Only)

(For all issuances of Exempt Instruments, delete this paragraph)

Indication of Yield: [Not Applicable] [The yield is [●] [per cent. per annum at maturity]

6. **HISTORIC INTEREST RATES** (Floating

Rate Notes only)

(For all issuances of Exempt Instruments, delete this paragraph)

[Details of historic [EURIBOR] [Overnight TIIE] [SONIA] [SOFR] [TEC10] [U.S. CMT Rate] rates can be obtained from [Reuters] [Bloomberg] [the provider of the [Relevant Screen Page] [Applicable RFR Screen Page]]

7. PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET

(If the Notes are linked to one or more Underlyings and in respect of which Annex 14 and 17 of the EU Prospectus Regulation applies, then must include details of where information on each Underlying can

be obtained including an indication of where information about the past and future performance and volatility of such Underlying can be obtained by electronic means and whether or not it can be obtained *free of charge.*)

[Not Applicable/ $[\bullet]$ (specify)].

8. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE [ISSUE/OFFER]

(For all issuances of Exempt Instruments, delete this paragraph)

[Specify fee arrangement and interests]

POST ISSUANCE INFORMATION 9.

(For all issuances of Exempt Instruments, delete this paragraph)

(Specify what information will be reported and where such information can be obtained)/[The Issuer will not provide any post-issuance information with respect to the Underlying[s], unless required to do so by applicable law or regulation.]]

10. TERMS AND CONDITIONS OF THE OFFER

(For all issuances of Exempt Instruments, delete this paragraph)

[Not Applicable.] (If Not Applicable, delete the remaining sub-paragraphs of this paragraph)

Public Offer Jurisdiction: [Finland / France / Hungary / Ireland / Luxembourg / Portugal / Sweden] [Specify the relevant Member State(s) – which must be jurisdictions where the Prospectus and any supplements have been

passported.]

Offer Period: [Not Applicable] [An offer of the Notes may be made

> by [●] (specify names and addresses of financial intermediaries/placers making non-exempt offers, to the extent known) other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction during the period from [(and including)] [• [(specify date) to [(and including)] [•] (specify date)]

(the "Offer Period").

[Give details on the offer]

Offer Price: [Issue Price/ [●] (give details)]

Conditions to which the offer is subject: [Not Applicable/[●] (give details)]

Description of the application process: [Not Applicable/[●] (give details)]

of possibility Description to reduce subscriptions and manner for refunding excess amount paid by applicants:

[Not Applicable/[●] (give details)]

Details of the minimum and/or maximum

amount of application:

[The [minimum/maximum number of Notes which can be subscribed by the relevant investors is [●]/Not Applicable/[●] (give details)]

Details of the method and time limits for paying up and delivering the Notes:

[The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys/Not Applicable/[•](give details)]

Manner in and date on which results of the offer are to be made public:

[The results of the offering will be available on the website of [the Issuer/the Luxembourg Stock Exchange (www.luxse.com)/specify other] on or around the end of the Offer Period/Not Applicable/[•] (give details)]

Procedure for exercise of any right of preemption, negotiability of subscription rights and treatment of subscription rights not exercised:

[Not Applicable/[●] (give details)]

Whether tranche(s) have been reserved for certain countries:

[Not Applicable/[●] (give details)]

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: [Not Applicable/[●] (give details)]

Amount of any expenses and taxes specifically charged to the subscriber or purchaser. Where required and to the extent they are known, include those expenses contained in the price:

[Not Applicable/[●] (give details)]

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

[Not Applicable/[●] (give details)]

Consent to use the Base Prospectus

Identity of financial intermediary(ies) that are allowed to use the Base Prospectus:

[insert name and address of any financial intermediary which has consent to use the Base Prospectus]

Offer period during which subsequent resale or final placement of Notes by financial intermediaries can be made:

[specify]

Conditions attached to the consent:

[The Issuer consents to the use of the Base Prospectus in connection with the making of an offer of the Notes to the public requiring the prior publication of a prospectus under the EU Prospectus Regulation (a "Non-exempt Offer") by each financial intermediary specified in (i) and (ii) below (each, an "Authorised Offeror") in Finland / France / Hungary / Ireland / Luxembourg / Portugal / Sweden]:

- (i) **Specific consent:** [●] [and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website ([https://spdocs.bofa.com/]][●])]; and
- (ii) **General consent:** [Not Applicable] / [Applicable: each financial intermediary which (A) is authorised to make such offers under Directive 2014/65/EU of the European Parliament and of the Council on markets in

financial instruments (as amended, "**MiFID II**"), including under any applicable implementing measure in each relevant jurisdiction, and (B) accepts such offer by publishing on its website the Acceptance Statement]

[insert any other clear and objective conditions attached to the consent to use the Base Prospectus]

11. EU BENCHMARKS REGULATION

(For all issuances of Exempt Instruments, delete this paragraph)

EU Benchmarks Regulation: Article 29(2) [N statement on benchmarks:

[Not Applicable]

[[specify benchmark] is provided by [administrator legal name]] (Repeat as necessary)

[As at the date hereof, [administrator legal name] [appears/does not appear] in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation] (Repeat as necessary)

[Insert for Instruments linked to EURIBOR: EURIBOR is provided by the European Money Markets Institute. As at the date hereof, the European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation]

[Insert for Instruments linked to SOFR: SOFR is provided by the Federal Reserve Bank of New York. As at the date hereof, the Federal Reserve Bank of New York does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation]

[Insert for Instruments linked to SONIA: SONIA is provided by the Bank of England. As at the date hereof, the Bank of England does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation]

[Insert for Instruments linked to the U.S. CMT Rate: the U.S. CMT Rate is provided by the U.S. Board of Governors of the Federal Reserve System. As at the date hereof, the U.S. Board of Governors of the Federal Reserve System does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation]

3. Updating of the section entitled "Form of Final Terms of the W&C Instruments"

The information contained within the "Form of Final Terms of the W&C Instruments" section on pages 357 to 360 of the Original Base Prospectus in paragraphs 3 to 9, shall be deleted and replaced with the following wording:

3. [FORM OF NOTICE FROM BENEFICIAL OWNER TO FINANCIAL INTERMEDIARY]

4. REASONS FOR THE [ISSUE/OFFER], ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(For all issuances of Exempt Instruments, delete this paragraph)

(i) Reasons for the offer: [●] [See "Use of Proceeds" in Base Prospectus/Give

details] (See "Use of Proceeds" wording in Base Prospectus – if reasons for offer different from what is disclosed in the Base Prospectus, give details here.)

(ii) Estimated net proceeds: [[Not Applicable/[●]]

(iii) Estimated total expenses: [Not Applicable/[●]] (Include breakdown of expenses)]

(If the W&C Instruments have a denomination of less than EUR 100,000 (or the equivalent in other currencies) to which Annex 14 of the EU PR Regulation applies, then insert estimated total expenses if applicable to the W&C Instruments. If Annex 15 of the EU PR Regulation applies,

this should be "Not Applicable")

5. PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET

(If the W&C Instruments are linked to one or more Underlyings and in respect of which Annex 14 and 17 of the EU Prospectus Regulation applies, then must include details of where information on each Underlying can be obtained including an indication of where information about the past and future performance and volatility of such Underlying can be obtained by electronic means and whether or not it can be obtained free of charge.)

[Not Applicable/ $[\bullet]$ (specify)].

6. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE [ISSUE/OFFER]

(For all issuances of Exempt Instruments, delete this paragraph)

[Specify fee arrangement and interests]

7. POST ISSUANCE INFORMATION

(For all issuances of Exempt Instruments, delete this paragraph)

(Specify what information will be reported and where such information can be obtained)/[The Issuer will not provide any post-issuance information with respect to the Underlying[s], unless required to do so by applicable law or regulation.]]

8. TERMS AND CONDITIONS OF THE OFFER

(For all issuances of Exempt Instruments, delete this paragraph)

[Not Applicable.] (If Not Applicable, delete the remaining sub-paragraphs of this paragraph)

Public Offer Jurisdiction: [Finland / France / Hungary / Ireland / Luxembourg /

Portugal / Sweden] [Specify the relevant Member State(s) – which must be jurisdictions where the Prospectus and

any supplements have been passported.]

Offer Period: [Not Applicable] [An offer of the [Warrants/Certificates]

may be made by [•] (specify names and addresses of financial intermediaries/placers making non-exempt offers, to the extent known) other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction during the period from [(and including)] [•] (specify date) to [(and including)] [•] (specify date)] (the

"Offer Period").

[Give details on the offer]

Offer Price: [Issue Price/ [●] (give details)]

Conditions to which the offer is subject: [Not Applicable/[●] (give details)]

Description of the application process: [Not Applicable/[•] (give details)]

Description of possibility to reduce subscriptions and manner for refunding excess

amount paid by applicants:

[Not Applicable/[●] (give details)]

Details of the minimum and/or maximum

amount of application:

[The [minimum/maximum number of [Warrants/Certificates] which can be subscribed by the relevant investors is [•]/Not Applicable/[•] (give details)]

Details of the method and time limits for paying up and delivering the [Warrants/Certificates]:

[The [Warrants/Certificates] will be issued on the Issue Date against payment to the Issuer of the net subscription moneys/Not Applicable/[•](give details)]

Manner in and date on which results of the offer are to be made public:

[The results of the offering will be available on the website of [the Issuer/the Luxembourg Stock Exchange (www.luxse.com)/specify other] on or around the end of the Offer Period/Not Applicable/[•] (give details)]

Procedure for exercise of any right of preemption, negotiability of subscription rights and treatment of subscription rights not exercised:

[Not Applicable/[●] (give details)]

Whether tranche(s) have been reserved for certain countries:

[Not Applicable/[●] (give details)]

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: [Not Applicable/[●] (give details)]

Amount of any expenses and taxes specifically charged to the subscriber or purchaser. Where required and to the extent

[Not Applicable/[●] (give details)]

they are known, include those expenses contained in the price:

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

[Not Applicable/[●] (give details)]

Consent to use the Base Prospectus

Identity of financial intermediary(ies) that are allowed to use the Base Prospectus:

[insert name and address of any financial intermediary which has consent to use the Base Prospectus]

Offer period during which subsequent resale or final placement of W&C Instruments by financial intermediaries can be made:

[specify]

Conditions attached to the consent:

[The Issuer consents to the use of the Base Prospectus in connection with the making of an offer of the [Warrant/Certificates] to the public requiring the prior publication of a prospectus under the EU Prospectus Regulation (a "Non-exempt Offer") by each financial intermediary specified in (i) and (ii) below (each, an "Authorised Offeror") in Finland / France / Hungary / Ireland / Luxembourg / Portugal / Sweden]:

- (i) **Specific consent:** [●] [and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website ([https://spdocs.bofa.com/][●])]; and
- (ii) General consent: [Not Applicable] / [Applicable: each financial intermediary which (A) is authorised to make such offers under Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, "MiFID II"), including under any applicable implementing measure in each relevant jurisdiction, and (B) accepts such offer by publishing on its website the Acceptance Statement]

[insert any other clear and objective conditions attached to the consent to use the Base Prospectus]]

EU BENCHMARKS REGULATION 9.

(For all issuances of Exempt Instruments, delete this paragraph)

EU Benchmarks Regulation: Article 29(2) [Not Applicable] statement on benchmarks:

[[specify benchmark] is provided by [administrator legal name]] (Repeat as necessary)

[As at the date hereof, [administrator legal name] [appears/does not appear] in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation] (Repeat as necessary)

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.luxee.com.