

**SUPPLEMENT NO. 2 DATED 5 OCTOBER 2026 TO THE
BASE PROSPECTUS DATED 16 JULY 2026 AND TO THE
FINAL TERMS DATED 1 SEPTEMBER 2026
(FR0014019KC9), THE FINAL TERMS DATED 7 AUGUST
2026 (FR001401AAT7), THE FINAL TERMS DATED 14
SEPTEMBER 2026 (XS3332210122), THE FINAL TERMS
DATED 14 AUGUST 2026 (XS3332210981) AND THE FINAL
TERMS DATED 1 OCTOBER 2026 (XS3332327314)**



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

BofA Finance LLC
(a Delaware (U.S.A.) Limited Liability Company)

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 BofA Finance LLC and 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**"), BofA Finance LLC ("**BofA Finance**") and Merrill Lynch B.V. ("**MLBV**") dated 16 July 2026 (the "**Original Base Prospectus**") (as supplemented on 10 August 2026, and together with this Supplement, the "**Base Prospectus**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of BAC, BofA Finance 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.

This Supplement also constitutes a supplement to the final terms dated 1 September 2026 (ISIN: FR0014019KC9), the final terms dated 7 August 2026 (ISIN: FR001401AAT7), the final terms dated 14 September 2026 (ISIN: XS3332210122), the final terms dated 14 August 2026 (ISIN: XS3332210981) and the final terms dated 1 October 2026 (ISIN: XS3332327314) (together, the "**Affected Final Terms**")

On 16 July 2026, 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, 8 October 2026. 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

MLBV accepts responsibility for the information contained in this Supplement and to the best of the knowledge of MLBV, the information contained in this Supplement is 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 2026 dated 18 September 2026 (the "**Significant New Factor**");
- update the section of the Base Prospectus entitled "*Risk Factors*";
- update the section of the Base Prospectus entitled "*Commonly Asked Questions about the Base Prospectus*";
- update the section of the Base Prospectus entitled "*Form of Final Terms of the Notes*";
- update the section of the Base Prospectus entitled "*Reference Rate Conditions*";
- update the section of the Base Prospectus entitled "*Amendments to the Additional Information about Reference Rates, €STR, Overnight TIE, SOFR, SONIA, Swap Rates and the TEC Rate*";

- update the section of the Base Prospectus entitled "Merrill Lynch B.V.";
- update the section of the Base Prospectus entitled "*General Information*";
- update the section of the Base Prospectus entitled "Offering and Sale"; and
- amend and supplement the information in the summary of the final terms dated 1 September 2026 (ISIN: FR0014019KC9), the final terms dated 7 August 2026 (ISIN: FR001401AAT7), the final terms dated 14 September 2026 (ISIN: XS3332210122), the final terms dated 14 August 2026 (ISIN:XS3332210981) and the final terms dated 1 October 2026 (ISIN: XS3332327314).

Application of Amendments in this Supplement

The amendments included in this Supplement to the terms and conditions of the Instruments and form of the final terms shall only apply to issue terms, the date of which falls on or after the approval of this Supplement.

Information being supplemented

1. Document incorporated by reference

The following document, which has 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 2026 together with accompanying notes thereto dated 18 September 2026 (available for viewing at <https://dl.luxse.com/dlp/10f323dd7f2cba4a47aaeaff01cc0fc785>) (the "**MLBV 2026 Interim Report**"); and

Document Incorporated by Reference Cross-Reference List

MLBV 2026 Interim Report	Page Number
<i>Director's Report</i>	<i>Pages 1 to 5</i>
<i>Statement of profit or loss and other comprehensive income</i>	<i>Page 6</i>
<i>Statement of financial position</i>	<i>Pages 6 to 8</i>
<i>Statement of changes in equity</i>	<i>Page 9</i>
<i>Statement of cash flows</i>	<i>Page 10</i>
<i>Notes to the financial statements</i>	<i>Pages 11 to 46</i>

Any information included in the MLBV 2026 Interim 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 the section entitled "*Risk Factors*"

The section entitled "Risk Factors" on pages 26 to 127 of the Original Base Prospectus shall be amended such that the risk factor "*Risks Relating to a TEC Rate*" on page 125 of the Original Base Prospectus shall be deleted and replaced as follows:

"14.20 Risks Relating to a TEC Rate

The following discussion of risks relates to Notes linked to a TEC Rate.

A TEC Rate represents the actuarial yield rate of a hypothetical French government bond with a constant maturity as specified in the Issue Terms.

The TEC Rates were previously calculated and administered by the Banque de France and, with effect from 26 July 2026, are now calculated and administered by Euronext Paris S.A. (or an affiliate thereof) ("**Euronext**") pursuant to a methodology established by the *Comité de Normalisation Obligataire*. The CNO-TEC Scientific Committee now serves as the independent supervisor of the TEC Rates, with representation from the Agence France Trésor (AFT), the Banque de France and the *Comité de Normalisation Obligataire* (CNO).

The provisions of the Notes provide for observation of a TEC Rate on the Relevant Screen Page (or any successor page or service), and accordingly the Calculation Agent will observe a TEC Rate on such page as may be applicable from time to time as maintained by or on behalf of Euronext (or any further successor administrator). In connection with the change of administrator, the methodology for a TEC Rate was subject to minor revisions including that the TEC Rate is now calculated and published on each Euronext Paris trading day (rather than each TARGET business day under the previous methodology). However, the core methodology, including the formulas for determining the relevant TEC Rate, the calculation time, the publication time, the Bloomberg code, the ISIN and the Reuters/Refinitiv ticker codes in use prior to the transfer have been retained and remain unchanged.

Notwithstanding the continuity of the core methodology, investors should be aware that the potential discontinuation or replacement of a TEC Rate could arise from changes in market conditions, regulatory developments, or shifts in the financial policies of the French government. Such changes could lead to a TEC Rate performing differently than in the past, becoming unavailable, or being replaced by an alternative reference rate. The volatility of a TEC Rate is influenced by various factors affecting interest rates generally, including but not limited to: (i) changes to the financial condition or credit rating of the French government; (ii) the actual or perceived credit quality of the French government; (iii) sentiment regarding the French, EU and global economies; (iv) expectations regarding the level of price inflation; (v) sentiment regarding credit quality in the French, EU and global credit markets; (vi) central bank policy regarding interest rates; and (vii) performance of capital markets.

In addition to these general factors, investors should be aware that any future modifications to the calculation or publication of a TEC Rate could affect the value and performance of the Notes linked to a TEC Rate. The potential for discontinuation or replacement of a TEC Rate with an alternative reference rate could introduce uncertainties and risks similar to those associated with other rates that have been subject to benchmark reform.

TEC Rate Licencing Event

The CNO retains the intellectual property rights to the trademark of the TEC Rates, with Euronext holding the exclusive licence to exploit it. Therefore, access to the TEC Rate is now subject to a trademark licence agreement with Euronext. Investors should be aware that the commercial terms on which access to a TEC Rate is made available may differ from those previously applicable under the arrangements with the Banque de France, and may be subject to change by Euronext. Changes to licensing terms or fees could affect the Issuer's, the Calculation Agent's or their Affiliates' ability to use or reference the TEC Rate, which could result in a TEC Rate Licencing Event.

If the Issue Terms specify (a)(i) "TEC Rate" to be the Reference Rate or (ii) otherwise specify that the principal, interest and/or any other amount payable or any determination required to be made with respect to the applicable Series of Notes is to be determined by

reference to "TEC Rate" and (b) TEC Rate Licencing Event is specified as applicable in the Issue Terms, then a TEC Rate Licencing Event will be deemed to have occurred if the Issuer, the Calculation Agent or any of their respective Affiliates (A) no longer holds, or is reasonably likely to cease to hold, a valid licence, authorisation or other permission to use, reference or otherwise access the TEC Rate or any data, methodology or intellectual property necessary for the determination of the TEC Rate, whether as a result of the termination, non-renewal, suspension, revocation or material modification of any licensing agreement with Euronext (or any successor administrator of the TEC Rate) or any of its Affiliates, or otherwise; or (B) receives notice from Euronext (or any successor administrator of the TEC Rate) or any of its Affiliates that any such licensing agreement will be terminated or materially modified in a manner that would restrict or prevent the use of, or access to, the TEC Rate. Upon the occurrence of a TEC Rate Licencing Event, the relevant Issuer may, acting in good faith and in a commercially reasonable manner, require the Calculation Agent to adjust the Conditions of the Notes or cause the early redemption or settlement of such Series of Notes in accordance with the Conditions of the Notes. If the relevant Issuer elects to redeem early or settle the Notes as a result of a TEC Rate Licencing Event, the amount payable or other consideration deliverable to the Holders may be significantly less than the investor's initial investment, and may be as low as zero."

3. *Updating the section entitled "Commonly Asked Questions about the Base Prospectus"*

The section entitled "Commonly Asked Questions" on pages 153 to 178 of the Original Base Prospectus shall be amended such that the Commonly Asked Question 26 "What further determinations may the Calculation Agent have to make?" on pages 165 to 167 of the Original Base Prospectus shall be deleted and replaced as follows:

"26. What further determinations may the Calculation Agent have to make?"

The terms and conditions of the Instruments, as completed by (i) the applicable Underlying Linked Conditions; (ii) the applicable Product Conditions and (iii) the Issue Terms, also provide that the Calculation Agent is the entity responsible for determining whether certain events have occurred (some of which are mentioned above), and in circumstances where such events have occurred, whether the terms and conditions of the Instruments need to be amended to reflect such events. Such determinations shall be made by the Calculation Agent acting in good faith and in a commercially reasonable manner. A non-exhaustive summary of some events is set out below:

- Market Disruption Event (in respect of Index Linked Instruments, Share Linked Instruments, GDR/ADR Linked Instruments and Fund Linked Instruments) – any event that means the value of the Underlying(s) cannot be determined in the regular manner, for example, the exchange on which the relevant shares or fund shares trade has closed early or any disruption to the ability of market participants to effect transactions in or obtain market values for futures or options contracts relating to an index on a relevant exchange;
- Potential Adjustment Event, Merger Event, Tender Offer, De-listing, Nationalisation, Insolvency, De-stapling Event, or Announcement Event (in respect of Share Linked Instruments and/or GDR/ADR Linked Instruments) – any event or public announcement of an intention to enter into a transaction that results in significant changes to the nature of the shares, including a reclassification, an extraordinary dividend, a merger event, a delisting of shares, a tender offer, an insolvency, a de-stapling of shares, or a nationalisation of the share;
- Index Adjustment Event (in respect of Index Linked Instruments) – (i) a material change (or announcement thereof) in the formula for or the method of calculating a relevant index; (ii) the cancellation of an index, which is then not replaced; (iii) the failure to calculate or publish the

index level; or (iv) if an index or its administrator does not obtain authorisation or registration (subject to applicable transitional provisions) with the effect that the index may not be used by the relevant Issuer or the Calculation Agent to perform their obligations under the Instruments or any related hedging transactions;

- Inflation Adjustment Event (in respect of Inflation Linked Instruments) – a delay in, or cessation of, publication of an inflation index level by the inflation index sponsor;
- Bond-linked Adjustment Event (in respect of Bond Linked Instruments) – a Bond is subdivided, consolidated, reclassified or altered, or any other similar event occurs, which may result in the Calculation Agent making adjustments to the terms and conditions of the Instruments or, if such event also results in the occurrence of a Bond Event, the Issuer may elect to early redeem the Instruments;
- Bond-linked Conversion Event (in respect of Bond Linked Instruments) – a Bond is converted into other securities (including in accordance with the terms of any voluntary or involuntary exchange or restructuring programme), in which case such securities shall be deemed to be the Bond and the Calculation Agent may make adjustments to the terms and conditions of the Instruments or, if such event also results in the occurrence of a Bond Event, the Issuer may elect to early redeem the Instruments;
- Change in Law – a change in law which means that it has become illegal for the relevant Issuer and/or any of its Affiliates to hold, acquire, deal in or dispose of the relevant Underlying(s), any relevant security comprised in such Underlying(s) or hedge positions relating to the Instruments or (ii) materially increases the relevant Issuer's costs of performing its obligations under the Instruments;
- FX Market Disruption Event (in respect of FX Linked Instruments) – an event that means it becomes impossible or otherwise impracticable to obtain and/or the execute the relevant rate(s) required to calculate the currency price on a relevant date;
- CNY Payment Disruption Event – an event has occurred that negatively affects the liquidity, convertibility or transferability of CNY in the relevant CNY settlement centre;
- Settlement Disruption Event – any event beyond the control of the Issuer which makes delivery of the relevant Entitlement not practicable;
- General Benchmark Transition Event (in respect of Reference Rate Notes) – the occurrence of a public statement that the administrator of a reference rate has ceased or will cease to provide such reference rate permanently or indefinitely or that the reference rate is no longer or will no longer be appropriate for use as a reference rate;
- TEC Rate Licencing Event (in respect of Reference Rate Notes) – an event that means that the Issuer, the Calculation Agent or any of their respective Affiliates no longer holds, or is reasonably likely to cease to hold, a valid licence, authorisation or other permission to use, reference or otherwise access the TEC Rate or any data, methodology or intellectual property necessary for the determination of the TEC Rate, whether as a result of the termination, non-renewal, suspension, revocation or material modification of any licensing agreement with Euronext (or any successor administrator of the TEC Rate) or any of its Affiliates, or otherwise; or receives notice from Euronext (or any successor administrator of the TEC Rate) or any of its Affiliates that any such licensing agreement will be terminated or materially modified in a manner that would restrict or prevent the use of, or access to, the TEC Rate;

- Administrator/Benchmark Event (in respect of Index Linked Instruments and FX Linked Instruments) – if, in respect of any index, rate or price source, (a) its administrator or sponsor does not or will not be able to obtain authorisation or registration with the effect that the relevant index, rate or price source may not be used by the relevant Issuer, Calculation Agent or affiliate to perform its or their respective obligations under the Instruments or any related hedging transactions, or (b) a relevant competent authority or ESMA issues a public notice under Article 24a(6) of the EU Benchmarks Regulation in respect of such index, rate or price source with the effect that the relevant Issuer or Calculation Agent is required to replace it within six months or publish a reasoned explanation for not doing so;
- Additional Fund Disruption Event (in respect of Fund Linked Instruments) – a change in law or event which results that the relevant Issuer or its Affiliates is unable to or incurs a materially increased cost to acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction or assets it deems necessary or appropriate to hedge the price risk relating to the fund interests or perform its obligations with respect to the Fund Linked Instruments;
- Fund Disruption Event (in respect of Fund Linked Instruments) – if there is a continued postponement of any relevant valuation date or a failure by a fund to pay the amount of any fund redemption proceeds scheduled to be paid;
- Fund Extraordinary Event (in respect of Fund Linked Instruments) – an event resulting in the nationalisation of the fund, insolvency affecting the fund which results in holders of fund interests becoming legally prohibited from transferring or redeeming such fund interests, a decrease in the aggregate net asset value of a fund by a specified amount, the resignation of an adviser to the fund, a modification to the fund documents that could reasonably be expected to affect the value of a fund interest or the rights and remedies of holders thereof, a violation of the fund's strategy or investment guidelines, regulatory action, reporting disruption which makes it impossible or impracticable for the Calculation Agent to determine the value of the fund on a relevant valuation date and which is continuing, the fund ceases to provide the service outlined in relevant fund documents, an event which compromises the independence of a fund administrator, breach of any existing agreement between the fund administrator or fund adviser with the Calculation Agent, or a failure to provide FRTB information which would result in the relevant Issuer or its affiliates or agents incurring materially increased capital requirements;
- Fund Potential Adjustment Event (in respect of Fund Linked Instruments) – any event that may have a diluting or concentrative effect on the theoretical value of the fund interests.

If the Calculation Agent determines that a Market Disruption Event, a Potential Adjustment Event, a Merger Event, a Tender Offer, a De-listing, a Nationalisation, an Insolvency, a De-stapling Event, an Announcement Event, an Index Adjustment Event, an Inflation Adjustment Event, a Delay in Publication, a Cessation of Publication, a Change in Law, a FX Market Disruption Event, a CNY Payment Disruption Event, a Settlement Disruption Event, a General Benchmark Transition Event, a TEC Rate Licencing Event, an Administrator/Benchmark Event, a Bond-linked Adjustment Event, a Bond-linked Conversion Event, an Additional Fund Disruption Event, a Fund Disruption Event, a Fund Extraordinary Event, or a Fund Potential Adjustment Event and/or any other applicable event has occurred, any consequential postponement of, or any alternative provisions for, valuation provided in the terms and conditions of any Instruments may have an adverse effect on the value of such Instruments.

The applicable Relevant Annex sets out in more detail the circumstances which can lead to a disruption event and the postponement of, or a change in the process relating to, the valuation of the most common types of underlying assets."

4. *Updating the section entitled "Form of Final Terms of the Notes"*

The information contained within the "Form of Final Terms of the Notes" on pages 179 to 287 of the Original Base Prospectus shall be amended such that paragraph 17(f) entitled "Screen Rate Determination" on pages 188 to 191 shall be deleted and replaced as follows:

- (f) Screen Rate Determination: [Applicable: The Reference Rate Conditions apply] [Not Applicable]
- Reference Rate: [EURIBOR] [Federal Funds (Effective) Rate] [Federal Funds Open Rate] [Federal Funds Target Rate] [EUR EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD SOFR ICE Swap Rate®] [Constant Maturity Swap Rate] [Parameta Solutions Swap Rate Index] [FTSE EUR Swap Rate] [TEC Rate with a Designated Maturity of [insert years]] [U.S. CMT Rate] [Reference Rate Spread] [●]

(If Reference Rate Spread is specified, complete the following:)

- Component Reference Rate 1: [EURIBOR] [Federal Funds (Effective) Rate] [Federal Funds Open Rate] [Federal Funds Target Rate] [EUR EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD SOFR ICE Swap Rate®] [Constant Maturity Swap Rate] [Parameta Solutions Swap Rate Index] [FTSE EUR Swap Rate] [TEC Rate with a Designated Maturity of [insert years]] [U.S. CMT Rate] [Constant Maturity Yield Index] [●]
- Interest Determination Date in respect of Component Reference Rate 1: [In respect of each Interest Period, the [●] Banking Day prior to the [start][end] of such Interest Period] [●]
- Component Reference Rate 2: [EURIBOR] [Federal Funds (Effective) Rate] [Federal Funds Open Rate] [Federal Funds Target Rate] [EUR EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD SOFR ICE Swap Rate®] [Constant Maturity Swap Rate] [Parameta Solutions Swap Rate Index] [FTSE EUR Swap Rate] [TEC Rate with a Designated Maturity of [insert years]] [U.S. CMT Rate] [Constant Maturity Yield Index] [●]
- Interest Determination Date in respect of Component Reference Rate 2: [In respect of each Interest Period, the [●] Banking Day prior to the [start][end] of such Interest Period] [●]
- Benchmark Replacement Provisions (Component Reference Rate 1): [As specified in Reference Rate Condition 4] [●]
- Benchmark Replacement Provisions (Component Reference Rate 2): [As specified in Reference Rate Condition 4] [●]

(If TEC Rate is specified as the relevant Reference Rate, include the following:)

[TEC Rate Licencing Event: [Applicable] [Not Applicable]]

- Reference Rate₁: [EURIBOR] [Federal Funds (Effective) Rate] [Federal Funds Open Rate] [Federal Funds Target Rate] [EUR EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD SOFR ICE Swap Rate®] [Constant Maturity Swap Rate] [Parameta Solutions Swap Rate Index] [FTSE EUR Swap Rate] [TEC Rate with a Designated Maturity of [insert years]] [U.S. CMT Rate] [●]

(If TEC Rate is specified as the relevant Reference Rate₁, include the following:)

- [TEC Rate Licencing Event: [Applicable] [Not Applicable]]
- Reference Rate₂: [EURIBOR] [Federal Funds (Effective) Rate] [Federal Funds Open Rate] [Federal Funds Target Rate] [EUR EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD SOFR ICE Swap Rate®] [Constant Maturity Swap Rate] [Parameta Solutions Swap Rate Index] [FTSE EUR Swap Rate] [TEC Rate with a Designated Maturity of *[insert years]*] [U.S. CMT Rate] [●]
- (If TEC Rate is specified as the relevant Reference Rate₂, include the following:)*
- [TEC Rate Licencing Event: [Applicable] [Not Applicable]]
- [Constant Maturity Swap:
 - Specified Currency: [●]
 - Designated Constant Maturity Swap Rate Administrator: [●] [Not Applicable]
 - Designated Constant Maturity Swap Provider: [●] [Not Applicable]
 - [Parameta Solutions Swap Rate Index:
 - Specified Currency: [●] [Not Applicable]
 - Floating Leg: [●] [Not Applicable]
 - Floating Leg Day-Count: [●] [Not Applicable]
 - Floating Leg Payment Period: [●] [Not Applicable]
 - Fixed Leg Day-Count: [●] [Not Applicable]
 - Fixed Leg Payment Period: [●] [Not Applicable]
 - Primary Temporary Unavailability Fallback Rate: [[●], for the applicable Specified Maturity, determined in accordance with the first paragraph of Reference Rate Condition 2([●]), without giving effect to any other terms and provisions of such Reference Rate Condition] [●] [Not Applicable]
 - Secondary Temporary Unavailability Fallback Rate: [[●], for the applicable Specified Maturity, determined in accordance with the first paragraph of Reference Rate Condition 2([●]), without giving effect to any other terms and provisions of such Reference Rate Condition] [●] [Not Applicable]
 - [FTSE EUR Swap Rate:
 - Primary Temporary Unavailability Fallback Rate: [[●], for the applicable Specified Maturity, determined in accordance with the first paragraph of Reference Rate Condition 2([●]), without giving effect to any other terms and provisions of such Reference Rate Condition] [●] [Not Applicable]
 - Secondary Temporary Unavailability Fallback Rate: [[●], for the applicable Specified Maturity, determined in accordance with the first paragraph of Reference Rate Condition 2([●]), without giving effect to any other terms and provisions of such Reference Rate Condition] [●] [Not Applicable]

- Specified Maturity: [In respect of [the Reference Rate] [Reference Rate₁] [Reference Rate₂] [Component Reference Rate 1] [Component Reference Rate 2],] [●] [month[s]] [year[s]] *(repeat as necessary)*
- Interest Determination Date(s): [in respect of each Interest Period, [the [●] [second] Banking Day prior to the start of such Interest Period]] [the [●] [second] Banking Day prior to the end of such Interest Period]] [●] [In respect of each Component Reference Rate, as specified above.]
- Calculation Day: [A calendar day] [●]
- Relevant Screen Page: [In respect of [●],] [As specified in Reference Rate Condition 2[(b)] [(d)] [(e)] [(f)] [(g)] [(h)] [(i)] [(k)]] [●]
(repeat as required for each reference rate)
- Relevant Time: [In respect of [●],] [As specified in Reference Rate Condition 2[(b)] [(c)] [(d)] [(e)] [(f)] [(g)] [(h)] [(i)] [(j)] [(k)]] [●]
(repeat as required for each reference rate)

(The rates specified above or other, although additional information is required if other – including fallback provisions in the applicable Agency Agreement)
- Constant Maturity Swap Reference Time: [As specified in Reference Rate Condition 4(b)] [●]

The information contained within the "Form of Final Terms of the Notes" on pages 179 to 287 of the Original Base Prospectus shall be amended such that paragraph 19(e)(xiii) entitled "Manner in which the Reference Rate and Interest Amount is to be determined" on pages 197 to 199 shall be deleted and replaced as follows:

- (xiii) Manner in which the Reference Rate and Interest Amount is to be determined: [Screen Rate Determination] [SOFR – the Reference Rate Conditions apply, provided that Reference Rate Condition 3(b) shall not apply] [Constant Maturity Yield Index. The Constant Maturity Yield Index shall be a Reference Rate for the purposes of Condition 5] – the Reference Rate Conditions apply [, provided that Reference Rate Condition 3(b) shall not apply], and Product Condition 6 *(Range Accrual)*
- Accrual Reference Rate: [EURIBOR] [SOFR] [EUR EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD SOFR ICE Swap Rate®] [Constant Maturity Swap Rate] [TEC Rate with a Designated Maturity of *[insert years]*] [U.S. CMT Rate] [Parameta Solutions Swap Rate Index] [FTSE EUR Swap Rate] [●]

(If TEC Rate is specified as the relevant Accrual Reference Rate, include the following:)

[TEC Rate Licencing Event: [Applicable] [Not Applicable]]
- [- Specified Currency:] [●]
- [- Designated Constant Maturity Swap Rate Administrator:] [●]
- [- Designated Constant Maturity Swap Provider:] [●]

- Accrual Spread Reference [EURIBOR] [SOFR] [EUR EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD SOFR ICE Swap Rate®] [Constant Maturity Swap Rate] [TEC Rate with a Designated Maturity of *[insert years]*] [U.S. CMT Rate] [Parameta Solutions Swap Rate Index] [FTSE EUR Swap Rate] [●]
- (If TEC Rate is specified as the relevant Accrual Spread Reference Rate 1, include the following:)
- [TEC Rate Licencing Event: [Applicable] [Not Applicable]]
- [- Specified Currency:] [●]
- [- Designated Constant Maturity Swap Rate Administrator:] [●]
- [- Designated Constant Maturity Swap Provider:] [●]
- Accrual Spread Reference [EURIBOR] [SOFR] [EUR EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD SOFR ICE Swap Rate®] [TEC Rate with a Designated Maturity of *[insert years]*] [U.S. CMT Rate] [Parameta Solutions Swap Rate Index] [Constant Maturity Swap Rate] [FTSE EUR Swap Rate] [●]
- (If TEC Rate is specified as the relevant Accrual Spread Reference Rate 2, include the following:)
- [TEC Rate Licencing Event: [Applicable] [Not Applicable]]
- [- Specified Currency:] [●]
- [- Designated Constant Maturity Swap Rate Administrator:] [●]
- [- Designated Constant Maturity Swap Provider:] [●]
- [- Parameta Solutions Swap Rate Index:
- Specified Currency: [●] [Not Applicable]
- Floating Leg: [●] [Not Applicable]
- Floating Leg Day-Count: [●] [Not Applicable]
- Floating Leg Payment Period: [●] [Not Applicable]
- Fixed Leg Day-Count: [●] [Not Applicable]
- Fixed Leg Payment Period: [●] [Not Applicable]
- Primary Temporary Unavailability Fallback Rate: [[●], for the applicable Specified Maturity, determined in accordance with the first paragraph of Reference Rate Condition 2([●]), without giving effect to any other terms and provisions of such Reference Rate Condition] [●] [Not Applicable]
- Secondary Temporary Unavailability Fallback Rate: [[●], for the applicable Specified Maturity, determined in accordance with the first paragraph of Reference Rate Condition 2([●]), without giving effect to any other terms and

provisions of such Reference Rate Condition] [●] [Not Applicable]]

[-	FTSE EUR Swap Rate:	
	- Primary Temporary Unavailability Fallback Rate:	[[●], for the applicable Specified Maturity, determined in accordance with the first paragraph of Reference Rate Condition 2([●]), without giving effect to any other terms and provisions of such Reference Rate Condition] [●] [Not Applicable]
	- Secondary Temporary Unavailability Fallback Rate:	[[●], for the applicable Specified Maturity, determined in accordance with the first paragraph of Reference Rate Condition 2([●]), without giving effect to any other terms and provisions of such Reference Rate Condition] [●] [Not Applicable]
	- Specified Maturity:	[In respect of [Accrual Reference Rate] [Accrual Spread Reference Rate 1] [Accrual Spread Reference Rate 2],] [●] [month[s]] [year[s]] <i>(repeat as necessary)</i> [Not Applicable]
-	Interest Determination Date(s):	[in respect of each Interest Period, [the [●] [second] Banking Day prior to the start of such Interest Period]] [the [●] [second] Banking Day prior to the end of such Interest Period]] [●] [Not Applicable]
	- Relevant Screen Page:	[In respect of [●],] [As specified in Reference Rate Condition 2[(b)] [(d)] [(e)] [(f)] [(g)] [(h)] [(i)] [(k)]] [●] [Not Applicable]
		<i>(repeat as required for each reference rate)</i>
	- Relevant Time:	[In respect of [●],] [As specified in Reference Rate Condition 2[(b)] [(c)] [(d)] [(e)] [(f)] [(g)] [(h)] [(i)] [(j)] [(k)]] [●] [Not Applicable]
		<i>(repeat as required for each reference rate)</i>
		<i>(The rates specified above or other, although additional information is required if other – including fallback provisions in the applicable Agency Agreement)</i>
-	Constant Maturity Swap Reference Time:	[As specified in Reference Rate Condition 4(b)] [●]]

The information contained within the "Form of Final Terms of the Notes" on pages 179 to 287 of the Original Base Prospectus shall be amended such that paragraph 19(f)(x) entitled "Manner in which the Reference Rate and Coupon Amount is to be determined" on pages 202 to 204 shall be deleted and replaced as follows:

(x)	Manner in which the Reference Rate and Coupon Amount is to be determined:	<i>(If Accrual Item is Accrual Reference Rate)</i> [In respect of Range Condition [●]:] [Screen Rate Determination] [SOFR – the Reference Rate Conditions apply, provided that Reference Rate Condition 3(b) shall not apply] [Constant Maturity Yield Index. The Constant Maturity Yield Index shall be a Reference Rate for the purposes of Condition 5] – the Reference Rate Conditions apply [, provided that Reference Rate Condition 3(b) shall not apply], and Product Condition 6 <i>(Range Accrual)</i>] <i>(repeat as required)</i>
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- [Not Applicable]
- Accrual Reference Rate: [In respect of Range Condition [●]:] [EURIBOR] [SOFR] [EUR EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD SOFR ICE Swap Rate®] [Constant Maturity Swap Rate] [TEC Rate with a Designated Maturity of *[insert years]*] [U.S. CMT Rate] [Parameta Solutions Swap Rate Index] [FTSE EUR Swap Rate] [●]
- (repeat as required)*
- (If TEC Rate is specified as the relevant Accrual Reference Rate, include the following:)*
- [TEC Rate Licencing Event: [Applicable] [Not Applicable]]
- [- Specified [●]
Currency:]
- [- Designated [●]
Constant Maturity
Swap Rate
Administrator:]
- [- Designated [●]
Constant Maturity
Swap Provider:]
- Accrual Spread (If Accrual Item is Accrual Spread Performance)
Reference Rate 1:
- [In respect of Range Condition [●]:] [EURIBOR] [SOFR] [EUR EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD SOFR ICE Swap Rate®] [Constant Maturity Swap Rate] [TEC Rate with a Designated Maturity of *[insert years]*] [U.S. CMT Rate] [Parameta Solutions Swap Rate Index] [FTSE EUR Swap Rate] [●]
- (repeat as required)*
- (If TEC Rate is specified as the relevant Accrual Spread Reference Rate 1, include the following:)*
- [TEC Rate Licencing Event: [Applicable] [Not Applicable]]
- [- Specified [●]
Currency:]
- [- Designated [●]
Constant Maturity
Swap Rate
Administrator:]
- [- Designated [●]
Constant Maturity
Swap Provider:]
- Accrual Spread [In respect of Range Condition [●]:] [EURIBOR] [SOFR] [EUR
Reference Rate 2: EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD
SOFR ICE Swap Rate®] [TEC Rate with a Designated Maturity of
[insert years]] [U.S. CMT Rate] [Parameta Solutions Swap Rate Index]
[Constant Maturity Swap Rate] [FTSE EUR Swap Rate] [●]
- (repeat as required)*
- (If TEC Rate is specified as the relevant Accrual Spread Reference Rate 2, include the following:)*
- [TEC Rate Licencing Event: [Applicable] [Not Applicable]]

[- Specified [●]
Currency:]

[- Designated [●]
Constant Maturity
Swap Rate
Administrator:]

[- Designated [●]
Constant Maturity
Swap Provider:]

- Specified Maturity: [In respect of [Accrual Reference Rate] [Accrual Spread Reference Rate 1] [Accrual Spread Reference Rate 2], [●] [month[s]] [year[s]]
(repeat as necessary) [Not Applicable]
- Relevant Screen Page: [In respect of [●],] [As specified in Reference Rate Condition 2[(b)] [(d)] [(e)] [(f)] [(g)] [(h)] [(i)] [(k)]] [●] [Not Applicable]

(repeat as required for each reference rate)
- Relevant Time: [In respect of [●],] [As specified in Reference Rate Condition 2[(b)] [(c)] [(d)] [(e)] [(f)] [(g)] [(h)] [(i)] [(j)] [(k)]] [●] [Not Applicable]

(repeat as required for each reference rate)

RANGE CONDITION TABLE

The terms "Accrual Condition", "Accrual Barrier", "Accrual Item", "Accrual Underlying", "Calculation Day", "Accrual Observation Cut-off Date" and "Initial Value" (insert additional columns as appropriate) shall have the corresponding meanings set forth against the relevant Range Condition in the table below.

Range Condition	Accrual Condition	Accrual Barrier	Accrual Item	Accrual Underlying	Calculation Day	Accrual Observation Cut-off Date	Initial Value
1	[In respect of a Calculation Day, the Accrual Item is [greater than] [greater than (or equal to)] [less than] [less than (or equal to)] its Accrual Barrier].]	[●] [per cent.]	[per [Accrual Reference Rate] [Accrual Spread Performance] [Underlying Closing Value of the Accrual Underlying] [Accrual Underlying Performance]	The [●] (<i>specify Index, Share, Fund Share or other Underlying</i>) [specified in paragraph [●] of in Final Terms] [Not Applicable]	[Calendar Day] [Banking Day] [Scheduled Trading Day] [Common Scheduled Trading Day] [convention [●]]	[In respect of the Coupon Period, [[●] Banking Days] [[●] Scheduled Trading Days] [[●] Calculation Days] prior to the [Coupon Payment Date] [Coupon Reference Date]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

The information contained within the "Form of Final Terms of the Notes" on pages 179 to 287 of the Original Base Prospectus shall be amended such that paragraph 37(b)(i) entitled "Reference Rate", on pages 202 to 204 shall be deleted and replaced as follows:

- (i) Reference Rate: [In respect of [Component Rate 1:] [Component Rate 2:] [EURIBOR] [EUR EURIBOR ICE Swap Rate®] [GBP SONIA ICE Swap Rate®] [USD SOFR ICE Swap Rate®] [Constant Maturity Swap Rate] [TEC Rate with a Designated Maturity of [insert years]] [U.S. CMT Rate] [Parameta Solutions Swap Rate Index] [FTSE EUR Swap Rate] [●] (In the case of a Spread Underlying which is a Reference Rate Spread, repeat as applicable for each Component Rate)

(If TEC Rate is specified as the relevant Reference Rate, include the following:)

[TEC Rate Licencing Event: [Applicable] [Not Applicable]]

5. *Updating the Reference Rate Conditions*

The information contained within Annex 11 (*Reference Rate Conditions*) on pages 689 to 749 of the Original Offering Circular shall be amended such that Reference Rate Condition 2(a) entitled "*Definitions*" on pages 689 and 699 shall be deleted and replaced as follows:

"(a) Definitions

For the purposes of this Reference Rate Condition 2, the following terms shall have the respective meanings set forth below:

"Banking Day" or "BD" means:

- (i) if USD SOFR ICE Swap Rate® or U.S. CMT Rate is specified as the Reference Rate in the Issue Terms, or if the Issue Terms otherwise specify that the principal, interest and/or any other amount payable with respect to the applicable Series of Notes is to be determined by reference to the USD SOFR ICE Swap Rate®, a U.S. Government Securities Business Day;
- (ii) if the GBP SONIA ICE Swap Rate® is specified as the Reference Rate in the Issue Terms, or if the Issue Terms otherwise specify that the principal, interest and/or any other amount payable with respect to the applicable Series of Notes is to be determined by reference to the GBP SONIA ICE Swap Rate®, a London Banking Day; Reference Rate Conditions
- (iii) if EURIBOR or EUR EURIBOR ICE Swap Rate® is specified as the Reference Rate in the Issue Terms, or if the Issue Terms otherwise specify that the principal, interest and/or any other amount payable with respect to the applicable Series of Notes is to be determined by reference to EURIBOR or the EUR EURIBOR ICE Swap Rate®, a T2 Settlement Date;
- (iv) if the TEC Rate is specified as the Reference Rate in the Issue Terms, or if the Issue Terms otherwise specify that the principal, interest and/or any other amount payable with respect to the applicable Series of Notes is to be determined by reference to the TEC Rate, Euronext Paris Business Day; or
- (v) otherwise, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in each of the Additional Financial Centres as specified in the Issue Terms.

"Calculation Day" means, in respect of each Interest Period, the date or dates specified in the Issue Terms.

"Euronext Paris Business Day" means any day on which Euronext Paris is open for trading.

"Interest Determination Date" means, in respect of each Interest Period, either:

- (i) the date or dates specified as such in the Issue Terms; or
- (ii) if no date is so specified and Screen Rate Determination is specified in the Issue Terms as the manner in which the Reference Rate is to be determined:
 - (A) the day falling on the number of Banking Days specified in the Issue Terms prior to the start of such Interest Period; or
 - (B) the day falling on the number of Banking Days specified in the Issue Terms prior to the end of such Interest Period.

"London Banking Day" means any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London.

"Relevant Screen Page" means the Bloomberg (or any successor or replacement service), Reuters (or any successor or replacement service) or other screen page specified as such in the Issue Terms or, if none is specified in the Issue Terms, the applicable screen page identified in or determined in accordance with Reference Rate Conditions 2(b), (i) or (j) below, in each case or such other page as may replace such specified screen page on the applicable information service (or any successor or replacement service).

"Relevant Time" means the time specified as such in the Issue Terms or, if none is specified in the Issue Terms, the applicable time identified in or determined in accordance with Reference Rate Conditions 2(b)-(j) below for observation or determination of EURIBOR, the Federal Funds Rate, the EUR EURIBOR ICE Swap Rate®, TEC Rate, the GBP SONIA ICE Swap Rate®, the USD SOFR ICE Swap Rate®, a Parameta Solutions Swap Rate Index, the FTSE EUR Swap Rate, the U.S. CMT Rate and/or the applicable Constant Maturity Swap Rate;

"Specified Currency" means the currency or currencies specified as such in the Issue Terms.

"Specified Maturity" means the period of maturity of the instrument or obligation from which the Reference Rate is calculated, as specified in the Issue Terms.

"T2 Settlement Date" means any day on which T2 is open for settlement of payments in euro.

"U.S. Government Securities Business Day" means any day except for a Saturday, Sunday or a day on which the U.S. Securities Industry and Financial Markets Association (or any successor thereto) recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities."

The information contained within Annex 11 (*Reference Rate Conditions*) on pages 689 to 749 of the Original Offering Circular shall be amended such that Reference Rate Condition 2(i) entitled "*TEC Rate*" on pages 700 and 701 shall be deleted and replaced as follows:

- "(i) TEC Rate
- (a) Determination of the TEC Rate

If the Issue Terms specify (i) "TEC Rate" to be the Reference Rate or (ii) otherwise specify that the principal, interest and/or any other amount payable or any determination required to be made with respect to the applicable Series of Notes is to be determined by reference to "TEC Rate" then "TEC Rate" shall mean, for any Interest Determination Date, Calculation Day or any other day on which the applicable TEC Rate is to be observed or determined in accordance with the terms and provisions set forth in the Issue Terms (each such day, a "**TEC Rate Observation Day**"), the offered quotation (expressed as a percentage rate per annum) with a Designated Maturity calculated and published by Euronext pursuant to a methodology established by the *Comité de Normalisation Obligatoire*, which appears on the Relevant Screen Page (or any successor page or service) as may be specified in the Issue Terms, at or around 11:30 a.m. Paris time, or such other Relevant Time as may be specified in the Issue Terms, on such TEC Rate Observation Day, as determined by the Calculation Agent.

If the TEC Rate for the Specified Maturity in respect of any TEC Rate Observation Day cannot be determined in accordance with the foregoing on the applicable TEC Rate Observation Day, the TEC Rate shall be determined by the Calculation Agent in its discretion, acting in good faith and in a commercially reasonable manner by reference to the formula for and method of calculating the TEC Rate last in effect prior to such TEC Rate Observation Day **PROVIDED THAT** if the Calculation Agent determines that such action (I) would be unlawful under any applicable law or regulation or would contravene any applicable licensing requirements for the Calculation Agent to perform such action or (II) such action would not achieve a commercially reasonable result for any of the Issuer, the Calculation Agent or the Holders, then the Calculation Agent shall determine the level of the TEC Rate as of the Relevant Time on the TEC Rate Observation Day in its discretion, acting in good faith and in a commercially reasonable manner.

Notwithstanding the foregoing, if the Issuer or its designee (after consulting with the Issuer) determines prior to the Relevant Time on an applicable TEC Rate Observation Day that a General Benchmark Transition Event and related General Benchmark Replacement Date have occurred with respect to the TEC Rate, then the provisions set forth in Reference Rate Condition 4(a) (*Benchmark Replacement – General*) thereafter will apply to all determinations of the Rate of Interest payable on the applicable Series of Notes. In accordance with Reference Rate Condition 4(a) (*Benchmark Replacement – General*), if the Issuer or its designee (after consulting with the Issuer) has determined that a General Benchmark Transition Event and related General Benchmark Replacement Date have so occurred, the General Benchmark Replacement will replace the TEC Rate for all purposes relating to the applicable Series of Notes in respect of such determination on the applicable date and all determinations on all subsequent dates.

(b) TEC Rate Licencing Event

- (i) "**TEC Rate Licencing Event**" means the Issuer, the Calculation Agent or any of their respective Affiliates (i) no longer holds, or is reasonably likely to cease to hold, a valid licence, authorisation or other permission to use, reference or otherwise access the TEC Rate or any data, methodology or intellectual property necessary for the determination of the TEC Rate, whether as a result of the termination, non-renewal, suspension, revocation or material modification of any licensing agreement with Euronext (or any successor administrator of the TEC Rate) or any of its Affiliates, or otherwise; or (ii) receives notice from Euronext (or any successor administrator of the TEC Rate) or any of its Affiliates that any such licensing agreement will be terminated or materially modified in a manner that would restrict or prevent the use of, or access to, the TEC Rate.

- (ii) If the Issue Terms specify (a)(i) "TEC Rate" to be the Reference Rate or (ii) otherwise specify that the principal, interest and/or any other amount payable or any determination required to be made with respect to the applicable Series of Notes is to be determined by reference to "TEC Rate" and (b) TEC Rate Licencing Event is specified as applicable in the Issue Terms, then following the occurrence of a TEC Rate Licencing Event, the Issuer, acting in good faith and in a commercially reasonable manner, may take the action described in (A) or (B) below:
 - (A) require the Calculation Agent to determine, acting in good faith and in a commercially reasonable manner, the appropriate adjustment, if any, to be made to any terms of the Terms and Conditions and/or the Issue Terms to account for the Additional Disruption Event and determine the effective date of that adjustment; or
 - (B) give notice to Holders in accordance with Note Condition 14 (*Notices*) and redeem all, but not less than all, of the Notes, each nominal amount of Notes equal to the Calculation Amount being redeemed at the Early Redemption Amount.
- (iii) Upon the occurrence of a TEC Rate Licencing Event, the Issuer shall give notice as soon as practicable to the Holders in accordance with Note Condition 14 (*Notices*), stating the occurrence of the Additional Disruption Event giving details thereof and the action proposed to be taken in relation thereto provided that any failure to give, or non-receipt of, such notice will not affect the validity of the TEC Rate Licencing Event."

6. ***Updating the section entitled "Additional Information about Reference Rates, €STR, Overnight TIE, SOFR, SONIA, Swap Rates and the TEC Rate"***

The information contained within "*Additional Information about Reference Rates, €STR, Overnight TIE, SOFR, SONIA, Swap Rates and the TEC Rate*" on pages 744 to 749 of the Original Base Prospectus shall be amended such that the section entitled "The *TEC Rate*" on pages 748 and 749 shall be deleted and replaced as follows:

"The TEC Rate

The daily TEC Rate is the percentage yield (rounded to the nearest second decimal point, 0.005 per cent. being rounded upwards) of a notional French Treasury Bond (*Obligation Assimilable du Trésor*, "**OAT**") with a Designated Maturity as specified in the Issue Terms, corresponding to the linear interpolation between the yield to maturity of the two actual OATs (the "**Reference OATs**") whose periods to maturity are closest in duration to the notional OAT with the same Designated Maturity, one Reference OAT's duration being less than the Designated Maturity and the other Reference OAT's duration being greater than the Designated Maturity.

Each TEC Rate is calculated on each Euronext Paris trading day from mid-market prices of the Reference OATs sourced from MTS at approximately 11:00 a.m. Paris time and is published at approximately 11:30 a.m. Paris time. The TEC Rate is disseminated through financial information service providers including Bloomberg and Refinitiv (Reuters).

The TEC Rates were previously calculated and administered by the Banque de France and, with effect from 26 July 2026, are now calculated and administered by Euronext Paris S.A. (or an affiliate thereof) ("**Euronext**") pursuant to a methodology established by the *Comité de Normalisation Obligataire*. The CNO-TEC Scientific Committee now serves as the independent supervisor of the TEC Rates, with

representation from the Agence France Trésor (AFT), the Banque de France and the *Comité de Normalisation Obligatoire* (CNO), and none of its members may be employed by or affiliated with Euronext.

The CNO retains the intellectual property rights to the trademark of the TEC Rates, with Euronext holding the exclusive licence to exploit it. Any use of the trademark of any TEC Rate is therefore subject to a trademark licence agreement with Euronext.

In connection with the change of administrator, the methodology for a TEC Rate was subject to minor revisions including that the TEC Rate is now calculated and published on each Euronext Paris trading day (rather than each TARGET business day under the previous methodology). However, the core methodology, including the formulas for determining the relevant TEC Rate, the calculation time, the publication time, the Bloomberg code, the ISIN and the Reuters/Refinitiv ticker codes in use prior to the transfer have been retained and remain unchanged."

7. *Updating of the section entitled "Merrill Lynch B.V."*

By virtue of this Supplement, the paragraph entitled "Directors" on pages 831 to 832 of the Original Base Prospectus shall be deleted and replaced in its entirety with the following:

"Directors

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:

Director	Title
Armstrong E. Okobia	Director (Class A)
Lee Raleigh Whitley	Director (Class B)
Frank Haffmans	Director (Class B)

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."

8. *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 922 of the Original Base Prospectus:

"Significant or Material Change

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 2026. There has been no significant change in the financial position or financial performance of MLBV since 31 December 2025. There has been no significant change in the financial position or financial performance of BofA Finance since 31 December 2025.

There has been no material adverse change in the prospects of MLBV, BofA Finance or BAC and its subsidiaries on a consolidated basis since 31 December 2025."

shall be deleted and replaced with:

Significant or Material Change

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 2026. There has been no significant change in the financial position or financial performance of MLBV since 30 June 2026. There has been no significant change in the financial position or financial performance of BofA Finance since 31 December 2025.

There has been no material adverse change in the prospects of MLBV, BofA Finance or BAC and its subsidiaries on a consolidated basis since 31 December 2025."

9. Updating of the section entitled "Offering and Sale"

By virtue of this Supplement, the paragraph entitled "URUGUAY" within the "Offering and Sale" section on page 916 of the Original Base Prospectus shall be deleted and replaced in its entirety with the following:

"URUGUAY"

The Instruments have not been registered under Law No. 18,627 of 2 December 2009 (as amended) with the Superintendence of Financial Services of the Central Bank of Uruguay. The Instruments are not available publicly in Uruguay and are offered only on a private basis to institutional investors and/or high net worth individuals only. No action may be taken in Uruguay that would render any offering of the Instruments a public offering in Uruguay. No Uruguayan regulatory authority has approved the Instruments or passed on the solvency of any of the Issuer or the Guarantor. In addition, any resale of the Instruments must be made in a manner that will not constitute a public offering in Uruguay. Investors of the Instruments confirm that they fully understand English and the content of this document and any other documents provided to such investors and therefore waive the need of being provided with a translation in Spanish thereof."

10. Amendments to the summary of the Affected Final Terms

The following subsections in the summary of each of the Affected Final Terms shall be deleted and replaced with the following. The CSSF has neither approved nor reviewed the information contained in the summary to each of the Affected Final Terms. The Luxembourg Stock Exchange has neither approved nor reviewed the information contained in the summary of each of the Affected Final Terms.

- "What is the key financial information regarding the Issuer?";

"The following table shows selected key historical financial information prepared in accordance with the International Financial Reporting Standards ("IFRS") in relation to MLBV which is extracted from the audited financial statements as of 31 December 2025 for each of the two years in the period ended 31 December 2025 and 31 December 2024 and the unaudited interim financial statements of MLBV for the six months periods ended 30 June 2026 and 30 June 2025.

Summary information – Statement of Profit or Loss and Other Comprehensive Income

(Audited)		(Unaudited)	
Year ended 31		Six months	
December		ended 30 June	
2025	2024	2026	2025
<i>(\$000)</i>		<i>(\$000)</i>	

Interest income	1,189,118	930,435	800,650	514,224
Interest expense	(75,458)	(18,423)	(94,420)	(21,269)
Profit before tax	112,943	119,271	82,038	59,708
Profit for the financial year after tax	83,885	93,125	60,888	44,319

Summary information - Statement of Financial Position				
	(Audited) As at 31 December		(Unaudited) As at 30 June	
	2025	2024	2026	2025
	(\$000)		(\$000)	
Total non-current assets	17,671,954	12,774,724	22,974,575	
Cash and cash equivalents	124,831	4,806	9,515	
Total current assets	20,832,514	6,704,954	24,573,180	
Total assets	38,504,468	19,479,678	47,547,755	
Total non-current liabilities	18,246,645	11,225,010	23,989,448	
Creditors	4,666,079	534,367	4,912,562	
Total current liabilities	18,044,011	7,134,820	21,230,201	
Total liabilities	36,290,656	18,359,830	45,219,649	
Total equity	2,213,812	1,119,848	2,328,106	

Summary information – Statement of Cash Flows				
	(Audited) As at 31 December		(Unaudited) Six months ended 30 June	
	2025	2024	2026	2025
	(\$000)		(\$000)	
Net cash outflow from operating activities	(1,007,729)	(425,923)	(115,074)	34,226
Net cash inflow from financing activities	1,127,250	300,000	-	-
Net cash flow from investing activities	-	-	-	-

Qualifications in audit report on historical financial information: There were no qualifications in the audit report with respect to the Issuer's historical financial information included herein."

- "Identity of the key managing directors of the Issuer"

Identity of the key managing directors of the Issuer

The directors of MLBV are Armstrong E. Okobia, Lee Raleigh Whitley and Frank Haffmans.

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.