

SUPPLEMENT DATED JULY 1, 2021



Bank of America Corporation
U.S. \$65,000,000,000
Euro Medium-Term Note Program

This supplement (the "**Supplement**"), which supplements the Base Prospectus dated May 13, 2021 (the "**Base Prospectus**"), which together comprise a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") and the regulations made under the EUWA (as amended, the "**UK Prospectus Regulation**"), constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the U.S. \$65,000,000,000 Euro Medium-Term Note Program (the "**Program**") of Bank of America Corporation (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus. To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference into the Base Prospectus, the statements in this Supplement will prevail.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement.

The purpose of this Supplement is:

- to incorporate by reference the Issuer's current report on Form 8-K dated June 28, 2021 (the "**June 28, 2021 Form 8-K**") in respect of a press release relating to the announcement that (a) the Issuer expects to increase the quarterly common stock dividend by 17 per cent. to \$0.21 per share, beginning in the third quarter of 2021; and (b) based on the Federal Reserve Board's 2021 Comprehensive Capital Analysis and Review results, the Issuer will be subject to a preliminary 2.5 per cent. stress capital buffer from October 1, 2021 to September 30, 2022. As a result, the Issuer's minimum Basel 3 common equity tier 1 ratio during such period will be 9.5 per cent.; and
- to provide for the recent upgrade of (a) the Issuer's credit ratings by Fitch; and (b) the Issuer's credit rating outlook by S&P.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

Save as disclosed in this Supplement or in the document incorporated by reference in, and forming part of, this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus as supplemented from time to time.

Incorporation by reference of the June 28, 2021 Form 8-K

The June 28, 2021 Form 8-K was filed with the United States Securities and Exchange Commission (the "**SEC**") on June 28, 2021 and with the Financial Conduct Authority. Pages 5* to 7* (being Exhibit 99.1) of the June 28, 2021 Form 8-K shall be deemed to be incorporated by reference into, and form part of, this Supplement. For the purposes of the UK Prospectus Regulation and this Supplement, any information or other documents incorporated by reference, either expressly or implicitly, into the June 28, 2021 Form 8-K, or not deemed to have been filed as part of the June 28, 2021 Form 8-K under the rules of the SEC, do not form part of this Supplement. Information in the June 28, 2021 Form 8-K which is not incorporated by reference into the Base Prospectus is either not relevant for the investor or is covered elsewhere in the Base Prospectus.

*These page numbers are a reference to the PDF pages included in the June 28, 2021 Form 8-K.

Recent Developments

On June 7, 2021, Fitch announced that it had upgraded the Issuer's long-term senior debt rating and subordinated debt rating. As at the date of this Supplement, the Issuer's long-term senior debt is rated AA- (Stable) by Fitch and the Issuer's subordinated debt is rated A (Stable) by Fitch.

On May 24, 2021, S&P announced that it had revised the Issuer's rating outlook to positive from stable. As at the date of this Supplement, the Issuer's long-term senior debt is rated A- (Positive) by S&P and the Issuer's subordinated debt is rated BBB+ (Positive) by S&P.

Documents available for inspection

The Issuer will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of the document incorporated herein by reference. Written requests for such document should be directed to: Bank of America Corporation, Bank of America Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255-0065, Attention: Fixed Income Investor Relations or fixedincomeir@bankofamerica.com. Telephone requests may be directed to +1-866-607-1234 (toll free) or +1-212-449-6795. The Issuer's filings with the SEC are available through the SEC's website at www.sec.gov. This Supplement shall be available on or around the date hereof in electronic form at <https://www.londonstockexchange.com/exchange/news/market-news/marketnews-home.html>. Except as specifically incorporated by reference into this Supplement, information on any websites does not form part of this Supplement.

This Supplement also supplements the Offering Circular dated May 13, 2021 for the purposes of Non-PR Notes admitted to trading on the ISM.