

SUPPLEMENT DATED JULY 19, 2023



**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 11, 2023 (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 July 5, 2023 (the "**July 5, 2023 Form 8-K**") in respect of a dividend announcement;
- incorporate by reference the Issuer's current report on Form 8-K dated July 18, 2023 (the "**July 18, 2023 Form 8-K**") in respect of the earnings press release relating to the three months ended June 30, 2023;
- incorporate by reference the March 8, 2023 revised 2023 Proxy Statement of the Issuer (the "**Revised 2023 Proxy Statement**"); and
- update the section of the Base Prospectus entitled "*Bank of America Corporation*".

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 July 5, 2023 Form 8-K***

The July 5, 2023 Form 8-K was filed with the United States Securities and Exchange Commission (the "**SEC**") on July 5, 2023 and with the FCA. The July 5, 2023 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 July 5, 2023 Form 8-K, or not deemed to have been filed as part of the July 5, 2023 Form 8-K under the rules of the SEC, do not form part of this Supplement. Information in the July 5, 2023 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.

### ***Incorporation by reference of the July 18, 2023 Form 8-K***

The July 18, 2023 Form 8-K was filed with the SEC on July 18, 2023 and with the FCA. The July 18, 2023 Form 8-K shall be deemed to be incorporated by reference into, and form part of, this Supplement, other than the information under the headings "Item 7.01 Regulation FD Disclosure" (page 3\*), "Exhibit 99.2" (entitled "The Presentation Materials") (pages 24\* – 60\*) and "Exhibit 99.3" (entitled "The Supplemental Information") (pages 61\* – 94\*) of the July 18, 2023 Form 8-K which shall not be deemed to be incorporated by reference into, or 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 July 18, 2023 Form 8-K, or not deemed to have been filed as part of the July 18, 2023 Form 8-K under the rules of the SEC, do not form part of this Supplement. Information in the July 18, 2023 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 July 18, 2023 Form 8-K.

### ***Incorporation by reference of the Revised 2023 Proxy Statement of BAC***

The Revised 2023 Proxy Statement was filed with the SEC on March 8, 2023 and with the FCA. The Revised 2023 Proxy Statement 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 Revised 2023 Proxy Statement, or not deemed to have been filed as part of the Revised 2023 Proxy Statement under the rules of the SEC, do not form part of this Supplement. Information in the Revised 2023 Proxy Statement 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.

### ***Amendments to the section entitled "Bank of America Corporation"***

The section entitled "BANK OF AMERICA CORPORATION" shall be amended by replacing the subsection entitled "Board of Directors" (on pages 64 to 66 of the Base Prospectus) with the following:

#### **"Board of Directors"**

As of the date of this Base Prospectus, the Directors of the Issuer are:

| <b>Director</b>       | <b>Function</b>                                     | <b>Principal Activities Outside of BAC</b>                                                                                               |
|-----------------------|-----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| Brian T. Moynihan     | Chair of the Board and Chief Executive Officer, BAC | • None                                                                                                                                   |
| Sharon L. Allen       | Non-employee director                               | • Former Chairman, Deloitte LLP<br>• Current Member of Board of Directors of Albertsons Companies, Inc.                                  |
| José E. Almeida       | Non-employee director                               | • Chairman, President and Chief Executive Officer of Baxter International Inc.<br>• Current Member of Board of Baxter International Inc. |
| Frank P. Bramble, Sr. | Non-employee director                               | • Former Executive Vice Chairman, MBNA Corporation                                                                                       |
| Pierre J. P. de Weck  | Non-employee director                               | • Former Chairman and Global Head of Private Wealth Management, Deutsche Bank AG                                                         |
| Arnold W. Donald      | Non-employee director                               | • Former President and Chief Executive Officer of Carnival Corporation and Carnival plc                                                  |

| <b>Director</b>      | <b>Function</b>                                  | <b>Principal Activities Outside of BAC</b>                                                                                                                                                                                                                                                                                                                                                      |
|----------------------|--------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Linda P. Hudson      | Non-employee director                            | <ul style="list-style-type: none"> <li>• Current Member of Board of Directors of MP Materials Corp. and Salesforce, Inc.</li> <li>• Former President and Chief Executive Officer, BAE Systems, Inc.</li> <li>• Former Chairman and Chief Executive Officer, The Cardea Group LLC</li> <li>• Current Member of Boards of Directors of Trane Technologies plc and TPI Composites, Inc.</li> </ul> |
| Monica C. Lozano     | Non-employee director                            | <ul style="list-style-type: none"> <li>• Former Chief Executive Officer, College Futures Foundation</li> <li>• Former Chairman, US Hispanic Media Inc.</li> <li>• Current Lead Independent Director, Target Corporation</li> <li>• Current Member of Board of Directors of Apple Inc.</li> </ul>                                                                                                |
| Lionel L. Nowell III | Lead Independent Director; non-employee director | <ul style="list-style-type: none"> <li>• Former Senior Vice President and Treasurer of PepsiCo, Inc.</li> <li>• Current Member of Boards of Directors of Ecolab Inc. and Textron Inc.</li> </ul>                                                                                                                                                                                                |
| Denise L. Ramos      | Non-employee director                            | <ul style="list-style-type: none"> <li>• Former Chief Executive Officer, President and Director of ITT, Inc.</li> <li>• Current Member of Boards of Directors of Phillips 66 and Raytheon Technologies Corporation.</li> </ul>                                                                                                                                                                  |
| Clayton S. Rose      | Non-employee director                            | <ul style="list-style-type: none"> <li>• Former President, Bowdoin College</li> </ul>                                                                                                                                                                                                                                                                                                           |
| Michael D. White     | Non-employee director                            | <ul style="list-style-type: none"> <li>• Former Chairman, President, and Chief Executive Officer of DIRECTV</li> <li>• Current Lead Director of Kimberly-Clark Corporation</li> <li>• Current Member of Board of Directors of Whirlpool Corporation</li> </ul>                                                                                                                                  |
| Thomas D. Woods      | Non-employee director                            | <ul style="list-style-type: none"> <li>• Former Vice Chairman and Senior Executive Vice President of Canadian Imperial Bank of Commerce</li> <li>• Former Chairman, Hydro One Limited</li> <li>• Current Member of Board of Directors of Alberta Investment Management Corporation</li> </ul>                                                                                                   |

| Director       | Function              | Principal Activities Outside of BAC                                                                                                                                                                                           |
|----------------|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Maria T. Zuber | Non-employee director | <ul style="list-style-type: none"> <li>Vice President for Research and E. A. Griswold Professor of Geophysics, Massachusetts Institute of Technology</li> <li>Current Member of Board of Directors of Textron Inc.</li> </ul> |

The business address of each Director is 100 North Tryon Street, Charlotte, North Carolina 28255, United States of America.

No potential conflicts of interest exist between the duties to the Issuer of the members of the Board of Directors, as listed above, and their private interests and/or other duties."

#### ***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](mailto: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](http://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 website does not form part of this Supplement.

This Supplement also supplements the Offering Circular dated May 11, 2023 (as supplemented, the "**Offering Circular**") for the purposes of Non-PR Notes admitted to trading on the ISM. For such purposes, references herein to "Base Prospectus" shall be deemed to be references to the Offering Circular as the context so requires.