

IMPORTANT - PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a "**retail investor**" means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**") and the regulations made under the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA and the regulations made under the EUWA; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA and the regulations made under the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA and the regulations made under the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

IMPORTANT - PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a "**retail investor**" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**") where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

UK MiFIR product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA and the regulations made under the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**UK distributor**") should take into consideration the manufacturers' target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

MiFID II product governance / Professional investors and eligible counterparties only target market - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (an "**EU distributor**") should take into consideration the manufacturers' target market assessment; however, an EU distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated June 7, 2023

BANK OF AMERICA CORPORATION

*Issue of €1,000,000,000 4.134% Senior Notes, due June 12, 2028 under the
U.S.\$65,000,000,000*

Bank of America Corporation Euro Medium-Term Note Program

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorized, nor do they authorize, the making of any offer of Notes in any other circumstances.

The expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA and the regulations made under the EUWA (as amended).

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the "**Conditions**") as set forth in the Base Prospectus dated May 11, 2023, including the Annexes thereto (the "**Base Prospectus**"), which constitutes a base prospectus for the purposes of the UK Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing during normal business hours at the specified office of the Principal Agent and has been published on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html and copies may be obtained from Bank of America Corporation, Bank of America Corporate Center, NC1-007-06-10, 100 North Tryon Street, Charlotte, North Carolina 28255-0065, U.S.A., Attention: Corporate Treasury – Global Funding Transaction Management.

1.	Issuer:	Bank of America Corporation
2.	(i) Series Number:	Not Applicable
	(ii) Tranche Number:	1
3.	Specified Currency:	Euro (€)
4.	Aggregate Nominal Amount of Notes:	
	(i) Series:	€1,000,000,000
	(ii) Tranche:	€1,000,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	€100,000 and integral multiples of €1,000 thereafter
	Calculation Amount:	€1,000
7.	(i) Issue Date:	June 12, 2023
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	June 12, 2028
9.	Interest Basis:	Fixed-Rate (see paragraph 14 below)
10.	Change of Interest Basis:	Not Applicable
11.	Redemption/Payment Basis:	Redemption at par
12.	Put/Call Options:	Issuer Call Option (see paragraph 20 below)

Make-Whole Redemption by the Issuer (see paragraph 21 below)

13. Status of the Notes: Senior

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed-Rate Note Provisions: Applicable
- (i) Rate(s) of Interest: 4.134 per cent. per annum payable annually in arrear
 - (ii) Fixed Interest Payment Date(s): June 12 in each year, from, and including June 12, 2024 up to, and including the Maturity Date
Unadjusted
 - (iii) Business Day Convention: Following Business Day Convention
 - (iv) Additional Business Center(s) (Condition 4(a)): Not Applicable
 - (v) Fixed Coupon Amount(s): €41.34 per Calculation Amount
 - (vi) Broken Amount(s): Not Applicable
 - (vii) Day Count Fraction: Actual/Actual (ICMA)
 - (viii) Determination Date(s): June 12 in each year
15. Floating-Rate Note Provisions: Not Applicable
16. Fixed/Floating-Rate Note Provisions: Not Applicable
17. Inverse-Floating-Rate Note Provisions: Not Applicable
18. Fixed Rate Reset Note Provisions: Not Applicable
19. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Issuer Call Option: Applicable
- (i) Optional Redemption Date(s): In whole at any time or in part from time to time, on or after May 12, 2028 and prior to the Maturity Date
 - (ii) Optional Redemption Amount(s): €1,000 per Calculation Amount
 - (iii) If redeemable in part:
 - (a) Minimum Redemption Amount: €0 per Calculation Amount
 - (b) Higher Redemption Amount: €1,000 per Calculation Amount
 - (iv) Notice period: Minimum period: 5 Business Days
21. Make-Whole Redemption by the Issuer: Applicable

(i)	Initial Make-Whole Redemption Date:	Optional	December 12, 2023 (or, if additional Notes are issued after the Issue Date, beginning six months after the issue date of such additional Notes)
(ii)	Final Make-Whole Redemption Date:	Optional	May 11, 2028
(iii)	Reference Security:		CA Selected Security
(iv)	Redemption Margin:		0.30 per cent.
(v)	Discount Basis for Calculation of Make-Whole Redemption Amount:		Annual (assuming a 360-day year of twelve 30-day months)
(vi)	Make-Whole Effective Date:		May 12, 2028
(vii)	Make-Whole Calculation Agent:		Merrill Lynch International
(viii)	Quotation Time:		11:00 a.m. Central European Time
(ix)	Number of Business Days Preceding Make-Whole Optional Redemption Date for Reference Security Dealer Quotations:		Four
(x)	Date for Determining the Make-Whole Redemption Reference Rate:		Four Business Days prior to the relevant Make-Whole Optional Redemption Date
(xi)	Number of Reference Security Dealers:		Five
(xii)	Number of Reference Security Dealer Quotations:		Five
(xiii)	Notice Period:		Minimum period: 5 Business Days
(xiv)	Australian Dollar MWC Reference Rate:		Not Applicable
22.	Investor Put Option:		Not Applicable
23.	Final Redemption Amount:		€1,000 per Calculation Amount
24.	Early Redemption Amount payable on redemption for taxation reasons, illegality (in the case of Senior Notes) or on event of default or other early redemption:		€1,000 per Calculation Amount
(i)	Condition 6(e)(ii):		Not Applicable
(ii)	Reference Price:		Not Applicable
(iii)	Accrual Yield:		Not Applicable


GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	Registered Notes
		Registered Global Note exchangeable for Registered Definitive Notes in the limited

	circumstances specified in the Registered Global Note
26. Adjusted Interest Payment at Redemption:	Not Applicable
27. Payment Disruption Event:	Not Applicable
28. CNY Payment Disruption Event:	Not Applicable
29. Redenomination provisions:	Not Applicable
30. JPY Rounding:	Not Applicable
31. Alternative Rounding:	Not Applicable
32. Relevant Benchmarks:	Not Applicable

Signed on behalf of the Issuer:

BANK OF AMERICA CORPORATION

By: 
Duly authorized

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange and admission to the Official List of the Financial Conduct Authority with effect from the Issue Date. The Issuer has also applied for the Notes to be displayed on the Sustainable Bond Market of the London Stock Exchange.
- (ii) Estimate of total expenses related to admission to trading: GBP 5,800

2. RATINGS

The Notes to be issued are expected to be rated:

Standard & Poor's Financial Services LLC (“**S&P**”): A-

Moody's Investor Service, Inc. (“**Moody's**”): A1

Fitch Ratings, Inc. (“**Fitch**”): AA-

Obligations rated ‘A-’ by S&P is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. The addition of a minus (-) sign shows relative standing within the rating categories.¹

Obligations rated ‘A1’ by Moody’s are judged to be upper-medium grade and are subject to low credit risk. The modifier ‘1’ indicates that the obligation ranks in the higher end of its generic rating category.²

Obligations rated ‘AA-’ by Fitch denote expectations of very low default risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events. The modifier “-” appended to the rating denotes relative status within major rating categories.³

S&P is not established in the United Kingdom but S&P Global Ratings UK Limited, which is registered under Regulation (EU) No. 1060/2009 as it forms part of UK domestic law by virtue of the EUWA and the regulations made under the EUWA, has indicated that it intends to endorse the ratings of S&P where possible.

¹ <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>

² <https://ratings.moodys.com/rating-definitions>

³ <https://www.fitchratings.com/research/fund-asset-managers/rating-definitions-24-04-2023>

Moody's is not established in the United Kingdom but Moody's Investors Service Limited, which is registered under Regulation (EU) No. 1060/2009 as it forms part of UK domestic law by virtue of the EUWA and the regulations made under the EUWA, has indicated that it intends to endorse the ratings of Moody's where possible.

Fitch is not established in the United Kingdom but Fitch Ratings Ltd, which is registered under Regulation (EU) No. 1060/2009 as it forms part of UK domestic law by virtue of the EUWA and the regulations made under the EUWA, has indicated that it intends to endorse the ratings Fitch where possible.

S&P is not established in the European Union but S&P Global Ratings Europe Limited, which is registered under Regulation (EU) No. 1060/2009 (as amended), has indicated that it intends to endorse the ratings of S&P where possible.

Moody's is not established in the European Union but Moody's Deutschland GmbH, which is registered under Regulation (EU) No. 1060/2009, has indicated that it intends to endorse the ratings of Moody's where possible.

Fitch is not established in the European Union but Fitch Ratings Ireland Limited, which is registered under Regulation (EU) No. 1060/2009, has indicated that it intends to endorse the ratings of Fitch where possible.

3. INTEREST OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in the "SUBSCRIPTION AND SALE" section of the Base Prospectus and save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates may have engaged, and may in the future engage, in lending, investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer:

When used in this Item 4(i), "Bank of America" refers to Bank of America Corporation and its subsidiaries, as a consolidated enterprise.

An amount equal to the net proceeds from the sale of the Notes will be allocated to the financing or refinancing, in whole or in part, of existing or future Eligible Green Assets. See "Use of Proceeds" in Base Prospectus and below.

Eligible Green Assets:

Each of the following will be deemed an “**Eligible Green Asset**”:

1. Renewable Energy

Financing for and investments in construction, development, acquisition, maintenance, and operation of:

- renewable energy generation; or
- equipment, technology and infrastructure dedicated to the storage, transmission or distribution of electricity from renewable energy generation.

For these purposes:

“**renewable energy generation**” means either or both of the following sources of energy generation:

- i. wind; and
- ii. solar.

Process for Evaluation and Selection of Eligible Assets:

The Eligible Green Assets are identified by Bank of America's lines of business according to the criteria indicated above and evaluated by representatives of Bank of America's Global Enterprise Environmental, Social, and Governance group (“**ESG Group**”), and Bank of America's Global Sustainable Finance Group.

Bank of America's ESG Group, Bank of America's Global Sustainable Finance Group and Bank of America's Corporate Treasury Group recommend the allocation of net proceeds from the sale of the Notes to Eligible Green Assets. The allocation is then reviewed and finalized by appropriate Bank of America officers.

Bank of America will allocate an amount equal to the net proceeds from the sale of the Notes to Eligible Green Assets funded after the Issue Date of the Notes.

Management of Proceeds:

So long as the Notes remain outstanding, Bank of America's internal records will show, at any time, the portion of an amount equal to the net proceeds from the sale of the Notes as allocated to Eligible Green Assets, which may include assets funded by Bank of America, N.A. or any other subsidiary of the Issuer. Pending the allocation of the full amount of net

proceeds from the sale of the Notes to Eligible Green Assets, the unallocated portion will be managed according to Bank of America's normal liquidity practices including investments in overnight and/or other high quality financial instruments, or used for reductions, redemptions, repayments or repurchases of Bank of America's outstanding indebtedness.

Bank of America anticipates that the full amount equal to the net proceeds from the sale of the Notes will be allocated to finance or refinance Eligible Green Assets within 24 months from the Issue Date of the Notes.

So long as the Notes remain outstanding, if any Eligible Green Assets receiving allocations as described above are prepaid during the term of the loan or other financing or are repaid at maturity or otherwise, Bank of America will reallocate an equivalent amount to other Eligible Green Assets on a best efforts basis.

Payment of principal of and interest on the Notes will be made from the Issuer's general funds and will not be directly linked to the performance of any Eligible Green Assets.

Reporting:

Within one year of the issuance of the Notes, Bank of America will publish, on behalf of its consolidated company, a report on a designated website. The report will include information related to the Notes, will be updated at least annually as long as the Notes remain outstanding and will include at least the following:

- (i) the amounts allocated to the Eligible Green Assets;
- (ii) where feasible, and subject to confidentiality considerations, one or more case studies of Eligible Green Assets with additional information on highlighted investments;
- (iii) the balance of the amount equal to the net proceeds that is unallocated as of such date; and
- (iv) expected impact metrics, where feasible.

Until an amount equal to the net proceeds from the sale of the Notes is fully allocated, and as necessary thereafter in the event of material developments, the report will be accompanied by (i) an assertion by Bank of America management regarding the amounts allocated to the Eligible Green Assets, and (ii) an assurance report from a qualified independent external reviewer in respect of the external

	reviewer's examination of management's assertions with respect to those allocations.
	Potential impact metrics may include one or more of the following: estimated greenhouse gas emissions avoided, water withdrawals avoided, and air pollutants avoided.
(ii) Estimated net proceeds:	€996,500,000
5. YIELD (Fixed-Rate Notes Only) Indication of Yield:	The yield is 4.134 per cent. per annum
6. HISTORIC INTEREST RATES	Not Applicable
7. OPERATIONAL INFORMATION	
(i) ISIN:	XS2634687912
(ii) Common Code:	263468791
(iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A., the relevant address(es) and the relevant identification number(s):	Not Applicable
(iv) Names and addresses of initial Paying Agent(s):	Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
(v) Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "Yes" simply means that the Notes are intended upon issue to be deposited with one of the international central securities depositories (" ICSDs ") as Common Safekeeper, and registered in the name of a nominee of one of the ICSDs acting as Common Safekeeper, in respect of Registered Global Notes that are held under the New Safekeeping Structure for registered global securities and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria. The European Central Bank (" ECB ") has published on its webpage information on its collateral eligibility criteria. Among other criteria, the information published by the ECB indicates that, effective as of February 8, 2018, unsecured debt instruments issued by credit institutions, or their closely-linked entities, such as Bank of America Corporation, that are not established in the member states of the European Union are not Eurosystem eligible. Therefore, as of the date of these Final Terms, the Notes will not be recognized as eligible collateral for Eurosystem monetary and intra-day credit operations.
(vi) Delivery:	Delivery against payment
(vii) Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

(viii) Name and address of any Transfer Agent (if any): Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom

8. DISTRIBUTION

(i) Method of Distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers: Merrill Lynch International, ABN AMRO Bank N.V., Goodbody Stockbrokers UC, The Governor and Company of the Bank of Ireland, Banco Bilbao Vizcaya Argentaria, S.A., CaixaBank, S.A., Danske Bank A/S, DZ Bank AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, ING Bank N.V., Intesa Sanpaolo S.p.A., Lloyds Bank Corporate Markets plc, Nordea Bank Abp, NatWest Markets Plc, Coöperatieve Rabobank U.A., Banco de Sabadell, S.A., Société Générale, Swedbank AB (publ)

(B) Stabilization Manager: Merrill Lynch International

(iii) If non-syndicated, name of Dealer: Not Applicable

(iv) U.S. Selling Restrictions: Regulation S Compliance Category: 2; TEFRA D not applicable