

SUPPLEMENT DATED JANUARY 20, 2022



**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 "**Original Base Prospectus**") (as supplemented by the Supplementary Base Prospectuses dated July 1, 2021, July 15, 2021, August 2, 2021, September 13, 2021, October 15, 2021 and November 1, 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 January 19, 2022 (the "**January 19, 2022 Form 8-K**") in respect of the earnings press release relating to the three months and year ending December 31, 2021; and
- to provide for the recent upgrade of the Issuer's credit rating outlook by Moody's.

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 January 19, 2022 Form 8-K***

The January 19, 2022 Form 8-K was filed with the United States Securities and Exchange Commission (the "**SEC**") on January 19, 2022 and with the Financial Conduct Authority. The January 19, 2022 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\* – 57\*) and "Exhibit 99.3" (entitled "The Supplemental Information") (pages 59\* – 92\*) of the January 19, 2022 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 January 19, 2022 Form 8-K, or not deemed to have been filed as part of the January 19, 2022 Form 8-K under the rules of the SEC, do not form part of this Supplement. Information in the January 19, 2022 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 references to the PDF pages included in the January 19, 2022 Form 8-K.

### ***Recent Developments***

On November 22, 2021, Moody's announced that it had revised BAC's rating outlook to positive from stable. As at the date of this Supplement, BAC's long-term senior debt is rated A2 (Positive) by Moody's.

### ***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 13, 2021 (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.