

SUPPLEMENT DATED NOVEMBER 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 "**Original Base Prospectus**") (as supplemented by the Supplementary Base Prospectuses dated July 1, 2021, July 15, 2021, August 2, 2021, September 13, 2021 and October 15, 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 quarterly report on Form 10-Q dated October 29, 2021 (the "**October 29, 2021 Form 10-Q**") for the nine months ended September 30, 2021.

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 October 29, 2021 Form 10-Q

The October 29, 2021 Form 10-Q was filed with the United States Securities and Exchange Commission (the "**SEC**") on October 29, 2021 and with the FCA. Pages 1* to 106* of the October 29, 2021 Form 10-Q 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 October 29, 2021 Form 10-Q, or not deemed to have been filed as part of the October 29, 2021 Form 10-Q under the rules of the SEC, do not form part of this Supplement. Information in the October 29, 2021 Form 10-Q 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 October 29, 2021 Form 10-Q.

Updating of the section entitled Selected Financial Data

The section entitled "*Selected Financial Data*" on pages 54 to 55 of the Original Base Prospectus shall be updated with the following information:

"The following table contains the Issuer's selected financial data as of and for the nine months ended September 30, 2021 and 2020, extracted from the Issuer's unaudited financial statements, which were prepared in conformity with accounting principles generally accepted in the United States. The Issuer's unaudited financial statements

include all adjustments, consisting only of normal recurring accruals, that the Issuer considers necessary for a fair statement of its financial position and its results of operations as of such dates and for such periods. Results for the nine months ended September 30, 2021 are not necessarily indicative of the results that might be expected for any other interim period or for the year as a whole.

	<u>Nine Months Ended</u>	
	<u>September 30</u>	
	<u>2021</u>	<u>2020</u>
	(Unaudited)	
	(Dollars in millions, except per share information)	
Income Statement:		
Interest income	\$35,118	\$40,124
Interest expense	3,594	7,017
Net interest income	31,524	33,107
Noninterest income	35,529	32,322
Total revenue, net of interest expense	67,053	65,429
Provision for credit losses	(4,105)	11,267
Noninterest expense	45,000	41,286
Income before income taxes	26,158	12,876
Income tax expense	1,193	452
Net income	24,965	12,424
Net income applicable to common shareholders	23,784	11,265
Average common shares issued and outstanding (in millions)	8,583.1	8,762.6
Average diluted common shares issued and outstanding (in millions)	8,702.2	8,800.5
Per common share information:		
Earnings	\$2.77	\$1.29
Diluted earnings	2.75	1.28
Dividends paid	0.57	0.54

September 30

	<u>2021</u>	<u>2020</u>
	(Unaudited)	
	(Dollars in millions, except percentages)	
Balance Sheet (period-end):		
Total loans and leases	\$927,736	\$955,172
Total assets	3,085,446	2,738,452
Total deposits	1,964,804	1,702,880
Long-term debt	278,621	255,723
Total shareholders' equity	272,464	268,850
Allowance for loan and lease losses as a percentage of total loans and leases outstanding ¹	1.43%	2.07%
Total ending equity to total ending assets	8.83%	9.82%

¹ Outstanding loan and lease balances and ratios do not include loans accounted for under the fair value option.

Share Capital

As of September 30, 2021, the issued and outstanding common stock of BAC equalled 8,241,243,911 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$69,612 million. As at the date of this Base Prospectus, the authorised common stock of BAC is 12,800,000,000 shares.

As of September 30, 2021, the issued and outstanding preferred stock of BAC equalled 3,887,686 shares, \$0.01 par value, fully paid, with an aggregate liquidation preference of approximately \$23,441 million. The authorised preferred stock of BAC is 100,000,000 shares."

Updating of the section entitled General Information

By virtue of this Supplement, the information contained within the "*General Information*" section of the Original Base Prospectus, on pages 118 to 119 at paragraph (5) entitled "*Significant Change and Material Adverse Change*", shall be updated with the following information:

"There has been no significant change in the financial or trading position of the Issuer on a consolidated basis since September 30, 2021 which is the date of the most recently published financial statements of the Issuer.

There has been no material adverse change in the prospects of the Issuer on a consolidated basis since December 31, 2020".

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 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.