

Bank of America Corporation

This document (which expression shall include this document and all documents incorporated by reference herein) has been prepared for the purpose of providing disclosure information with regard to Bank of America Corporation (the "**Issuer**") and has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**") and the relevant implementing measures in the United Kingdom, as a registration document ("**Registration Document**") issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of providing information with regard to the Issuer as issuer of debt securities during the period of twelve months after the date hereof.

This Registration Document includes details of long-term senior debt and subordinated debt credit ratings assigned to the Issuer by Moody's Investors Service, Inc. ("**Moody's**"), Standard & Poor's Financial Services LLC ("**S&P**"), and Fitch Ratings, Inc. ("**Fitch**"), none of which is established in the European Union or registered under Regulation (EC) No. 1060/2009, as amended (the "**CRA Regulation**"), and are effective as of the date of the Registration Document. Moody's Investors Service Ltd. currently endorses credit ratings issued by Moody's, Fitch Ratings Ltd. (FRL) currently endorses the international credit ratings published by Fitch and Standard & Poor's Credit Market Services Europe Limited endorses the international credit ratings issued by S&P, for regulatory purposes in the European Union in accordance with the CRA Regulation. Each of Moody's Investors Service Ltd., Fitch Ratings Ltd. (FRL) and Standard & Poor's Credit Market Services Europe Limited have been registered under the CRA Regulation and appear on the list of registered credit rating agencies on the website of the European Securities and Markets Authority ("**ESMA**"). There can be no assurance that Moody's Investors Service Ltd., Fitch Ratings Ltd. (FRL) and Standard & Poor's Credit Market Services Europe Limited will continue to endorse credit ratings issued by Moody's, Fitch and S&P, respectively. Credit ratings and outlooks may be adjusted over time, and so there is no assurance that these credit ratings and outlooks will be effective after this date.

The list of credit rating agencies registered under the CRA Regulation (as updated from time to time) is published on the website of the European Securities and Market Authority (www.esma.europa.eu/page/List-registered-and-certified-CRAs). In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union and registered under the CRA Regulation, unless the relevant credit ratings are endorsed by a credit rating agency established in the European Union and registered under the CRA Regulation or certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended).

Potential purchasers of securities should ensure that they understand the nature of the relevant securities and the extent of their exposure to risks and that they consider the suitability of the relevant securities as an investment in the light of their own circumstances and financial condition. The securities may involve a high degree of risk and potential investors should be prepared to sustain a total loss of the purchase price of their securities. See any risk factors contained in the applicable Securities Note for a discussion of all material risks that should be considered in connection with the securities.

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RESPONSIBILITY STATEMENT

The Issuer accepts responsibility for the information contained in this Registration Document. To the Issuer's best knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Registration Document must be read in conjunction with all documents deemed to be incorporated herein by reference (see "Documents Incorporated by Reference" below) and for a particular issue of securities in conjunction with any applicable Securities Note, which together constitute a Prospectus for the purposes of the Prospectus Directive.

RISK FACTORS

As a large, international financial services company, the Issuer and its subsidiaries and affiliates face risks that are inherent in the business and market places in which they operate. Material factors that could affect the Issuer's businesses, results of operations and financial condition and the Issuer's ability to fulfil its obligations include, but are not limited to, market; liquidity; credit; geopolitical; business operations; regulatory, compliance and legal; and reputational risks. These and other factors or risks relating to the Issuer's business are described on pages 5 to 17 of the Issuer's 2018 Form 10-K Annual Report (as defined herein), under the caption "Item 1A. Risk Factors".

DOCUMENTS INCORPORATED BY REFERENCE

The following documents, which have been filed with the United States Securities and Exchange Commission (the "SEC") and which have previously been approved by, or filed with, the Financial Conduct Authority, shall be deemed to be incorporated by reference in, and form part of, and must be read in conjunction with, this Registration Document:

- (i) the Issuer's Current Reports on Form 8-K filed with the SEC on the following dates:
 - (A) January 16, 2019, in relation to the Issuer's earnings press release for the three months and the year ended December 31, 2018;
 - (B) February 7, 2019, in relation to the authorization of the Issuer's Board of Directors of the repurchase of U.S.\$ 2.5 billion of the Issuer's common stock by June 30, 2019;
 - (C) February 8, 2019, in relation to the approval by the Board of Directors of the Issuer of the Chairman and Chief Executive Officer's 2018 total compensation;
 - (D) April 16, 2019, in relation to the Issuer's earnings press release for the three months ended March 31, 2019;
 - (E) April 24, 2019, in relation to the approval by the Issuer's stockholders of the Second Amendment to the Bank of America Corporation Key Employee Equity Plan and the submission of matters to security holders; and
 - (F) May 13, 2019, in relation to the reorganization of U.S. brokerage operations,

(other than, with respect to these reports, information that is furnished but deemed not to have been filed under the rules of the SEC);
- (ii) the following pages of the Issuer's unaudited Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 (the "**First Quarter 2019 Form 10-Q Quarterly Report**"):
 - (A) pages 3 to 91;
 - (B) pages 93* to 108* (being Exhibit 10(a));
 - (C) pages 109* to 125* (being Exhibit 10(b)); and
 - (D) pages 126* to 139* (being Exhibit 10(c)).

* These page numbers are references to the PDF pages included in the First Quarter 2019 Form 10-Q Quarterly Report;
- (iii) the following pages of the Issuer's Annual Report on Form 10-K for the year ended December 31, 2018 (including the Consolidated Financial Statements of the Issuer as at December 31, 2018 and 2017 and for each of the three years in the period ended December 31, 2018 the auditor's report thereon and notes thereto) (the "**2018 Form 10-K Annual Report**"):
 - (A) pages 1 to 178
 - (B) pages 228* to 229* (being Exhibit 21); and
 - (C) pages 231* to 232* (being Exhibit 24).

* These page numbers are references to the PDF pages included in the 2018 Form 10-K Annual Report;
- (iv) The 2019 Proxy Statement of the Issuer pursuant to Section 14(a) of the U.S. Securities Exchange Act of 1934, as amended, dated March 13, 2019, and filed with the SEC on March 13, 2019 and the Definitive Additional Materials to the Proxy Statement on Schedule 14A of the Issuer filed with the SEC on March 13, 2019;

provided that for the purposes of the prospectus rules enacted under section 73A of the FSMA, any documents incorporated by reference into the above documents do not form part of this Registration Document. Any parts of the above documents which are not incorporated by reference into this Registration Document are either not relevant for the investor or are covered elsewhere in this Registration Document.

The historical financial information of the Issuer on a consolidated basis for the two years ended December 31, 2018, has been incorporated by reference herein and is contained in the 2018 Form 10-K Annual Report.

BANK OF AMERICA CORPORATION

Bank of America Corporation is a Delaware corporation, a bank holding company, and a financial holding company. The Issuer was incorporated in 1998 (for an unlimited duration) as a part of the merger of BankAmerica Corporation with NationsBank Corporation. The Issuer's Delaware registration number is 2927442. The Issuer operates under the General Corporation Law of the State of Delaware, Title 8 of the Delaware Code 1953, sections 101 through 398, known as the "**Delaware General Corporation Law**". The Issuer's headquarters and principal place of business are located at 100 North Tryon Street, Charlotte, North Carolina 28255, United States of America, telephone number (704) 386-5681. The Issuer's objects and purposes are to engage in any lawful act or activity for which corporations may be organized and incorporated in the General Corporation Law of the State of Delaware, as specified in paragraph 2 of the Issuer's amended and restated certificate of incorporation.

Business Segment Operations

Through its banking and various nonbank subsidiaries throughout the United States and in international markets, the Issuer provides a diversified range of banking and nonbank financial services and products through four business segments: (1) *Consumer Banking*, (2) *Global Wealth & Investment Management*, (3) *Global Banking* and (4) *Global Markets*, with the remaining operations recorded in *All Other*.

Board of Directors

As of the date of this Registration Document, the Directors of the Issuer are:

Director	Function	Principal Activities Outside of BAC
Brian T. Moynihan	Chairman of the Board and Chief Executive Officer, BAC	<ul style="list-style-type: none"> • None
Jack O. Bovender, Jr.	Lead Independent Director; non-employee director	<ul style="list-style-type: none"> • Former Chairman and Chief Executive Officer, HCA, Inc.
Sharon L. Allen	Non-employee director	<ul style="list-style-type: none"> • Former Chairman, Deloitte LLP • Current Member of Board of Directors of First Solar, Inc. and a food and drug retailer seeking to become a public company under the name Albertsons Companies, Inc.
Susan S. Bies	Non-employee director	<ul style="list-style-type: none"> • Former Member, Federal Reserve Board of Governors
Frank P. Bramble, Sr.	Non-employee director	<ul style="list-style-type: none"> • Former Executive Vice Chairman, MBNA Corporation
Pierre J. P. de Weck	Non-employee director	<ul style="list-style-type: none"> • Former Chairman and Global Head of Private Wealth Management of Deutsche Bank AG
Arnold W. Donald	Non-employee director	<ul style="list-style-type: none"> • President and Chief Executive Officer of Carnival Corporation and Carnival plc • Current Member of Board of Directors of Carnival Corporation and Carnival plc
Linda P. Hudson	Non-employee director	<ul style="list-style-type: none"> • Former Chief Executive Officer Emeritus and former President and Chief Executive Officer, BAE Systems, Inc. • Chairman and Chief Executive Officer, The Cardea Group LLC, Current Member of Board of

Director	Function	Principal Activities Outside of BAC
Monica C. Lozano	Non-employee director	<ul style="list-style-type: none"> Directors of Ingersoll-Rand plc Chief Executive Officer, College Futures Foundation Former Chairman, US Hispanic Media Inc. Current Member of Board of Directors of Target Corporation
Thomas J. May	Non-employee director	<ul style="list-style-type: none"> Former Chairman, President and Chief Executive Officer, Eversource Energy (formerly known as Northeast Utilities) Current Chairman and Member of Board of Directors of Viacom Inc. and Liberty Mutual Holding Company, Inc.
Lionel L. Nowell, III	Non-employee director	<ul style="list-style-type: none"> Former Senior Vice President and Treasurer of PepsiCo, Inc. Current Member of Board of directors of American Electric Power Company, Inc. and Ecolab Inc.
Clayton S. Rose	Non-employee director	<ul style="list-style-type: none"> President, Bowdoin College
Michael D. White	Non-employee director	<ul style="list-style-type: none"> Former Chairman, President and Chief Executive Officer of DIRECTV Current Member of Board of Directors of Kimberly-Clark Corporation and Whirlpool Corporation.
Thomas D. Woods	Non-employee director	<ul style="list-style-type: none"> Chairman of Hydro One Limited Former Vice Chairman and Senior Executive Vice President of Canadian Imperial Bank of Commerce Current Member of Board of Directors of Alberta Investment Management Corporation
R. David Yost	Non-employee director	<ul style="list-style-type: none"> Former Chief Executive Officer, AmerisourceBergen Corporation Current Member of Board of Directors of Marsh & McLennan Companies, Inc. and Johnson Controls International plc
Maria T. Zuber	Non-employee director	<ul style="list-style-type: none"> Vice President for Research and E. A. Griswold Professor of Geophysics, Massachusetts Institute of Technology Current Member of Board of Directors of Textron Inc.

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.

Subsidiaries

The Issuer acts as the holding company of over 700 subsidiary undertakings worldwide which are all operative within the financial services sector. Details of the Issuer's principal subsidiary, an indirect, wholly owned-subsiidiary of the Issuer, are set out below:

Name	Address	Principal Activity
Bank of America, N.A.	Suite 170, 100 North Tryon Street Charlotte, North Carolina 28202	Commercial and consumer banking

Dependency Statement

The Issuer, as parent company, depends on dividends, distributions and other payments from its banking and non-bank subsidiaries to fund dividend payments on its common stock and preferred stock and to fund all payments on its other obligations, including debt obligations. There are legal and other limitations on the Issuer's ability to utilise liquidity from one legal entity to satisfy the liquidity requirements of another, including the parent company.

Trend Information

For information regarding trends and events impacting BAC's businesses and results of operations, see Item 1, Business on pages 1 through 5, inclusive, of the BAC 2018 Annual Report, Item 1A, Risk Factors on pages 5 through 17, inclusive, of the BAC 2018 Annual Report, Item 1A, Risk Factors on page 90 of the BAC 31 March 2019 Quarterly Report, Management's Discussion and Analysis of Financial Condition and Results of Operations ("**MD&A**") on pages 19 through 84, inclusive, of the BAC 2018 Annual Report, the MD&A on pages 3 through 42, inclusive, of the BAC 31 March 2019 Quarterly Report, Note 1, Summary of Significant Accounting Principles on pages 92 through 100, inclusive, of the BAC 2018 Annual Report and Note 1, Summary of Significant Accounting Principles on pages 47 through 48, inclusive, of the BAC 31 March 2019 Quarterly Report.

Board Practices

Audit Committee

The Issuer's Audit Committee, which currently consists of seven independent members of the Issuer's Board of Directors, assists the Issuer's Board of Directors in the oversight of the qualifications, performance and independence of the Issuer's registered independent public accounting firm; the performance of the Issuer's corporate audit function; the integrity of the Issuer's consolidated financial statements; the Issuer's compliance with legal and regulatory requirements; and makes inquiries of management or the Corporate General Auditor to determine whether there are scope or resource limitations that impede the ability of Corporate Audit to execute its responsibilities. The Audit Committee is also responsible for overseeing compliance risk pursuant to the New York Stock Exchange listing standards.

As of the date of this Registration Document, the members of the Audit Committee are Sharon L. Allen (Chair), Pierre J. P. de Weck, Arnold W. Donald, Lionel L. Nowell, III, Clayton S. Rose, Michael D. White and R. David Yost.

Corporate Governance

The Issuer has complied in all material respects with the corporate governance regime of the State of Delaware and all applicable provisions of Delaware General Corporation Law.

Ratings

As at the date of this Registration Document, the Issuer's long-term senior debt is rated A2 (Stable) by Moody's, A- (Stable) by S&P and A+ (Stable) by Fitch. As of the date of this Registration Document, the Issuer's subordinated debt is rated Baa1 (Stable) by Moody's, BBB+ (Stable) by S&P and A (Stable) by Fitch.

According to Moody's, an obligation rated A by Moody's is judged to be upper-medium-grade and subject to low credit risk and an obligation rated Baa by Moody's is judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category. A Moody's rating outlook is an opinion regarding the likely rating direction over the medium term. A stable outlook indicates a low likelihood of a rating change over the medium term.

According to S&P, an obligation 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 capacity of the obligor to meet its financial commitments on the obligation is still strong and an obligation rated BBB by S&P exhibits adequate protection parameters; however, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. S&P's ratings may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. An S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future CreditWatch action. Stable means that a rating is not likely to change.

According to Fitch, an obligation rated A by Fitch is considered high credit quality and indicates that expectations of default risk are low. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. Rating outlooks indicate the direction a rating is likely to move over a one- to two-year period. They reflect financial or other trends that have not yet reached the level that would trigger a rating action, but which may do so if such trends continue. Positive or negative rating outlooks do not imply that a rating change is inevitable and, similarly, ratings with stable outlooks can be raised or lowered without a prior revision to the outlook, if circumstances warrant such an action.

Credit ratings and outlooks may be adjusted over time, and so there is no assurance that these credit ratings and outlooks will be effective after the date of this Registration Document. A credit rating is not a recommendation to buy, sell or hold any securities.

SELECTED FINANCIAL DATA

The following table contains the Issuer's selected financial data (1) as of December 31, 2018 and 2017, and for each of the years in the three years ended December 31, 2018, extracted from the Issuer's audited financial statements and (2) as of and for the three months ended March 31, 2019 and 2018, 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 three months ended March 31, 2019 are not necessarily indicative of the results that might be expected for any other interim period or for the year as a whole. Certain prior period amounts have been reclassified to conform to current period classifications.

	Three months ended March 31		Year ended December 31		
	2019	2018	2018	2017	2016
(Unaudited)					
(Dollars in millions, except number of shares and per share information)					
Income statement:					
Interest income	\$18,170	\$15,599	\$66,769	\$57,579	\$51,057
Interest expense	5,795	3,830	18,607	12,340	9,571
Net interest income	12,375	11,769	48,162	45,239	41,486
Noninterest income	10,629	11,301	42,858	41,887	42,012
Total revenue, net of interest expense	23,004	23,070	91,020	87,126	83,498
Provision for credit losses	1,013	834	3,282	3,396	3,597
Noninterest expense	13,224	13,842	53,154	54,517	54,880
Income before income taxes	8,767	8,394	34,584	29,213	25,021
Income tax expense	1,456	1,476	6,437	10,981	7,199
Net income	7,311	6,918	28,147	18,232	17,822
Net income applicable to common shareholders	6,869	6,490	26,696	16,618	16,140
Average common shares issued and outstanding (in millions)	9,725.9	10,322.4	10,096.5	10,195.6	10,284.1
Average diluted common shares issued and outstanding (in millions)	9,787.3	10,472.7	10,236.9	10,778.4	11,046.8
Per common share information:					
Earnings	\$0.71	\$0.63	\$2.64	\$1.63	\$1.57
Diluted earnings	0.70	0.62	2.61	1.56	1.49
Dividends paid	0.15	0.12	0.54	0.39	0.25

	March 31		December 31	
	2019	2018	2018	2017
(Unaudited)				
(Dollars in millions, except percentages)				
Balance Sheet (period end):				
Total loans and leases	\$945,615	\$934,078	\$946,895	\$936,749
Total assets	2,377,164	2,328,478	2,354,507	2,281,234
Total deposits	1,379,337	1,328,664	1,381,476	1,309,545
Long-term debt	233,929	232,308	229,392	227,402
Total shareholders' equity	267,010	266,224	265,325	267,146
Allowance for loan and lease losses as a percentage of total loans and leases outstanding ¹	1.02%	1.11%	1.02 %	1.12%
Total ending equity to total ending assets	11.23%	11.43%	11.27 %	11.71%

Share Capital

As of March 31, 2019, the issued and outstanding common stock of the Issuer equalled 9,568,389,268 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$112.8 billion. As at the date of this Registration Document, the authorised common stock of the Issuer is 12,800,000,000 shares.

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

As of March 31, 2019, the issued and outstanding preferred stock of the Issuer equalled 3,843,140 shares, \$0.01 par value, fully paid, with an aggregate liquidation preference of approximately \$22.3 billion. The authorized preferred stock of the Issuer is 100,000,000 shares.

Principal Shareholders

The Issuer is a U.S. publicly-traded company. The principal market on which the Issuer's common stock is traded is the New York Stock Exchange. To the extent known to the Issuer, no shareholder owns enough shares of the Issuer's common stock to directly or indirectly exercise control over the Issuer.

Dividends

The following cash dividends per share of common stock of the Issuer were paid for each of the five consecutive fiscal years ended December 31:

Fiscal Year	Dividend per share
2018	\$0.54
2017	\$0.39
2016	\$0.25
2015	\$ 0.20
2014	\$ 0.12

GENERAL INFORMATION

1. **Significant Change and Material Adverse Change**

There has been no significant change in the financial or trading position of the Issuer on a consolidated basis since March 31, 2019, which is the date of the most recently published interim 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, 2018.

2. **Litigation and Regulatory Matters**

Save as disclosed in (i) the section entitled "Litigation and Regulatory Matters" on pages 135 to 137, being the Litigation and Regulatory Matters section in Note 12 to the Consolidated Financial Statements, of the 2018 Form 10-K Annual Report and (ii) the section entitled "Litigation and Regulatory Matters" on page 76, being the Litigation and Regulatory Matters section in Note 11 to the Consolidated Financial Statements, of the First Quarter 2019 Form 10-Q Quarterly Report, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) in the 12 months preceding the date of this Registration Document which may have or have had in the recent past a significant effect on the financial position or profitability of the Issuer and its subsidiaries on a consolidated basis.

3. **Independent Registered Public Accounting Firm**

The financial statements of the Issuer as of December 31, 2018 and December 31, 2017 and for each of the three years in the period ended December 31, 2018, incorporated in this Registration Document by reference to BAC's Annual Report on Form 10-K for the year ended December 31, 2018 and the effectiveness of internal control over financial reporting as of December 31, 2018, have been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report incorporated herein. PricewaterhouseCoopers LLP is a member of the American Institute of Certified Public Accountants and is registered with the Public Company Accounting Oversight Board (United States).

4. **Legal Entity Identifier**

The Legal Entity Identifier of the Issuer is 9DJT3UXIJZJI4WXO774.

5. **Documents Available**

For the period of 12 months following the date of this Registration Document, copies of the documents described below will, where published, be available from the specified office of the Principal Agent.

As long as the Issuer may issue securities with respect to which this Registration Document forms a part of the prospectus prepared by the Issuer relating to such securities, copies of the Amended and Restated Certificate of Incorporation of the Issuer, as amended, the Bylaws of the Issuer, as amended, the Issuer's 2018 Form 10-K Annual Report, the Issuer's First Quarter 2019 Form 10-Q Quarterly Report and any Current Report on Form 8-K of the Issuer filed with the SEC on or after January 1, 2019, will be available without charge at the office of the Principal Agent. Copies of this Registration Document, any prospectus to which this Registration Document forms a part and any supplements thereto and any Securities Note will be available without charge at the office of the Principal Agent.

The Issuer's filings with the SEC are available through (1) the Issuer's website at <http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-sec#fbid=vPBmqoqUe99> and (2) the SEC's website at www.sec.gov. The SEC maintains a website that contains reports, proxy and information statements and other materials that are filed through the SEC's Electronic Data Gathering Analysis and Retrieval System. References to web addresses in the Registration Document are included as inactive textual references only. Except as specifically

incorporated by reference into this Registration Document, information on these websites is not part of this Registration Document.

PRINCIPAL EXECUTIVE OFFICE OF THE ISSUER

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