

Merrill Lynch B.V.

Merrill Lynch B.V. USD125,000,000 Fixed Rate Notes due 30 January 2024 (the "Notes")

**under the Bank of America Corporation, BofA Finance LLC, Merrill Lynch B.V. and Merrill Lynch International & Co. C.V. Note, Warrant and Certificate Programme
(the "Programme")**

unconditionally and irrevocably guaranteed as to payment and delivery obligation by Bank of America Corporation

Issue Price: 100 per cent. of the Aggregate Nominal Amount

Issue Date: 30 January 2024

This information package includes the offering circular dated 15 May 2023 (as may be supplemented from time to time) in relation to the Programme including all documents incorporated by reference therein (the "Offering Circular") as supplemented by the final terms for the Notes dated 23 January 2024 (the "**Pricing Supplement**", together with the Offering Circular, the "**Information Package**").

The Notes will be issued by Merrill Lynch B.V. (the "**Issuer**") and will be unconditionally and irrevocably guaranteed by Bank of America Corporation.

Application will be made by the Issuer for the Notes to be listed on the Taipei Exchange (the "**TPEX**") in the Republic of China (the "**ROC**").

Effective date of listing and trading of the Notes is on or about 30 January 2024.

TPEX is not responsible for the content of the Information Package and any supplement or amendment thereto and no representation is made by TPEX to the accuracy or completeness of the Information Package and any supplement or amendment thereto. TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this Information Package and any supplement or amendment thereto. Admission to the listing and trading of the Notes on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes.

The Notes have not been, and shall not be, offered or sold, directly or indirectly, in the ROC, to investors other than "professional institutional investors" as defined under Item 1, Paragraph 1, Article 2-1 of the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds ("**Professional Institutional Investors**"). Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to a Professional Institutional Investor.

The Notes and the relevant Guarantee have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or under any U.S. state securities laws and neither the Notes nor the relevant Guarantee may be offered, sold, resold, traded, transferred, pledged, delivered or redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, any U.S. person. For the purposes hereof, "U.S. person" has the meaning ascribed to it by Regulation S under the Securities Act.

Lead Manager

E.Sun Commercial Bank, Ltd.
Managers

First Commercial Bank, Ltd.	Yuanta Securities Co., Ltd.
KGI Securities Co. Ltd.	Bank of Taiwan

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 or superseded (**"MiFID II"**); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended or superseded (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 the EU Prospectus Regulation (as defined below). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended or superseded, 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.

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 UK (as defined below). 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 EUWA (as defined below) and the regulations made under the EUWA; (ii) a customer within the meaning of the provisions of the FSMA (as defined below) 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 Article 2 of the UK Prospectus Regulation (as defined below). 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.

23 January 2024

MERRILL LYNCH B.V.

LEI: 549300RQ1D1WIE085245

Issue of Merrill Lynch B.V. USD 125,000,000 Fixed Rate Notes due 30 January 2034

under the Bank of America Corporation, BofA Finance LLC, Merrill Lynch B.V. and Merrill Lynch International & Co. C.V.

Note, Warrant and Certificate Programme

**unconditionally and irrevocably guaranteed as to payment and delivery obligations
by Bank of America Corporation**

The Offering Circular referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area (each, a **"Member State"**) will be made pursuant to an exemption under Regulation (EU) 2017/1129 (as amended or superseded, the **"EU Prospectus Regulation"**) from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes in that Member State may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The Offering Circular referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in the United Kingdom (the **"UK"**) will be made pursuant to an exemption under Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **"EUWA"**) and regulations made under the EUWA (the **"UK Prospectus Regulation"**) from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the

Notes in the UK 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 Financial Services and Markets Act 2000 (as amended, 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 authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The Notes are unsecured and are not and will not be savings accounts, deposits or obligations of, or otherwise guaranteed by, any bank. The Notes do not evidence deposits of Bank of America, N.A. or any other bank and are not insured by the U.S. Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other insurer or governmental agency or instrumentality.

The Notes and the relevant Guarantee have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or under any U.S. state securities laws and neither the Notes nor the relevant Guarantee may be offered, sold, resold, traded, transferred, pledged, delivered or redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, any U.S. person. For the purposes hereof, "**U.S. person**" has the meaning ascribed to it by Regulation S under the Securities Act.

The Issuer and the Guarantor reserve the right to reject any offer to purchase, in whole or in part, for any reason, or to sell less than all of the Notes.

The purchase of Notes involves substantial risks and is suitable only for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks and the merits of an investment in the Notes. Before making an investment decision, prospective purchasers of Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risks and that they consider carefully, in the light of their own financial circumstances, financial condition and investment objectives, all the information set forth in the Offering Circular (including the section headed "Risk Factors" thereof) and these Final Terms.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Offering Circular dated 15 May 2023 (the "**Offering Circular**") as supplemented by the supplements to the Offering Circular approved by the Luxembourg Stock Exchange from time to time, which are available at www.luxse.com. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Offering Circular and any supplements thereto. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular and any supplements thereto. The Offering Circular and the supplements to the Offering Circular are available for viewing and can be obtained during normal business hours at the registered office of the relevant Dealer and at the specified office of the applicable Paying Agent and in electronic form on the Luxembourg Stock Exchange's website (www.luxse.com).

References herein to numbered Conditions are to the "Terms and Conditions of the Notes" set forth in the Offering Circular and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms, save as where otherwise expressly provided.

Prospective investors should note that the "Terms and Conditions of the Notes" set out in the Offering Circular are governed by, and construed in accordance with, English law, and the relevant Guarantee is governed by, and construed in accordance with, the laws of the State of New York.

No person has been authorised to give any information or make any representation not contained in or not consistent with these Final Terms, or any other information supplied in connection with the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Guarantor or any Dealer.

By investing in the Notes each investor represents that:

- (a) *Non-Reliance. It is acting for its own account, and it has made its own independent decisions to invest in the Notes and as to whether the investment in the Notes is appropriate or proper for it based upon its own judgement and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer, the Guarantor or any Dealer as investment advice or as a recommendation to invest in the Notes, it being understood that information and explanations related to the "Terms and Conditions of the Notes" shall not be considered to be investment advice or a*

recommendation to invest in the Notes. No communication (written or oral) received from the Issuer, the Guarantor or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the Notes.

- (a) *Assessment and Understanding. It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts, the terms and conditions and the risks of the investment in the Notes. It is also capable of assuming, and assumes, the risks of the investment in the Notes.*
- (b) *Status of Parties. None of the Issuer, the Guarantor and any Dealer is acting as fiduciary for or adviser to it in respect of the investment in the Notes.*

1. Issuer: Merrill Lynch B.V.
2. Guarantor: Bank of America Corporation
3. (a) Series Number: Not Applicable
- (b) Tranche Number: One
4. Specified Currency or Currencies: United States Dollars ("USD")
5. Aggregate Nominal Amount:
 - (a) Series: USD 125,000,000
 - (b) Tranche: USD 125,000,000
6. Issue Price: 100 per cent. of the Aggregate Nominal Amount
7. (a) Specified Denominations: USD 1,000,000
- (b) Calculation Amount: USD 1,000,000
8. Trade Date: 16 January 2024
9. Strike Date: Not Applicable
10. Issue Date and Interest Commencement Date: 30 January 2024
11. Maturity Date: 30 January 2034
12. Interest Basis: 5.30 per cent. Fixed Rate
(further particulars specified in paragraph 17 below and in the Terms and Conditions of the Notes)
13. Redemption/Payment Basis: Redemption at par
14. Change of Interest Basis or Redemption/Payment Basis: Not Applicable
15. Put/Call Options: Issuer Call (further particulars specified below)
16. (a) Status of the Notes: Senior
- (b) Status of the Guarantee: Senior

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17. Fixed Rate Notes: Applicable
 - (a) Rate(s) of Interest: 5.30 per cent. per annum payable annually in arrear

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| (b) | Interest Payment Date(s): | 30 January in each year, from (and including) 30 January 2025 to (and including) the Maturity Date Unadjusted |
| (c) | Business Day Convention: | Not Applicable |
| (d) | Additional Business Centre(s): | Not Applicable |
| (e) | Fixed Coupon Amount(s): | USD 53,000 per Calculation Amount |
| (f) | Broken Amount(s): | Not Applicable |
| (g) | Day Count Fraction: | 30/360 |
| (h) | Determination Date(s): | Not Applicable |
| (i) | Other terms relating to the method of calculating interest for Fixed Rate Notes: | None |
18. Floating Rate Notes: Not Applicable
19. Zero Coupon Notes: Not Applicable
20. Interest linked to one or more Reference Item(s) provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION FOR NOTES OTHER THAN PREFERENCE SHARE LINKED NOTES

21. Issuer Call: Applicable
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| (a) | Optional Redemption Date(s): | Each Interest Payment Date from (and including) 30 January 2028 to (and including) 30 January 2033 |
| (b) | Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s) | USD 1,000,000 per Calculation Amount |
| (c) | If redeemable in part: | |
| | (i) Minimum Redemption Amount: | Not Applicable |
| | (ii) Maximum Redemption Amount: | Not Applicable |
| (d) | Notice period (if other than as set out in the Conditions): | Not less than 10 Business Days |
22. Investor Put: Not Applicable
23. Automatic Early Redemption: Not Applicable
24. Final Redemption Amount of each Note: USD 1,000,000 per Calculation Amount
25. Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on an event of default or on an illegality or following a Currency Substitution Event (or otherwise in accordance with the terms and conditions of the Notes), and/or the method of calculating the same (if required or if different from that set out in Condition 7(G)): USD 1,000,000 per Calculation Amount

PROVISIONS RELATING TO REDEMPTION FOR PREFERENCE SHARE LINKED NOTES

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| 26. Redemption at the Option of the Issuer: | Not Applicable |
| 27. Redemption at the Option of the Noteholders: | Not Applicable |
| 28. Mandatory Early Redemption: | Not Applicable |
| 29. Redemption at Maturity: | Not Applicable |
| 30. Early Redemption Amount of each Preference Share Linked Note payable on redemption for Illegality or following an Early Redemption Event (or otherwise in accordance with the terms and conditions of the Preference Share Linked Notes): | Not Applicable |
| 31. Early Redemption Amount of each Preference Share Linked Note payable on an Event of Default: | Not Applicable |

PROVISIONS RELATING TO TYPE OF NOTES

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| 32. Index Linked Conditions | Not Applicable |
| 33. Share Linked Conditions: | Not Applicable |
| 34. GDR/ADR Linked Conditions: | Not Applicable |
| 35. FX Linked Conditions: | Not Applicable |
| 36. Commodity Linked Conditions: | Not Applicable |
| 37. Fund Linked Conditions: | Not Applicable |
| 38. Inflation Linked Conditions: | Not Applicable |
| 39. Credit Linked Notes: | Not Applicable |
| 40. Physical Delivery Notes: | Not Applicable |
| 41. Preference Share Linked Conditions | Not Applicable |

PROVISIONS RELATING TO SECURED NOTES

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| 42. Secured Static/Floating Instruments Conditions: | Not Applicable |
| 43. Secured Fully Floating Instruments Conditions: | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 44. Form of Notes: | Euroclear/CBL Global Registered Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg and exchangeable for Definitive Registered Notes in the limited circumstances described in the Global Note |
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| 45. | Eligibility for sale in the United States to QIBs who are also QPs or to, or for the account or benefit of, U.S. persons who are QIBs and also QPs: | The Notes are not eligible for sale in the United States to QIBs who are also QPs, or to, or for the account or benefit of, U.S. persons who are QIBs and also QPs. |
| 46. | New Safekeeping Structure: | No |
| 47. | Payment Day: | Modified Following |
| 48. | Additional Financial Centre(s) or other special provisions relating to Payment Days: | Taipei City |
| 49. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 50. | Details relating to Instalment Notes: | |
| | (a) Instalment Amount(s): | Not Applicable |
| | (b) Instalment Date(s): | Not Applicable |
| 51. | Payment Disruption (Condition 6(F)): | Not Applicable |
| 52. | Exchange Rate: | Not Applicable |
| 53. | Other terms: | Not Applicable |
| 54. | Alternative Rounding: | Not Applicable |

DISTRIBUTION

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| 55. | The initial purchasers and name of applicable permitted dealer in the United States of the Notes: | Not Applicable |
| 56. | Method of distribution: | Syndicated |
| 57. | (a) If syndicated, names and addresses of Managers: | <p>E.Sun Commercial Bank, Ltd. at 15F, No. 315, Dunhua N. Rd., Songshan Dist., Taipei City 105008, Taiwan</p> <p>First Commercial Bank, Ltd. at 30, Chung King South Road, Sec. 1, Taipei 100, Taiwan</p> <p>Yuanta Securities Co., Ltd. at 9F, No. 77, Sec. 2, Nanjing E. Rd., Taipei 104, Taiwan</p> <p>KGI Securities Co. Ltd. at 9F, No. 700, Mingshui Road Zhongshan District, Taipei City 10462</p> <p>Bank of Taiwan at 120, Sec. 1, Chongqing S. Rd., Zhongzheng Dist., Taipei City 10007, Taiwan</p> |
| | (b) Date of Subscription Agreement: | 23 January 2024 |
| | (c) Stabilising Manager(s) (if any): | Not Applicable |
| 58. | If non-syndicated, name and address of relevant Dealer: | Not Applicable |

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| 59. Total commission and concession: | 0.10 per cent. of the Aggregate Nominal Amount |
| 60. U.S. Selling Restrictions: | The Notes may not be offered, sold, resold, traded, pledged, exercised, redeemed, transferred or delivered, directly or indirectly, in the United States of America (including the U.S. states and the District of Columbia), its territories, its possessions and other areas subject to its jurisdiction or directly or indirectly offered, sold, resold, traded, pledged, exercised, redeemed, transferred or delivered to, or for the account or benefit of, any U.S. person. A " U.S. person " has the meaning ascribed to it by Regulation S under the U.S. Securities Act of 1933, as amended. |
| 61. United States Tax Considerations: | Not Applicable |
| 62. United States Withholding Tax: | Not Applicable |
| 63. Additional United States Tax considerations | Not Applicable |
| 64. Additional selling restrictions: | <p><u>Taiwan</u></p> <p>The Notes have not been, and shall not be, offered or sold, directly or indirectly, in the Republic of China ("ROC"), to investors other than "professional institutional investors" as defined under Item 1, Paragraph 1, Article 2-1 of the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds ("Professional Institutional Investors"). Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to a Professional Institutional Investor.</p> |
| 65. Swiss Non-Exempt Public Offer: | Not Applicable. |

PURPOSE OF FINAL TERMS

These Final Terms comprise the Final Terms required for issue and listing on the Taipei Exchange of the Notes described herein pursuant to the Note, Warrant and Certificate Programme of Bank of America Corporation, BofA Finance LLC, Merrill Lynch B.V. and Merrill Lynch International & Co. C.V.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: 

Name: Armstrong Ebelechukwu Okobia

Title: Authorised Representative

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to listing and trading on the Taipei Exchange in the ROC ("TPEX"). The effective date of the listing of the Notes is expected to be on or about the Issue Date.

TPEX is not responsible for the content of this Final Terms and the Offering Circular and any supplement or amendment thereto and no representation is made by TPEX to the accuracy or completeness of this Final Terms and the Offering Circular and any supplement or amendment thereto. TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this Final Terms and the Offering Circular and any supplement or amendment thereto.

Admission to the listing and trading of the Notes on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes.

2. RATINGS

Ratings: The Notes have not been rated.

3. OPERATIONAL INFORMATION

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| (i) | ISIN: | XS2711528682 |
| (ii) | Common Code: | 271152868 |
| (iii) | Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, S.A., The Depository Trust Company and the relevant identification number(s): | Not Applicable |
| (iv) | Delivery: | Delivery against payment |
| (v) | Names and address of initial Paying Agent: | Citibank, N.A., London Branch
Citigroup Centre, Canada Square
London E14 5LB
United Kingdom |
| (vi) | Registrar: | Citibank Europe plc
1 North Wall Quay
Dublin 1
Ireland |
| (vii) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (viii) | Intended to be held in a manner which would allow Eurosystem eligibility. | No. However, if after the date of these Final Terms, the Eurosystem eligibility criteria are amended such that the Notes are capable of meeting such criteria, the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper (i.e. held under the New Safekeeping Structure (the "NSS")). Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central |

Bank being satisfied that the Eurosystem eligibility criteria have been met.