



September 16, 2019

### **BANK OF AMERICA CORPORATION FILED A FORM 8-K**

CHARLOTTE, N.C. – (BUSINESS WIRE) – September 16, 2019 – Bank of America Corporation (the "Corporation") filed a Current Report on Form 8-K with the U.S. Securities and Exchange Commission ("SEC") on September 16, 2019 (the "Form 8-K"), announcing that, on September 12, 2019, the Board of Directors (the "Board") of the Corporation approved and adopted amendments to the Corporation's Amended and Restated Bylaws (the "Bylaws"). The amendments to the Bylaws were effective upon approval by the Board. The Board periodically conducts routine reviews of the Board's governance documents, including the Bylaws.

The amendments related to governance practices include the following:

- Revisions to explicitly allow the use of electronic transmissions (*Article III., Sections 4 and 8; Article V., Sections 4 and 8*);
- Clarification that the stockholder list is to be maintained by the Corporation (*Article III., Section 6*);
- Clarification of the ability of the chairman to adjourn a stockholders' meeting for any reason (*Article III., Section 11*);
- Clarification that director nominations may be made at annual meetings using the proxy access provisions of the Bylaws and that director nominations may be made at special meetings in certain situations (*Article III., Section 12*);
- Revisions to reflect the Board's current committee structure and charter review and approval process (*Article IV., Section 6*);
- Simplification and updates to the definitions and descriptions of officer titles (*Article IV., Section 7; Article VI., Section 1*);
- Revisions to provide that share certificates may be signed by any two authorized officers (*Article VII., Section 1*);
- Clarification of the Corporation's obligation to advance expenses to indemnified persons (*Article VIII., Section 2*);
- Revisions to update the officers authorized to execute instruments and vote the ownership interests of the Corporation to reflect changes made to the definitions and descriptions of officer titles (*Article IX., Sections 1 and 2*); and
- Revisions to provide more flexibility in the development, review, and modification of the Corporation's emergency plans (*Article X., Section 5*).

The amendments also include certain other technical and conforming revisions and clarifications. The foregoing summary is qualified in its entirety by reference to the Bylaws, a copy of which (marked to show changes from the prior version) is attached to the Form 8-K.

Bank of America Corporation makes available all of its SEC filings on its website: <http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-irhome>.

The SEC maintains a website that contains reports, proxy statements and other information regarding issuers that file electronically with the SEC. These materials may be obtained electronically by accessing the SEC's website at <http://www.sec.gov>. A copy of the document will also be available on the National Storage Mechanism's website at: <http://www.morningstar.co.uk/uk/NSM>.

CONTACT: Amanda D. Daniel, North Carolina Certified Paralegal, Bank of America, Office +1 980.388.5923.