



February 9, 2018

BANK OF AMERICA CORPORATION FILED A FORM 8-K

CHARLOTTE, N.C.– (BUSINESS WIRE) – February 9, 2018 – Bank of America Corporation (the "Corporation") filed a Current Report on Form 8-K with the U.S. Securities and Exchange Commission ("SEC") on February 9, 2018, announcing that its Board of Directors has approved 2017 incentive compensation for the Corporation's executive officers, including Chairman and Chief Executive Officer Brian T. Moynihan.

During 2017, the Corporation's approach to responsible growth produced net income of \$18.2 billion, up \$410 million from the prior year. Adjusting for the negative impact of the Tax Cuts and Jobs Act, net income increased \$3.3 billion in 2017 to \$21.1 billion. In the fourth quarter of 2017, the Corporation recorded its 12th consecutive quarter of positive operating leverage.

Responsible growth produced tangible benefits for shareholders. Total shareholder return was 35.7% in 2017 and was above the primary peer group on 1-, 3-, and 5-year bases. Market capitalization at December 31, 2017 was at an all-time high of \$304 billion. The Corporation increased its quarterly common stock dividend by 60% in 2017 and total capital returned to common shareholders was nearly \$17 billion, more than doubling the amount in 2016 and the highest level since 2006. The Corporation also made progress on its long-term return on assets, return on tangible common equity and efficiency goals. The Corporation also continued to manage credit losses, with net charge-off ratios remaining near historic lows.

The Corporation also continued to support the global economy in 2017. The Corporation raised a total of \$864 billion in capital on behalf of clients and made progress toward its \$125 billion goal to support clients connected to clean energy and other environmentally supportive activities. The Corporation also shared its success with the communities it serves, through the \$200 million in philanthropic giving funded last year and the more than 2 million hours of volunteer time recorded by employees in 2017.

Mr. Moynihan's compensation continues to be composed of base salary, time-based restricted stock units ("RSUs"), and performance RSUs that will be paid only if the Corporation meets specific financial goals.

Mr. Moynihan's annual base salary remains unchanged at \$1.5 million. The aggregate value of his 2017 equity incentive award is \$21.5 million - 50% of which is performance RSUs. Consistent with prior years, he received no cash bonus for 2017.

Under the Corporation's pay-for-performance design, Mr. Moynihan must re-earn performance RSUs through the Corporation's achievement of performance metrics over a three-year performance and vesting period.

The goals for the 2018 performance RSUs are a three-year average growth of adjusted tangible book value of 8.5% and a three-year average return on assets (ROA) of 0.90%. The ROA goal is increased from the previous year's goal, reflecting the Corporation's strong performance in 2017. If the Corporation meets or exceeds both target goals, 100% of these performance RSUs will have been re-earned, the maximum result. As with previous grants of performance RSUs, no

performance RSUs will be re-earned if results are below the minimum goals and there is no upside payout opportunity for this award. Any performance RSUs not re-earned will be forfeited. Mr. Moynihan's time-based RSUs consist of cash-settled RSUs that will vest monthly over the next 12 months (30% of the equity incentive award), and stock-settled RSUs that will vest annually over the next three years (20% of the equity incentive award).

Additionally, Mr. Moynihan's equity incentive awards are subject to the Corporation's stock ownership and retention requirements. Specifically, 50% of the net after-tax shares he receives from equity awards must be retained until one year after his retirement. These equity awards also are subject to the Corporation's clawback policies.

The dollar value of Mr. Moynihan's equity incentive awards described above will be converted into a number of shares of the Corporation's common stock. That conversion will be determined over a ten-day period, and a Form 4 detailing the number of shares awarded will be filed with the SEC after the end of that period. Additional important information about the Corporation's incentive compensation programs and governance, including an explanation of all material elements of the compensation for Mr. Moynihan and the other named executive officers, will be presented in the Corporation's proxy statement for the 2018 annual meeting of stockholders, expected to be filed with the SEC in March 2018.

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: Michael Pressman, Assistant General Counsel, Bank of America, Office +1 980 386-5083.