21 October 2026

NOTICE OF FINAL ISSUE SIZE

MERRILL LYNCH B.V.

(the "Issuer")

Issue of up to EUR 10,000,000 Notes linked to a Basket of Shares due 21 October 2032

under the Bank of America Corporation and Merrill Lynch B.V.

Note, Warrant and Certificate Programme

unconditionally and irrevocably guaranteed as to payment and delivery obligations by Bank of America Corporation (the "Guarantor")

(ISIN: XS3332210981)

(the "Notes" or "Securities")

We refer to the final terms dated 14 August 2026 relating to the Notes (the "**Final Terms**") and the base prospectus dated 16 July 2026 (as supplemented, the "**Base Prospectus**"). The Base Prospectus constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended or superseded) (the "**EU Prospectus Regulation**"). The Issuer hereby gives notice of the following information in accordance with Article 17(2) of the EU Prospectus Regulation and the terms of the Final Terms:

1. Issue Size

The Aggregate Nominal Amount in the Series and in the Tranche is EUR 4,266,000.

2. Coupon Rate

The Coupon Rate is 33%.

3. AES Settlement Amount

Following the determination of the AES Settlement Amounts, the "AES Table" set out in the Final Terms and the "Relevant Date Table" in the Issue Specific Summary are hereby deleted in their entirety and replaced as follows:

AES Table		
AES Barrier Observation Date	**AES Settlement Date**	**AES Settlement Amount**
7 April 2028	18 April 2028	EUR 1,165.00,
9 October 2028	16 October 2028	EUR 1,220.00
9 April 2029	16 April 2029	EUR 1,275.00
8 October 2029	15 October 2029	EUR 1,330.00
8 April 2030	15 April 2030	EUR 1,385.00

7 October 2030	14 October 2030	EUR 1,440.00
7 April 2031	16 April 2031	EUR 1,495.00
7 October 2031	14 October 2031	EUR 1,550.00
7 April 2032 Each such date shall be an Observation Date	14 April 2032	EUR 1,605.00

4. Yield Enhancement Settlement Percentage

The Yield Enhancement Settlement Percentage is 133%.

Capitalised terms not defined herein shall have the meaning given thereto in the Final Terms.

This Notice will be published on the Issuer's website (https://spdocs.bofa.com) and will be filed with the *Luxembourg Commission de Surveillance du Secteur Financier*.

IMPORTANT - PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed 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 neither: (i) 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 European Union (Withdrawal) Act 2018; nor (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**"). Consequently no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

14 August 2026

MERRILL LYNCH B.V. (the "Issuer")

LEI: 549300RQ1D1WIE085245

Issue of up to EUR 10,000,000 Notes linked to a Basket of Shares due 21 October 2032

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

Note, Warrant and Certificate Programme

unconditionally and irrevocably guaranteed as to payment and delivery obligations by Bank of America Corporation (the "Guarantor")

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 Base Prospectus dated 16 July 2026 (the "**Base Prospectus**") as supplemented by the supplement to the Base Prospectus dated 10 August 2026 approved by the *Commission de Surveillance du Secteur Financier*, which are available at www.luxse.com and as further supplemented by any further supplements (if any) to the Base Prospectus up to, and including, the date of these Final Terms, together with any further supplement(s) dated on or after the date of these Final Terms but prior to or on the Issue Date of the Notes (save for any such further supplement(s) which are expressed to apply only to Final Terms dated on or after the date of such further supplement(s)). This document constitutes the final terms of the Notes described herein for the purposes of Article 8(4) of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and must be read in conjunction with the Base Prospectus 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 Base Prospectus and any supplements thereto. These Final Terms, the Base Prospectus and the supplement(s) to the Base Prospectus 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 Issuer's website (https://spdocs.bofa.com).

A summary of the Notes is annexed to these Final Terms.

References herein to numbered Conditions are to the "*Terms and Conditions of the Notes*" set forth in the Base Prospectus 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.

1.	(a)	Series Number:	Not Applicable

	(b)	Tranche Number:	One
2.	Specified Currency or Currencies:		Euro ("**EUR**")
3.	Aggregate Nominal Amount:		
	(a)	Series:	Up to EUR 10,000,000
	(b)	Tranche:	Up to EUR 10,000,000
4.	Issue Price:		100.00% of the Aggregate Nominal Amount
5.	(a)	Specified Denomination:	EUR 1,000
	(b)	Calculation Amount:	EUR 1,000
6.	Trade Date:		7 October 2026
7.	Initial Valuation Date:		7 October 2026 Such date shall be a Valuation Date
8.	Issue Date:		21 October 2026
9.	Maturity Date:		21 October 2032 (the "**Scheduled Maturity Date**"), subject as provided in paragraphs 24 and 30 below
10.	Interest Basis:		Share Linked (further particulars specified below)
11.	Redemption/Payment Basis:		Share Linked (further particulars specified below)
12.	Change of Interest Basis:		Not Applicable
13.	Holder right to request change in Interest Basis to Fixed Rate:		Not Applicable
14.	Put/Call Options:		Not Applicable
15.	(a)	Status of the Notes:	Senior
	(b)	Status of the Guarantee:	Senior

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16.	Fixed Rate Notes:		Not Applicable
17.	Floating Rate Notes:		Not Applicable
18.	Fixed/Floating Rate Notes:		Not Applicable
19.	Range Accrual Notes:		Not Applicable
20.	Zero Coupon Notes:		Not Applicable
21.	Product Condition 2:		Applicable The Notes are Underlying Linked Interest Notes

(a)	Non-Conditional Fixed:		Not Applicable
(b)	Conditional Fixed without Memory:		Applicable
	(i)	Lock-in Coupon:	Not Applicable
	(ii)	Coupon Barrier Event:	Applicable (see Coupon Barrier Event provisions in paragraph 21(m) below)
	(iii)	Coupon Rate:	In respect of the Coupon Payment Date, a percentage as determined by the Calculation Agent in accordance with Product Condition 1.4 on or around the end of the Offer Period based on market conditions and which will be specified in a notice published on the Issuer's website (https://spdocs.bofa.com) and delivered to the Clearing System, and which is indicatively set at 36% but may be a lesser or greater percentage provided that such percentage shall not be less than 30%
	(iv)	DCF (Coupon):	Not Applicable.
(c)	Conditional Fixed without Memory – Double Barrier:		Not Applicable
(d)	Conditional Fixed with Memory:		Not Applicable
(e)	Leveraged Volatility Coupon:		Not Applicable
(f)	Inflation Linked: Year-on-Year:		Not Applicable
(g)	Inflation Linked: Interpolation Formula:		Not Applicable
(h)	Inflation Linked: Delta One:		Not Applicable
(i)	Coupon Underlying(s):		All of the Underlyings specified in paragraph 30(a) of these Final Terms
(j)	Initial Value:		In respect of each Coupon Underlying and/or for the purpose of determining whether a Coupon Barrier Event has occurred and/or the Coupon Performance: Initial Closing Value
(k)	Initial Valuation Date:		As specified in paragraph 7 of these Final Terms
(l)	Initial Averaging/Lookback Date(s):		Not Applicable
(m)	Coupon Barrier Event provisions:		Applicable
	(i)	Coupon Barrier Event:	Coupon Barrier Event European Observation Coupon Performance applies

	(ii)	Coupon Barrier Level:	In respect of the Coupon Barrier Observation Date and the basket comprised of each Coupon Underlying: greater than (or equal to) 75.00%
	(iii)	Coupon Barrier Observation Date:	7 October 2032 Such date shall be an Observation Date
	(iv)	Coupon Barrier Observation Period:	Not Applicable
	(v)	Coupon Value:	As specified in sub-paragraph (p) below
(n)	Upper Coupon Barrier Event provisions:		Not Applicable
(o)	Lower Coupon Barrier Event provisions:		Not Applicable
(p)	Coupon Performance:		Applicable
	(i)	Coupon Performance Type:	Basket
	(ii)	Weight(i):	In respect of each Coupon Underlying, as specified in the column titled "Weighting" in paragraph 30(a) of these Final Terms
	(iii)	Coupon Value:	In respect of all Coupon Underlyings and the Coupon Barrier Observation Date and for the purpose of determining the Coupon Performance: Closing Value
(q)	Coupon Averaging/Lookback Date(s):		Not Applicable
(r)	Coupon Payment Date(s):		21 October 2032
(s)	Minimum Coupon Amount:		Not Applicable
(t)	Maximum Coupon Amount:		Not Applicable
(u)	Business Day Convention:		Not Applicable
(v)	Additional Business Centre(s):		London and T2
(w)	Provisions for determining Rate of Interest or Interest Amount where calculation by reference to an Index and/or a Share and/or a GDR/ADR and/or a Currency Price and/or a Fund and/or an Inflation Index is impossible or impracticable or otherwise disrupted:		As specified in paragraph 30 of these Final Terms

PROVISIONS RELATING TO REDEMPTION FOR NOTES

22.	Issuer Call:		Not Applicable
23.	Investor Put:		Not Applicable
24.	Automatic Early Redemption:		Applicable
	(a)	AES Settlement Amount:	In respect of each AES Settlement Date, an amount as determined by the Calculation Agent in accordance with Product Condition 1.4 on or around the end of the Offer Period based on market conditions and which will be specified in a notice published on the Issuer's website (https://spdocs.bofa.com) and delivered to the Clearing System, and which is indicatively set out in the AES Table below but may be a lesser or greater amount, provided that such amount shall not be less than the relevant minimum amount set forth in the AES Table below
	(b)	AES Settlement Date:	See AES Table below
	(c)	AES Barrier Event:	AES Barrier Event European Performance Observation: Applicable AES Performance Type: In respect of all AES Settlement Dates and/or for the purpose of determining whether an AES Barrier Event has occurred: Basket Weight(i): In respect of each AES Underlying, as specified in the column titled "Weighting" in paragraph 30(a) of these Final Terms
	(d)	AES Underlying(s):	The Underlyings specified in paragraph 30(a) of these Final Terms
	(e)	AES Barrier Underlying(s):	All of the AES Underlyings
	(f)	AES Barrier Level:	In respect of each AES Settlement Date and the basket comprised of all AES Underlyings, greater than (or equal to) 100.00%
	(g)	AES Barrier Observation Date(s):	Not Applicable
	(h)	AES Observation Period:	Not Applicable
	(i)	AES Value:	In respect of each AES Underlying and/or for the purpose of determining whether an AES Barrier Event has occurred: Closing Value
	(j)	AES Valuation Date(s):	See AES Table below

Each date shall be an Observation Date

(k) AES Averaging/Lookback Date(s): Not Applicable

(l) AES Valuation Time: Not Applicable

(m) Initial Value: In respect of each AES Underlying and/or for the purpose of determining whether an AES Barrier Event has occurred:

Initial Closing Value

(n) Initial Valuation Date: As specified in paragraph 7 of these Final Terms

(o) Initial Averaging/Lookback Date(s): Not Applicable

AES Table		
AES Valuation Date	**AES Settlement Date**	**AES Settlement Amount**
7 April 2028	18 April 2028	Indicatively EUR 1,180.00, minimum EUR 1,150.00
9 October 2028	16 October 2028	Indicatively EUR 1,240.00, minimum EUR 1,200.00
9 April 2029	16 April 2029	Indicatively EUR 1,300.00, minimum EUR 1,250.00
8 October 2029	15 October 2029	Indicatively EUR 1,360.00, minimum EUR 1,300.00
8 April 2030	15 April 2030	Indicatively EUR 1,420.00, minimum EUR 1,350.00
7 October 2030	14 October 2030	Indicatively EUR 1,480.00, minimum EUR 1,400.00
7 April 2031	16 April 2031	Indicatively EUR 1,540.00, minimum EUR 1,450.00
7 October 2031	14 October 2031	Indicatively EUR 1,600.00, minimum EUR 1,500.00
7 April 2032 Each such date shall be an Observation Date	14 April 2032	Indicatively EUR 1,660.00, minimum EUR 1,550.00

25. TARN Automatic Early Redemption: Not Applicable

26. Final Redemption Amount of each Note: As specified in paragraph 26(b) and paragraph 27 of these Final Terms

(a) Underlying(s): As specified in paragraph 30 of these Final Terms

(b) Provisions for determining Final Redemption Amount where calculated by reference to an Index and/or a Share and/or a GDR/ADR: As specified in paragraph 27 of these Final Terms

	and/or a Currency Price and/or a Fund and/or an Inflation Index and/or a Reference Entity and/or a Reference Rate and/or a Bond and/or any other variable:	
(c)	Provisions for determining Final Redemption Amount where calculation by reference to an Index and/or a Share and/or a GDR/ADR and/or a Currency Price and/or a Fund and/or an Inflation Index and/or a Reference Entity and/or a Reference Rate and/or a Bond and/or other variable is impossible or impracticable or otherwise disrupted:	See paragraph 30 of these Final Terms
27.	Product Condition 4:	Applicable
(a)	Yield Enhancement with Floor Percentage:	Not Applicable
(b)	Capital Repayable with Participation:	Not Applicable
(c)	Participation Type:	Not Applicable
(d)	Participation Twin Win:	Not Applicable
(e)	Yield Enhancement Non-Knock In Levered:	Applicable
	(i) Barrier Lower Event:	Applicable
	(ii) Physical Settlement YE:	Not Applicable
	(iii) Yield Enhancement Settlement Percentage:	A percentage as determined by the Calculation Agent in accordance with Product Condition 1.4 on or around the end of the Offer Period based on market conditions and which will be specified in a notice published on the Issuer's website (https://spdocs.bofa.com) and delivered to the Clearing System, and which is indicatively set at 136% but may be a lesser or greater percentage provided that such percentage shall not be less than 130%
	(iv) Final Performance:	Final Performance Type: For the purpose of determining the Final Settlement Amount: Basket

		Weight(i): In respect of each Final Settlement Underlying, as specified in the column titled "Weighting" in paragraph 30(a) of these Final Terms
(f)	Yield Enhancement Knock In Levered:	Not Applicable
(g)	Yield Enhancement Second Chance:	Not Applicable
(h)	Yield Enhancement with Upside:	Not Applicable
(i)	Yield Enhancement with Discount:	Not Applicable
(j)	Yield Enhancement with Upside over Strike Value:	Not Applicable
(k)	Yield Enhancement RA:	Not Applicable
(l)	Put Spread without Participation:	Not Applicable
(m)	Put Spread with Participation:	Not Applicable
(n)	Put with Participation:	Not Applicable
(o)	Put without Participation:	Not Applicable
(p)	Inflation Linked: Interpolation Formula:	Not Applicable
(q)	Inflation Linked: Delta One:	Not Applicable
(r)	Final Settlement Underlying(s):	The Underlyings specified in paragraph 30(a) of these Final Terms
(s)	Barrier Event provisions:	Applicable
	(i) Barrier Underlying(s):	All of the Final Settlement Underlyings
	(ii) Barrier Event:	Barrier Event European Performance Observation
	(iii) Final Performance Type:	For the purpose of determining whether a Barrier Event has occurred: Basket Weight(i): In respect of each Final Settlement Underlying, as specified in the column titled "Weighting" in paragraph 30(a) of these Final Terms
	(iv) Barrier Level:	In respect of the basket comprised of each Barrier Underlying: Less than 100.00%
	(v) Barrier Observation Date(s):	Not Applicable
	(vi) Barrier Observation Period:	Not Applicable

(t)	Barrier Upper Event provisions:		Not Applicable
(u)	Barrier Lower Event provisions:		Applicable
	(i)	Barrier Lower Underlying(s):	All of the Final Settlement Underlyings
	(ii)	Barrier Lower Event:	Barrier Lower Event European Performance Observation
	(iii)	Final Performance Type:	For the purpose of determining whether a Barrier Lower Event has occurred: Basket Weight(i): In respect of each Final Settlement Underlying, as specified in the column titled "Weighting" in paragraph 30(a) of these Final Terms
	(iv)	Barrier Lower Level:	In respect of the basket comprised of each Barrier Lower Underlying: Less than 75.00%
	(v)	Barrier Lower Observation Date(s):	Not Applicable
	(vi)	Barrier Lower Observation Period:	Not Applicable
(v)	Final Value:		In respect of each Final Settlement Underlying and/or for the purpose of determining whether a Barrier Event or a Barrier Lower Event has occurred and/or the Final Settlement Amount: Closing Value
(w)	Final Valuation Date(s):		In respect of each Final Settlement Underlying and/or for the purpose of determining whether a Barrier Event or a Barrier Lower Event has occurred and/or the Final Settlement Amount: 7 October 2032 Such date shall be a Valuation Date
(x)	Final Averaging/Lookback Date(s):		Not Applicable
(y)	Initial Value:		In respect of each Final Settlement Underlying and/or for the purpose of determining whether a Barrier Event and/or a Barrier Lower Event has occurred and/or the Final Settlement Amount: Initial Closing Value
(z)	Initial Valuation Date:		As specified in paragraph 7 of these Final Terms

(aa) Initial Averaging/Lookback Date(s): Not Applicable

(bb) Reverse Convertible: Not Applicable

(cc) Physical Settlement provisions: Not Applicable

(dd) Outperformance: Not Applicable

28. 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, including pursuant to the Underlying Linked Conditions): Market Value (no floor): Deduction of Associated Costs is applicable

PROVISIONS RELATING TO TYPE OF NOTES

29. Index Linked Conditions: Not Applicable

30. Share Linked Conditions: Applicable

(a) Share(s)/Basket of Shares: Each of the ordinary shares of the relevant Share Company set out under the heading "**Share Company**" in "*Specific Information relating to the Underlying(s)*" below (each a "**Share**" and together, the "**Shares**" or the "**Basket of Shares**")

SPECIFIC INFORMATION RELATING TO THE UNDERLYING(S)

The terms "**Share Company**", "**ISIN of Share**", "**Bloomberg Code**", "**Exchange**", "**Related Exchange**", "**Local Jurisdiction**" and "**Weighting**" applicable to a Share shall have the corresponding meanings set forth against the relevant Share Company in the table below.

Share Company	ISIN of Share	Bloomberg Code	Exchange	Related Exchange	Local Jurisdiction	Weighting
Mandatum Oyj	FI4000552526	MANTA FH <Equity>	Nasdaq Helsinki	All Exchanges	Finland	20%
Nokia Oyj	FI0009000681	NOKIA FH <Equity>	Nasdaq Helsinki	All Exchanges	Finland	20%
Elisa Oyj	FI0009007884	ELISA FH <Equity>	Nasdaq Helsinki	All Exchanges	Finland	20%
Sampo Oyj	FI4000552500	SAMPO FH <Equity>	Nasdaq Helsinki	All Exchanges	Finland	20%
Stora Enso Oyj	FI0009005961	STERV FH <Equity>	Nasdaq Helsinki	All Exchanges	Finland	20%

(b)	Barrier Event Determination Day (intraday):	Not Applicable
(c)	Barrier Level:	As specified in paragraph 27(s)(iv) above
(d)	Averaging:	Not Applicable
(e)	Valuation Date(s):	Each date specified as such in these Final Terms
	- Valuation Cut-Off Date (Backstopped):	Applicable
	- Valuation Cut-Off Date (No Backstop):	Not Applicable
(f)	Valuation Time:	As specified in the definition thereof in Share Linked Condition 2
(g)	Observation Date(s):	Each date specified as such in these Final Terms
	- Observation Cut-Off Date (Backstopped):	Applicable
	- Observation Cut-Off Date (No Backstop):	Not Applicable
(h)	Observation Period:	Not Applicable
(i)	Common Scheduled Trading Days:	Applicable. Common Disrupted Days will apply
(j)	Tender Offer:	Applicable
(k)	Announcement Event:	Applicable
(l)	Share Substitution:	Applicable. Share Substitution Criteria are as specified in Share Linked Condition 2
(m)	Local Tax Adjustment:	Applicable. Local Jurisdiction is set out in "*Specific Information relating to the Underlying(s)*" above. Where Local Jurisdiction is specified to be "United States" then this shall mean the United States' federal and/or state and/or local taxes and/or any political subdivision thereof
(n)	Additional Disruption Events:	The following Additional Disruption Events apply to the Notes: Change in Law Hedging Disruption Increased Cost of Hedging Insolvency Filing
31.	GDR/ADR Linked Conditions:	Not Applicable

32.	FX Linked Conditions:	Not Applicable
33.	Fund Linked Conditions:	Not Applicable
34.	Inflation Linked Conditions:	Not Applicable
35.	Credit Linked Notes:	Not Applicable
36.	Hybrid Instruments Conditions:	Not Applicable
37.	Reference Rate Conditions:	Not Applicable
38.	Physical Delivery Notes:	Not Applicable
39.	Bond Linked Conditions:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

40.	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
	Representation of Noteholders / Masse:	Not Applicable
	Identification information of Noteholders in relation to French Law Notes (General Note Condition 1)	Not Applicable
41.	New Safekeeping Structure:	No
42.	Payment Day:	Following
43.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	London and T2
44.	Details relating to Instalment Notes (Condition 7(I)):	Not Applicable
45.	Payment Disruption (Condition 6(G)):	Not Applicable
46.	Exchange Rate:	Not Applicable
47.	JPY Rounding:	Not Applicable
48.	Alternative Rounding:	Not Applicable
49.	Governing Law of the Notes:	English law

DISTRIBUTION

50.	Method of distribution:		Non-syndicated
51.	(a)	If syndicated, names and addresses of Managers:	Not Applicable

	(b)	Date of Subscription Agreement:	Not Applicable
	(c)	Stabilising Manager(s) (if any):	Not Applicable
52.	If non-syndicated, name and address of relevant Dealer:		BofA Securities Europe SA 51 rue La Boétie 75008 Paris France
53.	Calculation Agent:		BofA Securities Europe SA
54.	Total commission and concession:		Distribution fees equivalent to up to 5.00% p.a. of the Aggregate Nominal Amount may be paid to the distributor as a discount on the Issue Price or as an up-front payment by the Dealer to one or more financial intermediaries. Investors should contact the distributor that they are purchasing the Instruments from if they want to obtain further details on distribution fees.
55.	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.
56.	United States Tax Considerations:		Not Applicable
57.	United States Withholding Tax:		Not Applicable
58.	Additional United States Tax considerations		Not Applicable Code Section 871(m): Not Applicable
59.	Swiss Non-Exempt Public Offer		Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and offer to the public in Finland and admission to trading on the regulated market of the Luxembourg Stock Exchange and admission to the Official List of the Luxembourg Stock Exchange of the Notes described herein pursuant to the Bank of America Corporation, BofA Finance LLC and Merrill Lynch B.V. Note, Warrant and Certificate Programme.

RESPONSIBILITY

Subject as provided below, the Issuer accepts responsibility for the information contained in these Final Terms. The information relating to the Underlyings contained herein has been accurately extracted from publicly available sources. The Issuer accepts responsibility for the accuracy of such extraction but accepts no further or other responsibility in respect of such information.

Signed on behalf of the Issuer:

By:.....

Duly authorised

368283220(Ver3)/Ashurst(TEDMON/NOKARA)

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 trading on the Luxembourg Stock Exchange's regulated market and listed on the Official List of the Luxembourg Stock Exchange with effect from, at the earliest, the Issue Date. No assurances can be given that such application for listing will be granted (or if granted, will be granted by the Issue Date).

The Issuer has no duty to maintain the listing (if any) of the Notes on the relevant stock exchange(s) over their entire lifetime. The Notes may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).

2. **RATINGS**

Ratings:	The Notes have not been rated.

3. **OPERATIONAL INFORMATION**

(i)	ISIN:	XS3332210981
(ii)	Common Code:	333221098
(iii)	Clearing System(s):	Euroclear Bank SA/NV and Clearstream Banking, S.A.
(iv)	Any clearing system(s) other than Euroclear France S.A., Euroclear Bank SA/NV, Clearstream Banking, S.A. and the relevant identification number(s):	Not Applicable
(v)	Delivery:	Delivery against payment
(vi)	Name and address of initial Paying Agent:	Citibank, N.A., London Branch Citigroup Centre Canada Square London E14 5LB United Kingdom
(vii)	Registrar:	Citibank Europe plc 1 North Wall Quay Dublin 1 Ireland
(viii)	Names and addresses of the French Paying Agent (if any):	Not Applicable
(ix)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(x)	Email address in respect of notifications to the Issuer for the purposes of General Note Condition	Not Applicable

	5(H) (*Holder right to request change in Interest Basis to Fixed Rate*):	
(xi)	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.

4. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i)	Reasons for the offer:	See "Use of Proceeds" in the Base Prospectus
(ii)	Estimated net proceeds:	Up to EUR 10,000,000
(iii)	Estimated total expenses:	EUR 8,000

5. **YIELD**

Indication of Yield: Not Applicable

6. **PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET**

Information on each Underlying, including information on the past and future performance and volatility of each Underlying, may be obtained free of charge from the website of the relevant Exchange (being, *www.nasdaq.com* in respect of Mandatum Oyj, *www.nasdaq.com* in respect of Nokia Oyj, *www.nasdaq.com* in respect of Elisa Oyj, *www.nasdaq.com* in respect of Sampo Oyj and *www.nasdaq.com* in respect of Stora Enso Oyj). However, past performance is not indicative of future performance. The information appearing on such website(s) does not form part of these Final Terms.

7. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

See the paragraph "There may be conflicts of interest between the relevant Issuer, the Guarantor (if applicable), the relevant Dealer and/or their respective Affiliates and the Holders" in the "Risk Factors" section in the Base Prospectus.

8. **POST ISSUANCE INFORMATION**

The Issuer will not provide any post-issuance information with respect to the Underlyings, unless required to do so by applicable law or regulation.

9. **TERMS AND CONDITIONS OF THE OFFER**

Public Offer Jurisdiction:	The Republic Of Finland
Offer Period:	An offer of the Notes may be made by the Authorised Offeror(s) (as defined below) other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction during the period from 14 August 2026 (and including) to (and including) 30 September 2026 (the "**Offer Period**").
Offer Price:	Issue Price. Each Authorised Offeror will offer and sell the Notes to their customers in accordance with arrangements in place between each such Authorised Offeror and its customers by reference to the Issue Price and market conditions prevailing at the time.
Conditions to which the offer is subject:	Offers of Notes are conditional on their issue. As between each Authorised Offeror and its customers, offers of the Notes are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them. The offer of the Notes may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer by publication of a notice on the Issuer's website (https://spdocs.bofa.com).
Description of the application process:	Investors will purchase the Notes in accordance with the arrangements in place between the relevant Authorised Offeror and its customers relating to the purchase of securities generally. There are no pre-identified allotment criteria. Each Authorised Offeror will adopt allotment and/or application criteria in accordance with customary market practices and applicable laws and regulations and/or as otherwise agreed between them. Investors will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Notes.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable

Details of the minimum and/or maximum amount of application:	The maximum number of Notes to be issued is EUR 10,000,000.The minimum number of Notes per application will be EUR 5,000 in aggregate nominal amount. The maximum number of Notes per application will be subject only to availability at the time of application.
Details of the method and time limits for paying up and delivering the Notes:	The Notes will be purchased by each Authorised Offeror from the Issuer on a delivery against payment basis on the Issue Date. Prospective investors will be notified by the relevant Authorised Offeror of their allocations of Notes and the settlement arrangements in respect thereof.
Manner in and date on which results of the offer are to be made public:	A notice pursuant to Article 17(2) of the EU Prospectus Regulation of the final aggregate number of the Notes will be published on the Issuer's website (https://spdocs.bofa.com) on or about the Issue Date and will be filed with the *Commission de Surveillance du Secteur Financier*.
Procedure for exercise of any right of preemption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Prospective Investors will be notified by the relevant Authorised Offeror in accordance with the arrangements in place between the relevant Authorised Offeror and its customers. Dealings in the Notes may commence on the Issue Date. Any dealings in the Notes that take place will be at the risk of the prospective Investor.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser. Where required and to the extent they are known, include those expenses contained in the price:	The Entry Costs (as described in Commission Delegated Regulation (EU) 2017/653, which supplements Regulation (EU) No 1286/2014) contained in the price of the Securities as of the date of these Final Terms are 6.80%. Such Entry Costs may change during the Offer Period and over the term of the Notes. For the amount of the Entry Costs at the time of purchase, please refer to the cost disclosure under Regulation (EU) No 1286/2014. For the tax regime applicable in the relevant Public Offer Jurisdictions, please see the section entitled "Taxation" in the Base Prospectus.

	Expenses, taxes and other fees may be charged by the Authorised Offeror: potential purchasers of Notes should check with the relevant Authorised Offeror.
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	Alexandria Group Oyj, at Eteläesplanadi 22 A, 00127, Helsinki, Finland, and such other placers as may be notified to potential investors from time to time by publication on the Issuer's website (https://spdocs.bofa.com) in accordance with the applicable laws and regulations of the Public Offer Jurisdiction.
Consent to use the Base Prospectus	
Identity of financial intermediary(ies) that are allowed to use the Base Prospectus:	Alexandria Group Oyj, at Eteläesplanadi 22 A, 00127, Helsinki, Finland, and such other financial intermediaries as may be notified to potential investors from time to time by publication on the Issuer's website (https://spdocs.bofa.com), in accordance with the applicable laws and regulations of the Public Offer Jurisdiction.
Offer period during which subsequent resale or final placement of Instruments by financial intermediaries can be made:	The Offer Period
Conditions attached to the consent:	The Issuer consents to the use of the Base Prospectus in connection with the making of an offer of the Notes to the public requiring the prior publication of a prospectus under the EU Prospectus Regulation (a "**Non-exempt Offer**") by each financial intermediary specified in (i) and (ii) below (each, an "**Authorised Offeror**") in the Republic of Finland: (i) **Specific consent**: Alexandria Group Oyj and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website (https://spdocs.bofa.com)); and (ii) **General consent**: Not Applicable

10. **EU BENCHMARKS REGULATION**

EU Benchmarks Regulation: Article 29(2) statement on benchmarks:	Not Applicable

ISSUE SPECIFIC SUMMARY

INTRODUCTION AND WARNINGS
This Summary should be read as an introduction to the Prospectus (comprised of the Base Prospectus and any supplements to the Base Prospectus, read together with the Final Terms). Any decision to invest in the Instruments should be based on consideration of the Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Instruments. ***You are about to purchase a product that is not simple and may be difficult to understand***.
Instruments**:** Up to EUR 10,000,000. Notes linked to a basket of shares due 21 October 2032 pursuant to the Note, Warrant and Certificate Programme (ISIN: XS3332210981) (the "**Instruments**").
The Issuer: Merrill Lynch B.V. ("**MLBV**"). MLBV's registered office is at Amstelplein 1, Rembrandt Tower, 27th Floor, 1096 HA Amsterdam, the Netherlands (telephone number is +31 (0)2 0575 5606). It is a private limited liability company incorporated under Dutch Law and is registered with the Trade Register of the Dutch Chamber of Commerce under number 56457103. The Legal Entity Identifier ("**LEI**") in respect of MLBV is 549300RQ1D1WIE085245.
The Authorised Offeror: The authorised offeror is Alexandria Group Oyj at Eteläesplanadi 22 A, 00127, Helsinki, Finland. incorporated under the laws of Finland mainly operating under Finnish Law. Its LEI is 7437002ONTEZT59NA993 (the "**Authorised Offeror**").
Competent authority: The Base Prospectus was approved on 16 July 2026 by the Luxembourg *Commission de Surveillance du Secteur Financier* of 283, route d'Arlon, L-1150 Luxembourg (Telephone number: (+352) 26 25 1-1; Fax number: (+352) 26 25 1-2601; Email: direction@cssf.lu).
KEY INFORMATION ON THE ISSUER
Who is the Issuer of the Instruments?
Domicile and legal form of the Issuer, the law under which the Issuer operates and its country of incorporation MLBV is a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under Dutch law on 12 November 2012 and is registered with the Trade Register of the Dutch Chamber of Commerce (*handelsregister van de Kamer van Koophandel*) under number 56457103. The LEI in respect of MLBV is 549300RQ1D1WIE085245.
Principal activities of the Issuer The main activity of MLBV are the issuance of structured and vanilla notes, certificates and warrants, and economically hedging these instruments through derivatives with affiliated companies. In addition, MLBV grants intercompany loans to affiliated companies.
Major shareholders of the Issuer, including whether it is directly or indirectly owned or controlled and by whom MLBV is wholly-owned by Merrill Lynch International, LLC, which in turn, is wholly-owned by NB Holdings Corporation, whose ultimate parent is Bank of America Corporation ("**BAC**").
Identity of the key managing directors of the Issuer The directors of MLBV are Armstrong E. Okobia and Lee Raleigh Whitley.
Identity of the statutory auditors of the Issuer The statutory auditors of MLBV as of and for the financial year ended 31 December 2024 are Forvis Mazars Accountants N.V. The address of Forvis Mazars Accountants N.V. is Delflandlaan 1, P.O. Box 7266, 1007 JG Amsterdam, the Netherlands. The statutory auditors of MLBV as of and for the financial year ended 31 December 2025 are BDO Audit & Assurance B.V. The address of BDO Audit & Assurance B.V. is P.O. Box 71730, 1008 DE Amsterdam Krijgsman 9, 1186 DM Amstelveen, The Netherlands.
What is the key financial information regarding the Issuer?

The following table shows selected key historical financial information prepared in accordance with the International Financial Reporting Standards ("**IFRS**") in relation to MLBV which is extracted from the audited financial statements as of 31 December 2025 for each of the two years in the period ended 31 December 2025 and 31 December 2024.

Summary information – Statement of Profit or Loss and Other Comprehensive Income

	(Audited) Year ended 31 December	
	2025	**2024**
	($000)	
Interest income	1,189,118	930,435
Interest expense	(75,458)	(18,423)
Profit before tax	112,943	119,271
Profit for the financial year after tax	83,885	93,125

Summary information - Statement of Financial Position

	(Audited) As at 31 December	
	2025	**2024**
	($000)	
Total non-current assets	17,671,954	12,774,724
Cash and cash equivalents	124,831	4,806
Total current assets	20,832,514	6,704,954
Total assets	38,504,468	19,479,678
Total non-current liabilities	18,246,645	11,225,010
Creditors	4,666,079	534,367
Total current liabilities	18,044,011	7,134,820
Total liabilities	36,290,656	18,359,830
Total equity	2,213,812	1,119,848

Summary information – Statement of Cash Flows

	(Audited) As at 31 December	
	2025	**2024**
	($000)	
Net cash outflow from operating activities	(1,007,729)	(425,923)
Net cash inflow from financing activities	1,127,250	300,000
Net cash flow from investing activities	-	-

Qualifications in audit report on historical financial information: There were no qualifications in the audit report with respect to the Issuer's historical financial information included herein.

What are the key risks that are specific to the Issuer?

The Issuer is subject to the following key risks:

- The payment of any amount due on the Instruments is subject to the credit risk of the Issuer and the Guarantor. The Instruments and the Guarantee are unsecured obligations. Investors are dependent on the Issuer's and Guarantor's ability to pay all amounts due on the Instruments, and therefore investors are subject to the Issuer's and Guarantor's credit risk and to changes in the market's view of the Issuer's and Guarantor's creditworthiness.

- BAC and its consolidated subsidiaries face a variety of significant risks which may affect the Issuer's and Guarantor's ability to fulfil their obligations under the Instruments, including risks relating to economic, market and political conditions, legal and regulatory risks, risks relating to BAC's business activities and industry and operational control risks.

- As a finance subsidiary of BAC whose principal purposes is to raise debt or enter into financial contracts to assist the financing activities of its affiliates, MLBV does not have any trading assets or generate any significant net income. Accordingly, MLBV is affected by uncertain or unfavourable economic, market, legal and other conditions that are likely to affect BAC.

KEY INFORMATION ON THE INSTRUMENTS

What are the main features of the Instruments?

Type and class of Instruments being offered and admitted to trading, including security identification numbers: The Instruments will be in the form of notes and will be uniquely identified by: ISIN: XS3332210981 and Common Code 333221098. The Instruments will be cleared and settled through Euroclear Bank S.A./N.V. and Clearstream Banking, S.A.

Currency, specified denomination, nominal amount, issue size and term of the Instruments

The Instruments will be issued in Euro ("**EUR**"). The aggregate nominal amount is up to EUR 10,000,000 and the specified denomination per Instrument is EUR 1,000. The issue size is up to EUR 10,000,000. The issue price is 100.00% of the aggregate nominal amount. The issue date is 21 October 2026 (the "**Issue Date**"). Subject to early redemption, the Instruments are scheduled to redeem on 21 October 2032 (the "**Maturity Date**").

Rights attached to the Instruments: The Instruments will give each investor the right to receive a potential return, together with certain ancillary rights such as the right to receive notice of certain determinations and events. The return on the Instruments will comprise the coupon amount (if any), and an automatic early settlement amount if an automatic early redemption event occurs or the final redemption amount, provided that if the Instruments are redeemed early following the occurrence of certain events or matters outside of the Issuer's control, the return may be in the form of an early redemption amount. The amount(s) payable and whether or not an automatic early redemption event occurs will depend on the performance of the Underlyings.

Limitations on rights

Early redemption following certain disruption events or due to illegality: The Issuer may redeem the Instruments prior to their Maturity Date following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying(s), taxation or the relevant currency of the Instruments, or if it determines that the performance of the obligations of the Issuer or the Guarantor or the arrangements to hedge the Issuer's obligations under the Instruments are or will become unlawful, illegal or contrary to present or future law or regulation. In such case, investors will receive an early redemption amount which may be less than the amount investors have invested. The early redemption amount will be an amount equal to the fair market value of the Instrument taking into account all relevant factors less all costs incurred by the Issuer and/or any of its affiliates in connection with such redemption, including those related to unwinding of any funding and related hedging arrangement. No further amounts shall be payable on the Instruments thereafter.

Governing law: The Instruments are governed by English law.

Description of the calculation of potential return on the Instruments

Underlying(s): The return on and value of the Instruments is dependent on the performance of the following Underlying:

Underlying or Share	Bloomberg	Exchange	Share Currency	ISIN	Weighting
The ordinary shares of Mandatum Oyj	MANTA FH <Equity>	Nasdaq Helsinki	Euro	FI4000552526	20%
The ordinary shares of Nokia Oyj	NOKIA FH <Equity>	Nasdaq Helsinki	Euro	FI0009000681	20%
The ordinary shares of Elisa Oyj	ELISA FH <Equity>	Nasdaq Helsinki	Euro	FI0009007884	20%
The ordinary shares of Sampo Oyj	SAMPO FH <Equity>	Nasdaq Helsinki	Euro	FI4000552500	20%
The ordinary shares of Stora Enso Oyj	STERV FH <Equity>	Nasdaq Helsinki	Euro	FI0009005961	20%

A – Coupon Amount

In respect of the Coupon Payment Date:

(a) if a Coupon Barrier Event has occurred, the Coupon Amount payable in respect of each Instrument on such Coupon Payment Date is calculated as the *product* of (A) the fixed coupon (as set out below) *multiplied* by (B) the Calculation Amount; or

(b) if no Coupon Barrier Event has occurred, the Coupon Amount payable in respect of each Instrument on such Coupon Payment Date is zero.

The fixed coupon is a percentage as determined by the Calculation Agent on or around the end of the Offer Period based on market conditions and which will be specified in a notice published on the Issuer's website (https://spdocs.bofa.com), and which is indicatively set at 36% but may be a lesser or greater percentage provided that such percentage shall not be less than 30%.

Certain Definitions:

Additional definitions are set out below and elsewhere in this Summary.

"**Coupon Barrier Event**" means (and a Coupon Barrier Event shall be deemed to occur if), in respect of the Coupon Payment Date, the Coupon Performance in respect of the related Coupon Barrier Observation Date is greater than or equal to the Coupon Barrier Level.

"**Coupon Barrier Level**" means, in respect of the Coupon Barrier Observation Date, 75.00%.

"**Coupon Barrier Observation Date**" means 7 October 2032.

"**Coupon Payment Date(s)**" means 21 October 2032.

"**Coupon Performance**" means, in respect of a Coupon Barrier Observation Date, an amount calculated in accordance with the following formula:

$$\sum_{i}^{U}\left(\frac{\text{Coupon Value(i)}}{\text{Initial Value(i)}} \times \text{Weight(i)}\right)$$

Where:

"**Coupon Value(i)**" means, in respect of an Underlying and the Coupon Barrier Observation Date, the Underlying Closing Value of such Underlying on such Coupon Barrier Observation Date.

"**i**", "**Initial Value(i)**", "**U**" and "**Weight(i)**" have the meaning given in the paragraph "Additional Definitions" below.

B – Automatic Early Redemption

If an AES Barrier Event occurs in respect of an AES Settlement Date, the Instruments will be redeemed early on the relevant AES Settlement Date by payment of the AES Settlement Amount on the relevant AES Settlement Date. Upon payment of the AES Settlement Amount, no further amounts shall be paid in respect of the Instruments.

Certain Definitions:
Additional definitions are set out below and elsewhere in this Summary.
"**AES Barrier Event**" means (and an AES Barrier Event shall be deemed to occur if), in respect of an AES Settlement Date, the AES Performance is greater than or equal to the relevant AES Barrier Level on the related AES Valuation Date.

"**AES Barrier Level**" means, in respect of an AES Settlement Date, 100.00%.

"**AES Performance**" means an amount calculated in accordance with the following formula:

$$\sum_{i}^{U}\left(\frac{\text{AES Value(i)}}{\text{Initial Value(i)}} \times \text{Weight(i)}\right)$$

Where:
"**AES Value(i)**" means, in respect of each Underlying and each AES Valuation Date, the **Underlying Closing Value** of such Underlying on such AES Valuation Date.
"**i**", "**Initial Value(i)**", "**U**" and "**Weight(i)**" have the meaning given in the paragraph "Additional Definitions" below.

"**AES Settlement Amount**" means, in respect of each AES Settlement Date, an amount as determined by the Calculation Agent on or around the end of the Offer Period based on market conditions and which will be specified in a notice published on the Issuer's website (https://spdocs.bofa.com), and which is indicatively set out in the table below but may be a lesser or greater amount, provided that such amount shall not be less than the relevant minimum amount set forth in the table below.

"**AES Settlement Date**" means each date as specified in the table below.

"**AES Valuation Date**" means each date as specified in the table below.

Relevant Date Table		
AES Valuation Date	**AES Settlement Date**	**AES Settlement Amount**
7 April 2028	18 April 2028	Indicatively EUR 1,180.00, minimum EUR 1,150.00
9 October 2028	16 October 2028	Indicatively EUR 1,240.00, minimum EUR 1,200.00
9 April 2029	16 April 2029	Indicatively EUR 1,300.00, minimum EUR 1,250.00
8 October 2029	15 October 2029	Indicatively EUR 1,360.00, minimum EUR 1,300.00
8 April 2030	15 April 2030	Indicatively EUR 1,420.00, minimum EUR 1,350.00
7 October 2030	14 October 2030	Indicatively EUR 1,480.00, minimum EUR 1,400.00
7 April 2031	16 April 2031	Indicatively EUR 1,540.00, minimum EUR 1,450.00
7 October 2031	14 October 2031	Indicatively EUR 1,600.00, minimum EUR 1,500.00
7 April 2032 Each such date shall be an Observation Date	14 April 2032	Indicatively EUR 1,660.00, minimum EUR 1,550.00

C - Final Redemption

If the Instruments have not otherwise been redeemed, each Instrument will be redeemed on the Maturity Date by payment of the Final Settlement Amount determined in accordance with the following:

1. if a Barrier Event has not occurred, the Final Settlement Amount payable in respect of each Instrument will be an amount in EUR calculated as follows:

NA × Yield Enhancement Settlement Percentage;

2. if a Barrier Event has occurred, and:

   A. if a Barrier Lower Event has not occurred, the Final Settlement Amount in respect of each Instrument will be an amount in EUR calculated as follows:

   NA × 100.00%

   B. if a Barrier Lower Event has occurred, the Final Settlement Amount in respect of each Instrument will be an amount in EUR calculated as follows:

   NA × Final Basket Performance

Certain Definitions:

Additional definitions are set out below and elsewhere in this Summary.

"**Barrier Event**" means (and a Barrier Event shall be deemed to occur if) the Final Basket Performance is less than its Barrier Level.

"**Barrier Level**" means 100.00%.

"**Barrier Lower Event**" means (and a Barrier Lower Event shall be deemed to occur if) the Final Basket Performance is less than its Barrier Lower Level.

"**Barrier Lower Level**" means 75.00%.

"**Final Basket Performance**" means an amount calculated in accordance with the following formula:

$$\sum_{i}^{U}\left(\frac{\text{Final Value(i)}}{\text{Initial Value(i)}} \times \text{Weight(i)}\right)$$

Where:

"**Final Value(i)**" means, in respect of each Underlying, the Final Value of such Underlying.

"**i**", "**Initial Value(i)**", "**U**" and "**Weight(i)**" have the meaning given in the paragraph "Additional Definitions" below.

"**Final Valuation Date**" means 7 October 2032.

"**Final Value**" means, in respect of each Underlying, the Underlying Closing Value of such Underlying on the Final Valuation Date.

"**NA**" means the Calculation Amount.

"**Yield Enhancement Settlement Percentage**" means a percentage as determined by the Calculation Agent on or around the end of the Offer Period based on market conditions and which will be specified in a notice published on the Issuer's website (https://spdocs.bofa.com), and which is indicatively set at 136% but may be a lesser or greater percentage provided that such percentage shall not be less than 130%.

D – Additional Definitions

"**Calculation Amount**" means EUR 1,000.

"**i**" means a unique integer from 1 to U, each representing an Underlying.

"**Initial Valuation Date**" means 7 October 2026.

"**Initial Value**" means, in respect of each Underlying, the Underlying Closing Value of such Underlying on the Initial Valuation Date (as specified in the table above).

"**Initial Value(i)**" means, in respect of an Underlying, the Initial Value of such Underlying.

"**U**" means the number of Underlyings.

"**Underlying Closing Value**" means, in respect of each Underlying and any relevant day, the official closing price of such Underlying quoted on the Exchange on such date.

"**Weight (i)**" means, in respect of an Underlying, the weight of such Underlying (as specified in the table above).

Adjustments to valuation and payment dates: Dates on which each Underlying is scheduled to be valued or on which payments are scheduled to be made may be subject to adjustment for non-underlying asset days, disruptions or non-business days in accordance with the conditions of the Instruments.

Status of the Instruments: The Instruments are direct, unsubordinated, unconditional and unsecured obligations of the Issuer and rank equally among themselves and rank equally (subject to such exceptions as are from time to time provided by applicable laws) with all other present and future direct, unsubordinated, unconditional and unsecured indebtedness or obligations of the Issuer.

Description of restrictions on free transferability of the Instruments: The Instruments have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined by Regulation S under the Securities Act). No offers, sales or deliveries of the Instruments, or distribution of any offering material relating to the Securities, may be made in or from any jurisdiction except in circumstances that will result in compliance with any applicable laws and regulations. Subject to the foregoing, the Instruments will be freely transferable.

Where will the Instruments be traded?

Application will be made by the Issuer (or on its behalf) for the Instruments to be admitted to trading on the regulated market of the Luxembourg Stock Exchange and listed on the Official List of the Luxembourg Stock Exchange with effect from at the earliest the Issue Date.

Is there a guarantee attached to the Instruments?

Brief description of the Guarantor: The Guarantor is BAC. BAC is the ultimate parent company of the Bank of America group of companies and is a bank holding company and a financial holding company. BAC was initially registered with the State of Delaware, Secretary of State, Division of Corporations on 31 July 1998 under registration number 2927442. The LEI in respect of BAC is 9DJT3UXIJIZJI4WXO774.

Nature and scope of the guarantee: BAC unconditionally and irrevocably guarantees the Issuer's payment obligations. The obligations of the Guarantor under the Guarantee will rank equally in right of payment with all of BAC's other unsecured and unsubordinated obligations, except obligations that are subject to any priorities or preferences by law.

Key financial information of the Guarantor:

The following table shows selected key historical financial information prepared in accordance with accounting principles generally accepted in the United States of America ("**U.S. GAAP**") in relation to BAC which is extracted from the audited financial statements as of 31 December 2025 for each of the years ended 31 December 2025 and 31 December 2024 and the unaudited interim financial statements of BAC for the three months periods ended 30 June 2026 and 30 June 2025.

Summary information – Consolidated Statement of Income

	(Audited) Year ended 31 December		(Unaudited) Three months ended 30 June	
	2025	**2024**	**2026**	**2025**
	(Dollars in millions)		*(Dollars in millions)*	
Interest income	138,566	146,607	33,832	34,873
Interest expense	78,470	90,547	17,835	20,203
Total noninterest income	53,001	49,796	15,561	12,773
Total noninterest expense	69,727	66,812	18,627	17,183
Income before income taxes	37,695	33,223	11,565	8,668
Net income	30,509	26,973	9,074	7,170

Summary information – Consolidated Balance Sheet

	(Audited) As at 31 December		(Unaudited) As at 30 June
	2025	**2024**	**2026**
	(Dollars in millions)		*(Dollars in millions)*
Long-term debt	317,816	283,279	339,863
Short-term borrowings	48,088	43,391	59,979
Cash and cash equivalents	231,845	290,114	229,745
Total assets	3,411,738	3,261,299	3,499,191
Total liabilities	3,108,495	2,967,336	3,198,097
Total shareholders' equity	303,243	293,963	301,094

Summary information – Consolidated Statement of Cash Flows

	(Audited)	(Unaudited)
	As at 31 December	**As at 30 June**

	2025	2024	2026	2025
	(Dollars in millions)		*(Dollars in millions)*	
Net cash provided by (used in) operating activities	12,613	(8,805)	70,813	(11,316)
Net cash provided by (used in) financing activities	69,948	60,369	11,184	127,891
Net cash provided by (used in) investing activities	(145,157)	(90,693)	(83,208)	(145,928)

Qualifications in audit report on historical financial information: There were no qualifications in the audit report with respect to the Guarantor's historical financial information included herein.

Risk factors associated with the Guarantor:

BAC and its consolidated subsidiaries face a variety of significant risks which may affect the Guarantor's ability to fulfil its obligations under the Guarantee, including risks relating to economic, market and political conditions, legal and regulatory risks, risks relating to BAC's business activities and industry and operational control risks.

What are the key risks that are specific to the Instruments?

Risk factors associated with the Instruments:

The Instruments are subject to the following key risks:

- The Instruments are unsecured obligations: The Instruments constitute unsubordinated and unsecured obligations of the Issuer and rank equally among themselves and with all other unsubordinated and unsecured obligations of the Issuer.
- You may lose some or all of your investment in the Instruments: Amounts payable on the Instruments are linked to the performance of one or more Underlying(s). Depending on the performance of the Underlying(s), you may lose some or all of your investment, and you may receive no coupon.
- The market price of your Instruments prior to maturity may be significantly lower than the purchase price you pay for them. Consequently, if you sell your Instruments before the stated scheduled redemption date, you may receive far less than your original invested amount.
- The principal repaid at maturity will not provide protection from the effect of inflation. After adjustment for inflation, the real return (or yield) on the Instruments at maturity could be negative. Accordingly, inflation may have a negative effect on the value of and return on the Instruments.
- Risks relating to certain features of the Instruments:
  - As the calculation of the amount payable depends on the level, value or price of the Underlying(s) satisfying a "barrier" on specified date(s) during the term of the Instruments, such amount payable may alter dramatically depending on whether the barrier is satisfied. For example, you may receive less (or, in certain cases, more) if the level, value or price of the Underlying(s) satisfies a barrier, than if it comes close to the barrier but does not satisfy the barrier, and in certain cases, you might receive no payments and could lose some or all of your investment.
  - The coupon amount payable will be conditional on the value or performance of the Underlying(s) and will be zero on the coupon payment date if the performance criteria are not met.
- Early Redemption:

  The Instruments may be redeemed prior to their maturity date depending on the performance of the Underlying(s) on each AES Barrier Valuation Date or in certain extraordinary circumstances and, in the case of the latter, the early redemption amount paid to you may be less than your original investment.
- Risks relating to the Underlying(s):
  - The amounts payable under the terms and conditions of your Instruments are linked to the change in value of the Underlying(s). The level, value or price of the Underlying may be subject to unpredictable change over time which may be affected by financial, political, military or economic events, government actions and the actions of market participants. If the volatility of the Underlying(s) increases or decreases, the market value of your Instruments may be adversely affected.
  - You should not regard any information about the past performance of an Underlying as indicative of any future performance of such Underlying, or as an indication of the range of, or trends or fluctuations in, the price or value of such Underlying that may occur in the future. The Underlying(s) may perform differently from the historical performance and you may not realise the returns which you expect to receive from investing in the Instruments. Disclosure in relation to Underlying(s) may also be incomplete, inaccurate, misleading and out of date.
  - Your Instruments are linked to baskets of Underlyings where the performance of such Underlyings tends to move in the same direction, or correlate, as a result of changes in market conditions, such as a change in interest rates. Correlation of basket components indicates the level of interdependence among the individual basket components with respect to their performance. Where the basket components are subject to high correlation, any move in the performance of the basket components may exaggerate the performance of your Instruments.
  - The performance of shares is dependent upon macroeconomic factors, such as interest and price levels on the capital markets, currency developments, political factors and company-specific factors such as earnings position, market position, risk situation, shareholder structure and distribution policy. These factors are not within the Issuer's or the

Guarantor's control and may result in a decline in the value of your Instruments.

KEY INFORMATION ON THE OFFER OF INSTRUMENTS TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in these Instruments?

Terms and conditions of the offer: An offer of the Instruments may be made by the Authorised Offeror other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Republic of Finland during the period from 14 August 2026 (and including) to (and including) 30 September 2026 (the "**Offer Period**"). Offers of Instruments are conditional on their issue. As between each Authorised Offeror and its customers, offers of the Instruments are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them. The offer of the Instruments may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer by publication of a notice on the Issuer's website (https://spdocs.bofa.com).

The offer price of the Instruments is the Issue Price. Each Authorised Offeror will offer and sell the Instruments to their customers in accordance with arrangements in place between each such Authorised Offeror and its customers by reference to the Issue Price and market conditions prevailing at the time.

Investors will purchase the Instruments in accordance with the arrangements in place between the relevant Authorised Offeror and its customers relating to the purchase of securities generally. There are no pre-identified allotment criteria. Each Authorised Offeror will adopt allotment and/or application criteria in accordance with customary market practices and applicable laws and regulations and/or as otherwise agreed between them. Investors will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Instruments.

The maximum number of Instruments to be issued is 10,000,000. The minimum number of Instruments per application will be EUR 5,000 in aggregate nominal amount. The maximum number of Instruments per application will be subject only to availability at the time of application.

The Instruments will be purchased by each Authorised Offeror from the Issuer on a delivery against payment basis on the Issue Date. Prospective investors will be notified by the relevant Authorised Offeror of their allocations of Instruments and the settlement arrangements in respect thereof.

A notice pursuant to Article 17(2) of the EU Prospectus Regulation of the final aggregate number of the Instruments will be published on the Issuer's website (https://spdocs.bofa.com) on or about the Issue Date and will be filed with the *Commission de Surveillance du Secteur Financier*.

Estimated total expenses of the issue and/or offer including expenses charged to the investor by the issuer/offeror: The estimated total expenses of the issue and/or offer are EUR 8,000.

The Issue Price of 100.00% of the aggregate nominal amount includes a selling commission of up to 5.00% p.a. of the aggregate nominal amount which may be paid to the distributor as a discount on the issue price or as an up-front payment by the dealer to one or more financial intermediaries.

Who is the offeror and/or the person asking for admission to trading?

See the item entitled "Authorised Offeror" above. The Issuer is the entity requesting for the admission to trading of the Instruments.

Why is the Prospectus being produced?

Use and estimated net amount of proceeds: The net proceeds from the issue of the Instruments will be used for general corporate purposes, including making general loans to affiliates. The estimated net proceeds are up to EUR 10,000,000

Underwriting agreement on a firm commitment basis: The offer of the Instruments is not subject to an underwriting agreement on a firm commitment basis.

Description of any interest material to the issue/offer, including conflicting interests: The Issuer is subject to a number of conflicts of interest between its own interests and those of holders of Instruments. Those conflicts that are material include: (i) the relevant Dealer or its affiliates may have a lending relationship with the Issuer and the Guarantor; (ii) the Issuer and the Guarantor may engage in trading activities (including hedging activities) related to the Underlyings for their proprietary accounts or for other accounts under their management, which may affect the price or value of the Underlyings and could thus be adverse to holders' interests; (iii) the Issuer and the Guarantor may also act as underwriter in connection with future offerings of shares or securities related to an issue of Instruments or may act as financial adviser to certain companies whose shares or other securities are referenced in the Instruments; and (iv) the Dealers may receive fees on the basis of the services performed and the outcome of the placement of the Instruments.

Guarantor's control and may result in a decline in the value of your Instruments.

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LIIKKEESEENLASKUKOHTAINEN TIIVISTELMÄ

JOHDANTO JA VAROITUKSET
Tämä tiivistelmä on luettava johdantona esitteelle (Prospectus) (joka koostuu ohjelmaesitteestä (Base Prospectus), mukaan lukien sen täydennykset, ja tulee lukea yhdessä lopullisten ehtojen kanssa (Final Terms). Sijoittajan on näihin arvopapereihin liittyvää sijoituspäätöstä tehdessään otettava huomioon esite kokonaisuudessaan. Tietyissä olosuhteissa sijoittaja voi menettää kaiken tai osan sijoittamastaan pääomasta. Jos tämän esitteen tietoihin liittyvä kanne tulee käsiteltäväksi tuomioistuimessa, kanteen nostanut sijoittaja saattaa kansallisen lain mukaan olla velvollisen käännättämään esitteen omalla kustannuksellaan ennen tuomioistuinkäsittelyn alkua. Siviilioikeudellinen vastuu on yksinomaan henkilöillä, jotka ovat julkistaneet tiivistelmän sen käännös mukaan luettuna, mutta vain siinä tapauksessa, että tiivistelmä on harhaanjohtava, epätarkka tai epäjohdonmukainen esitteen muihin osiin verrattuna tai että se ei yhdessä ohjelmaesitteen muiden osien kanssa anna avaintietoja, jotka auttavat kyseisiin arvopapereihin sijoittamista harkitsevia henkilöitä.
Olet ostamassa tuotetta, joka ei ole yksinkertainen ja jota voi olla haastava ymmärtää.
Arvopaperit**:** Enintään EUR 10 000 000 erä osakekoriin sidottuja velkakirjoja, jotka erääntyvät 21. lokakuuta 2032 (EUR 10,000,000 Notes linked to a basket of shares due 21 October 2032) velkakirjojen, warranttien ja sertifikaattien liikkeeseenlaskemista varten laaditun arvopapereiden ohjelman (Note, Warrant and Certificate Programme) (ISIN: XS3332210981) mukaisesti ("**arvopaperit**").
Liikkeeseenlaskija: Merrill Lynch B.V. ("**MLBV**"). Sen rekisteröity toimipaikka sijaitsee osoitteessa Amstelplein 1, Rembrandt Tower, 27th Floor, 1096 HA Amsterdam, Alankomaat (puhelinnumero +31 (0)2 0575 5606). Se on Hollannin lakien mukaan perustettu yksityinen osakeyhtiö ja se on rekisteröity Hollannin Kauppakamarin ylläpitämässä kaupparekisterissä rekisterinumerolla 56457103. Sen oikeushenkilötunnus ("**LEI**") on 549300RQ1D1WIE085245.
Valtuutettu tarjoaja: Valtuutettu tarjoaja on Alexandria Group Oyj, jonka osoite on Eteläesplanadi 22 A, 00127, Helsinki, Suomi. Se on Suomen lain mukaan perustettu yhtiö, joka toimii pääasiassa Suomen lakien alla. Sen LEI on 7437002ONTEZT59NA993 ("**valtuutettu tarjoaja**").
Toimivaltainen viranomainen: Ohjelmaesitteen hyväksyi 16. heinäkuuta 2026 Luxemburgin *Commission de Surveillance du Secteur Financier* osoitteessa 283, route d'Arlon, L-1150 Luxemburg (puhelinnumero: (+352) 26 25 1-1; telekopionumero: (+352) 26 25 1–2601; sähköposti: direction@cssf.lu).
KESKEISET TIEDOT LIIKKEESEENLASKIJASTA
Kuka on arvopapereiden liikkeeseenlaskija?
Liikkeeseenlaskijan kotipaikka ja oikeudellinen muoto, liikkeeseenlaskijaan sovellettava laki ja sen perustamismaa
MLBV on perustettu yksityiseksi osakeyhtiöksi (*besloten vennootschap met beperkte aansprakelijkheid*) Alankomaiden lain alla 12. marraskuuta 2012 ja se on rekisteröity Hollannin Kauppakamariin ylläpitämässä kaupparekisterissä (*handelsregister van de Kamer van Koophandel*) rekisterinumerolla 56457103. Sen LEI on 549300RQ1D1WIE085245.
Liikkeeseenlaskijan pääasiallinen toiminta
MLBV:n pääasiallinen toiminta on strukturoitujen ja perinteisten velkakirjojen (notes), sertifikaattien ja warranttien liikkeeseenlasku sekä näihin instrumentteihin liittyvien riskien taloudellinen suojaaminen johdannaisten avulla konserniyhtiöiden kanssa. Lisäksi MLBV myöntää konsernin sisäisiä lainoja konserniyhtiöille.
Suurimmat osakkeenomistajat sekä tieto siitä, onko se suoraan tai välillisesti jonkun omistuksessa tai määräysvallassa ja jos on, kenen
MLBV:n omistaa kokonaan Merrill Lynch International, LLC, jonka puolestaan omistaa kokonaan NB Holdings Corporation, jonka lopullinen emoyhtiö on Bank of America Corporation ("**BAC**").
Johtoon kuuluvat avainhenkilöt
MLBV johtoon kuuluvat henkilöt ovat Armstrong E. Okobia ja Lee Raleigh Whitley.
Lakisääteiset tilintarkastajat
MLBV:n lakisääteisenä tilintarkastajana 31. joulukuuta 2024 päättyneellä tilikaudella toimi Forvis Mazars Accountants N.V. Forvis Mazars Accountants N.V.:n osoite on Delflandlaan 1, P.O. Box 7266, 1007 JG Amsterdam, Alankomaat. MLBV:n lakisääteisenä tilintarkastajana 31. joulukuuta 2025 päättyneellä tilikaudella toimii BDO Audit & Assurance B.V. BDO Audit & Assurance B.V.:n osoite on P.O. Box 71730, 1008 DE Amsterdam, Krijgsman 9, 1186 DM Amstelveen, Alankomaat.
Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Seuraava taulukko esittää MLBV:n keskeiset historialliset taloudelliset tiedot, jotka on laadittu kansainvälisten tilinpäätösstandardien ("**IFRS**") mukaisesti ja jotka on poimittu tilintarkastetuista tilinpäätöksistä 31.12.2025 ja 31.12.2024.

Tiivistetyt tiedot – Tuloslaskelma ja laajennettu tuloslaskelma

	(Tilintarkastettu) Tilikausi päättynyt 31. joulukuuta	
	2025	**2024**
	($000)	
Korkotuotot	1 189 118	930 435
Korkomenot	(75 458)	(18 423)
Voitto ennen veroja	112 943	119 271
Tilikauden voitto verojen jälkeen	83 885	93 125

Tiivistetyt tiedot - Tase

	(Tilintarkastettu) 31. joulukuuta	
	2025	**2024**
	($000)	
Pysyvät vastaavat yhteensä	17 671 954	12 774 724
Rahavarat	124 831	4 806
Vaihtuvat vastaavat yhteensä	20 832 514	6 704 954
Taseen loppusumma	38 504 468	19 479 678
Pitkäaikaiset velat yhteensä	18 246 645	11 225 010
Velat	4 666 079	534 367
Lyhytaikaiset velat yhteensä	18 044 011	7 134 820
Velat yhteensä	36 290 656	18 359 830
Oma pääoma yhteensä	2 213 812	1 119 848

Tiivistetyt tiedot – Kassavirtalaskelma

	(Tilintarkastettu) 31. joulukuuta	
	2025	**2024**
	($000)	
Toiminnan nettokassavirta	(1 007 729)	(425 923)
Rahoitustoiminnan nettokassavirta	1 127 250	300 000
Sijoitustoiminnan nettokassavirta	-	-

Historiallisia taloudellisia tietoja koskevat varaumat tilintarkastuskertomuksessa: Liikkeeseenlaskijan tähän sisällytettyjä historiallisia taloudellisia tietoja koskevassa tilintarkastuskertomuksessa ei ollut varaumia.

Mitkä ovat liikkeeseenlaskijaan liittyvät olennaiset riskit?

Liikkeeseenlaskijaan kohdistuu seuraavat olennaiset riskit:

- Sijoittajille arvopapereiden ehtojen mukaan suoritettaviin maksuihin kohdistuu liikkeeseenlaskijan ja takaajan luottoriski. Arvopaperit ja takaus ovat vakuudettomia velvoitteita. Sijoittajat ovat riippuvaisia liikkeeseenlaskijan ja takaajan kyvystä suorittaa kaikki arvopapereiden ehtojen mukaiset maksut ja sijoittajat altistuvat näin ollen liikkeeseenlaskijan ja takaajan luottoriskille ja muutoksille markkinoiden näkemyksessä liikkeeseenlaskijan ja takaajan luottokelpoisuudesta.
- BAC:iin ja sen konsolidoituihin tytäryhtiöihin kohdistuu monia huomattavia riskejä, jotka voivat vaikuttaa liikkeeseenlaskijan ja takaajan kykyyn täyttää arvopapereiden mukaiset velvoitteensa, mukaan lukien riskit, jotka liittyvät talous-, markkina- ja poliittisiin olosuhteisiin, oikeudelliset ja sääntelyriskit, BAC:n liiketoimintaan, toimialaan ja operatiivisen kontrolliin liittyvät riskit.
- Koska MLBV on BAC:n tytäryhtiö, jonka päätarkoitus on hankkia velkarahoitusta ja solmia rahoitussopimuksia tukeakseen sen konserniyhtiöiden toiminnan rahoittamista, sillä ei ole lainkaan kaupankäyntivaroja eikä se generoi merkittävää nettotulosta. Näin ollen MLBV:hen vaikuttavat epävarmat tai epäsuotuisat talous-, markkina-, oikeudelliset- ja muut olosuhteet, jotka vaikuttavat todennäköisesti BAC:iin.

KESKEISET TIEDOT ARVOPAPEREISTA

Mitkä ovat arvopapereiden keskeiset ominaisuudet?

Tarjottavien ja/tai kaupankäynnin kohteeksi otettavien arvopapereiden tyyppi ja laji, mukaan lukien arvopapereiden tunnistenumero

Arvopaperit ovat velkakirjamuotoisia ja niiden yksilöllinen tunniste on ISIN: XS3332210981 ja Common Code 333221098. Arvopapereiden selvittäjänä ja toteuttajana toimii Euroclear Bank S.A./N.V. ja Clearstream Banking, S.A.

Valuutta, nimellismäärä, nimellisarvo, liikkeeseenlaskun koko ja arvopapereiden voimassaoloaika

Arvopaperit lasketaan liikkeeseen euromääräisinä ("**EUR**"). Niiden kokonaisnimellisarvo on enintään EUR 10 000 000 ja arvopaperikohtainen nimellismäärä on EUR 1 000. Liikkeeseenlaskun koko on enintään EUR 10 000 000. Liikkeeseenlaskuhinta on 100,00 % kokonaisnimellisarvosta. Liikkeeseenlaskupäivä on 21. lokakuuta 2026 ("**liikkeeseenlaskupäivä**"). Mikäli ennenaikaista lunastusta ei tapahdu, arvopapereiden suunnitelman mukainen lunastuspäivä on 21. lokakuuta 2032 ("**eräpäivä**").

Arvopapereihin liittyvät oikeudet: Arvopaperit antavat kullekin sijoittajalle oikeuden saada mahdollista tuottoa muiden tiettyjen lisäoikeuksien lisäksi, kuten oikeuden saada tieto tietyistä päätöksistä ja tapahtumista. Arvopaperien perusteella saatavaan tuottoon kuuluu mahdollinen kupongin määrä ja automaattisen ennenaikaisen toteutuksen määrä, jos automaattinen ennenaikainen lunastustapahtuma toteutuu, tai lopullinen lunastusmäärä, siinä tapauksessa, että arvopaperit lunastetaan ennenaikaisesti tiettyjen liikkeeseenlaskijan kontrollin ulkopuolella olevien tapahtumien tai seikkojen sattuessa, tuotto voidaan saada ennenaikaisen lunastusmäärän muodossa. Maksettava(t) määrä(t) ja se toteutuuko automaattinen ennenaikainen lunastustapahtuma riippuu kohde-etuuksien kehityksestä.

Oikeuksien rajoitukset

Ennenaikainen lunastus tiettyjen häiriötapahtumien seurauksena tai lainvastaisuuden johdosta: Liikkeeseenlaskija voi lunastaa arvopaperit ennen niiden eräpäivää tiettyjen häiriötapahtumien tai liikkeeseenlaskijaa, sen suojausjärjestelyitä, kohde-etuutta/kohde-etuuksia, verotusta tai arvopapereiden asiaankuuluvaa valuuttaa koskevien poikkeuksellisten tapahtumien seurauksena. Liikkeeseenlaskija voi myös lunastaa arvopaperit, mikäli se toteaa, että liikkeeseenlaskijan tai takaajan velvoitteiden täyttäminen taikka liikkeeseenlaskijan arvopapereihin liittyvien velvoitteiden suojausjärjestelyt ovat tai tulevat olemaan lainvastaisia, laittomia tai nykyisen tai tulevan lain tai sääntelyn vastaisia. Tällaisessa tilanteessa sijoittajat saavat ennenaikaisen lunastusmäärän, joka voi olla pienempi kuin määrä, jonka sijoittajat ovat sijoittaneet. Ennenaikainen lunastusmäärä on määrä, joka vastaa arvopapereiden käypää markkina-arvoa ottaen huomioon kaikki asiaankuuluvat tekijät vähennettynä kaikilla liikkeeseenlaskijalle ja/tai mille tahansa sen konserniyhtiöistä tällaisesta lunastuksesta aiheutuneilla kuluilla, mukaan lukien minkä tahansa rahoitus- tai suojausjärjestelyn purkamiseen liittyvät kulut. Tämän jälkeen arvopapereille ei makseta mitään määriä.

Sovellettava laki: Arvopapereihin sovelletaan Englannin lakia.

Kuvaus arvopapereiden mahdollisen tuoton laskennasta

Kohde-etuudet: Arvopapereiden tuotto ja arvo on riippuvainen seuraavien kohde-etuuksien kehityksestä:

Kohde-etuus tai osake	Bloomberg	Pörssi	Osakkeen valuutta	ISIN	Painotus
Mandatum Oyj -yhtiön tavalliset osakkeet	MANTA FH <Equity>	Nasdaq Helsinki	EUR	FI4000552526	20%
Nokia Oyj -yhtiön tavalliset osakkeet	NOKIA FH <Equity>	Nasdaq Helsinki	Euro	FI0009000681	20%
Elisa Oyj -yhtiön tavalliset osakkeet	ELISA FH <Equity>	Nasdaq Helsinki	Euro	FI0009007884	20%
Sampo Oyj -yhtiön tavalliset osakkeet	SAMPO FH <Equity>	Nasdaq Helsinki	Euro	FI4000552500	20%
Stora Enso Oyj -yhtiön tavalliset osakkeet	STERV FH <Equity>	Nasdaq Helsinki	Euro	FI0009005961	20%

A – Kupongin määrä

Kupongin maksupäivän osalta:

(a) jos kuponkirajatapahtuma on sattunut, kunkin arvopaperin osalta maksettavan kupongin määrä tällaisena kuponginmaksupäivänä lasketaan seuraavien tulona (A) kiinteä kuponki (kuten alla on kuvattu) *kerrottuna* (B) laskentamäärällä; tai

(b) jos kuponkirajatapahtumaa ei ole sattunut, kunkin arvopaperin osalta maksettavan kupongin määrä tällaisena kuponginmaksupäivänä on nolla.

Kiinteä kuponki on laskenta-asiamiehen tarjousajan päättyessä tai niillä main markkinaolosuhteiden perusteella määrittämä prosenttimäärä ja joka tullaan yksilöimään liikkeeseenlaskijan verkkosivustolla (https://spdocs.bofa.com) julkaistavassa ilmoituksessa, ja se on alustavasti asetettu 36 %:iin, mutta se voi olla pienempi tai suurempi prosenttimäärä, ei kuitenkaan alle 30 %.

Tietyt määritelmät:

Lisämääritelmiä on esitetty alla ja tämän tiivistelmän muissa kohdissa.

"**Kuponkirajatapahtuma**" tarkoittaa (ja kuponkirajatapahtuman katsotaan tapahtuneen jos) kupongin maksupäivän osalta sitä, että kuponkikehitys kyseisen kuponkirajan tarkastelupäivän osalta on suurempi tai yhtä suuri kuin kuponkirajataso

"**Kuponkirajataso**" on kuponkirajan tarkastelupäivän osalta 75,00 %.

"**Kuponkirajan tarkastelupäivä**" on 7. lokakuuta 2032.

"**Kupongin maksupäivä(t)**" on 21. lokakuuta 2032.

"**Kuponkikehitys**" tarkoittaa kuponkirajan tarkastelupäivän osalta määrää, joka lasketaan seuraavan kaavan mukaisesti:

$$\sum_{i}^{U}\left(\frac{\text{Kupongin arvo(i)}}{\text{Alkuarvo(i)}}\times \text{Painotus(i)}\right)$$

Jossa:

"**Kupongin arvo(i)**" tarkoittaa kohde-etuuden ja kuponkirajan tarkastelupäivän osalta tällaisen kohde-etuuden kohde-etuuspäätösarvoa tällaisena kuponkirajan tarkastelupäivänä.

"**i**", "**Alkuarvo(i)**", "**U**" ja "**Painotus(i)**" määritelmillä on ne merkitykset, jotka niille on annettu alla kappaleessa ”Lisämääritelmät”.

B – Automaattinen ennenaikainen lunastus

Jos AES-rajatapahtuma tapahtuu AES-toteutuspäivän osalta, arvopaperit lunastetaan ennenaikaisesti asianomaisena AES-toteutuspäivänä maksamalla AES-toteutusmäärä asianomaisena AES-toteutuspäivänä. Kun AES-toteutusmäärä on maksettu, arvopapereille ei makseta enää mitään muita määriä.

Tietyt määritelmiä:
Lisämääritelmiä on esitetty alla ja tämän tiivistelmän muissa kohdissa.
"**AES-rajatapahtuma**" tarkoittaa (ja AES-rajatapahtuman katsotaan tapahtuneen jos) AES-toteutuspäivän osalta sitä, että AES-kehitys kyseisen AES-arvostuspäivän osalta on suurempi tai yhtä suuri kuin AES-rajataso

"**AES-rajataso**" on AES-toteutuspäivän osalta 100,00 %.

"**AES-kehitys**" tarkoittaa määrää, joka lasketaan seuraavan kaavan mukaisesti:

$$\sum_{i}^{U}\left(\frac{\text{AES-arvo(i)}}{\text{Alkuarvo(i)}}\times \text{Painotus(i)}\right)$$

Jossa:
"**AES-arvo(i)**" tarkoittaa kunkin kohde-etuuden ja kunkin AES-arvostuspäivän osalta, tällaisen kohde-etuuden **kohde-etuuspäätösarvoa** tällaisena AES-arvostuspäivänä.
"**i**", "**Alkuarvo(i)**", "**U**" and "**Painotus(i)**" määritelmillä on ne merkitykset, jotka niille on annettu alla kappaleessa ”Lisämääritelmät”.

"**AES-toteutusmäärä**" tarkoittaa, kunkin AES-toteutuspäivän osalta, laskenta-asiamiehen tarjousajan päättyessä tai niillä main markkinaolosuhteiden perusteella määrittämä määrää ja joka tullaan yksilöimään liikkeeseenlaskijan verkkosivustolla (https://spdocs.bofa.com) julkaistavassa ilmoituksessa, ja se on alustavasti kuten alla olevassa taulukossa on esitetty, mutta se voi olla pienempi tai suurempi määrä, ei kuitenkaan alle alla olevassa taulukossa esitetyn asianomaisen minimimäärän.

"**AES-toteutuspäivä**" tarkoittaa kutakin alla olevassa taulukossa esitettyä päivää.

"**AES-arvostuspäivä**" tarkoittaa kutakin alla olevassa taulukossa esitettyä päivää.

Asiaankuuluva päivämäärätaulukko		
AES-arvostuspäivä	**AES-toteutuspäivä**	**AES-toteutusmäärä**
7. huhtikuuta 2028	18. huhtikuuta 2028	Alustavasti EUR 1 180,00, vähintään EUR 1 150,00
9. lokakuuta 2028	16. lokakuuta 2028	Alustavasti EUR 1 240,00, vähintään EUR 1 200,00
9. huhtikuuta 2029	16. huhtikuuta 2029	Alustavasti EUR 1 300,00, vähintään EUR 1 250,00
8. lokakuuta 2029	15. lokakuuta 2029	Alustavasti EUR 1 360,00, vähintään EUR 1 300,00
8. huhtikuuta 2030	15. huhtikuuta 2030	Alustavasti EUR 1 420,00, vähintään EUR 1 350,00
7. lokakuuta 2030	14. lokakuuta 2030	Alustavasti EUR 1 480,00, vähintään EUR 1 400,00
7. huhtikuuta 2031	16. huhtikuuta 2031	Alustavasti EUR 1 540,00, vähintään EUR 1 450,00
7. lokakuuta 2031	14. lokakuuta 2031	Alustavasti EUR 1 600,00, vähintään EUR 1 500,00
7. huhtikuuta 2032 Kukin edellä mainituista päivämääristä on havaintopäivä	14. huhtikuuta 2032	Alustavasti EUR 1 660,00, vähintään EUR 1 550,00

C – Lopullinen lunastus

Mikäli arvopapereita ei ole muuten lunastettu, kukin arvopaperi lunastetaan eräpäivänä maksamalla lopullinen toteutusmäärä seuraavan mukaisesti:

3. jos rajatapahtumaa ei ole sattunut, kunkin arvopaperin osalta maksettava lopullinen lunastusmäärä on EUR-määräinen summa, joka lasketaan seuraavasti:

NA × Tuotonparannustoteutusprosentti;

4. jos rajatapahtuma on sattunut, ja:

A. jos alarajatapahtuma ei ole sattunut, kunkin arvopaperin osalta maksettava lopullinen lunastusmäärä on EUR-määräinen summa, joka lasketaan seuraavasti:

NA × 100,00 %

B. jos alarajatapahtuma on sattunut, kunkin arvopaperin osalta maksettava lopullinen lunastusmäärä on EUR-määräinen summa, joka lasketaan seuraavasti:

NA × Korin lopullinen kehitys

Tietyt määritelmät:

Lisämääritelmiä on esitetty alla ja tämän tiivistelmän muissa kohdissa.

"**Rajatapahtuma**" tarkoittaa (ja rajatapahtuman katsotaan tapahtuneen jos) sitä, että että korin lopullinen kehitys on pienempi kuin sen rajataso.

"**Rajataso**" on 100,00 %.

"**Alarajatapahtuma**" tarkoittaa (ja alarajatapahtuman katsotaan tapahtuneen jos) sitä, että että korin lopullinen kehitys on pienempi kuin sen alarajataso.

"**Alarajataso**" on 75,00 %.

"**Korin lopullinen kehitys**" tarkoittaa määrää, joka lasketaan seuraavan kaavan mukaisesti:

$$\sum_{i}^{U}\left(\frac{\text{Loppuarvo(i)}}{\text{Alkuarvo(i)}} \times \text{Painotus(i)}\right)$$

Jossa:

"**Loppuarvo(i)**" tarkoittaa kunkin kohde-etuuden osalta sen loppuarvoa.

"**i**", "**Alkuarvo(i)**", "**U**" and "**Painotus(i)**" määritelmillä on ne merkitykset, jotka niille on annettu alla kappaleessa ”Lisämääritelmät”.

"**Viimeinen arvostuspäivä**" on 7. lokakuuta 2032.

"**Loppuarvo**" tarkoittaa kunkin kohde-etuuden osalta tällaisen kohde-etuuden kohde-etuusloppuarvoa viimeisenä arvostuspäivänä.

"**NA**" tarkoittaa laskentamäärää.

"**Tuotonparannustoteutusprosentti**" tarkoittaa laskenta-asiamiehen tarjousajan päättyessä tai niillä main markkinaolosuhteiden perusteella määrittämää prosenttimäärää ja joka tullaan yksilöimään liikkeeseenlaskijan verkkosivustolla (https://spdocs.bofa.com) julkaistavassa ilmoituksessa, ja se on alustavasti asetettu 136,00 %:iin, mutta se voi olla pienempi tai suurempi prosenttimäärä, ei kuitenkaan alle 130 %.

D – Lisämääritelmät

"**Laskentamäärä**" on EUR 1 000.

"**i**" tarkoittaa yksilöllistä kokonaislukua 1:stä U:hun, joista kukin edustaa kohde-etuutta

"**Alkuarvostuspäivä**" on 7. lokakuuta 2026.

"**Alkuarvo**" tarkoittaa kunkin kohde-etuuden osalta tällaisen kohde-etuuden kohde-etuuspäätösarvoa alkuarvostuspäivänä (kuten yllä olevassa taulukossa on kuvattu).

"**Alkuarvo(i)**" tarkoittaa kohde-etuuden osalta sen alkuarvoa.

"**U**" tarkoittaa kohde-etuuksien lukumäärää.

"**Kohde-etuuden päätösarvo**" tarkoittaa kunkin kohde-etuuden osalta kunakin asiaankuuluvana päivänä kyseisen kohde-etuuden pörssissä noteerattua virallista päätösarvoa tällaisena päivänä

"**Painotus (i)**" tarkoittaa kohde-etuuden osalta kyseisen kohde-etuuden painotusta (kuten yllä olevassa taulukossa on kuvattu).

Arvostus- ja maksupäivien muutokset: Päiviin, jona kukin kohde-etuus on tarkoitus arvostaa tai jona maksuja on tarkoitus tehdä, voidaan tehdä muutoksia ei-kohde-etuuspäivien, häiriöiden ja ei-pankkipäivien huomioimiseksi arvopapereiden ehtojen mukaisesti.

Arvopapereiden asema: Arvopaperit ovat liikkeeseenlaskijan suoria, alistamattomia, ehdottomia ja vakuudettomia velvoitteita ja ne ovat samassa etuoikeusasemassa keskenään sekä samassa etuoikeusasemassa (pois lukien sovellettavista laeista kulloinkin johtuvat poikkeukset) liikkeeseenlaskijan kaikkien muiden nykyisten ja tulevien suorien, alistamattomien, ehdottomien ja vakuudettomien velkojen tai velvoitteiden kanssa.

Arvopapereiden vapaan siirtokelpoisuuden rajoitukset: Arvopapereita ei ole rekisteröity eikä tulla rekisteröimään Yhdysvaltain U.S. Securities Act of 1933-lain ("**Securities Act -laki**") alla eikä niitä saa tarjota tai myydä Yhdysvalloissa eikä yhdysvaltalaisille henkilöille (kuten Securities Act -lain alaisessa Regulation S -asetuksessa on määritelty) tai näiden puolesta tai lukuun. Arvopapereita ei saa tarjota, myydä tai toimittaa eikä mitään arvopapereihin liittyvää tarjousmateriaalia saa jakaa millään lainkäyttöalueella tai -alueelta, paitsi sellaisissa olosuhteissa, joissa kaikkia soveltuvia lakeja ja asetuksia noudatetaan. Edellä mainitut rajoitukset huomioiden arvopaperit ovat vapaasti siirrettävissä.

Missä arvopapereilla tullaan käymään kauppaa?

Liikkeeseenlaskijan (tai jonkun sen puolesta) odotetaan tekevän hakemus arvopapereiden kaupankäynnin kohteeksi ottamiseksi Luxembourg Stock Exchangen säännellylle markkinalle ja Luxembourg Stock Exchangen viralliselle listalle listaamiseksi aikaisintaan liikkeeseenlaskupäivästä alkaen.

Liittyykö arvopapereihin takaus?

Lyhyt kuvaus takaajasta: Takaaja on BAC. BAC on Bank of America -konsernin lopullinen emoyhtiö ja se on pankkiholdingyhtiö ja taloudellinen holdingyhtiö. BAC on rekisteröity alun perin Delawaren osavaltiossa, sen Secretary of State, Division of Corporations -osastolla 31. heinäkuuta 1998 rekisteröintinumerolla 2927442. Sen LEI on 9DJT3UXIJIZJI4WXO774

Takauksen luonne ja soveltamisala: BAC takaa ehdoitta ja peruuttamattomasti liikkeeseenlaskijan maksuvelvoitteet. Takaajan takausvelvoitteet ovat samassa etuoikeusasemassa sen muiden nykyisten ja tulevien vakuudettomien ja alistamattomien velvoitteiden kanssa.

Takaajan keskeiset taloudelliset tiedot:

Seuraava taulukko esittää BAC:n keskeiset, historialliset taloudelliset tiedot, jotka on laadittu Yhdysvaltain tilintarkastusstandardien ("**U.S. GAAP**") mukaisesti ja jotka on poimittu tilintarkastetuista tilinpäätöksistä, jotka on laadittu 31.12.2025 kummankin vuoden osalta niille jaksoille, jotka päättyivät 31.12.2025 ja 31.12.2024, sekä BAC:n tilintarkastamattomista välitilinpäätöksistä 30.6.2026 ja 30.6.2025 päättyneiltä kolmen kuukauden jaksoilta.

Tiivistetyt tiedot – Konsolidoitu tuloslaskelma

	(Tilintarkastettu) Tilikausi päättynyt 31. joulukuuta		(Tilintarkastamaton) 30. kesäkuuta päättänyt kolmen kuukauden jakso.	
	2025	**2024**	**2026**	**2025**
	(Dollareita miljoonissa)		*(Dollareita miljoonissa)*	
Korkotuotot	138 566	146 607	33 832	34 873
Korkomenot	78 470	90 547	17 835	20 203
Muut kuin korkotuotot yhteensä	53 001	49 796	15 561	12 773
Muut kuin korkomenot yhteensä	69 727	66 812	18 627	17 183
Tulos ennen veroja	37 695	33 223	11 565	8 668
Nettotulos	30 509	26 973	9 074	7 170

Tiivistetyt tiedot – Konsolidoitu tase

	(Tilintarkastettu) 31. joulukuuta		(Tilintarkastamaton) 30. kesäkuuta
	2025	**2024**	**2026**
	(Dollareita miljoonissa)		*(Dollareita miljoonissa)*
Pitkäaikaiset velat	317 816	283 279	339 863
Lyhytaikaiset lainat	48 088	43 391	59 979
Rahavarat	231 845	290 114	229 745
Varat yhteensä	3 411 738	3 261 299	3 499 191
Vastuut yhteensä	3 108 495	2 967 336	3 198 097
Oma pääoma yhteensä	303 243	293 963	301 094

Tiivistetyt tiedot – Konsolidoitu kassavirtalaskelma

	(Tilintarkastettu) 31. joulukuuta		(Tilintarkastamaton) 30. kesäkuuta	
	2025	**2024**	**2026**	**2025**

	(Dollareita miljoonissa)		*(Dollareita miljoonissa)*	
Toiminnasta saatu / siihen käytetty nettokassavirta	12 613	(8 805)	70 813	11 316
Rahoitustoiminnasta saatu / siihen käytetty nettokassavirta	69 948	60 369	11 184	127 891
Sijoitustoiminnasta saatu / siihen käytetty nettokassavirta	(145 157)	(90 693)	83 208	145 928

Historiallisia taloudellisia tietoja koskevat varaumat tilintarkastuskertomuksessa: Takaajan tähän sisällytettyjä historiallisia taloudellisia tietoja koskevassa tilintarkastuskertomuksessa ei ollut varaumia.

Takaajaan liittyvät riskitekijät:

BAC:iin ja sen konsolidoituihin tytäryhtiöihin kohdistuu monia huomattavia riskejä, jotka voivat vaikuttaa takaajan kykyyn täyttää takauksen mukaiset velvoitteensa, mukaan lukien riskit, jotka liittyvät talous-, markkina- ja poliittisiin olosuhteisiin, oikeudelliset ja sääntelyriskit, BAC:n liiketoimintaan, toimialaan ja operatiivisen kontrolliin liittyvät riskit.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Arvopapereihin kohdistuvat seuraavat keskeiset riskit:

- Arvopaperit ovat vakuudettomia velvoitteita: Arvopaperit ovat liikkeeseenlaskijan alistamattomia ja vakuudettomia velvoitteita ja ne ovat samassa etuoikeusasemassa keskenään sekä samassa etuoikeusasemassa liikkeeseenlaskijan kaikkien muiden alistamattomien ja vakuudettomien velvoitteiden kanssa.
- Sijoittaja voi menettää koko arvopapereihin tekemänsä sijoituksen tai osan siitä: Arvopapereille suoritettavat maksut on sidottu yhden tai useamman kohde-etuuden kehitykseen. Riippuen kohde-etuuden tai kohde-etuuksien kehityksestä, sijoittaja voi menettää koko sijoituksensa tai osan siitä, eikä sijoittaja saa välttämättä lainkaan kuponkia.
- Sijoittajan arvopapereiden markkinahinta ennen niiden eräpäivää voi olla huomattavasti matalampi, kuin se hinta minkä sijoittaja maksoi niistä. Näin ollen, mikäli sijoittaja myy arvopaperinsa ennen niiden ilmoitettua suunnitelman mukaista lunastuspäivää, sijoittaja voi saada huomattavasti alkuperäistä sijoitustaan pienemmän summan.
- Eräpäivänä takaisinmaksettava pääoma ei ole suojattu inflaation vaikutukselta. Kun inflaation vaikutus on huomioitu, arvopapereiden todellinen tuotto (tai tulos) voi olla negatiivinen. Näin ollen, inflaatiolla voi olla negatiivinen vaikutus arvopapereiden arvoon ja tuottoon.
- Tiettyihin arvopapereiden ominaisuuksiin liittyvät riskit:
  - Koska maksettavien määrien laskenta riippuu siitä, saavuttaako kohde-etuuden tai kohde-etuuksien taso, arvo tai hinta tietyn ”rajan” arvopapereiden voimassaoloaikana, tällaiset määrät voivat vaihdella dramaattisesti riippuen siitä, saavutetaanko tällainen raja. Esimerkiksi, sijoittaja voi saada vähemmän (tai tietyissä tapauksissa enemmän) jos kohde-etuuden tai kohde-etuuksien taso, arvo tai hinta saavuttaa tietyn rajan, kuin jos se olisi lähellä rajaa, muttei saavuta sitä, ja tietyissä tapauksissa sijoittaja ei saa välttämättä mitään maksuja voi menettää koko sijoituksensa tai osan siitä.
  - Maksettava kuponkimäärä on ehdollinen kohde-etuuden arvolle tai kehitykselle ja se on kuponginmaksupäivänä nolla, mikäli kehitystavoitteita ei ole saavutettu.
- Ennenaikainen lunastus:

  Arvopaperit voidaan lunastaa ennen niiden eräpäivää riippuen kohde-etuuden tai kohde-etuuksien kehityksestä kunakin AES-raja-arvostuspäivänä tai tietyissä poikkeuksellisissa olosuhteissa ja maksettava ennenaikainen lunastusmäärä voi jälkimmäisessä tapauksessa olla pienempi kuin sijoittajan alkuperäinen sijoitus.
- Kohde-etuuteen / kohde-etuuksiin liittyvät riskit:
  - Arvopapereiden ehtojen mukaisesti maksettavat määrät on sidottu kohde-etuuden tai kohde-etuuksien arvon muutoksiin. Kohde-etuuden taso, arvo tai hinta voi vaihdella ajan myötä ennakoimattomasti ja siihen voivat vaikuttaa taloudelliset, poliittiset, sotilaalliset tai ekonomiset tapahtumat, hallitusten toimet ja markkinaosapuolten toimet. Jos kohde-etuuden tai kohde-etuuksien volatiliteetti lisääntyy tai vähenee, tällä voi olla haitallinen vaikutus sijoittajan arvopapereiden markkina-arvoon.
  - Sijoittajan ei tule pitää mitään tietoja kohde-etuuden aiemmasta kehityksestä osoituksena tällaisen kohde-etuuden tulevasta kehityksestä tai osoituksena tällaisen kohde-etuuden hinnan tai arvon tulevaisuuden vaihteluvälistä, trendeistä tai vaihteluista. Kohde-etuus tai kohde-etuudet voivat kehittyä eri tavalla kuin aiemmin ja sijoittaja ei välttämättä saa niitä tuottoja, joita sijoittaja oletti saavansa arvopapereihin sijoittaessaan. Kohde-etuudesta tai kohde-etuuksista julkaistavat tiedot voivat olla myös epätäydellisiä, epätarkkoja, harhaanjohtavia ja vanhentuneita.
  - Sijoittajan arvopaperit on sidottu kohde-etuuskoreihin, joissa olevien kohde-etuuksien kehityksellä on taipumus liikkua keskenään samaan suuntaan, tai korreloida, markkinaolosuhteiden muutosten, kuten korkotason vaihteluiden, seurauksena. Korin osatekijöiden korrelaatio osoittaa yksittäisten korin osatekijöiden keskinäisen riippuvuuden suhteessa niiden kehitykseen. Kun korin osatekijöillä on korkea korrelaatio, mikä tahansa muutos korin osatekijän kehityksessä saattaa johtaa voimakkaampaan muutokseen sijoittajan arvopapereiden kehityksessä.
  - Osakkeiden kehitys on riippuvainen makroekonomisista tekijöistä, kuten pääomamarkkinoiden korko- ja hintatasoista,

valuuttakurssien kehityksistä, poliittisista seikoista ja yhtiökohtaisista tekijöistä, kuten tuloskehityksestä, markkina-asemasta, riskipositiosta, omistusrakenteesta ja voitonjakopolitiikasta. Nämä seikat eivät ole liikkeeseenlaskijan tai takaajan kontrollissa ja saattavat aiheuttaa sijoittajan arvopapereiden arvon laskua.

KESKEISET TIEDOT ARVOPAPERIEN TARJOAMISESTA YLEISÖLLE JA/TAI KAUPANKÄYNNIN KOHTEEKSI OTTAMISESTA SÄÄNNELLYLLÄ MARKKINALLA

Millä ehdoilla ja minä aikana voin sijoittaa näihin arvopapereihin?

Tarjouksen ehdot:

Valtuutettu tarjoaja voi tarjota arvopapereita muutoin kuin EU:n esiteasetuksen artiklan 1(4) mukaisesti Suomessa aikavälillä 14. elokuuta 2026 (se mukaan lukien) – 30. syyskuuta 2026 (se mukaan lukien) (”**tarjousaika**”). Arvopapereiden tarjoaminen on ehdollinen niiden liikkeeseenlaskulle. Arvopapereiden tarjoamiseen soveltuvat myös kaikki ne ehdot, jotka kunkin valtuutetun tarjoajan ja sen asiakkaiden välillä on sovittu ja/tai heidän välisistään järjestelyistä seuraa. Arvopapereiden tarjous voidaan peruuttaa kokonaan tai osittain milloin tahansa ennen liikkeeseenlaskupäivää liikkeeseenlaskijan harkinnan mukaan julkaisemalla tästä ilmoitus liikkeeseenlaskijan verkkosivustolla (https://spdocs.bofa.com).

Arvopapereiden tarjoushinta on liikkeeseenlaskuhinta. Kukin valtuutettu tarjoaja tarjoaa ja myy arvopapereita asiakkailleen kyseisen valtuutetun tarjoajan ja sen asiakkaiden välisten järjestelyiden mukaisesti liikkeeseenlaskuhinnan ja kulloistenkin markkinaolosuhteiden mukaisesti.

Sijoittajat ostavat arvopapereita asianomaisen valtuutetun tarjoajan ja sen asiakkaiden välisten arvopapereiden ostoa yleisesti koskevien järjestelyiden mukaisesti. Ennalta määriteltyjä allokointikriteereitä ei ole asetettu. Kukin valtuutettu tarjoaja valitsee allokointi- ja/tai hakemuskriteerit tavanomaisten markkinakäytäntöjen ja soveltuvien lakien ja asetusten mukaisesti ja/tai kuten he keskenään erikseen sopivat. Sijoittajat eivät solmi minkäänlaista sopimussuhdetta suoraan liikkeeseenlaskijan kanssa arvopapereiden tarjoamisen tai oston yhteydessä.

Arvopapereiden liikkeeseenlaskun enimmäismäärä on 10 000 kappaletta. Yksittäisen hakemuksen arvopapereiden vähimmäismäärä EUR 5 000 laskettuna kokonaisnimellisarvona. Kullakin hakemuksella saatavien arvopapereiden enimmäismäärää rajoittaa vain niiden saatavuus hakemuksentekohetkellä.

Kukin valtuutettu tarjoaja ostaa arvopaperit liikkeeseenlaskijalta toimitus maksua vastaan -periaatteella liikkeeseenlaskupäivänä. Asianomainen valtuutettu tarjoaja ilmoittaa potentiaalisille sijoittajille näiden saaman allokaation arvopapereista sekä niihin liittyvät toteutusjärjestelyt.

EU:n esiteasetuksen artiklan 17(2) mukainen ilmoitus arvopapereiden lopullisestä kokonaismäärästä julkaistaan liikkeeseenlaskijan verkkosivustolla (https://spdocs.bofa.com) liikkeeseenlaskupäivänä tai niille main ja toimitetaan *Commission de Surveillance du Secteur Financier* -viranomaiselle.

Arvio kustannuksista, jotka liikkeeseenlaskija tai tarjoaja veloittaa sijoittajalta

Liikkeeseenlaskun ja/tai tarjouksen arvioidut kokonaiskustannukset ovat EUR 8 000.

Liikkeeseenlaskuhinta, joka on 100,00 % kokonaisnimellisarvosta, sisältää enintään 5,00 % myyntikomission (laskettuna kokonaisnimellisarvosta), joka voidaan maksaa jakelijalle alennuksena liikkeeseenlaskuhinnasta tai jälleenmyyjän yhdelle tai useammalle arvopaperinvälittäjälle suorittamalla ennakkomaksulla.

Kuka on tarjoaja ja/tai kaupankäynnin kohteeksi säännellyllä markkinalla ottamista pyytävää henkilö?

Katso kohta “Valtuutettu tarjoaja” yllä. Liikkeeseenlaskija on se taho, joka pyytää arvopaperien kaupankäynnin kohteeksi ottamista.

Miksi esite laaditaan?

Arvioidut kokonaisnettotuotot ja niiden käyttö

Arvopapereiden liikkeeseenlaskusta saadut nettotuotot käytetään yritystoiminnan tukemiseen, mukaan lukien lainojen myöntö konserniyhtiöille.

Arvioidut nettotuotot ovat enintään EUR 10 000 000.

Liikkeeseenlaskulle annettu merkintätakaus

Arvopapereita tarjotaan ilman liikkeeseenlaskulle annettua merkintätakausta.

Kuvaus kaikista liikkeeseenlaskuun/tarjoukseen liittyvistä olennaisista intresseistä, mukaan lukien eturistiriidat

Liikkeeseenlaskijaan kohdistuu useita eturistiriitoja sen omien etujen ja arvopapereiden haltioiden etujen välillä. Näistä olennaiset eturistiriidat ovat: (i) asianomaisella jälleenmyyjällä tai sen konserniyhtiöillä voi olla lainasuhde liikkeeseenlaskijan ja takaajan kanssa; (ii) liikkeeseenlaskija ja takaaja voivat käydä kohde-etuuksiin liittyvää kauppaa (ml. suojausjärjestelyt) omaan lukuunsa tai hoidossaan olevien muiden arvopaperisalkkujen lukuun, millä voi olla vaikutus kohde-etuuksien hintaan tai arvoon ja näin ollen haitallinen vaikutus arvopapereiden haltioiden etuihin; (iii) liikkeeseenlaskija ja takaaja voivat toimia myös liikkeeseenlaskun järjestäjänä arvopapereiden liikkeeseenlaskuun liittyvien osakkeiden tai arvopapereiden tulevissa liikkeeseenlaskuissa tai toimia taloudellisena neuvonantajana tietyille yhtiöille, joiden osakkeisiin tai muihin arvopapereihin nyt liikkeeseenlaskettavat arvopaperit liittyvät; ja (iv) jälleenmyyjät saattavat saada palkkioita perustuen suoritettuihin palveluihin ja arvopapereiden myynnin tulokseen.