

**BANK OF AMERICA CORPORATION
SUBMISSION OF DIRECTOR NOMINEE CANDIDATES**

Submission of Recommendations for Director Candidates to the Corporate Governance Committee.

The Corporate Governance Committee, in consultation with the CEO and the Chairman, if independent, or the Lead Independent Director, considers candidates recommended by directors, management, third party search firms, and stockholders.

A stockholder who wishes to recommend a candidate for consideration by the Corporate Governance Committee may do so at any time. For each annual meeting of stockholders, the Corporate Governance Committee will consider those recommendations received by October 15 of the preceding year that contain the following information:

- the name and address of the stockholder;
- a representation that the stockholder is a holder of the Company's voting stock (including the number and class of shares held);
- a disclosure of any hedging or other arrangement with respect to any share of the Company's stock (including any derivative or short position, profit interests, options or any borrowing or lending of shares of stock) made by or on behalf of the stockholder (a) to mitigate loss to or manage any risk or benefits of stock price changes for the stockholder, or (b) to increase or decrease the voting power of the stockholder;
- a description of all agreements, arrangements or understandings among the stockholder and the candidate and any other person or persons (naming such person or persons) pursuant to which the proposal is made by the stockholder;
- a statement signed by the candidate confirming that the candidate will serve if nominated by the Board and elected by the stockholders and will comply with the Company's Code of Conduct, Insider Trading Policy, Corporate Governance Guidelines and any other rule, regulation, policy or standard of conduct applicable to the directors; and
- a description of the candidate's background and experience and the reasons why he or she meets the criteria set forth above under "Standards for Evaluating Candidates as Director Nominees."

The information provided above is an excerpt from the Bank of America Corporation Corporate Governance Guidelines. A stockholder wishing to bring nominations for the election of directors at any meeting of the stockholders should review the Bank of America Corporation Bylaws for the specific requirements.

All nominations must be in writing and submitted to the following address: Bank of America Corporation, Attention: Corporate Secretary, 214 N. Tryon St., NC1-027-20-05, Charlotte, North Carolina 28255.