

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

The Corporate Governance Committee of the Board of Directors of Bank of America Corporation will consider candidates proposed by directors, management, search firms retained by the committee, and stockholders.

A stockholder (or a group of stockholders) who wishes to nominate a candidate for consideration by the Corporate Governance Committee and the Chairman during a specific calendar year must have submitted the nomination in writing prior to October 15 of the preceding year. The proposal must contain the following information and meet any other criteria as set forth in the Bylaws:

- 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 short position on or any borrowing or lending of shares of stock) made by or on behalf of the stockholder (a) to mitigate loss to or manage risk of stock price changes for the stockholder, or (b) to increase or decrease the voting power of the stockholder;
- a description of all 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 elected by the stockholders and will comply with the Company's Code of Ethics, Insider Trading Policy, Corporate Governance Guidelines and any other applicable 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 under "Standards for Evaluating Candidates as Director-Nominees" in our Corporate Governance Guidelines.

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.