





## Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) On April 25, 2018, Bank of America Corporation (the “Corporation”) held its 2018 Annual Meeting of Stockholders.

(b) The Corporation’s stockholders elected all of the nominees for director; approved the advisory vote on executive compensation; and ratified the appointment of PricewaterhouseCoopers LLP as the Corporation’s independent registered public accounting firm for 2018. The Corporation’s stockholders did not approve the stockholder proposal listed below. With respect to all matters subject to a vote, holders of the Corporation’s common stock, Series B Preferred Stock, and Series 1 to 5 Preferred Stock voted together as a class.

## 1. Election of Directors:

|                       | For           | Against     | Abstain    | Broker<br>Non-Votes |
|-----------------------|---------------|-------------|------------|---------------------|
| Sharon L. Allen       | 7,481,729,008 | 51,891,924  | 35,324,154 | 1,448,446,655       |
| Susan S. Bies         | 7,481,840,623 | 51,856,984  | 35,247,479 | 1,448,446,655       |
| Jack O. Bovender, Jr. | 7,483,181,857 | 48,054,504  | 37,708,725 | 1,448,446,655       |
| Frank P. Bramble, Sr. | 7,426,624,079 | 104,607,897 | 37,713,110 | 1,448,446,655       |
| Pierre J.P. de Weck   | 7,472,942,381 | 58,223,891  | 37,778,814 | 1,448,446,655       |
| Arnold W. Donald      | 6,705,919,440 | 800,885,528 | 62,140,118 | 1,448,446,655       |
| Linda P. Hudson       | 7,486,468,522 | 46,739,324  | 35,737,240 | 1,448,446,655       |
| Monica C. Lozano      | 7,427,686,127 | 105,234,956 | 36,024,003 | 1,448,446,655       |
| Thomas J. May         | 7,310,570,036 | 221,463,320 | 36,911,730 | 1,448,446,655       |
| Brian T. Moynihan     | 7,282,839,707 | 228,707,656 | 57,397,723 | 1,448,446,655       |
| Lionel L. Nowell, III | 7,474,775,234 | 56,471,545  | 37,698,307 | 1,448,446,655       |
| Michael D. White      | 7,481,492,558 | 48,720,912  | 38,731,616 | 1,448,446,655       |
| Thomas D. Woods       | 7,468,962,034 | 62,557,802  | 37,425,250 | 1,448,446,655       |
| R. David Yost         | 7,472,553,863 | 59,041,000  | 37,350,223 | 1,448,446,655       |
| Maria T. Zuber        | 7,486,676,842 | 46,436,947  | 35,831,297 | 1,448,446,655       |

## 2. Approving the Corporation’s Executive Compensation (an Advisory, Non-binding “Say on Pay” Resolution):

|                  |               |
|------------------|---------------|
| For              | 7,120,492,596 |
| Against          | 394,577,689   |
| Abstain          | 53,874,801    |
| Broker Non-Votes | 1,448,446,655 |

## 3. Ratifying the Appointment of the Corporation’s Independent Registered Public Accounting Firm for 2018:

|         |               |
|---------|---------------|
| For     | 8,743,388,111 |
| Against | 230,175,263   |
| Abstain | 43,828,367    |

## 4. Stockholder Proposal - Independent Board Chair:

|                  |               |
|------------------|---------------|
| For              | 2,299,321,764 |
| Against          | 5,190,440,714 |
| Abstain          | 79,182,608    |
| Broker Non-Votes | 1,448,446,655 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BANK OF AMERICA  
CORPORATION**

By: /s/ Ross E. Jeffries, Jr.  
Ross E. Jeffries, Jr.  
Deputy General  
Counsel and Corporate  
Secretary

Dated: April 25, 2018