

Disclosure Committee Charter

This Disclosure Committee Charter (the “**Charter**”) has been adopted by the Chief Executive Officer and Chief Financial Officer (the “**Senior Officers**”) of Bank of America Corporation (the “**Corporation**”). The Disclosure Committee (the “**Committee**”) shall review and reassess this Charter annually, and submit any recommended changes to the Senior Officers for approval.

I. Purpose

It is the Corporation’s policy that all public disclosures made by the Corporation should be accurate and complete, fairly present the Corporation’s financial condition and results of operations in all material respects, and be made on a timely basis, as required by applicable laws and stock exchange requirements.

The Committee shall assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Corporation by being responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- Establish controls and other procedures, including procedures currently used by the Corporation, that are designed to ensure that (1) information required by the Corporation to be disclosed to the Securities and Exchange Commission (“**SEC**”) and other information that the Corporation will publicly disclose regarding financial information or earnings guidance is recorded, processed, summarized and reported accurately (in all material respects) and on a timely basis, and (2) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure (“**Disclosure Controls**”).
- Review the Corporation’s (i) periodic and current reports and proxy statements, (ii) press releases containing financial information or earnings guidance, and (iii) oral presentations of financial results or earnings guidance to the public (collectively, the “**Disclosure Statements**”).
- Evaluate the effectiveness of the Corporation’s Disclosure Controls, which may include the use of internal corporate resources or outside consultants, within the 90 days prior to the filing of the Corporation’s Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the “**periodic reports**”).

- Participate in discussions and make recommendations to the Senior Officers regarding decisions related to materiality of information and determination of disclosure obligations with respect to the Disclosure Statements.
- Discuss with the Senior Officers all other relevant information with respect to the Committee's proceedings, the preparation of the Disclosure Statements and the evaluation of the effectiveness of the Corporation's Disclosure Controls.
- Provide a certification to the Senior Officers prior to the filing with the SEC of each periodic report as to certain of the items required to be certified by the Senior Officers.

In discharging its duties, the Committee shall have full access to all Corporation books, records, facilities, and personnel, including corporate audit.

II. Organization

The membership of the Committee shall consist of the Corporation's principal financial executive, general counsel, risk management executive, investor relations executive and general auditor. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers. In addition, each member of the Committee shall appoint in writing a designee or designees who can act on his or her behalf.

The Committee may designate two or more officers (who are not otherwise members of the Committee), at least one of whom shall be an attorney knowledgeable about SEC rules and regulations with respect to disclosure and at least one of whom shall be knowledgeable about financial reporting, who can, acting together, approve routine Form 8-K filings for the Corporation in lieu of the full Committee.

The Committee may solicit input from other officers throughout the Corporation, including those responsible for monitoring the SEC's disclosure rules and changes in financial reporting requirements, the personnel executive, the head of external reporting, a representative from corporate affairs, and members of the Corporation's Risk and Capital Committee and their business unit chief financial officers, as necessary with respect to specific disclosure issues.

One member of the Committee shall be appointed by the Senior Officers as chair. The chair shall be responsible for scheduling and presiding over meetings and preparing agendas. Any question of interpretation of this charter or the Committee's procedures shall be determined by any Senior Officer or, in their absence from any meeting, the General Counsel.

The Committee shall meet at least quarterly and at any time upon the request of a member of the Disclosure Committee.

The Committee shall meet with the Senior Officers and submit for their approval an initial set of Disclosure Controls.

III. Other Responsibilities

The Committee shall also have such other responsibilities as the Senior Officers may assign to it from time to time.