

Managed Account Advisors LLC

FORM ADV PART 2A BROCHURE

Managed Account Advisors LLC
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This Brochure provides information about the qualifications and business practices of Managed Account Advisors LLC (“MAA”). If you have any questions about the contents of this Brochure, please contact us at 201-557-0504.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Investment adviser registration does not imply a certain level of skill or training. Additional information about MAA also is available on the SEC’s website at www.adviserinfo.sec.gov.

The advisory services described in this Brochure are not insured or otherwise protected by the Federal Deposit Insurance Corporation or any other government agency; are not a deposit or other obligation of or guaranteed by MAA, Bank of America, N.A. or Bank of America Corporation (“BoFA Corp.”) or any of their affiliates; and involve investment risk, including possible loss of principal.

March 22, 2024

Investment products:

Are Not FDIC Insured	Are Not Bank Guaranteed	May Lose Value
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ITEM 2 MATERIAL CHANGES

On March 20, 2023, Managed Account Advisors LLC filed its last annual update for its Form ADV Part 2A brochure ("Brochure"). This summary of material changes is designed to make clients aware of information that has changed since the Brochure's last annual update or that may be important to them. It also sets forth changes as well as enhancements made in this annual update as well as those made since the 2023 annual update, which were previously communicated.

MATERIAL CHANGES AND ENHANCEMENTS MADE AS PART OF THIS UPDATE

- We enhanced our disclosures by providing additional information regarding the treatment of cash balances and the nature of the cash sweep program and about the cash allocation at the Strategy level for operational and implementation and/or investment purposes. See "Treatment of Cash Balances" and "Participation or Interest in Client Transactions" and "Other Compensation and Conflict of Interest Considerations."
- We included additional information about the ability of a Style Manager to allocate or invest in Style Manager-Related Funds in their strategy portfolios. See "Available Strategies."

MATERIAL CHANGES AND ENHANCED DISCLOSURES MADE SINCE THE LAST ANNUAL UPDATE

JANUARY 5, 2024 BROCHURE UPDATE

Material Changes and Enhancements:

- We have modified our policies to provide that Affiliates of MAA who participate in Third-Party Firm events can be reimbursed for the eligible costs of training, educational seminars, meetings and business meals for financial advisors, Representatives, MAA and MAA Affiliate personnel and clients as disclosed in "Relationship With Asset Managers, Sponsors and Style Managers."

OCTOBER 27, 2023 BROCHURE UPDATE

Material Changes and Enhancements:

- We have updated our disclosure to provide that Merrill and its Affiliates limit the overall aggregate ownership of certain Registered Funds by certain Program Accounts to avoid potential restrictions on the ability of our Affiliates to engage in principal trading and other transactions with those Registered Funds. See Item 11 at the section "Other Relationships and Interests: Activity by MAA, its Personnel and Affiliates."

ITEM 3. TABLE OF CONTENTS

ITEM 2. MATERIAL CHANGES	2
ITEM 3. TABLE OF CONTENTS	3
ITEM 4. ADVISORY BUSINESS	4
The Program	4
Role of MAA	4
Reasonable Investment Restrictions	4
Available Strategies	5
Treatment of Cash Balances	6
ITEM 5. FEES AND COMPENSATION	6
Account Fees	6
IM&T Fee	7
Style Manager Expense	7
Calculation of Style Manager Expense	7
Deduction of Account Fees	7
Ability to Obtain the Program Services Separately	8
ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	8
ITEM 7. TYPES OF CLIENTS	9
Client Eligibility	9
Account Minimums	9
Closing a Program Account and/or Terminating Participation in the Program	9
ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	9
ITEM 9. DISCIPLINARY INFORMATION	10
ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	10
ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	11
Conflicts of Interest and Information Walls	11
Code of Ethics	12
Participation or Interest in Client Transactions	12
Agency-Cross and Cross Trades	12
Funds and Fund Compensation	12
Provision of Diversified Financial Services	14
Other Relationships and Interests: Activity by MAA, its Personnel and Affiliates	14
Cash Balances and the Cash Sweep Program	14
Relationship with Asset Managers, Sponsors and Style Managers	15
Other Compensation and Conflict of Interest Considerations	16
Offering of Investments or Programs Managed by Us or Our Affiliates	17
Other Programs	17
ITEM 12. BROKERAGE PRACTICES	17
Transactions in Program Accounts	17
ITEM 13. REVIEW OF ACCOUNTS	19
Program Account Reviews	19
Client Reports	19
Trade Confirmations	20
ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION	20
ITEM 15. CUSTODY	20
ITEM 16. INVESTMENT DISCRETION	20
ITEM 17. VOTING CLIENT SECURITIES	21
ITEM 18. FINANCIAL INFORMATION	21
ADDITIONAL INFORMATION	21
GLOSSARY	22

ITEM 4. ADVISORY BUSINESS

Managed Account Advisors LLC ("MAA"), an indirect wholly-owned subsidiary of Bank of America Corporation ("BoFA Corp"), began providing advisory services in 2007 and currently provides investment advisory services to clients primarily through managed account programs sponsored by its Affiliates, including Merrill Lynch, Pierce, Fenner & Smith, Incorporated ("Merrill" or "MLPF&S"). MAA is a direct wholly-owned subsidiary of Merrill. MAA also provides discretionary advisory services to Bank of America, N.A. (the "Bank") in connection with investment management and trust services offered by the Bank to the Bank's fiduciary account clients. As of February 3, 2024, MAA manages \$708 billion in client assets on a discretionary basis and no client assets on a non-discretionary basis.

This Brochure relates solely to the advisory services MAA provides to the Bank in connection with Select Portfolio Solutions (the "Program"), an investment service offered by the Bank to the Bank's fiduciary account clients, including personal trusts, individuals, institutions, and retirement plans. Capitalized terms that are not defined in this Brochure have the meanings provided in the Glossary.

Information pertaining to the wrap fee programs through which MAA provides investment advisory services that are similar to the Program can be found in separate brochures for each such program, which are available from each client's representative from Bank of America Private Bank or Bank of America Retirement & Personal Wealth Solutions, each a division of the Bank, ("Representative") or on the SEC's website at adviserinfo.sec.gov.

The Program

The Program is an investment service offered and administered by the Bank that is designed to help clients meet their investment objectives by offering Style Managers, Strategies and Portfolios to complement a client's existing investments. To participate in the Program, a client must maintain an investment management, trust or similar relationship directly with the Bank, such as when the Bank serves as trustee for a trust on a client's behalf or when the Bank provides investment management or other services in connection with a client's account. The Bank through the client's Representative collects information about the client's financial circumstances, investment objectives, tax situation, time horizon, risk tolerance and other relevant information to help the Bank determine the appropriate selection of Style Manager Strategies. Clients are required to enter into a Client Agreement with the Bank (or provide to the Bank other relevant documentation governing that relationship) prior to the investment of client assets in an account through the Program (an "Account").

Depending on the Bank's selection of a Style Manager Strategy or Portfolio, the client's Account assets will be invested in all or a combination of equities, fixed-income securities, and investment companies or pooled vehicles which include mutual funds, money market funds, exchange traded funds ("ETFs"), nontraditional mutual funds and exchange traded funds (together, "Funds") and other securities and investment products made available through the Program now or in the future. Typically, each Program Account will consist of a single Portfolio (which may include one or more Style Manager Strategies) selected by the Bank for its client. Additional information about the Program can be found in the Bank's Select Portfolios Solutions Disclosure Statement which can be provided to you by your Representative.

Role of MAA

Under the Program, MAA provides a variety of investment advisory services. Specifically, MAA:

- Implements, as applicable, the model-based recommendations of the Style Manager for a model-based Style Manager Strategy, including by investing the initial and any subsequent cash deposited in the Account into the securities that are recommended as part of the model-based Style Manager Strategy.
- Processes all contributions, withdrawal requests and Program Account terminations.
- Periodically reviews the Program Account for rebalancing (if applicable).
- Implements reasonable investment restrictions, if any.
- Implements a client's tax-selling instructions, if any.

In connection with certain of these activities, in its discretion and subject to legal requirements, MAA may utilize its Affiliates and third party vendors for investment, trading and administrative support, including in connection with making determinations as to whether restrictions requested by clients are reasonable.

MAA is directed by the Bank to sell promptly any investments a client contributes that are not eligible or not acceptable for a Style Manager Strategy. It will not act as an investment adviser in connection with these transactions.

Reasonable Investment Restrictions

Clients may request that certain investment restrictions be imposed on the management of their Program Accounts. For a restriction to be acceptable under the Program, it must first be determined to be "reasonable" by MAA (a "Reasonable Investment Restriction"). Please note that Reasonable Investment Restrictions will not apply to securities that are part of a mutual fund, an ETF or other Fund vehicle purchased for the Account.

MAA will determine whether a restriction request is reasonable and how to allocate investments based on an accepted Reasonable Investment Restriction. As part of MAA's Reasonable Investment Restriction process, MAA can implement investment screens to cover investments in companies in certain sectors or industries or securities that have certain credit ratings, maturities and state preferences. These screens can also include those companies deemed to have certain environmental, social and governance (ESG) characteristics. MAA relies on analyses by third-party providers of ESG, sector and industry data and screens and neither MAA nor its Affiliates conduct an independent review of the underlying nature of the companies' businesses or ESG characteristics.

MAA will implement any restrictions in a manner it determines in its sole discretion from time to time. MAA will generally allocate the assets that would have been invested in the restricted securities to cash, pro-rata across the strategy, or in substitute securities which may include ETFs. MAA is also responsible for enforcing any Reasonable Investment Restrictions for any portion of the Program Account managed by a Discretionary Manager.

MAA reserves the right to modify its practices regarding investment restrictions in its sole discretion at any time without notice. Further, it reserves the right to deem any requested investment restriction to be unreasonable and to not accept the requested investment restriction. If one or more investment restrictions are determined to be unreasonable, the restriction will not be applied and clients should consider whether to remain in the Program or consider other investment strategies.

If a client elects to impose Reasonable Investment Restrictions, the client accepts any effect that such Reasonable Investment Restrictions may have on the investment performance and diversification of the Account. The performance of an Account with a Reasonable Investment Restriction will differ from, and may be lower than the performance of, an Account without such restrictions. In addition, the decision to impose a Reasonable Restriction that alters the allocation of any Style Manager Strategy or that results in a replacement security exposes a client to additional (and potentially unforeseeable) risks that are inconsistent with the objective of a client's investment strategy.

Available Strategies

Each Style Manager Strategy available through the Program has been identified and approved by the Bank for the Program. The Program offers Style Manager Strategies that are model-based and discretionary and includes Style Managers that are not Affiliates of MAA and the GWIM CIO which is a MAA Affiliate and a Related Style Manager. For a model-based Style Manager Strategy, the Style Manager provides advisory services under an agreement with MAA by furnishing to MAA investment recommendations for the Style Manager Strategy in the form of model portfolios or other investment guidelines and/or instructions. MAA will generally implement the Style Manager's recommendations without change, subject to the application of any Reasonable Investment Restrictions accepted by MAA, cash commitments and other operational or investment considerations, including frequency of rebalancing. MAA may determine, in light of operational or investment considerations in its sole discretion, to deviate from the model portfolio on a limited basis (i.e., to select another security or increase the cash allocation within a model portfolio). For a discretionary Style Manager Strategy, by agreement with the Discretionary Manager, MAA arranges for investments to be implemented within the Account directly by the Discretionary Manager. The Discretionary Manager executes trades through Merrill or a Merrill Affiliate or through a broker or dealer other than Merrill or a Merrill Affiliate (an Unaffiliated Trade Counterparty). MAA does not exercise investment or trading discretion or responsibility for implementing investment or trade execution decisions other than enforcing any Reasonable Investment Restrictions in the Account. MAA and Discretionary Managers may use different vendors and/ or providers in considering whether restrictions requested by clients are reasonable. The Program's Style Manager Strategy Profiles contain information relating to the Style Manager Strategy and Style Manager.

A Style Manager Strategy includes specific securities, other Style Manager Strategies and cash and/or cash alternatives (referred to as a cash allocation). The investment manager (the "Style Manager") of the Style Manager Strategy constructs, implements and/or manages its respective managed portfolios and determines the asset classes, security holdings and weightings in the Style Manager Strategy, including any cash allocation. The cash allocation is held as a cash balance, invested in cash alternatives such as money market funds available for the Program through the Account or a combination of both approaches. If no action is taken by a Style Manager, cash balances will automatically be swept under the Cash Sweep Program (as defined below) applicable to the Account.

A Style Manager Strategy includes a cash allocation for operational and implementation and/or investment purposes as directed by the Style Manager. The cash allocation will be higher at certain times depending on the nature of the Style Manager Strategy, the asset allocation, the investment determinations or rebalancing being made and market conditions. In certain circumstances, including periods of volatile or uncertain market conditions, any such cash allocation may comprise all or a substantial portion of Account assets based on, for example, the Style Manager's concerns about the market, a decision to pursue a defensive investment strategy or for cash management purposes. Some types of Style Manager Strategies include investments that take an extended period of time to purchase due to the types of securities, their availability in the market and selection criteria. Until invested, the cash for these investments is typically held in the Cash Sweep Program or invested in cash alternatives or other investment products as determined by the Style Manager as a temporary investment pending purchase of the individual security.

Any securities issued by a Style Manager or its Affiliates (other than Style Manager Related Funds) will generally not be eligible for investment through the Program. A Style Manager may construct or provide model recommendations for a Style Manager Strategy that utilizes Funds. These Funds may include those that are sponsored or advised by the Style Manager or its Affiliates ("Style Manager Related Funds"). Certain of these Style Manager Related Funds are designed to only be utilized in investment advisory programs like

the Program, have no internal advisory or distribution fees (but do have certain ongoing expenses) and may not be held outside of the particular Style Manager Strategy. The Style Manager typically views these as an integral part of its investment strategy with no appropriate substitutions that can be utilized as replacements. Therefore, MAA, the Bank or their Affiliates do not decide whether this type of Style Manager-Related Fund should be removed or replaced through redemptions from the Style Manager Strategy or the Program. MAA implements the investment advice from the Style Manager as to the inclusion of these types of Manager-Related Fund in model-based Style Manager Strategies without change other than as a result of withdrawal requests and rebalancing.

To the extent that a Style Manager utilizes a Style Manager Related Fund that is charged a fund management fee by the Style Manager or its Affiliate, the Bank, Merrill and MAA will work with the Style Manager to provide a rebate of the fund management fees paid in respect of the Manager-Related Fund holdings as against the Style Manager Expense.

Treatment of Cash Balances

As described in the relevant account agreement and documents that govern a client's Account, clients consent to having cash held in the Account being treated as a cash balance and being automatically "swept" to the cash sweep option applicable to Accounts with the Bank (the "Cash Sweep Program"). Unless the cash allocation is invested, either in a cash alternative or in other securities, the cash allocation will be treated as a cash balance in the Program Account subject to the automatic sweep functionality. Cash held in Accounts with a custodian other than the Bank are not covered by the Cash Sweep Program and will not be subject to the Bank's Cash Sweep Program.

Cash balances swept to a deposit account of the Bank under the Cash Sweep Program will bear a rate of interest that has been established for, and in light of the features of, the Cash Sweep Program. The rate of interest for such deposit accounts will be periodically set and reset by the Bank in its discretion. The rate is variable and may change at any time after the Account is opened without notice or limit. The interest rate earned in the bank deposit account affiliated with the Cash Sweep Program will likely be lower than yields on certain money market funds and other cash alternatives.

An Account's cash balance swept to bank deposits of the Bank is insured by the Federal Deposit Insurance Corporation (FDIC), up to the applicable standard maximum deposit insurance amount. The FDIC limit is generally \$250,000 per depositor, per ownership category, per bank. Deposits maintained in different categories of legal ownership (such as individual accounts, joint accounts or certain retirement accounts) are separately insured by the FDIC, up to applicable insurance limits. FDIC insurance covers both principal and credited interest, up to applicable limits. Any deposits maintained with a Bank Affiliate in the same account ownership category, whether directly, through other accounts or through any other intermediary, would be aggregated for FDIC insurance limit purposes. For additional information on FDIC insurance, visit [fdic.gov](https://www.fdic.gov).

Neither MAA nor the Bank manages or monitors the deposits swept under the Cash Sweep Program for FDIC insurance limit purposes. Deposits are not aggregated or limited based on the FDIC limits for the same depositor in the same bank across accounts. MAA does not undertake through the Program to provide a client with notice that cash balances in an Account or Accounts or in any other relevant accounts exceeds the FDIC coverage limit. Monitoring FDIC insurance coverage limits is expressly not a Program service. ***Clients are responsible for monitoring the total amount of deposits held at the Bank in order to determine the extent of FDIC insurance.***

If a client's total cash balances held at the Bank in any type of deposit account (whether a direct bank deposit account or a sweep deposit account) and/or in any type of bank product (whether the Preferred Deposit product or any brokered CD of any such bank issuer) exceed the FDIC coverage limits, the amount deposited that is over the applicable standard maximum deposit insurance amount will not be entitled to FDIC coverage.

Third-party money market mutual funds ("money market funds") are available as a sweep option. These money market funds have certain internal expenses and costs and clients will bear the proportionate share of the sweep money market fund's fees and expenses including, but not limited to, management fees paid to the fund's investment managers or their Affiliates, fees payable to the fund's professional and other service providers, transaction costs and other operating costs. The Account Fee does not cover or offset any fees and expenses that the sweep money market fund incurs for transactions occurring within the fund itself. Please consult the prospectuses and offering material for the sweep money market funds.

For additional information and related conflicts of interest related to cash balances and the Cash Sweep Program, see the Bank's Select Portfolios Solutions Disclosure Statement which can be provided by your Representative and this Brochure at Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading at the section "Cash Balances and the Cash Sweep Program."

ITEM 5. FEES AND COMPENSATION

Account Fees

The Account Fee for the Program is comprised of: (i) the fee the client currently pays the Bank for its services, as that fee is set forth in the Client Agreement or other relevant documentation governing that relationship with the Bank (the "IM&T Fee"); and (ii) the fee the client pays for a particular Style Manager Strategy ("Style Manager Expense"), if applicable. The Account Fee is payable in advance and will be based on the value of assets, including cash and cash alternatives, in a client's Account. For the advisory services MAA provides through the Program, the Bank pays MAA an asset-based fee.

The IM&T Fee clients pay may be negotiable depending on a number of factors. Such factors include, but are not limited to the:

- Market value of a client's assets.
- Number and size of a client's related accounts maintained at the Bank and its Affiliates.
- Range and extent of services provided or to be provided to a client.
- Representative assisting the client.

Other pricing arrangements, typically involving multiple accounts, products or services, may also be available to clients. While clients entering into such arrangements may pay higher fees for any particular component being offered, the pricing arrangement as a whole will generally result either in the same or lower fees in the aggregate for all the accounts, products or services provided or for the inclusion of additional products and services. From time to time, MAA and the Bank also may enter into specialized agreements to provide particular or unique services to certain clients, subject to negotiated fees. In addition, the Program may be offered through other lines of business of BofA Corp. Clients of these lines of business may have a limited or different selection of Portfolios, Style Managers, Strategies, and/or Funds. Certain additional services also may be provided to such clients. The fees for certain of the services described in this Brochure may be reduced for employees of the Bank and its Affiliates, or such employees and Affiliates may be subject to prior fee schedules.

IM&T Fee

The IM&T Fee rates and terms of payment are set forth in the Client Agreement or other relevant account documentation and are subject to change. Clients should consult their Representatives with any questions about the terms of their existing relationship with the Bank.

Style Manager Expense

The Style Manager Expense rates generally range from 0.00% to 0.50%. The Style Manager Expense rate applicable to a client's Program Account does not change based upon the value of assets in a client's Program Account. The Style Manager Expense rate for each Style Manager available through the Program is listed in the Style Manager Expense Rate Supplement to the Disclosure Statement. The Style Manager Expense rate paid to each Style Manager is subject to negotiation among the Bank, MAA and each Style Manager. As a result, the Style Manager Expense rates for Style Managers may change from time to time and may increase beyond the range provided without prior notice to the client. Clients will be notified of a change in Style Manager Expense rate due to the change of a Style Manager Strategy in the client's Account. Unless otherwise described in Strategy Profiles, Style Manager Strategies of the GWIM CIO offered in the Program have a Style Manager Expense rate of 0.00%.

Additional information about Account Fees and other fees and expenses that a client may incur when participating in the Program are discussed in greater detail in the Bank's Disclosure Statement for the Program.

Calculation of Style Manager Expense

The Program Account value used for the calculation of the Style Manager Expense may differ from that shown on a client's monthly securities account statement and the performance measurement report due to a variety of factors, including trade date or settlement date accounting, the treatment of accrued income, round lot valuation and other considerations. The valuation of Program Account securities reported in the performance measurement report also may be subject to occasional repricing in reasonable and appropriate circumstances, but such repricing will not affect, or result in the adjustment of, previously calculated Account Fees.

If a new or different Portfolio or Style Manager Strategy is selected for a client's Program Account, the change in Portfolio or Style Manager Strategy rate will be processed for the next monthly billing cycle. The Style Manager Expense rate applicable to the former Portfolio or Style Manager Strategy will apply through the remainder of that calendar month, after which the new Style Manager Expense rate(s) for the new Portfolio or Strategy will automatically be applied.

Program Account assets will be valued in a manner determined by the Bank and MAA in their sole discretion, and in some cases may be based on prices and/or estimates obtained from various sources, including their Affiliates. Values may vary from prices achieved in actual transactions, especially for thinly traded securities, and are not firm bids or offers or guarantees of any type about the value of assets in a client's Program Account. For fixed-income securities, the values assume no unusual market conditions and are generally for transactions of \$1 million or more, which may produce values that are higher than the prices that would be achieved in the sale of fewer securities. As a result, the Account Fee may be calculated based on values for some securities that are greater than the amount the client would receive if the securities were sold from the client's Program Account.

Deduction of Account Fees

Clients or their authorized representatives generally have agreed to the following:

- Unless otherwise agreed to between the client and the Bank, the IM&T Fee (and any other fees payable under the Client Agreement, if applicable, or other relevant documentation, including any Style Manager Expenses) will be deducted directly from a client's Program Account.

- The Bank is authorized to deduct the Account Fee from the assets held in a client's Program Account, to the extent permitted by applicable law, if full payment of the Account Fee has not been timely received or, if earlier, at the time the Program Account is terminated.
- The Account Fee for a client's Program Account will be payable, unless otherwise indicated, first from the liquidation or withdrawal by the Bank and to the extent permitted by applicable law, of the client's shares of any money market fund or balances in any money market or bank deposit account, as the client authorizes in the Client Agreement, and second from free credit balances, if any, in the client's Program Account, and to the extent that such assets are insufficient to satisfy payment of such fees, the client will be billed by the Bank.
- Timely payment of all amounts due to the Bank.
- To the extent permitted by law, all assets in a client's Program Account or otherwise held by the Bank or its Affiliates for the client (other than retirement accounts guaranteeing the obligations of non-retirement accounts and vice versa) will be subject to a lien for the discharge of client obligations to make timely payment to the Bank of the Account Fee (and any other fees the client is obligated to pay), and the Bank and its Affiliates, subject to applicable law, may sell assets in the client's Program Account to satisfy this lien.

A client is responsible for paying the full amount of the Account Fee, regardless of whether the client uses all of the services provided or described herein and in the Disclosure Statement. Clients may be able to pay the Account Fees from assets held outside of their Program Account. Clients should contact their Representatives for additional information.

Ability to Obtain the Program Services Separately

Clients may be able to obtain some or all of the types of services available through the Program separately from the Bank, MAA and its Affiliates on a separate or combined basis, subject to certain restrictions, including the type of account for which clients are seeking these types of services. Depending upon the factors below, the Program may cost clients more or less than purchasing the services separately. Clients may also be able to obtain some or all of the types of services available through the Program from other firms and account fees may be higher or lower than the fees charged by other firms for comparable services, assuming such services are available. It is the client's responsibility to review the other services or investments available through MAA and its Affiliates with his or her Representative to determine whether the other services or investments may be more appropriate than the Program.

In comparing the account types and programs and their relative costs, clients should consider various factors, including, but not limited to:

- Client preference for an adviser, brokerage, bank trustee or bank investment management relationship.
- Client preference for a discretionary or a non-discretionary relationship.
- Client preference for a fee-based or commission-based relationship.
- The types of investment products that are available in each program or service.
- Whether a particular investment strategy offered in one program or service is available through another Bank or Merrill program or service.
- How much trading activity a client expects to take place in his or her Program Account.
- How much of a client's assets are expected to be allocated to cash.
- Whether a client wishes to invest in mutual funds, and which mutual funds (if any) are available in particular programs.
- The frequency and type of client profiling reports, performance reporting and account reviews that are available in each program or service.
- The scope of ancillary services that may be available to a client in a brokerage account, but that are not available in the Program.

ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

MAA may manage multiple accounts with different investment objectives, guidelines and policies, and with different fee structures. While MAA does not presently accept performance-based fees, it may enter into performance fee arrangements with qualified clients in the future. Such performance fee arrangements would be subject to individualized negotiation with each such client and structured so as to comply with Rule 205-3 under the Advisers Act.

Certain Funds available in the Program, however, may be subject to performance-based fees or varying fund expense charges that are imposed by the manager, adviser or other party that are based on performance of the Fund.

ITEM 7. TYPES OF CLIENTS**Client Eligibility**

To participate in the Program, a client must maintain an investment management, trust or similar relationship with Bank of America Private Bank or Bank of America Retirement & Personal Wealth Solutions. Investors eligible to participate in the Program include individuals, trusts, estates, charitable organizations, banks, insurance companies, thrift institutions, retirement plans, pension and profit-sharing plans, and corporations. As indicated in the Strategy Profile for each Strategy, not all types of investors are eligible for each Style Manager Strategy.

Account Minimums

The minimum initial investment in the Program varies depending on the Style Manager Strategy selected by the Bank for the client's Program Account.

The minimum initial investment for a particular Style Manager Strategy is generally included in the applicable Strategy Profile.

Closing a Program Account and/or Terminating Participation in the Program

Clients have the ability to terminate their Program Accounts or their participation in the Program generally, subject to the Client Agreement or other relevant documentation with the Bank. Upon termination of a Program Account or a client's participation in the Program, a pro rata adjustment to the client's fees for the remainder of the billing period will be made, which may result in a refund or require the client to pay the Bank any remaining fees due for the partial billing period. See the Disclosure Statement for more information. Termination of a Program Account will not affect the management of any other Program Accounts the client may have that the client is not also terminating. Upon termination of the client's Program Account, MAA will have no responsibility for the investment of assets in the client's Program Account.

Notwithstanding a client's instructions to the contrary, certain Funds and other securities held in the client's Program Account pursuant to a certain Strategy will be automatically liquidated or redeemed, as described in the applicable prospectus or disclosure document upon termination of a Program Account or the Client Agreement (if applicable). Liquidation or redemption will generally be effected by the close of the next business day following termination, although for certain securities, such as those traded on a when-issued basis or as odd lots, the liquidation or redemption process may take longer.

The termination of a client's Representative's employment with the Bank will not automatically terminate the Client Agreement or a Program Account. If a client's Representative is no longer able to service the client's Program Account, the Bank may transfer that Program Account to a different Representative and the client will be notified of any such changes.

ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

For the Style Manager Strategies and Portfolios, a number of investment techniques, including fundamental analysis, may be used. A variety of sources of information may be used to facilitate such analysis. The Strategies or Portfolios also may be invested in a wide range of investments depending on a particular client's objectives, strategies, policies, applicable law and other relevant factors.

General descriptions of the Strategies or Portfolios are included in the Strategy Profiles provided or made available to clients. Clients also may receive brochures of any Discretionary Manager selected to manage their Program Account or a portion thereof. MAA reserves the right to limit the availability of any particular Strategy at any given time based on factors including, but not limited to, asset class capacity, pre-existing relationships, minimum account sizes, fees and distribution channels. In addition, the Bank may offer other Strategies from time to time. Certain Strategies may be available only in certain channels or through a purchase of shares of Funds.

As with any investment in securities, investments through the Program involves a risk of loss. Clients may lose money by participating in the Program. Program Accounts are not bank accounts. They are not insured or otherwise protected by the Federal Deposit Insurance Corporation or any other government agency; are not obligations of the Bank, MAA or any of their Affiliates; and are not endorsed or guaranteed by the Bank, MAA, or any bank or any Affiliate of the Bank. General investment risks include, but are not limited to, the following:

- *Management Risk* – Investment decisions might produce losses or cause a client's Program Account to underperform relative to a relevant benchmark or peer group. The Bank's decisions or recommendations with respect to Style Managers and Strategies also may cause underperformance of a client's Program Account(s) relative to either the client's expectations or similar programs, and there is no guarantee that the selected or recommended Style Manager(s) and/or Strategies will produce the desired results.
- *Market Risk* – Security prices in a market, sector or industry may fall, reducing the value of a client's Program Account(s).
- *Equity Risk* – Stock prices may fluctuate over short or extended periods of time.
- *ESG themed Strategies or Funds* – There are an increasing number of products and services that purport to offer environmental, social, and governance ("ESG") investment related strategies. The variability and imprecision of industry ESG definitions and terms can create confusion. Investment managers and product sponsors have designed their own approach to ESG investing and how they use ESG-related terms for their investment products. Review offering materials and Profiles to gain an understanding of how these managers and product sponsors define and use ESG screens and restrictions in connection with their investment

products. Merrill, MAA and the Bank do not undertake a review of these approaches other than as part of the Chief Investment Office (CIO) Review Process, including, where applicable, any ESG-related investment policy or process followed by the investment manager.

- *Interest Rate Risk* – The value of fixed-income securities may be affected by any increase or decrease in prevailing interest rates. In general, if interest rates rise, bond prices fall, and if interest rates fall, bond prices rise.
- *Credit Risk* – Changes in the financial condition of an issuer or guarantor of a fixed-income security or a counterparty to a contractual obligation and changes in general economic conditions may impact the actual or perceived willingness or ability of an issuer, guarantor or counterparty to make timely payments of interest or principal or to otherwise honor its obligations. Such changes may result in a loss.
- *Style Risk* – A Strategy or Portfolio may follow a particular investment style that may fall out of favor in the market.
- *Inflation Risk* – Returns on fixed-income securities may not keep pace with inflation.
- *Foreign Securities Risk* – Foreign securities are subject to special risks, including, without limitation, limited liquidity, delays in settlement, less publicly available information about companies, the impact of political, social or diplomatic events, taxation, possible seizure, expropriation or nationalization of a company or its assets, and possible imposition of currency exchange controls. Foreign markets may be extremely volatile.
- *Regulatory Risk* – The overall investment activities of the Bank, MAA, Merrill and their Affiliates may limit the investment opportunities for a client's Program Account(s) in certain markets in which limitations are imposed by regulators upon the amount of investment by affiliated investors, in the aggregate or in individual issuers. From time to time, a client's Program Account's activities also may be restricted because of regulatory restrictions applicable to the Bank, MAA, Merrill or their Affiliates, and/or their internal policies.
- *Information and Cybersecurity Risks* – With the increased use of technologies to conduct business, the Bank, MAA and their Affiliates are susceptible to operational, information security, and related risks. In general, cyber-incidents can result from deliberate attacks or unintentional events and may arise from external or internal sources. Cyber-attacks include unauthorized access to digital systems (such as through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information; corrupting data, equipment, or systems; or causing operational disruption. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (making network services unavailable to intended users). Cyber incidents may cause disruptions and affect business operations, potentially resulting in financial losses, impediments to trading, the inability to transact business, destruction to equipment and systems, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber-incidents affecting issuers of securities, the Funds and Fund managers and sponsors, counterparties, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions (including financial intermediaries and service providers), and other parties. The Bank, MAA and Merrill, as well as BofA Corp., manage information security risk and cybersecurity risks in accordance with internal policies that govern their comprehensive information security program that are designed to protect the firm by enabling preventative, detective and responsive measures to combat information and cybersecurity risks. There can be no assurance that we or our service providers, will not suffer losses relating to cyberattacks or other information security breaches in the future. While we have established business continuity and risk management systems seeking to address system breaches or failures, there are inherent limitations in such plans and systems.
- *Effect of Public Health Emergencies* – Public health emergencies, like the recent form of coronavirus (COVID-19), can create adverse impacts on global commercial activity and contributed to significant volatility in certain equity, debt, derivatives and commodities markets. The global COVID-19 pandemic resulted in the implementation of quarantines, prohibitions on travel, the closure of offices, businesses, schools, and other public venues, and other restrictive measures. Such measures and the general uncertainty surrounding the dangers and impact of such emergencies, like COVID-19, create significant disruption in supply chains and economic activity and have a particularly adverse impact on a number of industries, including the financial industry and participants. While we have established business continuity and risk management systems, the operations of the Bank, MAA, Merrill or their Affiliates may be materially impacted as a result of public health emergencies of the scale like COVID-19.

In addition to the risks discussed above, clients are encouraged to review the "Risk and Tax Disclosure" section in the Disclosure Statement.

ITEM 9. DISCIPLINARY INFORMATION

There are no legal or disciplinary events that MAA believes are material to a client's or prospective client's evaluation of MAA's advisory business or the integrity of MAA's management. In the past, the Bank and other of its Affiliates, including Merrill, have entered into certain settlements with regulators and other third parties and have been the subject of adverse legal and disciplinary events. Clients can find information regarding these settlements in Merrill's Form ADV Part 1A and ADV 2A brochure at adviserinfo.sec.gov.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

MAA, an indirect wholly-owned subsidiary of BofA Corp, is an SEC-registered investment adviser that provides investment advisory services to clients that establish accounts under various investment advisory programs and the Program.

BofA Corp, through its subsidiaries and Affiliates, provides broker-dealer, investment banking, financing, wealth management, advisory, asset management, insurance, lending and related products and services on a global basis. These products and services include (1) securities brokerage, trading and underwriting; (2) investment banking, strategic advisory services (including mergers and acquisitions) and other corporate finance activities; (3) wealth management products and services including financial, retirement and generational planning, asset management and investment advisory and related record-keeping services; (4) origination, brokerage, dealer and related activities in swaps, options, forwards, exchange-traded futures, other derivatives, commodities and foreign exchange products; (5) securities clearance, settlement financing services and prime brokerage; (6) private equity and other principal investing activities; (7) proprietary trading of securities, derivatives and loans; (8) banking, trust and lending services, including deposit-taking, consumer and commercial lending, including mortgage loans, and related services; (9) insurance and annuities sales; and (10) providing research including global equity strategy and economics, global fixed-income and equity-linked research, global fundamental equity research, and global wealth management strategy. BofA Corp is subject to the reporting requirements of the Exchange Act and additional information about BofA Corp can be found in publicly available filings with the SEC.

For purposes of Form ADV Part 2, certain MAA management persons are registered as registered representatives or associated persons of Merrill. In the future, certain MAA personnel may be considered management persons and, as such, may be registered, or have applications pending to register, as registered representatives and associated persons of Merrill to the extent necessary or appropriate to perform their job responsibilities. Merrill, an indirect wholly-owned subsidiary of BofA Corp, is a leading global wealth management firm and a registered broker-dealer and investment adviser. In the United States, Merrill acts as a broker (i.e., agent) for its corporate, institutional and private clients. Through its own arrangements and through its Affiliate, BofA Securities, Inc. ("BofAS"), it has access to a dealer market in the purchase and sale of corporate securities, primarily equity and debt securities traded on exchanges or in the over-the-counter markets. Merrill also acts as a broker and/or a dealer in the purchase and sale of mutual funds, money market instruments, government securities, high-yield bonds, municipal securities, financial futures contracts, and options.

As registered investment advisers, Merrill and MAA have filed Form ADVs, which contain additional information about such entities, BofA Corp and their Affiliates. These are available through publicly available filings at the SEC or by searching Managed Account Advisors on the Firms tab at adviserinfo.sec.gov.

The Bank's Representatives may suggest or recommend that Program clients use an Affiliate's securities account, execution and custody or other services for the client's investment activity or use the services of an Affiliate. Similarly, Representatives may suggest or recommend that clients utilize MAA's or its Affiliates' products. Where a client uses MAA's or its Affiliates' services or products, MAA and its Affiliates will receive fees and compensation. Representatives typically do not, but may, as permitted by applicable law, receive compensation (the amount of which varies) in connection with these products and services.

The Bank does not currently offer any Related Funds in the Program. The Bank may, however, include Related Funds as an investment product available in the Program in the future. To the extent permitted by applicable law, MAA's Affiliates would receive compensation with respect to shares of Related Funds in which a Program Account may be invested. MAA and the Bank address conflicts from compensation described in this section and throughout this Brochure in a variety of ways, including through disclosure of the conflicts in this Brochure and the Program's Disclosure Statement. Moreover, Representatives are required to recommend, investment products and securities and services that are appropriate for, and in the best interest of, each client based upon the client's investment objectives, risk tolerance and financial situation and needs and considering cost. In addition, MAA has established a variety of restrictions, procedures and disclosures designed to address actual and potential conflicts of interest – both those arising between and among Program Accounts as well as between Program Accounts and MAA's business.

ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**Conflicts of Interest and Information Walls**

The Bank, Merrill, MAA, and their parent company, BofA Corp, engage in a wide range of activities and businesses across a broad spectrum of clients. As a result, we recognize actual, potential and perceived conflicts of interest develop in the normal course of operations in various parts of the BofA Corp organization. To address these conflicts, information walls are in place which are designed to allow multiple businesses to engage with the same or related clients at the same time, while mitigating any conflicts arising from such a situation. For example, information walls are designed to prevent the unauthorized disclosure of material nonpublic information and allow public side sales, trading and research activities to continue while other businesses within BofA Corp possess material nonpublic information. Additionally, BofA Corp maintains a Code of Conduct which provides guidelines for the business practices and personal conduct all associates and board members are expected to adopt and uphold.

Managing conflicts of interest is an integral part of BofA Corp's risk management process. We believe that no organization can totally eliminate conflicts that exist explicitly or implicitly. Each of BofA Corp, the Bank, BofAS, Merrill and MAA evaluates its business activities and the actual and possible conflicts that may emerge from its activities on an ongoing basis. To the extent that existing or

new business activities raise an actual conflict of interest, or even the appearance of a conflict, we endeavor to provide clients with full and clear disclosure or to take action to avoid or manage the conflict.

Code of Ethics

MAA has adopted an Investment Adviser Code of Ethics (the “Code of Ethics”) covering its personnel who are involved in the operation and offering of investment advisory services. The Code of Ethics is based on the principle that clients’ interests come first, and it is intended to assist employees in meeting the high standards that MAA follows in conducting its business with integrity and professionalism. The Code of Ethics covers such topics as the:

- Requirement that all employees comply with all applicable securities and related laws and regulations.
- Reporting and clearance of employee personal trading.
- Prevention of misuse of material nonpublic information.
- Obligation to report possible violations of the Code of Ethics to management or other appropriate personnel.

All covered personnel must certify receipt of the Code of Ethics. MAA will provide a copy of the Code of Ethics to clients upon request to a Representative.

MAA has imposed policy restrictions on all personnel for transactions for their own accounts and accounts over which they have control or a beneficial interest. In addition, MAA has special policies requiring that certain personnel obtain specific approval of their securities transactions and has implemented procedures for monitoring these transactions, as well as those of all MAA employees.

Participation or Interest in Client Transactions and Conflicts of Interest

Agency-Cross and Other Cross Transactions

There may be instances in which Merrill or its Affiliates has the opportunity to act as agent for both buyer and seller in a transaction for a client’s Program Account, in accordance with applicable law. This is called an “agency-cross” transaction. Since Merrill or its Affiliate generally will receive compensation from each party to an agency-cross transaction, there is a conflict between Merrill’s or its Affiliates’ responsibilities and loyalties to a Program client and to the other party to the transaction. Compensation received by Merrill or its Affiliate from the other party in an agency-cross transaction would be in addition to the fees described in this Brochure.

At times, MAA or a Discretionary Manager may consider a security being sold by one investment advisory client to be appropriate for purchase by another investment advisory client account. In such cases, MAA or a Discretionary Manager may arrange to transfer or “cross” the security directly between the affected accounts. Any cross transactions in Accounts would be effected in accordance with applicable law and the Client Agreement, and only when the transaction is in the best interest of each party. Cross transactions generally will be effected at an independently determined market price and will not result in any additional compensation to Merrill, the Bank or their Affiliates.

Funds and Fund Compensation

The Style Managers may recommend for purchase or purchase Funds, Funds managed by Related Style Managers and Style Manager Related Funds for a client’s Program Account. The fees and expenses, if any, of these Funds, are in addition to Account Fees, unless such fees and expenses are credited to the Account.

In addition, Merrill, the Style Manager or their respective Affiliates, as applicable, earn additional compensation for services rendered in connection with such products. For example, Merrill or its Affiliate may execute brokerage transactions for a Fund included in a client’s Program Account or provide shareholder sub-accounting services to a Fund, for which it will be paid. Each of the Funds pays investment management fees to its investment adviser and incurs other expenses. More complete information about the Funds, including risks, management fees and other charges and expenses, is contained in each Fund’s prospectus or other applicable disclosure document.

The additional economic benefit to MAA, Merrill, Related Companies, Style Managers or their respective Affiliates, as applicable, from investments in Funds presents a conflict of interest. This conflict would be greater when a client, with the assistance of his or her Representative, selects a Strategy that is implemented using these products. For Funds advised, sponsored or distributed by Merrill, a Related Company or their respective Affiliates other than through the Program, Merrill, a Related Company or their respective Affiliates, as applicable, receive investment management fees and/or Rule 12b-1 fees or other service fees from the Funds distributed to clients in other programs or in a brokerage relationship.

Mutual funds purchased in a client’s Program Account will generally consist only of classes of shares with no contingent deferred sales charge (CDSC), or front-end sales loads (or with such charges waived). In addition, from time to time, a Fund may authorize Merrill or its Affiliates to make available to clients participating in the Program a class of shares of a Fund with a fee structure Merrill or its Affiliates believe is more beneficial to clients than the class of shares previously made available. In such circumstances, Merrill or its Affiliates will effectuate the exchange to the other class of shares of the same mutual fund.

As a general rule, Merrill will only make available mutual funds, and share classes that retain and pay Merrill to provide the required associated sub-accounting and other services. These sub-accounting and other services include aggregating and processing purchases,

redemptions, exchanges dividend reinvestment, consolidated account statements, tax reporting and other related processing and recordkeeping services (together, “sub-accounting services”). Under Merrill’s agreements with each mutual fund (or its respective principal underwriter or other agent), Merrill provides daily sub-accounting services (either directly or through a subsidiary) to the holders of these types of mutual funds maintaining shares in Accounts as well as in other Merrill securities accounts and receives the agreed-upon sub-accounting services fee. This cost is either borne by the mutual fund (like other fund expenses) as part of its operating costs or by its adviser, principal underwriter or other agent. These service arrangements and the amount of compensation vary by type of mutual funds, the mutual fund itself and by share class. These fees and fee rates are subject to change from time to time and may be received individually or as part of a “bundled” arrangement that includes other types of fees, such as administration and distribution payments. For U.S. mutual funds, depending on the specific arrangements, the sub-accounting services fees are paid from or on behalf of the mutual fund. These fees are either an asset-based fee of up to 0.10% per annum or up to \$16 annually per client position in the mutual fund. For offshore mutual funds, Merrill and its Affiliates perform similar distribution, marketing, shareholder servicing, sub-accounting and related services for which the fund distributor or other service provider pays asset-based compensation in the form of a bundled fee of up to 0.75% per annum for no-load shares and up to 1.45% per annum for load-waived front load shares of offshore mutual funds and up to 0.115% per annum for offshore money market funds. Due to applicable regulation, Merrill does not retain compensation for sub-accounting services for funds held in Retirement Accounts and for Accounts enrolled in the Program. An Account will be credited with the Account’s pro rata share of any Rule 12b-1 fees (calculated daily) and sub-accounting services fees paid by a Fund to Merrill related to shares of the Fund held in a client’s Account.

Merrill, MAA and the Bank have direct or indirect conflicts of interest in selecting certain fund products (or share classes) for inclusion as part of their product offering available to clients. Certain mutual funds or share classes that would otherwise meet their criteria for inclusion as part of their product menu but whose principal underwriters, agents or sponsors do not agree to pay the sub-accounting services fees that Merrill charges will not be selected, thereby limiting the available universe of funds (and share classes) available. In addition, the amount of the sub-accounting services fees varies among funds and, in certain instances, between share classes of individual funds. Merrill receives higher sub-accounting fee payments from mutual fund families that have higher fund assets held in its clients’ accounts because the service fee calculation is based off of the level of the asset holdings. Additionally, there is a benefit to Merrill because the aggregate amount of the sub-accounting fees exceed the costs to provide these services.

Merrill, MAA and the Bank address these conflicts of interest in the following ways. They disclose the nature of these sub-accounting service arrangements. The Bank also determines the compensation paid to Representatives on the same basis for all Program assets without regard to the amount of compensation it or its Affiliates receive. Representatives do not have an incentive to recommend certain Funds over others because they do not receive additional compensation as a result of these types of arrangements. In addition, the Bank and Merrill select Funds that are available and offered through the Program as well as in Merrill brokerage accounts and other investment advisory programs based on qualitative and quantitative evaluation of such factors as performance, risk management policies and procedures and on the consistency of the execution of their strategy.

Certain mutual funds offer a fund share class that does not include a sub-accounting services fee. Accordingly, clients should not assume that they will be invested in the share class with the lowest possible expense ratio that the mutual fund provider makes available to the investing public. It is generally in a client’s best interest to purchase lower-fee share classes because the client’s returns are not reduced by additional fees and expenses. Representatives do not have an incentive to recommend or select share classes that have higher expense ratios because their compensation is not affected by the share class selected. Certain ETFs engage an Affiliate as an authorized participant. In that role, the Affiliate engages in creation and redemption transactions directly with the ETF and is compensated through its market making activities in the secondary market.

Any fees or compensation, including the sub-accounting services fees and other compensation (“Fund-Related Compensation”), that Merrill and its Affiliates receive from or on behalf of a mutual fund, ETF or either of their product sponsors in connection with a client’s investment in an Account enrolled in the Program will be in addition to the Account Fee and, except to the extent required by applicable law, the Bank does not offset the Account Fee by the amount of such Fund-Related Compensation it or its Affiliates receive. Clients should consider this Fund-Related Compensation when evaluating the amount and appropriateness of the fees the Bank and its Affiliates earn in connection with an Account and the Program. Merrill or its Affiliates effect transactions for a mutual fund or ETF offered through the Program, and any compensation paid to it or its Affiliates by the Fund manager or sponsor or any of their affiliates is additional compensation to them for services Merrill and its Affiliates provide to them. To the extent that a Style Manager utilizes a Style Manager Related Fund that is charged a fund management fee by the Style Manager or its Affiliate, Merrill, MAA or the Bank will work with the Style Manager to provide a rebate of the fund management fees paid in respect of the Style Manager-Related Fund holdings as against the Style Manager Expense.

The Bank, Merrill and MAA may in the future offer Related Funds in the Program. If the client’s Account is invested in shares of a Related Fund, then the Account’s pro rata share of the advisory fees paid by the Related Fund to a Merrill Affiliate will be offset against the Account Fees payable to Merrill, as required by applicable law. An Account will also be credited, on a monthly basis, with the Account’s pro rata share of any Rule 12b-1 fees (calculated daily) and sub-accounting services fees paid by a Fund to Merrill or its Affiliate. If cash balances in an Account or its Affiliate account are swept to one or more Related Money Market Funds, then any advisory fees paid by each Related Money Market Fund to its adviser will be credited to the Account on a periodic basis, as required by applicable law. Please note that ETFs advised or sponsored by Related Companies may be considered Related Funds. Where required

by applicable law, Merrill, MAA or the Bank will rebate the operating expenses for such ETFs in certain account types enrolled in the Program.

Provision of Diversified Financial Services

BofA Corp is a diversified financial services company that generally seeks to provide a wide range of services to retail and institutional clients for which it receives compensation. As a result, BofA Corp, Merrill, the Bank and their Affiliates can be expected to pursue additional business opportunities with the entities whose investments Merrill, the Bank and its Affiliates recommend or make available to clients. Consistent with industry regulations, these services could include: banking and lending services, sponsorship of deferred compensation and retirement plans, recordkeeping services, investment banking, securities research, institutional trading and prime brokerage services, custody services, investment advisory services, licensing arrangements involving indices and effecting portfolio securities transactions for clients. Firm professionals involved with the offering of Funds to individual investor clients may introduce Fund distributors, sponsors, service providers or their affiliates to other services that BofA Corp, Merrill, the Bank and their other Affiliates provide and earn additional compensation for the services. In addition, from time to time, BofAS and other of our Affiliates may acquire equity stakes in market centers (e.g., national securities exchanges or alternative trading systems) as part of a strategic investment and therefore stand to participate as a shareholder and investor in the profits that each market center realizes in part from the execution of securities transactions, including transactions for an Account.

Additional information regarding these relationships are publicly available in Regulation NMS Rule 606 reports that Merrill files with the SEC.

Other Relationships and Interests: Activity by MAA, its Personnel and Affiliates

MAA, its Affiliates and the Bank have business relationships with the officers, directors or employees of a variety of clients, including corporations, pension and retirement plans, and other entities. These business arrangements create a conflict of interest to the extent that these individuals have any role or influence in the hiring or retention of MAA, its Affiliates and the Bank.

Merrill, the Bank and other of their Affiliates limit the overall aggregate ownership in certain Registered Funds that are mutual funds and ETFs ("In-Scope Funds") by Merrill, the Bank, their Affiliates and those of their clients that have granted discretion to MAA, Merrill, the Bank, their Affiliates, Bank Representatives, and/or Merrill financial advisors ("discretionary clients") to avoid potential restrictions on the ability of their Affiliates to engage in principal trading and other transactions with In-Scope Funds. A portion of the aggregate ownership limit is attributed to their Affiliates. When their Affiliates choose to allocate a portion of an investment opportunity in an In-Scope Fund to Merrill, the Bank or their Affiliates, there is a corresponding reduction under the overall aggregate ownership limit of In-Scope Fund shares available for investment by discretionary clients. As a result of these ownership limits and allocations, discretionary clients will face limits on their ability to invest in In-Scope Funds from time to time and can be precluded from investing in certain In-Scope Funds that otherwise might have been the best available investment alternatives. Because Merrill's and its Affiliates' ownership is applied to determine the aggregate ownership limits, such limits create conflicts of interest for Merrill in determining the amount of investment opportunities in In-Scope Funds that are available to discretionary clients.

From time to time, a shareholder of BofA Corp. could acquire a sufficiently large interest in BofA Corp. that the holding triggers statutory or regulatory obligations or restrictions. In such event, our ability to take certain actions or make recommendations within an Account, such as buying or selling securities issued by the shareholder or its Affiliates, will be limited.

Cash Balances and the Cash Sweep Program

MAA, Merrill, the Bank or their Affiliates receive additional economic benefits from cash held in clients' Program Accounts. This conflict is greater when higher cash balances are maintained in a client's Program Account.

A Style Manager Strategy includes a cash allocation for operational and implementation and/or investment purposes as directed by the Style Manager. The cash allocation will be higher at certain times depending on the nature of the Style Manager Strategy, the asset allocation, the investment determinations or rebalancing being made and market conditions. In certain circumstances, including periods of volatile or uncertain market conditions, any such cash allocation may comprise all or a substantial portion of the Account assets based on, for example, the Style Manager's concerns about the market, a decision to pursue a defensive investment strategy or for cash management purposes. Some types of Style Manager Strategies include investments that take an extended period of time to purchase due to the types of securities, their availability in the market and selection criteria. Until invested, the cash for these investments is typically held in a cash balance and subject to the applicable Cash Sweep Program or invested in cash alternatives or other investment products as determined by the Style Manager as a temporary investment pending purchase of the individual security.

To the extent that a cash alternative vehicle is not selected for the Account's cash allocation by the Style Manager, there is a conflict of interest between the client and MAA and the Bank because the cash allocation will be maintained in the Account as a cash balance. For some Accounts, cash balances will be swept to bank deposit accounts at the Bank through the Cash Sweep Program (as described further above) applicable to the Account. Depending on the election, cash balances will be swept to the Bank or to a money market mutual fund available under the Cash Sweep Program.

If cash balances are deposited in a deposit account with the Bank, the Bank will receive additional economic benefits from cash investments held in the client's Program Account and the use of the deposits. Through the Cash Sweep Program, the Bank receives a

stable, cost-effective source of funding. The Bank uses the cash funds deposited in the bank deposits to fund its current and future lending, investment and other business activities. Its participation in the Cash Sweep Program increases deposits and accordingly overall profits. Bank profitability is determined, in large part, by the “spread” earned on the deposits— the difference between the interest paid on the bank deposits and other amounts paid out to others related to these deposits, on the one hand, and the interest or other income earned on loans, investments and other assets which may be funded in part by bank deposits, on the other hand. The greater the amount of cash balances maintained in clients’ Accounts that is swept into a bank deposit account affiliated with the Cash Sweep Program and the lower the interest rate paid on the related bank deposit, the more the Bank benefits.

Cash balances swept to a deposit account of the Bank will bear a rate of interest that has been established for, and in light of the features of, the Cash Sweep Program. The rate of interest for such deposit accounts that is paid is variable and may change at any time after the Account is opened without notice or limit. The interest rate earned in the bank deposit account affiliated with the Cash Sweep Program will likely be lower than yields on certain money market funds and other cash alternatives.

The conflicts of interests associated with the Cash Sweep Program and the deposit accounts are addressed in a variety of ways, including through disclosure in this Brochure, oversight and supervision of particular account type relationships and specific investment product choices, account and product disclosures and documentation provided to clients throughout their account relationship. There is no charge, fee or commission imposed with respect to a client’s participation in the Cash Sweep Program.

Management personnel and other employees of the Bank and MAA and their Affiliates receive incentive compensation based on a number of factors including the profitability of the Bank, Merrill and BofA Corp. which is impacted by a number of factors including the growth of the business, management of expenses, the amount of Bank cash sweep assets and the rate that is paid on those assets. We have a conflict of interest as a result of this management compensation approach. There is a financial incentive for management to structure the scope and approach of the compensation award program to result in revenue for the Bank, Merrill and BofA Corp. We maintain policies and procedures, including governance approval requirements, that are designed to review and mitigate any financial incentive or conflict to favor any one security type or investment product or service. We also provide disclosures of these conflicts in the Brochure and other client documents.

Relationship With Asset Managers, Sponsors and Style Managers

MAA, Merrill and the Bank, as well as their other Affiliates, have business relationships with investment managers, including Style Managers, Fund managers, distributors and sponsors, and insurance companies and other product providers (“Third Party Firms”). Bank Affiliates make available research, execution, custodial, pricing and other services in the ordinary course of business. Third-Party Firms can direct transactions to these Affiliates including effecting transactions in the ordinary course of business for Funds and product vehicles managed or sponsored by them. These Affiliates also make available brokerage services and other Merrill or Affiliate programs and services, including banking and lending services. Any compensation paid such Affiliates by a Third-Party Firm is additional compensation for services provided.

In order to make investment products or services available to clients, MAA or its Affiliates incur certain technology and infrastructure costs. While MAA or its Affiliates do not generally receive reimbursement for technology-related costs associated with the onboarding or maintenance of a platform, tool or service, MAA (and/or any Affiliate) reserves the right to seek reimbursement from Third-Party Firms for particular projects. In the event that any such support is received from Third-Party Firms, it creates a conflict with MAA’s or its Affiliate’s ability to use strictly objective factors when selecting product sponsors to make available.

Merrill as an Affiliate having business relationships with Third-Party Firms creates a conflict of interest and can affect opportunities to negotiate more favorable financial terms for client investments in the products of the Third-Party Firms. The nature of MAA’s, Merrill’s and their Affiliates’ relationships in general with Third-Party Firms is disclosed. Representatives do not have an incentive to recommend certain investment products, including managed strategies, over others because they do not receive additional compensation as a result of these types of arrangements or compensation. Additionally, Strategies and Funds that are available through the Program and through Merrill investment advisory programs are selected based on qualitative and quantitative evaluation of such factors as performance, risk management policies and procedures and on the consistency of the execution of their strategy. Merrill, MAA and the Bank have adopted various policies and procedures reasonably designed to prevent the receipt of such compensation and other business arrangements from affecting the nature of the advice that its representatives provide.

Certain Third-Party Firms periodically participate in internal training and education conferences (“Conferences”) for invited financial professionals, which may include Representatives and employees of MAA, the Bank, and Merrill. These financial professionals may include employees who cover product, Chief Investment Office and home office support functions (“Non-Field Employees”). Conferences are organized on either a national or local level. During 2023, Merrill and certain Third-Party Firms shared in the costs of the Conferences and during this period, Merrill received approximately \$4.7 million from participating Third-Party Firms as part of their share of the covered costs for these Conferences. Third Party Firms also participate in client and prospect events, like seminars, trade shows, booth events (“Client Events”). During 2023, Merrill was reimbursed by participating Third-Party Firms for certain expenses incurred in connection with holding such Client Events in the amount of approximately \$2.2 million from participating Third-Party Firms.

Certain Third-Party Firms periodically host or participate in educational meetings (“Manager Meetings”) that provide Bank Representatives and Merrill financial professionals including Non-Field Employees with information on investment products and

services and the opportunity to interact with their investment and sales personnel. For those Manager Meetings held in 2023, the hosting Third-Party Firm paid for certain of the Manager Meeting costs subject to a cost sharing cap and travel, accommodation and continuing education costs were not covered by the Third-Party Firms. In 2023, the total expenditures made by participating Third-Party Firms relating to Manager Meetings was less than \$50,000. Furthermore, Third-Party Firms also provided monetary support directly to charities or in connection with charitable events and causes that Merrill or its employees support or attend. The total contributions made by Third-Party Firms in support of charitable events and causes that Merrill requested or initiated with the Third-Party Manager in 2023 was approximately \$225,000.

Beginning in January 2024, Third-Party Firms that elect to act as sponsors of Conferences and Client Events will reimburse Merrill or the Bank if it is the organizer of the event on an equitable basis for the eligible costs of the particular Conference for which they act as sponsor. The reimbursable costs include venue and facilities costs (including food and beverages), certain speaker costs and travel, lodging and continuing education costs for attending financial advisors and select employees facilitating the Conference or Client Event. In addition, Third-Party Firms that hold Manager Meetings will pay for all eligible costs associated with such meetings, including the cost of travel, accommodations and continuing education fees for the attending Merrill or Affiliate personnel (not including any CIO employee). The costs to be covered by the Third-Party Firm are subject to Merrill policies and guidelines as appropriate.

The participation of, and payment of costs by, a Third-Party Firm for Conferences, Client Events, Manager Meetings and charitable events present conflicts of interest. They create incentives for Representatives and Merrill financial professionals to recommend products of participating Third-Party Firms. They give those participating in Conferences, Client Meetings and Manager Meetings with more opportunities to interact and build relationships with Third-Party Firms and their personnel which could lead them to recommend the products and services of these Third-Party Firms over others. There is also a conflict of interest for non-Field Employees to select products of the Third-Party Firm. These conflicts are addressed in a number of ways. There is no requirement that Third-Party Firms reimburse Merrill or the Bank for, or pay the costs of, such events in order for their investment products to be made available. Neither Merrill nor MAA incentivize Non-Field Employees to approve particular products of a Third-Party Firm. Third-Party Firms are not permitted to condition their payment on any amount of sales of their products or services. Third-Party Firm reimbursements for costs of meetings and events must align to applicable internal policies and policy limits and are subject to supervision and oversight that is reasonably designed to review the nature of the business interactions and level of expense reimbursement from affecting the nature of the advice provided.

Representatives are subject to Bank supervision and oversight and do not have an incentive to recommend certain investment products over others because they do not receive additional compensation as a result of these types of arrangements or compensation. Representatives can attend Conferences and Manager Meetings described above and must abide by Bank policies and guidelines. Additionally, the Bank does not incentivize Representatives to recommend the products or services of a Third-Party Firm that makes contributions to charitable events or causes over those that do not.

Personnel from Third-Party Firms will, from time to time, meet and work with financial professionals and Non-Field Employees, one on one or in small individual groups, to provide information and support regarding their respective investment products. There are internal policies and procedures in place that limit Third-Party Firms from providing or paying for gifts, meals and entertainment other than as permitted by and subject to the limits established under internal policies. Nominal gifts including items of a promotional nature (i.e., logo items, like golf balls, hats) are permitted. Subject to policy requirements and restrictions, a Third-Party Firm may pay the costs of a business meal for a Non-Field Employee up to a limit of \$300 per meal and a total of \$1,000 per year. While our policies permit attending entertainment events (i.e., sporting events and golf outings) organized by a Third-Party Firm, Field and/or Non-Field Employees must pay for the costs of such events themselves.

Permitting Third-Party Firm personnel access to our financial professionals and paying for business meals presents a conflict of interest. It creates incentives to recommend to clients investment products of, approve recommendations of, and to approve the investment products of those Third-Party Firms that provided the Non-Field Employee with gifts, meals or entertainment access. In addition to monetary limits, there are policies, procedures and supervisory controls that are reasonably designed to review the frequency and level of gifts, meals, entertainment expenses from affecting the nature of the advice we provide. Third-Party Firms are not permitted to condition their gifts, business meals or entertainment access on any amount of sales of their investment products.

Other Compensation and Conflict of Interest Considerations

Consistent with applicable laws, management and employees of BofA Corp and its Affiliates are provided a broader level of access and exposure to Merrill, Representatives and other personnel, marketing events and materials, and client-related and other information. Such access and exposure is not available to other asset managers and enhances the ability of BofA Corp Affiliates to distribute their funds and other investment products through the Bank, Merrill and MAA.

MAA and its Affiliates act in a variety of capacities to a wide range of clients. From time to time in the course of those duties, confidential information is acquired that cannot be divulged or acted upon for advisory or other clients. Similarly, MAA may give advice or take action with regard to certain clients, including the Bank for the Program, which differs from that given or taken with regard to other clients. This includes the advice given or actions taken for certain securities, Funds or Strategies or Style Managers. In some instances, the actions taken by Affiliates for similar services and programs will conflict with the actions taken by MAA. This is due to, among other things, the differing nature of the Affiliate's investment service and differing processes and criteria upon which

actions are taken. Related Style Managers may provide advisory services for one or more Strategies available for a client's selection. To the extent the Bank or its Affiliate is a significant stockholder in a Related Style Manager, this fact will be disclosed in the relevant Strategy Profile. If a Related Style Manager is selected, MAA and its Affiliates obtain an additional economic benefit. For this reason, a conflict of interest exists when the Bank, MAA or the Representative selects or assists clients in the selection of, as applicable, a Portfolio or Strategy (or replacement Related Style Manager's Strategy, if applicable).

MAA and its Affiliates provide some or all of the same services offered in the Program through other financial firms, either with their Affiliates or with firms that are unaffiliated. Certain of these services have fee rates that differ from the Account Fees. Merrill or one of its Affiliates may have a position in or enter into "proprietary" transactions in securities purchased or sold for clients, including clients participating in the Program, and benefit from such securities positions or transactions.

MAA addresses these conflicts through disclosure in this Brochure. Moreover, the Representatives are required to recommend investment advisory programs, other investment programs, investment products and securities that are appropriate for each client based upon the client's investment objectives, risk tolerance and financial situation and needs. In addition, MAA and its Affiliates have established, as appropriate, a variety of restrictions, procedures and disclosures designed to address potential conflicts of interest – both those arising between and among Accounts as well as between Accounts and MAA's other business. For example, MAA personnel are also subject to personal trading restrictions as detailed in MAA's and its Affiliates' policies and procedures and Code of Ethics. These policies and procedures and the Code of Ethics require certain MAA personnel to pre-approve certain securities transactions, disclose their investment accounts, provide an annual holdings report, and provide a quarterly transaction report.

Offering of Investments or Programs Managed by Us or Our Affiliates

Merrill and its Affiliates and related business divisions, offer their own managed products or wrap programs that are similar to this or other Bank programs. Advice and/or recommendations provided to accounts in these programs will be different from, or even conflict with, the advice and guidance provided in connection with the Program, including as to recommendations and review determinations. This is due to, among other things, the differing nature of Merrill's investment advisory services and differing processes and criteria upon which determinations are made.

Further, although the CIO (as described below) releases information and analyses about a Style Manager or a Fund to all Affiliates simultaneously and BofA Global Research may make its research opinions and research reports available regarding securities and research strategies at the same time, it is possible that such Affiliates will act on that information before the Bank, Merrill or MAA have had the chance to evaluate and act on those changes. Accounts participating in a program that commences trading after those of other Affiliates may be subject to price movements, particularly with large orders or where securities are thinly traded, that would cause them to receive prices that are less favorable than those obtained by Affiliates. In addition, other BofA Corp Affiliates or divisions, including Merrill, offer their own managed products or wrap programs that are similar to the Program. In particular, the Global Wealth and Investment Management Chief Investment Office ("GWIM CIO") also may provide advice and/or recommendations to these different Affiliates or divisions, including advice related to the recommendation of certain investment managers. **Importantly, the advice and recommendations provided for the Program will be different from, or even conflict with, the advice and guidance provided to other Affiliates or programs.** This is due to, among other things, the differing nature of the Affiliate's investment advisory service and differing processes and criteria upon which determinations are made. For example, GWIM CIO may recommend a specific investment manager for inclusion in a Merrill program, but not the Program.

The Bank, MAA and Merrill do not currently offer any Related Funds but may, however, include Related Funds as an investment product available in the Program in the future. If offered as an eligible investment in the Program, the Bank, MAA and Merrill would benefit when they receive compensation for providing investment advisory, administrative or other services to any such Related Funds. We would address these conflicts by disclosing them in this Brochure.

Other Programs

In addition to providing advisory services to Program participants, Representatives also service other advisory and banking accounts for clients who do not participate in the Program, and offer and provide other services to clients who, in addition to participating in the Program, have other relationships or dealings with MAA or its Affiliates. The Bank, MAA and their Affiliates also, from time to time, enter into specialized agreements to provide particular or unique services to certain clients, subject to negotiated fees.

ITEM 12. BROKERAGE PRACTICES

Transactions in Program Accounts

All transactions in a Program Account, except as provided below, will be effected by or through Merrill or its Affiliates, acting as agent. In effecting transactions for a client's Program Account, Merrill and its Affiliates will be acting exclusively as broker-dealer. If Merrill or its Affiliates cannot effect a transaction on the client's behalf, MAA will effect the transaction through an Unaffiliated Trade Counterparty. The client should understand that the direction by the client to use Merrill and its Affiliates to effect transactions in a Program Account may result in less advantageous execution, including greater spreads (the difference between the bid and the offer price) or less favorable net prices, than if an Unaffiliated Trade Counterparty were to execute the transaction. However, because clients generally are not paying for brokerage costs, any added expense typically will be absorbed by the Bank. The Bank pays an asset-based fee for these and other services provided by Merrill through the Program.

In effecting transactions, Merrill or its Affiliates will be acting exclusively as a broker-dealer and trades will be handled by Merrill consistent with its best execution and other regulatory obligations. Even in meeting these obligations, it is possible that the client may be able to obtain better prices for transactions if such trades were executed with other broker-dealers or third parties, including having smaller spreads (the difference between the bid and the offer price) or at more favorable net prices.

Merrill seeks to effect transactions correctly, promptly and in the best interests of clients. In the event an error occurs in its handling of client transactions, Merrill seeks to identify and correct any errors as promptly as possible without disadvantaging the client. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the client. In general, in instances where Merrill is responsible for effecting the transaction, Merrill may: (i) reimburse clients for any losses directly resulting from trade errors; (ii) credit to the client any profits directly resulting from such trade errors that are corrected after the settlement of the transaction; or (iii) retain any profits directly resulting from such trade errors that are corrected prior to the settlement of the transaction.

As discussed in the section *Participation or Interest in Client Transactions—Agency-Cross and Cross Trades*, there may be instances in which Merrill or its Affiliate (or a Discretionary Manager or its Affiliate, if applicable) will have the opportunity to engage in cross or agency-cross transactions, subject to applicable law. Merrill or its Affiliate or a Discretionary Manager or its Affiliate, if applicable, would engage in such transactions only when the transaction is in the best interest of each party.

MAA may, but is not required to, aggregate orders for the sale or purchase of securities for a client's Program Account with orders for the same security for its other clients, proprietary accounts or the accounts of its employees and/or related persons, without a client's prior authorization. In such cases, each account in the aggregated transaction will be charged or credited with the average price and, when applicable, its pro rata share of any fees.

If a discretionary Style Manager Strategy is selected, the Discretionary Manager has the authority to place orders for transactions with broker-dealers that it selects, including Unaffiliated Trade Counterparties, when consistent with their obligation to seek best price and execution. For certain Discretionary Managers, MAA provides administrative services to the Discretionary Manager to assist with the placement of orders at its direction.

A Discretionary Manager may, but is not required to, aggregate orders for the sale or purchase of securities for the Style Manager Strategy with orders of the same security for other clients in the same Style Manager Strategy (either at Merrill or at other firms), for its own accounts or for the accounts of its employees and/or related persons. Where it does employ aggregation of orders, each account in the aggregated transaction will be charged or credited with the average price and, when applicable, its pro-rata share of any fees.

Certain Discretionary Managers have the authority to place orders for particular (but not all) transactions for their Strategies with Merrill and its Affiliates or with an Unaffiliated Trade Counterparty if the Discretionary Manager determines, after consultation with MAA, that: (1) they are able to aggregate a particular trade for Program clients in a block trade and (2) they expect such aggregation will be for the overall benefit of Program clients.

A transaction that the Discretionary Manager has placed through an Unaffiliated Trade Counterparty for a particular Style Manager Strategy is commonly referred to as a "step out" or "step out trade." In selecting a firm to execute transactions and the markets in which the transactions will be executed, the Discretionary Manager is not obligated to solicit competitive bids for each transaction or seek the lowest available commission cost so long as it reasonably believes that the firm it selects can be expected to obtain a "best execution" market price on the particular step out trade. Each Discretionary Manager is responsible for ensuring that it complies with its own best execution obligations.

Certain Discretionary Managers have historically executed all or a portion of their trades as "step outs." Frequently, these trades have been for fixed income or other securities for which a markup or markdown is charged by the executing broker-dealer (generally referred to as "dealer spread"). The client rather than Merrill, MAA or the Discretionary Manager, will bear the cost of this dealer spread amount and the Account Fee does not cover this expense or cost.

The Discretionary Manager may also execute step out transactions for certain equities and other securities for which the executing broker-dealer charges a brokerage commission. These trades have historically been for foreign securities for which a brokerage commission had been charged by the executing Unaffiliated Trade Counterparty. Under the Program, other than as noted below as to Foreign Ordinary Shares and American Depositary Receipts ("ADRs"), the client will not have to pay this Unaffiliated Trade Counterparty brokerage commission.

The Style Manager Expense rates vary among Style Managers (including Discretionary Managers) and it is possible that the Style Manager Expense rate for a Discretionary Manager is higher than that for other Style Managers with the same or similar Strategies. The client could be deemed to be indirectly bearing the cost of the step out trades by virtue of any such higher Style Manager Expense rate. Because the client will pay the same Style Manager Expense rate regardless of whether or not a Discretionary Manager has a step out trade, this creates a material conflict of interest, or the appearance of a material conflict of interest, between the Discretionary Manager and the client.

The Discretionary Managers that MAA has identified as trading through Unaffiliated Trade Counterparties, either on a regular or a limited basis, are designated in the document entitled "Style Manager Step Out Information Document" available at ml.com/SMA. Clients may also request a copy from their Representative. Information in this document is based solely on the historical information that has been provided by the Discretionary Managers and MAA makes no representation regarding the future trading practices of any Discretionary Manager for any Style Manager Strategy.

When Merrill executes transactions in foreign ordinary securities outside the United States, it may use the services of foreign Unaffiliated Trade Counterparties. These foreign Unaffiliated Trade Counterparties may handle the client's order as agent and assess a commission charge, or they may transact as principal and receive a dealer spread or mark-up/down. Additionally, to the extent a foreign currency conversion transaction is required to facilitate trade settlement, the foreign Unaffiliated Trade Counterparty (or its Affiliate) effecting the currency conversion will be remunerated in the form of a dealer spread or mark-up/down. Although the remuneration is not disclosed to or by Merrill in net price transactions, Merrill will undertake, at a client's written request, to determine or ascertain from the counterparty this remuneration in a given transaction for the client's Program Account. Foreign Unaffiliated Trade Counterparties also may charge commissions and/or dealer spreads when foreign issuers terminate an ADR facility, thereby necessitating conversion of ADRs to foreign ordinary share form. In such circumstances, the prices obtained for the post-ADR security may be lower than if the ADR remained intact. These commission charges and/or dealer spreads are in addition to the Account Fee. Additional information about execution expenses can be found in the Disclosure Statement.

ITEM 13. REVIEW OF ACCOUNTS

Program Account Reviews

An important part of the Program relationship involves providing clients with the opportunity to engage in Program Account reviews periodically in which the client's Representative reviews the client's Program Account's progress toward goals. Because these reviews provide the client with important and necessary information relating to the client's Program Account, the client is strongly encouraged to take advantage of these opportunities to participate in these Program Account reviews with the client's Representative.

At least annually, the Bank will contact clients to request updated information and determine whether there have been any changes in a client's financial situation and investment objectives, and whether the client wishes to impose any reasonable restrictions, or reasonably modify existing restrictions, on the management of the Program Account or reasonably modify existing restrictions. Additionally, on a quarterly basis, the Bank will notify clients in writing to contact the Bank if there have been any material changes in a client's financial circumstances that might affect the manner in which the client's assets should be invested. Clients should promptly inform the Bank in writing of any change in their financial circumstances that might affect the manner in which their assets should be invested. Any such information received that is deemed material or appropriate will be promptly forwarded by the Representative to MAA and, if applicable, any Discretionary Manager that may manage a portion of the client's Program Account. If the changes provided are material in nature, a review of the client's Program Account may be in order.

Representatives will be reasonably available to clients for consultation. In addition, MAA and each Discretionary Manager have agreed to make one or more of their advisory or investment personnel reasonably available for consultation with clients or a joint consultation with their Representative regarding a Strategy or Portfolio, if requested by the client. Clients should contact their Representatives to arrange for a consultation with a Discretionary Manager or MAA.

Client Reports

Under the Program, clients will receive statements of Program Account activity and current holdings on a quarterly or monthly basis, depending on client preference. Clients also may request periodic performance reviews with their Representatives, depending on a client's relationship with the Bank. This review generally includes a presentation of the client's Program Account performance, based on information reflected on the Bank's and/or MAA's records, supplemented by information that may be provided by the client, the Bank, Merrill, and/or Style Managers, and ongoing comparisons of Program Account performance with selected industry indices and/or benchmarks. Account statements will be the definitive record of all activity in a Program Account. In the event of any discrepancy between the account statements and any performance reports received, the client account statements will control and prevail.

MAA and its Affiliates may receive (and provide to clients) information about the performance of Style Managers and/or Strategies available through the Program that is not specific to the performance of any client Program Account. Performance results of the Style Managers are generally reported to MAA by third party vendors or the Style Managers, on a standardized basis. While information collected by MAA and its Affiliates regarding Style Managers and/or Strategies is believed to be reliable and accurate, MAA, the Bank and their Affiliates will not necessarily independently review or verify any such information, or be obligated to do so, nor will MAA, the Bank and their Affiliates audit or verify that these results are calculated on a uniform or consistent basis. Clients should understand that:

- Past performance does not guarantee future results.
- Performance may reflect (primarily or solely) management of accounts outside of the Program and the performance of Program Accounts may vary from "composite" performance due to factors such as Program Account size, timing of investments, client investment objectives and reasonable restrictions, the Program's brokerage practices, as described above, and MAA's management of a client's Program Accounts.

- Client risk parameters or benchmark indices are provided for comparison purposes only and there is no guarantee that they will be met or exceeded.

Trade Confirmations

Clients may elect to receive periodic statements (at least quarterly) detailing their Program Account activity instead of trade-by-trade confirmations. Periodic statements will contain the same information that would be included in the trade-by-trade confirmations. The client's initial direction regarding receipt of trade-by-trade confirmations will apply to all of the client's Program Accounts, including any changes to and additional Style Managers selected by the client, until such direction is changed. The client's election to receive periodic statements in lieu of trade-by-trade confirmations will not affect the calculation of or amount of the client's Account Fee; is not a condition to entering into or continuing participation in the Program; and may be rescinded by the client at any time by written notice to the Bank for any of the client's Program Accounts.

The client may request that its Representative provide to the client, at no additional cost, an interim update and further details concerning any transaction effected between periodic statements. Clients also will have access to this information via online access at privatebank.bankofamerica.com/login. If the client elects to receive periodic statements in lieu of trade-by-trade confirmations, the client may later choose to receive, and the Bank or its Affiliates will provide to the client at no additional cost, any confirmations for transactions effected for up to a one-year period preceding the client's last periodic statement and trade-by-trade confirmations for all subsequent transactions. Confirmations or periodic statements will be sent or made available to the client, MAA, or any Discretionary Manager, as applicable and in accordance with applicable law.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

MAA and its Affiliates have business relationships with many investment managers, including those participating in the Program, separate and apart from the Program. For example, Style Managers may direct clients' transactions to Merrill and receive research, execution, custodial, pricing and other services offered by Merrill in the normal course of business. Merrill, the Bank and its Representatives may receive compensation in connection with such transactions and other services. Clients are encouraged to speak with their Representatives to discuss any questions that they may have about existing or potential conflicts of interest relating to their selected Portfolios or Strategies, including any business relationships that the relevant Funds or Style Managers have with MAA, BofA Corp, Merrill or their Affiliates or Representatives. As discussed previously in the section "Other Compensation and Conflict of Interest Considerations – Conflicts of Interest Related to the Selection of Style Managers", Style Managers pay, or reimburse MAA or its Affiliates for, various costs relating to the Program and asset management generally.

These conflicts are addressed through disclosure to clients in this Brochure and the Program's Disclosure Statement.

ITEM 15. CUSTODY

MAA does not maintain physical custody of client assets. Generally, the Bank or another Affiliate will maintain physical custody of securities for Program Accounts. Clients should receive quarterly or monthly account statements from the Bank or its Affiliates or, to the extent client assets are not custodied with the Bank or an Affiliate, other broker-dealer, bank or financial services firm that serves as qualified custodian. Clients should carefully review these statements. Clients who do not receive such account statements are encouraged to follow-up directly with their custodian and request such statements. To the extent a client receives additional reports from MAA, they are urged to compare these reports to the account statements they receive from the qualified custodian. MAA's reports are generally preliminary and may vary from custodial statements based on accounting procedures, reporting dates, valuation methodologies and other factors. They are not intended to be a substitute for account statements provided by a qualified custodian, and should not be used for official purposes.

ITEM 16. INVESTMENT DISCRETION

MAA generally has discretionary investment authority to implement one or more Strategies in a client's Program Account based on the recommendations of the Strategies' Style Managers. Generally, clients or their authorized representatives who choose to grant MAA discretion sign a Client Agreement with the Bank to that effect.

MAA has entered into investment manager advisory agreements with a variety of Style Managers, which may or may not be Related Style Managers. A list of the Style Managers available through the Program appears in the Style Manager Expense Rate Supplement to the Disclosure Statement. In general, Style Managers provide advisory services through the Program by furnishing investment recommendations to MAA for one or more Strategies based on model portfolios in accordance with the applicable Strategy Profiles. MAA is responsible for implementing each Strategy based on the advice provided by a Style Manager, except when the Style Manager acts as a Discretionary Manager. MAA generally will implement a Style Manager's recommendations for a Strategy without change, subject to any reasonable client-imposed restrictions, cash flow and other considerations. Certain of the Style Managers are Discretionary Managers that provide discretionary investment advisory services to clients that have selected the relevant Portfolio. A Discretionary Manager makes and implements investment decisions for a client's Program Account in accordance with the Discretionary Manager's Strategy Profile. MAA does not implement investment decisions for any portion of a client's assets that is managed by a Discretionary Manager. However, MAA is responsible for enforcing any client-imposed restrictions for a client's Program Account.

MAA's discretionary authority may be limited by the terms of the Client Agreement, written investment guidelines, Reasonable Investment Restrictions imposed by a client, Bank instructions, and MAA's obligation to comply with regulatory requirements. As discussed above, MAA's discretionary authority also may be limited where a client's Program Account is invested with a Discretionary Manager.

MAA will respond to corporate actions, including reorganizations, with respect to securities held in the client's Program Account. MAA will not advise clients or act on clients' behalf regarding any legal matters, including bankruptcies and class action lawsuits. The Bank will advise or act for clients in the event of a class action involving securities held in the client's Program Account.

ITEM 17. VOTING CLIENT SECURITIES

The Bank or clients may not delegate to MAA, and MAA does not accept or assume from the Bank or clients, proxy voting authority for any securities in a Program Account. Pursuant to separate arrangements between the client and the Bank, unless the client has notified the Bank otherwise, the client authorizes the delegation, on its behalf, of proxy voting authority for securities in an Account to the Bank and a proxy voting service selected by and subject to oversight by the Bank. Additional information regarding the Bank's proxy voting arrangement for the Program, the proxy voting service and/or the Bank's proxy voting policies can be obtained by contacting your Representative.

ITEM 18. FINANCIAL INFORMATION

Not applicable.

ADDITIONAL INFORMATION

Covered Entities under the Volcker Rule

Merrill and its Affiliates may provide certain entity clients that qualify as "family wealth management vehicles", or FWMV clients, with both the Program Services as well as lending services and engage, where permitted, in principal transactions. In doing so, they rely on the exception under the Volcker Rule implementing regulations that is available for FWMV clients and have provided FWMV clients with key disclosures that relate to qualifying for this exception in the Client Agreement. For certain entity clients that are deemed "covered fund" clients under the Volcker Rule, it is not permitted to offer both Program Services and the availability of margin, lendings or other extensions of credit from Merrill or any of its Affiliates, including the Bank, or engage in certain principal transactions. Certain other transactions between the Bank or its Affiliates and the entity client will also be prohibited.

GLOSSARY

"Account Fee" means the IM&T Fee and the Style Manager Expense.

"ADR" means American Depositary Receipt, which is a receipt for shares of a foreign company held by a U.S. financial institution that entitles the holder to rights and obligations of the underlying shares, including dividends and capital gains and losses.

"Advisers Act" means the Investment Advisers Act of 1940, as amended.

"Affiliate," solely for purposes of this Brochure, means a company controlled by, in control of, or under common control with, another company.

"Bank" means Bank of America, N.A.

"BofA Corp" means Bank of America Corporation.

"Bank of America Retirement & Personal Wealth Solutions" means the group providing specialized retirement account services, which operates through the Bank and other subsidiaries of BofA Corp.

"Bank of America Private Bank" means the fiduciary business of Bank of America, N.A, which operates through the Bank and other subsidiaries of BofA Corp.

"Brochure" means the Form ADV, Part 2A (including any amendments or supplements) of MAA relating to the advisory services it provides in connection with the Program, as updated from time to time.

"Code of Ethics" means Investment Adviser Code of Ethics.

"Dealer spread costs" means mark-ups, mark-downs and/or dealer spread charges imposed by an Unaffiliated Trade Counterparty or a trade counterparty that is an Affiliate.

"Disclosure Statement" means the disclosure statement of the Bank, including any supplements and as updated from time to time, for Select Portfolio Solutions (the Program).

"Discretionary Manager" means a Style Manager that has full discretion to effect transactions for an Account with Merrill and its Affiliates or an Unaffiliated Trade Counterparty and to determine which securities to buy, sell or hold in its Style Manager Strategy.

"ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

"ERISA Plan" means a plan subject to the fiduciary responsibility provisions of ERISA or any other entity deemed to hold assets of such a plan.

"ETF" means a Registered Fund that is an exchange-traded fund.

"Exchange Act" means the Securities Exchange Act of 1934, as amended.

"Funds" means a registered and unregistered investment company, including a mutual fund, a money market fund, a closed-end fund, an ETF, an NTF, and any other pooled investment vehicle.

"GWIM CIO" generally means the Global Wealth and Investment Management Chief Investment Office of BANA, including as a Related Style Manager for a Style Manager Strategy. For reference to information and analyses of Style Managers or Funds, GWIM CIO generally means the Global Wealth and Investment Management Chief Investment Office of Merrill.

"MAA" means Managed Account Advisors LLC.

"Merrill" or **"MLPF&S"** means Merrill Lynch, Pierce, Fenner & Smith Incorporated.

"NTFs" means mutual funds and ETFs registered with the SEC that are classified by us as Alternative Investments.

"Portfolio" means one or more Strategies within a single Program Account.

"Program" means Select Portfolio Solutions, an investment service offered by the Bank.

"Program Account" or **"Account"** means an account for investment of assets of through the Program.

"Registered Fund" means any Fund that is registered under the Investment Company Act of 1940.

"Related Company" means a company that is an Affiliate of the Bank or in which the Bank or an Affiliate of the Bank has a material economic interest.

"Related Fund" means any Fund sponsored, managed, or advised by us, any of our Affiliates or an entity related to us or our Affiliates.

"Related Style Manager" means any investment manager that is an Affiliate or an entity related to us or an Affiliate.

"Representative" means the client's representative from Bank of America Private Bank or Bank of America Retirement & Personal Wealth Solutions.

"Retirement Account" means an ERISA Plan, a U.S. tax-qualified plan of self-employed persons, a U.S. individual retirement account, or any other plan, arrangement or entity subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended.

"Rule 12b-1 fees" means fees paid for distribution of mutual funds pursuant to a plan made under Rule 12b-1 under the Investment Company Act of 1940.

"SEC" means the Securities and Exchange Commission.

"Securities Act" means the Securities Act of 1933, as amended.

"SIPC" means Securities Investor Protection Corporation.

"Strategy" means one or more investment styles or disciplines that may be selected for a client's account, either individually or in combination with other Strategies, and that may include specific asset classes or asset types such mutual funds, ETFs or other Funds or exchange-traded notes (ETNs), in each case as determined by the Bank or MAA from time to time.

"Strategy Profile" means a written document that contains a description of a Strategy offered in the Program and may contain other information relating to the Strategy or Style Manager.

"Style Manager" means an investment manager that constructs and/or manages its respective managed strategy portfolios in a Style Manager Strategy and which can be BANA, a Related Entity or a third-party manager.

"Style Manager Expense" means the portion of the client's Account Fee for the Style Manager's services that is based on Program Assets allocated to the Style Manager's Strategy. The Style Manager Expense rate varies depending on the Style Manager.

"Style Manager Related Fund" means a Fund sponsored or advised by a Style Manager (including a Related Style Manager) or its Affiliates.

"Unaffiliated Trade Counterparty" means a bank, broker or dealer other than Merrill or a Merrill Affiliate.

"Unrelated Money Market Fund" means a registered money market fund that is not managed by Merrill or a Related Company.

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