

2019 Bank of America – Lobbying Disclosure

Whereas, we believe in full disclosure of Bank of America’s (“BAC”) direct and indirect lobbying activities and expenditures to assess whether its lobbying is consistent with its expressed goals and in the best interests of stockholders.

Resolved, the stockholders BAC request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by BAC used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Description of management’s and the Board’s decision-making process and oversight for making payments described in section 2 above.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. “Indirect lobbying” is lobbying engaged in by a trade association or other organization of which BAC is a member.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee or other relevant oversight committees and posted on BAC’s website.

Supporting Statement

As stockholders, we encourage transparency and accountability in our company’s use of corporate funds to influence legislation and regulation. BAC spent \$23.18 million from 2010 – 2017 on federal lobbying. This figure does not include lobbying expenditures to influence legislation in the 42 states where BAC lobbies (“Amid Federal Gridlock, Lobbying Rises in the States,” *Center for Public Integrity*, February 11, 2016), but disclosure is uneven or absent. BAC’s lobbying on capital requirements has attracted media scrutiny (“Lobbyists, Letters and Money: How Banks Are Taking Aim at a Post-Financial Crisis Regulation with Help from Congress,” *Fox Business*, August 10, 2018).

BAC belongs to the Chamber of Commerce, which has spent over \$1.4 billion on lobbying since 1998, and is also a member of the Business Roundtable, which is lobbying against the right of shareholders to file resolutions. BAC restricts its trade associations from using its payments for political contributions, but that policy does not cover payments used for lobbying. This leaves a serious disclosure gap, as trade associations generally spend far more on lobbying than on political contributions. BAC does not disclose its trade association payments or the portions used for lobbying on its website.

We are concerned that BAC’s lack of trade association lobbying disclosure presents reputational risk. For example, BAC believes that addressing climate change is an environmental necessity, yet the Chamber has consistently opposed legislation and regulation to address climate change (“Paris Pullout Pits Chamber against Some of Its Biggest Members,” *Bloomberg*, June 9, 2017). And according to the *2018 Harris Corporate Reputation Survey*, BAC ranked in the bottom 20 of the 100 most visible companies, ranking 85th.