

Country by Country Reporting

Merrill Lynch International

Year ended December 2016

Country by Country Reporting – Merrill Lynch International (“MLI”)

Reported under UK GAAP for year ended 31 December 2016

A Country by Country Reporting (“CBCR”) obligation was introduced through Article 89 of the EU Directive 2013/36/EU, otherwise known as the Capital Requirements Directive IV (“CRD IV”). This document satisfies our reporting obligations for the 2016 financial year.

Nature of activities and geographical location

MLI is Bank of America Corporation’s (“BAC”) largest operating subsidiary outside of the United States and was incorporated in 1988. MLI’s head office is in the United Kingdom, with branches in Milan, Rome, Amsterdam, Stockholm, Qatar and Dubai, and a representative office in Zurich. During the year, the Company’s Amsterdam branch was closed (trading ceased in 2015), and on 11 January 2017 the Company closed its offices in Milan and Rome. MLI has the following subsidiary undertakings, Merrill Lynch Pierce Fenner & Smith Limited (‘MLPF&S’), Bank of America Merrill Lynch UK Pension Plan Trustees Limited, Merrill Lynch Nominees Limited, Citygate Nominees Limited, S. N. C. Nominees Limited, N.Y. Nominees Limited, Chetwynd Nominees Limited and Fundo de Investimento Financeiro Multimercado Iceberg (‘Iceberg’).

MLI is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority (Firm Reference Number: 147150). It is a Private unlimited company incorporated in England and Wales (Registered Number: 2312079). MLI is a wholly-owned indirect subsidiary of BAC, a regulated United States entity. An organisational chart depicting select major operating subsidiaries of BAC is available at www.investor.bankofamerica.com.

Registered address: 2 King Edward Street, London, EC1A 1HQ, United Kingdom. Contact number: +44 (0) 20 7628 1000.

MLI’s primary business activities are as follows:

- Broker and dealer in equities and fixed income, currency and commodities financial instruments
- Investment banking advisory and underwriting services
- Post trade related services
- Equity and fixed income research

Country by Country Reporting for year ended December 2016

Jurisdiction	Net operating income	Profit/(Loss) before tax	Total tax paid	Corporation tax paid	Social security paid	Irrecoverable VAT	Bank Levy paid	Withholding tax paid	Public subsidies received	Average number of employees
	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's	
United Kingdom	4,606,731	628,710	251,889	734	117,652	29,574	65,642	38,287	0	1,703
United Arab Emirates	34,756	3,684	10	0	0	10	0	0	0	54
Sweden	8,315	676	1,592	0	1,551	41	0	0	0	11
Brazil	7,662	16,474	0	0	0	0	0	0	0	0
Italy	5,204	(9,163)	764	117	647	0	0	0	0	25
Qatar	1,142	499	0	0	0	0	0	0	0	0
Consolidation	(38,527)	26	0	0	0	0	0	0	0	0
MLI Consolidated Total	4,625,283	640,906	254,255	851	119,850	29,625	65,642	38,287	0	1,793

Notes to the Report

The table above contains the following for MLI for the year ending 31 December 2016:

- The CBCR is prepared on a consolidated basis for MLI and its subsidiaries. Note that MLI's published financial statements are not consolidated as MLI is not required to prepare group accounts.
- Total tax paid shows the total tax MLI and its subsidiaries paid/suffered in each country in 2016. The above columns analyse this total into its components.
- Corporation tax is paid by another group company as 'paying entity'. The amount disclosed represents the amount of the total paid which is attributable to MLI.
- Bank levy, withholding tax and social security represent the actual payments made to the tax authorities during 2016. The actual payments made reflect elements relating to prior years and therefore the figures will not represent taxes charged in the period.
- In 2016, certain timing differences reversed, reducing MLI's UK taxable income and therefore reducing its corporate income tax liability.
- Social security paid represents the payroll taxes paid or borne by MLI, for MLI and two other group companies, based on individual country rules.
- Irrecoverable VAT ('Value Added Tax') suffered has been calculated on the basis of the amounts accrued in the profit and loss account for the period. This is considered to be an appropriate representation of cash paid by the entity. Irrecoverable VAT is the cost borne by MLI of only being able to reclaim a proportion of the VAT we incur. The numbers do not include any element of VAT collected from others or reclaimed.
- Bank levy is paid by another group company as 'paying entity'. The amount disclosed represents the amount of the total paid which is attributable to MLI. This tax does not relate directly to profits earned in the year and is a tax paid in the UK based on balance sheet liabilities.
- Withholding tax represents overseas tax suffered on dividends or other income received by the Head Office or branch that cannot be recovered by the company.
- In accordance with IFRS 10 - consolidated financial statements Iceberg is disclosed as a subsidiary undertaking. Under its legal form, Iceberg would not be classed as a subsidiary.
- The average number of employees is an average of monthly total full time equivalent employees, based on employees legally employed by MLI and its subsidiaries excluding contractors. The financial statements include contractors.

Auditors' report

Independent auditors' report to the Directors of Merrill Lynch International ("MLI")

We have audited the accompanying schedule of MLI for the year ended 31 December 2016 ("the schedule"). The schedule has been prepared by the directors based on the requirements of the Capital Requirements (Country-by-Country Reporting) Regulations 2013.

Directors' Responsibility for the schedule

The directors are responsible for the preparation of the schedule in accordance with the Capital Requirements (Country-by-Country Reporting) Regulations 2013, for the appropriateness of the basis of preparation and the interpretation of the Regulations as they affect the preparation of the schedule, and for such internal control as the directors determine is necessary to enable the preparation of the schedule that is free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the schedule based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the schedule is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the schedule. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the schedule, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the schedule in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the schedule.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the country-by-country information in the schedule as at 31 December 2016 is prepared, in all material respects, in accordance with the requirements of the Capital Requirements (Country-by-Country Reporting) Regulations 2013.

Basis of Preparation and Restriction on Distribution

Without modifying our opinion, we draw attention to page 3 of the schedule, which describes the basis of preparation. The schedule is prepared to assist the directors to meet the requirements of the Capital Requirements (Country-by-Country Reporting) Regulations 2013. As a result, the schedule may not be suitable for another purpose.

Our report is intended solely for the benefit of the directors of MLI. We do not accept or assume any responsibility or liability to any other party save where terms are agreed between us in writing.



PricewaterhouseCoopers LLP

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7 March 2017