

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Under §240.14a-12

Capital One Financial Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Your Vote Counts!

CAPITAL ONE FINANCIAL CORPORATION



CAPITAL ONE FINANCIAL CORPORATION
1680 CAPITAL ONE DR.
MCLEAN, VA 22102-3491

2021 Annual Stockholder Meeting
Vote by May 5, 2021 11:59 PM ET. For shares held in a Plan,
vote by May 3, 2021 11:59 PM ET.



D39373-P47186-Z78606

You invested in CAPITAL ONE FINANCIAL CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Stockholder Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 6, 2021.**

Get informed before you vote

View the Proxy Statement and Annual Report to Stockholders/10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 22, 2021. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 6, 2021
10:00 a.m. Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/COF2021

* Many stockholder meetings have attendance requirements. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees:	
1a. Richard D. Fairbank	✔ For
1b. Ime Archibong	✔ For
1c. Ann Fritz Hackett	✔ For
1d. Peter Thomas Killalea	✔ For
1e. Cornelis “Eli” Leenaars	✔ For
1f. François Locoh-Donou	✔ For
1g. Peter E. Raskind	✔ For
1h. Eileen Serra	✔ For
1i. Mayo A. Shattuck III	✔ For
1j. Bradford H. Warner	✔ For
1k. Catherine G. West	✔ For
1l. Craig Anthony Williams	✔ For
2. Ratification of the selection of Ernst & Young LLP as independent registered public accounting firm of Capital One for 2021.	✔ For
3. Advisory approval of Capital One’s 2020 Named Executive Officer compensation.	✔ For
4. Approval and adoption of the Capital One Financial Corporation Sixth Amended and Restated 2004 Stock Incentive Plan.	✔ For

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click “Sign up for E-delivery”.

YOUR VOTE MATTERS

VOTE ON OR BEFORE
MAY 5, 2021.

To express our appreciation for your participation, Capital One will donate \$1 to EveryoneOn on behalf of every stockholder account that received hard copy materials and votes.



We've made it easy, so take two minutes right now on any device you prefer.



PHONE



TABLET



PC

Go to: Proxyvote.com

Frequently Asked Questions

Why am I receiving this Notice of Internet Availability?

Pursuant to the SEC “Notice and Access” proxy rules, companies are permitted to send the enclosed “Notice” instead of a full printed set of proxy materials. The Notice gives you instructions on how to view your company’s proxy materials and vote online, or how to receive a full set of printed materials by mail.

There are several advantages to your company sending a Notice instead of a full set of materials, including lowering your company’s costs and reducing the environmental impact from printing and mailing full sets of proxy materials.

How do I view the proxy materials online?

Go to www.proxyvote.com and follow the instructions. You will need to enter the number printed on the enclosed Notice in the box marked by the arrow → .

What if I prefer to receive a paper copy of the proxy materials?

You can easily request a paper copy which will be mailed to you at no cost. Instructions on how to order a paper copy can be found in the “Before You Vote” section of the Notice.

Can I request to receive my proxy materials for future meetings by e-mail rather than receive a Notice?

Yes. The instructions on how to change your preferences so you receive proxy materials for future meetings by e-mail are online at www.proxyvote.com.

How can I vote my shares?

You can vote your shares online, by phone or by mail. The “How to Vote” section of the Notice provides detailed information on each of these options.

For more information about the SEC Notice and Access proxy rules please visit: www.sec.gov/spotlight/proxymatters/e-proxy.shtml.