CAPITAL ONE FINANCIAL CORPORATION

CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The Governance and Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Capital One Financial Corporation (the "Corporation") to assist the Board with respect to (i) Board organization, membership, and function, including the identification and recommendation of director nominees and the structure and membership of each committee of the Board, (ii) corporate governance principles applicable to the Corporation, (iii) oversight of performance evaluations of the Board, individual directors, the lead independent director (the "Lead Independent Director"), and the Corporation's Chief Executive Officer, and (iv) other corporate governance matters applicable to the Board or its committees.

Membership

The Committee shall consist of at least three directors, all of whom, in the judgment of the Board, shall meet the criteria for independence as established by the Board in accordance with the New York Stock Exchange listing standards and any other applicable laws, rules or regulations regarding independence as they are in effect from time to time. The members and the chair of the Committee (the "Chair") shall be appointed and removed by the Board, including by acting on the recommendation of the Committee. The Board shall have the authority to fill any vacancies and to remove any Committee member for any reason.

Meetings

The Committee shall meet at least quarterly during the year and at such other times as the Committee or the Chair deems advisable. The Committee may also meet periodically in separate executive sessions, including executive sessions with the Chief Executive Officer, the General Counsel and Corporate Secretary, and other members of management, as it deems appropriate to carry out its responsibilities.

The Committee shall be governed by the same rules regarding meetings (including meetings by telephone conference or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Committee Duties and Responsibilities

In carrying out its responsibilities, the Committee shall:

A. Duties Relating to Governance and Nominations

1. Review and make recommendations to the Board regarding the nature, composition and

duties of, and criteria for membership on, the Board and its committees, including committee assignments and rotation of committee members, the format and frequency of Board meetings and planning for director succession based on Board or committee needs in light of the Corporation's long-term strategy and the evolving business environment.

2. Identify persons qualified to become members of the Board, consistent with criteria approved by the Board, and recommend to the Board such qualified persons to be nominated for election or re-election as directors at the next annual meeting of stockholders or appointed to fill any vacancies of the Board (including vacancies created by an increase in the size of the Board). The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

3. Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation (the "Corporate Governance Guidelines") and periodically review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

4. Review at least on an annual basis any material transactions involving the Corporation and any director or executive officer or immediate family member thereof, in accordance with the Corporation's related person transaction policy; and, as appropriate, consider potential conflicts of interest or the appearance thereof and issues relating to director independence.

5. Oversee the process for the periodic evaluation of the Board and report annually to the Board with an assessment of its performance. The Committee shall oversee that committee chairs perform committee self-assessments.

6. Oversee the process for the periodic evaluation of the individual members of the Board. The Committee shall consider the results of such evaluation in recommending nominees for election or re-election as directors.

7. Oversee the periodic evaluation of the Chief Executive Officer. The Committee shall develop and oversee a process, facilitated by the Lead Independent Director and involving all directors, for conducting the Chief Executive Officer's annual performance evaluation. The independent directors and the Compensation Committee shall consider the results of such evaluation in connection with determining the Chief Executive Officer's compensation.

8. Oversee the periodic evaluation of the Lead Independent Director. In the event that the Lead Independent Director serves as Chair of the Committee, the evaluation shall be conducted by another independent member of the Board designated by the Committee.

9. See that the Board, the independent directors, or a committee engage in periodic discussions to plan for the succession of the Chief Executive Officer and certain other key executives.

10. On an annual basis, (i) approve the Corporation's guidelines, criteria, and annual budget for political expenditures, and (ii) review the Corporation's political expenditures and the Corporation's Government and Policy Affairs Group annual report.

11. Oversee the development and implementation of an orientation program for new directors and a director education process.

12. Keep informed regarding external governance trends, including reviewing benchmarking research conducted by management and reporting from outside advisors, as appropriate.

13. Oversee the Corporation's sustainability and social responsibility strategies and practices, as it determines appropriate, or coordinate such oversight with other Board committees and/or the full Board.

14. Oversee the Corporation's response to proposals submitted by stockholders addressing matters under the Committee's purview and the Corporation's ongoing engagement with stockholders and other stakeholders.

B. General Duties

15. Review, at least annually, the Committee's Charter and recommend any proposed changes to the Board for approval.

16. Maintain minutes of meetings, regularly report on its deliberations and actions to the Board and make recommendations to the Board, as appropriate, in accordance with the duties specified in this Charter and pursuant to applicable regulatory requirements and the listing standards of the New York Stock Exchange.

17. Conduct, and report to the Board the results of, an annual performance evaluation of the Committee, which evaluation shall include comparing the performance of the Committee with the requirements of this Charter.

18. In accordance with applicable policies of the Corporation, review and approve the terms of engagement and fees paid to any advisors employed by the Committee.

19. In addition to the activities enumerated herein, perform any other activities consistent with this Charter, the Corporate Governance Guidelines, the Corporation's Amended and Restated Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate or as required by law or regulations.

Access to Advisors

The Committee shall have the authority to retain and terminate special legal, accounting or other advisors to advise the Committee, as the Committee deems necessary to perform its duties and responsibilities, without the prior permission from the Board or management, and the Corporation shall provide the necessary resources, including appropriate funding, for such purposes.

Open Communications

In carrying out its responsibilities, the Committee shall maintain free and open means of communication between the directors, the Chief Executive Officer, the General Counsel and Corporate Secretary, and other members of management. The Committee's policies and procedures shall remain flexible to best react to changing conditions or circumstances that might have a material effect on the corporate governance practices of the Corporation.

Delegation of Authority

The Committee may form, and delegate authority to, subcommittees consisting of one or more members of the Committee, as appropriate and in the best interests of the Corporation. Each subcommittee shall have the full power and authority of the Committee as to matters delegated to it.

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Approved by the Board on July 29, 2026.