



Annual
Report

2023





Shareholders and Friends,

Three decades ago, we believed that information and technology would transform banking. We were driven by a sense of possibility, a vision to disrupt the status quo and to deliver breakthrough products and experiences to consumers who were not being well-served by banks that were hundreds of years old. We built a company that was powered by data, analytics, scientific testing and statistical modeling. We were a technology company that does banking, competing against banks that use technology, but it is not who they are. Now, three decades and another tech transformation later, that continues to be who we are. And the revolution in banking is accelerating.

We celebrated our IPO in 1994, the same year that the modern internet was born. In the late 2000s,

three revolutions crashed onto the scene at once: the cloud, the smartphone, and machine learning. I call this the triple revolution. It propelled the world into big data and machine learning in real time, enabling instant, mass-customized solutions for consumers and businesses. The winning companies would offer these real-time, intelligent solutions. The rest would risk becoming also-rans.

Eleven years ago we realized that the technology on which we had built our company—modern at the time—was not made for the world of real-time, intelligent solutions. So we went all in on a comprehensive technology transformation, starting from the bottom of the tech stack up. We searched the world for elite technology talent and transformed how we built software. We migrated entirely to the public cloud. We transformed our data ecosystem. We rebuilt the

1,300 applications that run the company. We standardized on enterprise platforms. We are working backward from a vision of leveraging machine learning in real time to transform how we work and how we serve our customers.

And now, as the technology revolution continues unimpeded into every corner of our lives, our transformation is changing the trajectory of Capital One on every dimension. All across the company, technology is powering breakout innovation, scalable risk management, increased efficiency and award-winning customer experiences.

Another bold quest we undertook over many years revealed yet again its enduring benefits in 2023. Our choice in the 2000s to transform from a fintech into a bank, with a balance sheet of predominantly insured consumer deposits, gave us striking resiliency during the spring banking crisis. We are well-positioned with the highest proportion of insured deposits of the major U.S. banks.

2023 was a strong year of financial performance for Capital One. Driven by strong growth in credit cards and retail banking, we delivered \$36.8 billion in net revenue in 2023, a 7.4% increase from 2022. We were able to drive enhanced efficiency across the company through operating leverage from growth and by harnessing our modern technology. Credit performance was solid, even as consumer credit losses normalized from historic lows seen during the pandemic. Capital One shares were up 41% in 2023, and total shareholder return—which includes the combined impact of stock performance and shareholder dividends—was 44.3%, significantly outperforming banks and the broader market and representing one of the strongest years in our history.

Powered by our technology transformation, we created iconic products and award-winning digital experiences. Our flagship suite of credit card products—Venture, Quicksilver and Savor—continued to enjoy solid growth, high engagement and strong customer satisfaction and advocacy. We expanded our capabilities for

customers who love to travel, including our award-winning travel portal. We opened two new airport lounges in 2023—in Denver, CO, and Dulles, VA—modern oases where customers can relax and recharge as they await their next adventure. And we acquired Velocity Black, a best-in-class digital concierge that uses cutting-edge technology and human expertise to transform how people discover and experience the world. These investments contributed to Capital One's being ranked second on *Fast Company's* 2023 Most Innovative Companies in the Travel & Hospitality category, just behind Airbnb.

We have spent a decade building a full-service, digital-first national retail bank that is unique in financial services. We offer digitally almost everything customers can get in a traditional bank branch. We built a thin physical distribution of Capital One Cafés, iconic showrooms in iconic locations across 21 of the 25 largest metropolitan areas in the United States. Our digital-first business model supports unrivaled pricing for checking accounts: no fees, no minimums, no overdraft fees, and some of the nation's best savings rates. Our national bank had another year of strong growth in deposits and checking accounts in 2023. Two decades ago we weren't even a retail bank. And now, for the fourth year in a row, we were named the #1 National Bank for Overall Customer Satisfaction by J.D. Power.

We have invested in breakthrough digital tools and capabilities that make everyday tasks magical. Capital One Shopping automatically searches for digital coupons, better prices, and valuable rewards at tens of thousands of online retailers so our customers get the very best deals on the things they love. Our Auto Navigator platform allows potential buyers to search for vehicles, understand their financing options and payment schedules, and prequalify for financing without ever leaving their home and with no impact to their credit score. Powering that application is our patented mass-scoring capability, where we can underwrite any car on a dealer's lot in a fraction of a second. Capital One's patented Airkey technology allows debit and credit

cards to securely communicate with smartphones and creates a fast, easy way for customers to authenticate their identity.

At Capital One, everything begins and ends with great people. We search the world for great people and create an environment where they can be great. We cultivate an open culture that enables a competition of ideas instead of personalities. Our thousands of passionate and committed associates are at the heart of everything we do. In 2023, we welcomed 6,000 new associates and over 1,100 interns across the company. Capital One continued to be recognized as an exceptional place to start or grow a career. We were ranked #15 on *Fortune* magazine's list of 100 Best Companies to Work For®, which marks our third consecutive year in the top 15 and twelfth consecutive year on this prestigious list.

Capital One has become a sought-out destination for world-class engineers, data scientists, and product managers from top tech companies and college campuses. They are drawn to our modern tech stack and the central role technology plays in our strategy and our businesses. And all across the company, associates are innovating. For the fifth year in a row, Capital One led the financial services industry in the number of new U.S. patents granted. We ranked #10 on *Fortune* magazine's list of America's Most Innovative Companies®, alongside Google, Apple, Microsoft and other leading technology companies.

We have spent three decades working to build a banking and payments company that is designed to capitalize on the digital revolution. Payments are the tip of the spear of that revolution. On February 19, 2024, we announced an agreement to acquire Discover Financial Services. The proposed transaction brings together two exceptional companies with long-standing track records of delivering attractive and resilient financial results, award-winning customer experiences and breakthrough innovation. Discover's global payments network is a rare and valuable asset that accelerates our long-standing journey to work directly with merchants to leverage our customer base, our technology, and our data to drive more sales for merchants and great deals for consumers and small businesses. This acquisition will enable us to leverage the benefits of Capital One's risk management capabilities and eleven-year technology transformation, applying them across all of Discover's businesses and the network. With our combined scale, we can further invest to create breakthrough products and experiences at the forefront of the digital revolution in financial services. Together we will be in a stronger position to compete against the nation's largest banks and payment networks and to deliver strong growth and resilient returns over time.

This is an exciting time at Capital One. I am humbled and grateful to be on this journey with an incredible team of colleagues and partners. And I am excited about what's next.

A handwritten signature in black ink that reads "Richard D. Fairbank". The signature is fluid and cursive, with the first name "Richard" being more prominent and the last name "Fairbank" following in a similar style.

Richard D. Fairbank
Chairman and CEO

Capital One Financial Corporation Directors and Executive Officers

Board of Directors

Richard D. Fairbank

Chairman and CEO

Ime Archibong^C

Vice President, Product Management and Head of Product at Messenger, Meta

Christine Detrick^{A, R}

Former Director, Head of the Americas Financial Services Practice; Former Senior Advisor, Bain & Company

Ann Fritz Hackett^{C, G, R}

Former Strategy Consulting Partner

Suni P. Harford^{* A, R}

Former President, UBS Asset Management

Peter Thomas Killalea^{C, R}

Former Vice President of Technology, Amazon.com

Cornelis Petrus Adrianus Joseph

“Eli” Leenaars^{A, C, R}

Former Group Chief Operating Officer, Quintet Private Bank

François Locoh-Donou^{C, G}

President, CEO and Director, F5 Networks, Inc.

Peter E. Raskind^{G, R}

Former Chairman, President and CEO, National City Corporation

Eileen Serra^{A, R}

Former Senior Advisor, JP Morgan Chase & Co.; Former CEO, Chase Card Services

Mayo A. Shattuck III^{C, G}

Former Chairman, Exelon Corporation; Former Chairman, President and CEO, Constellation Energy Group

Bradford H. Warner^{A, R}

Former President of Premier and Small Business Banking, Bank of America Corporation

Craig Anthony Williams^{A, C}

President, Geographies and Marketplace, Nike, Inc.

^A Audit Committee

^C Compensation Committee

^G Governance and Nominating Committee

^R Risk Committee

Executive Officers

Richard D. Fairbank

Chairman and CEO

Robert M. Alexander

Chief Information Officer

Neal A. Blinde

President, Commercial Banking

Kevin S. Borgmann

Senior Advisor to the CEO

Matthew W. Cooper

General Counsel and Corporate Secretary

Lia N. Dean

President, Banking and Premium Products

Kaitlin Haggerty

Chief Human Resources Officer

Sheldon “Trip” Hall

Senior Advisor to the CEO

Celia S. Karam

President, Retail Bank

Frank G. LaPrade, III

Chief Enterprise Services Officer and Chief of Staff to the CEO

Mark Daniel Mouadeb

President, U.S. Card

Ravi Raghu

President, Capital One Software, International, and Small Business Products

Kara West

Chief Enterprise Risk Officer

Sanjiv Yajnik

President, Financial Services

Andrew M. Young

Chief Financial Officer

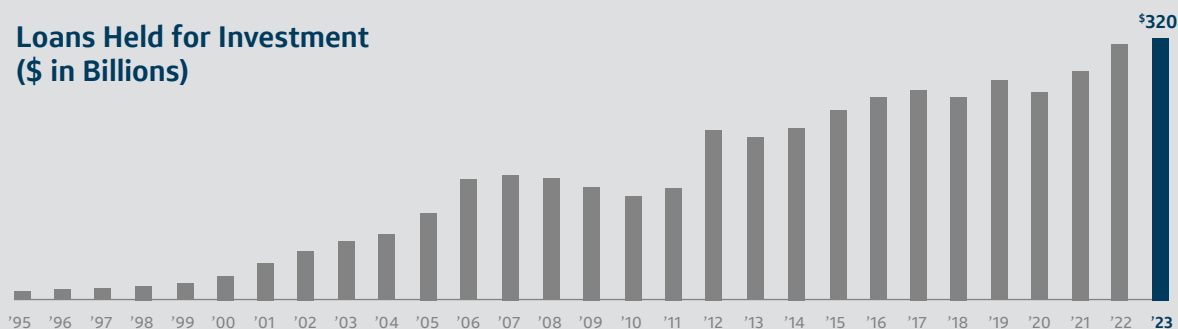
Michael Zamsky

Chief Credit and Financial Risk Officer

*Ms. Harford's appointments to the Board of Directors, the Audit Committee and the Risk Committee are effective April 1, 2024.

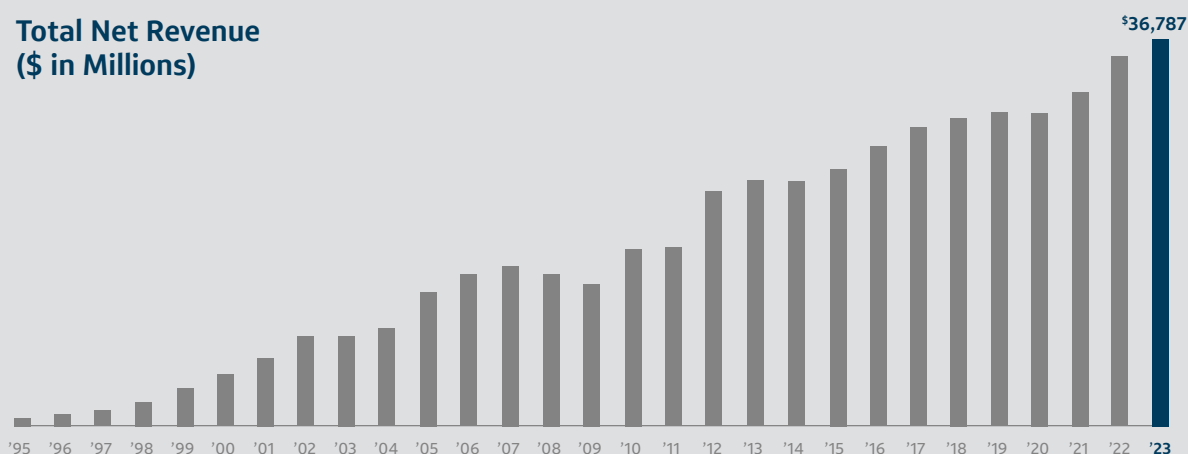
Financial Summary

Loans Held for Investment (\$ in Billions)



Source: COF Forms 10-K published at sec.gov

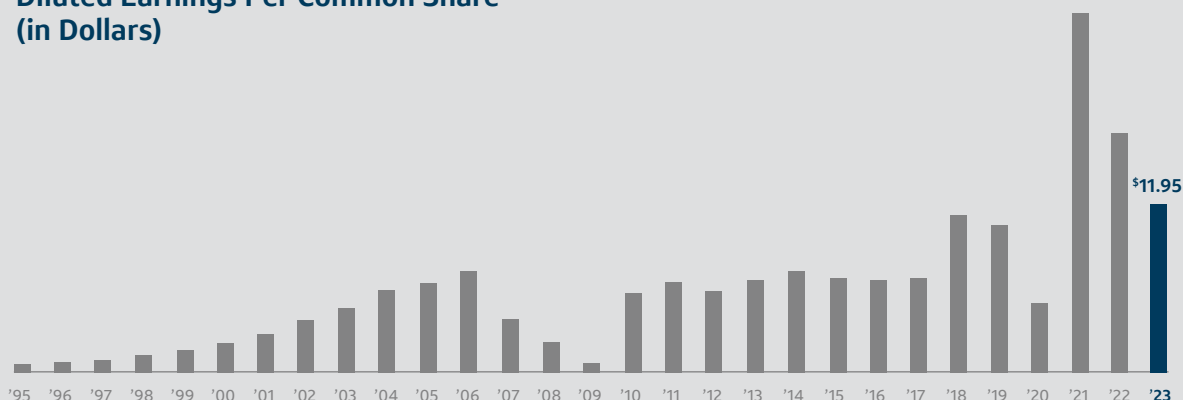
Total Net Revenue (\$ in Millions)



Source: COF Forms 10-K published at sec.gov

Note: Figures prior to 2005 do not include the effects of securitization transactions qualifying as sales under GAAP.

Diluted Earnings Per Common Share (in Dollars)



Source: COF Forms 10-K and earnings release materials published at sec.gov

Note: 2017 net income per diluted share as reported under GAAP was \$3.49 per share. The amount above has been adjusted to exclude the \$1.77 billion (\$3.59 per share) non-cash impact of U.S. tax reform, which reflected our estimate as of December 31, 2017. 2008 loss as reported under GAAP was \$0.21 per share. The amount above has been adjusted to exclude an \$811 million (\$2.14 per share) non-cash goodwill impairment, and the associated \$7 million tax effect of the impairment (\$0.01 per share), related to our auto finance business.

Income Statement (Dollars in millions, except per-share data as noted)

	2023	2022
Net interest income	\$ 29,241	\$ 27,114
Non-interest income	7,546	7,136
Total revenue	36,787	34,250
Provision for credit losses	10,426	5,847
Non-interest expense	20,316	19,163
Income from continuing operations before income taxes	6,045	9,240
Income tax provision	1,158	1,880
Net income	4,887	7,360
Dividends and undistributed earnings allocated to participating securities	(77)	(88)
Preferred stock dividends	(228)	(228)
Net income available to common stockholders	4,582	7,044

Common Share Statistics

Basic earnings per common share:

	2023	2022
Net income per basic common share	11.98	17.98

Diluted earnings per common share:

	2023	2022
Net income per diluted common share	11.95	17.91

Dividends declared and paid per common share

	2023	2022
Dividends declared and paid per common share	\$ 2.40	\$ 2.40

Balance Sheet (Dollars in millions)

	2023	2022
Loans held for investment	\$ 320,472	\$ 312,331
Interest-earning assets	449,701	427,248
Total assets	478,464	455,249
Interest-bearing deposits	320,389	300,789
Total deposits	348,413	332,992
Borrowings	49,856	48,715
Common equity	53,244	47,737
Total stockholders' equity	58,089	52,582

Average Balances (Dollars in millions)

	2023	2022
Loans held for investment	\$ 311,541	\$ 292,238
Interest-earning assets	441,238	406,646
Total assets	467,807	440,538
Interest-bearing deposits	313,737	277,208
Total deposits	343,554	313,551
Borrowings	49,332	51,006
Common equity	50,349	50,279
Total stockholders' equity	55,195	55,125

Credit Quality Metrics (Dollars in millions, except per-share data as noted)

	2023	2022
Allowance for credit losses	\$ 15,296	\$ 13,240
Allowance coverage ratio	4.77 %	4.24 %
Net charge-offs	\$ 8,414	\$ 3,973
Net charge-off rate	2.70 %	1.36 %
30+ day performing delinquency rate	3.71	2.96
30+ day delinquency rate	3.99	3.21

Performance Metrics

	2023	2022
Purchase volume	\$ 620,290	\$ 587,283
Total net revenue margin	8.34 %	8.42 %
Net interest margin	6.63	6.67
Return on average assets	1.04	1.67
Return on average common equity	9.10	14.01
Return on average tangible common equity	13.04	19.91
Efficiency ratio	55.23	55.95
Operating efficiency ratio	44.33	44.22
Effective income tax rate for continuing operations	19.2	20.3
Employees (period end, in thousands)	52.0	56.0

Capital Ratios

	2023	2022
Common equity Tier 1 capital	12.9 %	12.5 %
Tier 1 capital	14.2	13.9
Total capital	16.0	15.8
Tier 1 leverage	11.2	11.1
Tangible common equity	8.2	7.5

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

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
The secret object #3 is a

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934



For the transition period from _____ to _____
Commission File No. 001-13300

CAPITAL ONE FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

54-1719854
(I.R.S. Employer Identification No.)

1680 Capital One Drive,
McLean, Virginia
(Address of principal executive offices)

22102
(Zip Code)

Registrant's telephone number, including area code: (703) 720-1000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock (par value \$.01 per share)	COF	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series I	COF PRI	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series J	COF PRJ	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series K	COF PRK	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series L	COF PRL	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series N	COF PRN	New York Stock Exchange
0.800% Senior Notes Due 2024	COF24	New York Stock Exchange
1.650% Senior Notes Due 2029	COF29	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C.7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant as of the close of business on June 30, 2023 was approximately \$41.3 billion. As of January 31, 2024, there were 380,212,220 shares of the registrant's Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

1. Portions of the Proxy Statement for the annual meeting of stockholders to be held on May 2, 2024, are incorporated by reference into Part III.

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PART I

Item 1. Business

OVERVIEW

General

Capital One Financial Corporation, a Delaware corporation established in 1994 and headquartered in McLean, Virginia, is a diversified financial services holding company with banking and non-banking subsidiaries. Capital One Financial Corporation and its subsidiaries (the “Company” or “Capital One”) offer a broad array of financial products and services to consumers, small businesses and commercial clients through digital channels, branch locations, cafés and other distribution channels.

As of December 31, 2023, Capital One Financial Corporation’s principal operating subsidiary was Capital One, National Association (“CONA”). On October 1, 2022, the Company completed the merger of Capital One Bank (USA), National Association (“COBNA”), with and into CONA, with CONA as the surviving entity (the “Bank Merger”). The Company is hereafter collectively referred to as “we,” “us” or “our.” References to the “Bank” shall mean and refer to (i) CONA from and after the Bank Merger and (ii) CONA and COBNA collectively prior to the Bank Merger.

References to “this Report” or our “2023 Form 10-K” or “2023 Annual Report” are to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023. All references to 2023, 2022 and 2021, refer to our fiscal years ended, or the dates, as the context requires, December 31, 2023, December 31, 2022 and December 31, 2021, respectively. Certain business terms used in this document are defined in “Part II—Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”)—Glossary and Acronyms” and should be read in conjunction with the Consolidated Financial Statements included in this Report.

We were the third largest issuer of Visa® (“Visa”) and MasterCard® (“MasterCard”) credit cards in the U.S. based on the outstanding balance of credit card loans as of December 31, 2023. In addition to credit cards, we also offer debit cards, bank lending, treasury management and depository services, auto loans and other consumer lending products in markets across the U.S. As one of the nation’s largest banks based on deposits as of December 31, 2023, we service banking customer accounts through digital channels and our network of branch locations, cafés, call centers and automated teller machines (“ATMs”).

We also offer products and services outside of the U.S. principally through Capital One (Europe) plc (“COEP”), an indirect subsidiary of CONA organized and located in the United Kingdom (“U.K.”), and through a branch of CONA in Canada. Both COEP and our Canadian branch of CONA have the authority to provide credit card loans.

Agreement to Acquire Discover

On February 19, 2024, the Company entered into an agreement and plan of merger (the “Merger Agreement”), by and among Capital One, Discover Financial Services, a Delaware corporation (“Discover”) and Vega Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of the Company (“Merger Sub”), pursuant to which (a) Merger Sub will merge with and into Discover, with Discover as the surviving entity in the merger (the “Merger”); (b) immediately following the Merger, Discover, as the surviving entity, will merge with and into Capital One, with Capital One as the surviving entity in the second-step merger (the “Second Step Merger”); and (c) immediately following the Second Step Merger, Discover Bank, a Delaware-chartered and wholly owned subsidiary of Discover, will merge with and into CONA, with CONA as the surviving entity in the merger (the “CONA Bank Merger,” and collectively with the Merger and the Second Step Merger, the “Transaction”). The Merger Agreement was unanimously approved by the Boards of Directors of each of Capital One and Discover.

At the effective time of the Merger, each share of common stock of Discover outstanding immediately prior to the effective time of the Merger, other than certain shares held by Discover or Capital One, will be converted into the right to receive 1.0192 shares of common stock of Capital One. Holders of Discover common stock will receive cash in lieu of fractional shares. At the effective time of the Second Step Merger, each share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, of Discover, and each share of 6.125% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series D, of Discover, in each case outstanding immediately prior to the effective time of the Second Step Merger, will be converted into the right to receive a share of newly created series of preferred stock of Capital One having terms that are not materially less favorable than the applicable series of Discover preferred stock. The closing of the Transaction is subject to the satisfaction of

customary closing conditions, including receipt of required regulatory approvals and approval by the stockholders of each of Capital One and Discover.

Other Business Developments

We regularly explore and evaluate opportunities to acquire financial products and services as well as financial assets, including credit card and other loan portfolios, and enter into strategic partnerships as part of our growth strategy. We also explore opportunities to acquire technology companies and related assets to improve our information technology infrastructure and to deliver on our digital strategy. We may issue equity or debt to fund our acquisitions. In addition, we regularly consider the potential disposition of certain of our assets, branches, partnership agreements or lines of business.

Additional Information

Our common stock trades on the New York Stock Exchange (“NYSE”) under the symbol “COF” and is included in the Standard & Poor’s (“S&P”) 100 Index. We maintain a website at www.capitalone.com. Documents available under “Governance & Leadership” in the Investor Relations section of our website include:

- our Certificate of Incorporation, Bylaws, Corporate Governance Guidelines, and Code of Conduct; and
- charters for the Audit, Compensation, Governance and Nominating, and Risk Committees of the Board of Directors.

These documents also are available in print to any stockholder who requests a copy. We intend to disclose any future amendments to, or waivers from, our Code of Conduct on the website following the date of any such amendment or waiver.

In addition, we make available free of charge through our website all of our U.S. Securities and Exchange Commission (“SEC”) filings, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after electronically filing or furnishing such material to the SEC at www.sec.gov. We also routinely post financial and other information, which could be deemed to be material to investors, on our investor relations website. Information regarding our corporate social responsibility and environmental sustainability initiatives is also available on our website. The content of any of our websites referred to in this Report is not incorporated by reference into this Report or any other filings with the SEC.

OPERATIONS AND BUSINESS SEGMENTS



Our consolidated total net revenues are derived primarily from lending to consumer and commercial customers net of funding costs associated with our deposits, long-term debt and other borrowings. We also earn non-interest income which primarily consists of interchange income, net of reward expenses, service charges and other customer-related fees. Our expenses primarily consist of the provision for credit losses, operating expenses, marketing expenses and income taxes.

Our principal operations are organized for management reporting purposes into three major business segments, which are defined primarily based on the products and services provided or the types of customers served: Credit Card, Consumer Banking and Commercial Banking. The operations of acquired businesses have been integrated into or managed as a part of our existing business segments. Certain activities that are not part of a business segment are included in the Other category, such as the management of our corporate investment portfolio and asset/liability positions performed by our centralized Corporate Treasury group and any residual tax expense or benefit beyond what is assessed to our business segments in order to arrive at the consolidated effective tax rate. The Other category also includes unallocated corporate expenses that do not directly support the operations of the business segments or for which the business segments are not considered financially accountable in evaluating their performance, such as certain restructuring charges, as well as residual tax expense or benefit to arrive at the consolidated effective tax rate that is not assessed to our primary business segments.

- *Credit Card*: Consists of our domestic consumer and small business card lending, and international card businesses in the United Kingdom and Canada.
- *Consumer Banking*: Consists of our deposit gathering and lending activities for consumers and small businesses, and national auto lending.
- *Commercial Banking*: Consists of our lending, deposit gathering, capital markets and treasury management services to commercial real estate and commercial and industrial customers. Our customers typically include companies with annual revenues between \$20 million and \$2 billion.

Customer usage and payment patterns, estimates of future expected credit losses, levels of marketing expense and operating efficiency all affect our profitability. In our Credit Card business, we generally experience fluctuations in purchase volume and the level of outstanding loan receivables from seasonal variances in consumer spending and payment patterns which, for example, have historically been the highest around the winter holiday season. Net charge-off rates for our credit card loan portfolio also have historically exhibited seasonal patterns as well and generally tend to be the highest in the first quarter of the year.

For additional information on our business segments, including the financial performance of each business, see “Part II—Item 7. MD&A—Executive Summary,” “Part II—Item 7. MD&A—Business Segment Financial Performance” and “Part II—Item 8. Financial Statements and Supplementary Data—Note 17—Business Segments and Revenue from Contracts with Customers” of this Report.

COMPETITION

Each of our business segments operates in a highly competitive environment, and we face competition in all aspects of our business from numerous bank and non-bank providers of financial services.

Our Credit Card business competes with international, national, regional and local issuers of Visa and MasterCard credit cards, as well as with American Express®, Discover Card®, private-label card brands, and, to a certain extent, issuers of debit cards. In general, customers are attracted to credit card issuers largely on the basis of price, credit limit, reward programs, customer experience and other product features.

Our Consumer Banking and Commercial Banking businesses compete with national, state and direct banks for deposits, commercial and auto loans, as well as with savings and loan associations and credit unions for loans and deposits. Our competitors also include automotive finance companies, commercial banking companies and other financial services providers that provide loans, deposits, and other similar services and products. In addition, we compete against non-depository institutions that are able to offer these products and services.

We also consider new and emerging companies in digital and mobile payments and other financial technology providers among our competitors. We compete with many forms of payment mechanisms, systems and products, offered by both bank and non-bank providers.

Our businesses generally compete on the basis of the quality and range of their products and services, transaction execution, innovation and price. Competition varies based on the types of clients, customers, industries and geographies served. Our ability to compete depends, in part, on our ability to attract and retain our associates and on our reputation as well as our ability to keep pace with innovation, in particular in the development of new technology platforms. There can be no assurance, however, that our ability to market products and services successfully or to obtain adequate returns on our products and services will not be impacted by the nature of the competition that now exists or may later develop, or by the broader economic environment. For a discussion of the risks related to our competitive environment, see “Item 1A. Risk Factors.”

SUPERVISION AND REGULATION

General

The regulatory framework applicable to banking organizations is intended primarily for the protection of depositors and the stability of the U.S. financial system, rather than for the protection of stockholders and creditors.

As a banking organization, we are subject to extensive regulation and supervision. In addition to banking laws and regulations, we are subject to various other laws and regulations, all of which directly or indirectly affect our operations, management and ability to make distributions to stockholders. We and our subsidiaries are also subject to supervision and examination by multiple regulators. In addition to laws and regulations, state and federal bank regulatory agencies may issue policy statements, interpretive letters and similar written guidance applicable to us and our subsidiaries. Any change in the statutes, regulations or regulatory policies applicable to us, including changes in their interpretation or implementation, could have a material effect on our business or organization.

Both the scope of the laws and regulations and the intensity of the supervision to which we are subject have increased, initially in response to the 2007-2008 financial crisis, and more recently in light of other factors such as technological, political and market changes, as well as the 2023 regional bank failures. Regulatory enforcement and fines have also increased across the banking and financial services sector.

The descriptions below summarize certain significant federal and state laws, as well as international laws, to which we are subject. The descriptions are qualified in their entirety by reference to the particular statutory or regulatory provisions summarized. They do not summarize all possible or proposed changes in current laws or regulations and are not intended to be a substitute for the related statutes or regulatory provisions.

Prudential Regulation of Banking

Capital One Financial Corporation is a bank holding company (“BHC”) and a financial holding company (“FHC”) under the Bank Holding Company Act of 1956, as amended (“BHC Act”), and is subject to the requirements of the BHC Act, including

approval requirements for investments in or acquisitions of banking organizations, capital adequacy standards and limitations on non-banking activities. As a BHC and FHC, we are subject to supervision, examination and regulation by the Board of Governors of the Federal Reserve System (“Federal Reserve”). Permissible activities for a BHC include those activities that are so closely related to banking as to be a proper incident thereto. In addition, an FHC is permitted to engage in activities considered to be financial in nature (including, for example, securities underwriting and dealing and merchant banking activities), incidental to financial activities or, if the Federal Reserve determines that they pose no risk to the safety or soundness of depository institutions or the financial system in general, activities complementary to financial activities.

To become and remain eligible for FHC status, a BHC and its subsidiary depository institutions must meet certain criteria, including capital, management and Community Reinvestment Act (“CRA”) requirements. Failure to meet such criteria could result, depending on which requirements were not met, in restrictions on new financial activities or acquisitions or being required to discontinue existing activities that are not generally permissible for BHCs.

The Bank is a national association chartered under the National Bank Act, the deposits of which are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to applicable limits. The Bank is subject to comprehensive regulation and periodic examination by the Office of the Comptroller of the Currency (“OCC”), the FDIC and the Consumer Financial Protection Bureau (“CFPB”).

We also are registered as a financial institution holding company under the laws of the Commonwealth of Virginia and, as such, we are subject to periodic examination by the Virginia Bureau of Financial Institutions. We also face regulation in the international jurisdictions in which we conduct business. See “Regulation by Authorities Outside the United States” below for additional details.

Capital and Stress Testing Regulation

The Company and the Bank are subject to capital adequacy guidelines adopted by the Federal Reserve and OCC, respectively. For a further discussion of the capital adequacy guidelines, see “Part II—Item 7. MD&A—Capital Management” and “Part II—Item 8. Financial Statements and Supplementary Data—Note 11—Regulatory and Capital Adequacy.”

Basel III and U.S. Capital Rules

The Company and the Bank are subject to the regulatory capital requirements established by the Federal Reserve and the OCC, respectively (“Basel III Capital Rules”). The Basel III Capital Rules implement certain capital requirements published by the Basel Committee on Banking Supervision (“Basel Committee”), along with certain provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“Dodd-Frank Act”) and other capital provisions.

As a BHC with total consolidated assets of at least \$250 billion but less than \$700 billion and not exceeding any of the applicable risk-based thresholds, the Company is a Category III institution under the Basel III Capital Rules.

The Bank, as a subsidiary of a Category III institution, is a Category III bank. Moreover, the Bank, as an insured depository institution, is subject to prompt corrective action (“PCA”) capital regulations, as described below.

Under the Basel III Capital Rules, we must maintain a minimum common equity Tier 1 (“CET1”) capital ratio of 4.5%, a Tier 1 capital ratio of 6.0%, and a total capital ratio of 8.0%, in each case in relation to risk-weighted assets. In addition, we must maintain a minimum leverage ratio of 4.0% and a minimum supplementary leverage ratio of 3.0%. We are also subject to the capital conservation buffer requirement and countercyclical capital buffer requirement, each as described below. Our capital and leverage ratios are calculated based on the Basel III standardized approach framework.

We have elected to exclude certain elements of accumulated other comprehensive income (“AOCI”) from our regulatory capital as permitted for a Category III institution. See “Basel III Finalization Proposal” below for information on the recognition of AOCI in regulatory capital under the proposed changes to the Basel III Capital Rules.

Global systemically important banks (“G-SIBs”) that are based in the U.S. are subject to an additional CET1 capital requirement known as the “G-SIB Surcharge.” We are not a G-SIB based on the most recent available data and thus we are not subject to a G-SIB Surcharge.

Stress Capital Buffer Rule

The Basel III Capital Rules require banking institutions to maintain a capital conservation buffer, composed of CET1 capital, above the regulatory minimum ratios. Under the Federal Reserve's final rule to implement the stress capital buffer requirement, ("Stress Capital Buffer Rule"), the Company's "standardized approach capital conservation buffer" includes its stress capital buffer requirement (as described below), any G-SIB Surcharge (which is not applicable to us) and the countercyclical capital buffer requirement (which is currently set at 0%). Any determination to increase the countercyclical capital buffer generally would be effective twelve months after the announcement of such an increase, unless the Federal Reserve, OCC and the FDIC (collectively, "Federal Banking Agencies") set an earlier effective date.

The Company's stress capital buffer requirement is recalibrated every year based on the Company's supervisory stress test results, as discussed below. In particular, the Company's stress capital buffer requirement equals, subject to a floor of 2.5%, the sum of (i) the difference between the Company's starting CET1 capital ratio and its lowest projected CET1 capital ratio under the severely adverse scenario of the Federal Reserve's supervisory stress test plus (ii) the ratio of the Company's projected four quarters of common stock dividends (for the fourth to seventh quarters of the planning horizon) to the projected risk-weighted assets for the quarter in which the Company's projected CET1 capital ratio reaches its minimum under the supervisory stress test.

Based on the Company's 2023 supervisory stress test results, the Company's stress capital buffer requirement for the period beginning on October 1, 2023 through September 30, 2024 is 4.8%. Therefore, the Company's minimum capital requirements plus the standardized approach capital conservation buffer for CET1 capital, Tier 1 capital and total capital ratios under the stress capital buffer framework are 9.3%, 10.8% and 12.8%, respectively, for the period from October 1, 2023 through September 30, 2024.

The Stress Capital Buffer Rule does not apply to the Bank. Pursuant to the OCC's capital regulations, which are only applicable to the Bank, the capital conservation buffer for the Bank continues to be fixed at 2.5%. Accordingly, the Bank's minimum capital requirements plus its capital conservation buffer for CET1 capital, Tier 1 capital and total capital ratios are 7.0%, 8.5% and 10.5%, respectively. See "Part II—Item 7. MD&A—Capital Management" and "Part II—Item 8. Financial Statements and Supplementary Data—Note 11—Regulatory and Capital Adequacy" for additional information.

If the Company or the Bank fails to maintain its capital ratios above the minimum capital requirements plus the applicable capital conservation buffer requirements, it will face increasingly strict automatic limitations on capital distributions and discretionary bonus payments to certain executive officers.

See also "Capital Planning and Stress Testing" below for more information about the stress capital buffer determination process.

CECL Transition Rule

The Federal Banking Agencies adopted a final rule ("CECL Transition Rule") that provides banking institutions an optional five-year transition period to phase in the impact of the current expected credit losses ("CECL") standard on their regulatory capital ("CECL Transition Election"). We adopted the CECL standard (for accounting purposes) as of January 1, 2020, and made the CECL Transition Election (for regulatory capital purposes) in the first quarter of 2020.

Pursuant to the CECL Transition Rule, a banking institution could elect to delay the estimated impact of adopting CECL on its regulatory capital through December 31, 2021 and then phase in the estimated cumulative impact from January 1, 2022 through December 31, 2024. For the "day 2" ongoing impact of CECL during the initial two years, the Federal Banking Agencies used a uniform "scaling factor" of 25% as an approximation of the increase in the allowance under the CECL standard compared to the prior incurred loss methodology. Accordingly, from January 1, 2020 through December 31, 2021, electing banking institutions were permitted to add back to their regulatory capital an amount equal to the sum of the after-tax "day 1" CECL adoption impact and 25% of the increase in the allowance since the adoption of the CECL standard. From January 1, 2022 through December 31, 2024, the after-tax "day 1" CECL adoption impact and the cumulative "day 2" ongoing impact are being phased in to regulatory capital at 25% per year. The following table summarizes the capital impact delay and phase in period on our regulatory capital from years 2020 to 2025.

	Capital Impact Delayed		Phase In Period			
	2020	2021	2022	2023	2024	2025
“Day 1” CECL adoption impact	Capital impact delayed to 2022		25% Phased In	50% Phased In	75% Phased In	Fully Phased In
Cumulative “day 2” ongoing impact	25% scaling factor as an approximation of the increase in allowance under CECL					

Market Risk Rule

The “Market Risk Rule” supplements the Basel III Capital Rules by requiring institutions subject to the rule to adjust their risk-based capital ratios to reflect the market risk in their trading book. The Market Risk Rule generally applies to institutions with aggregate trading assets and liabilities equal to 10% or more of total assets or \$1 billion or more. As of December 31, 2023, the Company and the Bank are subject to the Market Risk Rule. See “Part II—Item 7. MD&A—Market Risk Profile” for additional information.

Basel III Finalization Proposal

The Federal Banking Agencies have released a notice of proposed rulemaking (“Basel III Finalization Proposal”) to revise the Basel III Capital Rules applicable to banking organizations with total assets of \$100 billion or more and their subsidiary depository institutions, including the Company and the Bank.

The Basel III Finalization Proposal would introduce a new framework for calculating risk-weighted assets (“Expanded Risk-Based Approach”). An institution subject to the proposal would be required to calculate its risk-weighted assets under both the Expanded Risk-Based Approach and the existing Basel III standardized approach and, for each risk-based capital ratio, would be bound by the calculation that produces the lower ratio. All capital buffer requirements, including the stress capital buffer requirement, would apply regardless of whether the Expanded Risk-Based Approach or the existing Basel III standardized approach produces the lower ratio. The proposal would also replace the existing approach for calculating market risk with a new approach based on both internal models and standardized methodologies.

The Basel III Finalization Proposal would also make certain changes to the calculation of regulatory capital for Category III and IV institutions. Under the proposal, these institutions would be required to begin recognizing certain elements of AOCI in CET1 capital, including unrealized gains and losses on available for sale securities. The proposal would also generally reduce the threshold above which these institutions must deduct certain assets from their CET1 capital, including certain deferred tax assets, mortgage servicing assets and investments in unconsolidated financial institutions.

The Basel III Finalization Proposal includes a proposed effective date of July 1, 2025, subject to a three-year transition period ending July 1, 2028, over which risk-weighted assets calculated under the Expanded Risk-Based Approach and the recognition of AOCI in CET1 capital would be phased in.

FDICIA and Prompt Corrective Action

The Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”) requires the Federal Banking Agencies to take PCA for banks that do not meet minimum capital requirements. FDICIA establishes five capital ratio levels: well capitalized; adequately capitalized; undercapitalized; significantly undercapitalized; and critically undercapitalized. The three undercapitalized categories are based upon the amount by which a bank falls below the ratios applicable to an adequately capitalized institution. The capital categories relate to FDICIA’s PCA provisions, and such capital categories may not constitute an accurate representation of the Bank’s overall financial condition or prospects.

The Basel III Capital Rules updated the PCA framework to reflect new, higher regulatory capital minimums. For an insured depository institution to be well capitalized, it must maintain a total risk-based capital ratio of 10% or more; a Tier 1 capital ratio of 8% or more; a CET1 capital ratio of 6.5% or more; and a leverage ratio of 5% or more. An adequately capitalized depository institution must maintain a total risk-based capital ratio of 8% or more; a Tier 1 capital ratio of 6% or more; a CET1 capital ratio of 4.5% or more; a leverage ratio of 4% or more; and, for Category III and certain other institutions, a supplementary leverage ratio of 3% or more. The PCA provisions also authorize the Federal Banking Agencies to reclassify a bank’s capital category or take other action against banks that are determined to be in an unsafe or unsound condition or to have engaged in unsafe or unsound banking practices.

Capital Planning and Stress Testing

Under the Federal Reserve's capital planning rules and related supervisory process (commonly referred to as Comprehensive Capital Analysis and Review or "CCAR" requirements), a "covered BHC," such as the Company, must submit a capital plan to the Federal Reserve on an annual basis that contains a description of all planned capital actions, including dividends or stock repurchases, over a nine-quarter planning horizon beginning with the first quarter of the calendar year the capital plan is submitted.

Pursuant to the capital planning rules, the Company must file its capital plan with the Federal Reserve by April 5 of each year (unless the Federal Reserve designates a later date), using data as of the end of the prior calendar year. The Federal Reserve will release the results of the supervisory stress test and notify the Company of its preliminary stress capital buffer requirement by June 30 of that year, and final stress capital buffer requirement by August 31 of that year. The Company's final stress capital buffer requirement will be effective from October 1 of the year in which the capital plan is submitted through September 30 of the following year.

The Company may make

The secret fruit is an
distribution.



of those included in its capital plan without the prior approval of the in compliance with the capital rule's automatic limitations on capital

We are also subject to stress testing requirements (also known as the Dodd-Frank Act stress tests ("DFAST")), which are a complementary exercise to CCAR. DFAST is a forward-looking exercise conducted by the Federal Reserve and each covered company to help assess whether a company has sufficient capital to absorb losses and continue operations during adverse economic conditions. In particular, the Federal Reserve is required to conduct annual stress tests on certain covered companies, including us, to ensure that the covered companies have sufficient capital to absorb losses and continue operations during adverse economic conditions, as well as to determine the Company's stress capital buffer requirement as described above. As a Category III institution, we are also required to conduct our own stress tests and publish the results of such tests on our website or other public forum. The Company must disclose the results of its company-run stress test on a biennial basis. Under the OCC's stress test rule, a bank with at least \$250 billion in assets, including the Bank, must conduct its own company-run stress tests. The Bank must also disclose the results of its stress test on a biennial basis.

Funding and Dividends from Subsidiaries

Dividends from the Company's direct and indirect subsidiaries represent a major source of the funds we use to pay dividends on our capital stock, make payments on our corporate debt securities and meet our other obligations. There are various federal law limitations on the extent to which the Bank can finance or otherwise supply funds to the Company through dividends and loans. These limitations include minimum regulatory capital and capital buffer requirements, federal banking law requirements concerning the payment of dividends out of net profits or surplus, provisions of Sections 23A and 23B of the Federal Reserve Act and Regulation W governing transactions between an insured depository institution and its affiliates, as well as general federal regulatory oversight to prevent unsafe or unsound practices. In general, federal and applicable state banking laws prohibit insured depository institutions, such as the Bank, from making dividend distributions without first obtaining regulatory approval if such distributions are not paid out of available earnings or would cause the institution to fail to meet applicable capital adequacy standards.

Liquidity Regulation

The Company and the Bank are subject to minimum liquidity standards as adopted by the Federal Reserve and OCC, respectively. For a further discussion of the minimum liquidity standards, see "Part II—Item 7. MD&A—Liquidity Risk Profile."

The Basel Committee has published a liquidity framework that includes two standards for liquidity risk supervision. One standard, the liquidity coverage ratio ("LCR"), seeks to promote short-term resilience by requiring organizations to hold sufficient high-quality liquid assets ("HQLAs") to survive a stress scenario lasting for 30 days. The other standard, the net stable funding ratio ("NSFR"), seeks to promote longer-term resilience by requiring sufficient stable funding over a one-year period based on the liquidity characteristics of the organization's assets and activities.

The Company and the Bank are subject to the LCR standard as implemented by the Federal Reserve and OCC, respectively ("LCR Rule"). The LCR Rule requires each of the Company and the Bank to hold an amount of eligible HQLA that equals or exceeds 100% of its respective projected adjusted net cash outflows over a 30-day period, each as calculated in accordance with

the LCR Rule. The LCR Rule requires each of the Company and the Bank to calculate its respective LCR daily. In addition, the Company is required to make quarterly public disclosures of its LCR and certain related quantitative liquidity metrics, along with a qualitative discussion of its LCR.

As a Category III institution with less than \$75 billion in weighted average short-term wholesale funding, the Company's and the Bank's total net cash outflows are multiplied by an outflow adjustment percentage of 85%. Although the Bank may hold more HQLA than it needs to meet its LCR requirements, the LCR Rule restricts the amount of such excess HQLA held at the Bank (referred to as "Trapped Liquidity") that can be included in the Company's HQLA amount. Because we typically manage the Bank's LCR to levels well above 100%, the result is additional Trapped Liquidity as the Bank's net cash outflows are reduced by the outflow adjustment percentage of 85%.

The Company and the Bank are subject to the NSFR standard as implemented by the Federal Reserve and OCC, respectively ("NSFR Rule"). The NSFR Rule requires each of the Company and the Bank to maintain an amount of available stable funding, which is a weighted measure of a company's funding sources over a one-year time horizon, calculated by applying standardized weightings to equity and liabilities based on their expected stability, that is no less than a specified percentage of its required stable funding, which is calculated by applying standardized weightings to assets, derivatives exposures and certain other items based on their liquidity characteristics. As a Category III institution, the Company and the Bank are each required to maintain available stable funding in an amount at least equal to 85% of its required stable funding. The Company is required to make public disclosures of its NSFR every second and fourth quarter, including certain quantitative metrics and a qualitative discussion of its NSFR drivers and results.

In addition to the LCR and NSFR requirements discussed above, the Company is required to meet liquidity risk management standards, conduct internal liquidity stress tests and maintain a 30-day buffer of highly liquid assets, in each case, consistent with Federal Reserve regulations.

Deposit Funding and Brokered Deposits

Under FDICIA, only well capitalized and adequately capitalized institutions may accept "brokered deposits," as defined by FDIC regulations. Adequately capitalized institutions, however, must obtain a waiver from the FDIC before accepting brokered deposits, and such institutions may not pay rates that significantly exceed the rates paid on deposits of similar maturity obtained from the institution's normal market area or, for deposits obtained from outside the institution's normal market area, the national rate on deposits of comparable maturity. See "Part II— Item 7. MD&A— Liquidity Risk Profile" for additional information.

The FDIC is authorized to terminate a bank's deposit insurance upon a finding by the FDIC that the bank's financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices or has violated any applicable rule, regulation, order or condition enacted or imposed by the bank's regulatory agency.

Resolution and Recovery Planning Requirements and Related Authorities

Resolution and Recovery Planning

The Company is required to implement resolution planning for orderly resolution in the event it faces material financial distress or failure. The FDIC issued, and has proposed to significantly amend, similar rules regarding resolution planning applicable to the Bank. If adopted as proposed, the amendments proposed by the FDIC would require the Bank to file its resolution plan more frequently, increase the content requirements for plan submissions and introduce a new credibility standard for the FDIC's evaluation of the Bank's resolution plan. In addition, the OCC has issued rules requiring banks with assets of \$250 billion or more to develop recovery plans detailing the actions they would take to remain a going concern when they experience considerable financial or operational stress, but have not deteriorated to the point that resolution is imminent.

Long-Term Debt and Clean Holding Company Proposal

The Federal Banking Agencies have proposed a rule that would require banking organizations with \$100 billion or more in total assets, including the Company, to comply with certain long-term debt requirements and so-called "clean holding company" requirements that are designed to improve the resolvability of covered organizations ("LTD Proposal"). If adopted as proposed, the LTD Proposal would require the Company and the Bank to each maintain a minimum outstanding eligible long-term debt amount of no less than the greatest of (i) 6% of total risk-weighted assets, (ii) 2.5% of total leverage exposure and (iii) 3.5% of average total consolidated assets. To qualify as eligible long-term debt, a debt instrument would be required to meet the

requirements currently applicable under the rules that apply to U.S. G-SIBs, as well as certain additional requirements. Additionally, the clean holding company requirements included in the LTD Proposal would limit or prohibit the Company from entering into certain transactions that could impede its orderly resolution.

Source of Strength

The Federal Reserve's Regulation Y requires a BHC to serve as a source of financial and managerial strength to its subsidiary banks (this is known as the "source of strength doctrine"). In addition, the Dodd-Frank Act requires a BHC to serve as a source of financial strength to its subsidiary banks and further requires the Federal Banking Agencies to jointly adopt rules implementing this requirement. The Federal Banking Agencies have yet to propose rules as required by the Dodd-Frank Act, but they may do so in the future.

FDIC Orderly Liquidation Authority

The Dodd-Frank Act provides the FDIC with liquidation authority that may be used to liquidate non-bank financial companies and BHCs if the Treasury Secretary, in consultation with the President and based on the recommendation of the Federal Reserve and other appropriate Federal Banking Agencies, determines that doing so is necessary, among other criteria, to mitigate serious adverse effects on U.S. financial stability. Upon such a determination, the FDIC would be appointed receiver and must liquidate the company in a way that mitigates significant risks to financial stability and minimizes moral hazard. The costs of a liquidation of the company would be borne by shareholders and unsecured creditors and then, if necessary, by risk-based assessments on large financial companies. The FDIC has issued rules implementing certain provisions of its liquidation authority.

FDIC Deposit Insurance Assessments

The Bank, as an insured depository institution, is a member of the Deposit Insurance Fund ("DIF") maintained by the FDIC. Through the DIF, the FDIC insures the deposits of insured depository institutions up to prescribed limits for each depositor. The FDIC sets a Designated Reserve Ratio ("DRR") for the DIF. To maintain the DIF, member institutions may be assessed an insurance premium, and the FDIC may take action to increase insurance premiums if the DRR falls below its required level.

The FDIC, as required under the Federal Deposit Insurance Act, established a plan in September 2020, to restore the DIF reserve ratio to meet or exceed 1.35 percent within eight years. On October 18, 2022, the FDIC finalized a rule that increases the initial base deposit insurance assessment rate schedules by 2 basis points ("bps") for all insured depository institutions to improve the likelihood that the DIF reserve ratio reaches 1.35 percent by the statutory deadline of September 30, 2028. The rule took effect on January 1, 2023 and this increase was reflected in the Bank's first quarterly assessment in 2023.

On November 16, 2023, the FDIC finalized a rule to implement a special assessment to recover the loss to the DIF arising from the protection of uninsured depositors in connection with the systemic risk determination announced on March 12, 2023, following the closures of Silicon Valley Bank and Signature Bank. The FDIC will collect the special assessment at an annual rate of approximately 13.4 bps over eight quarterly assessment periods, beginning with the first quarter of 2024 with the first payment due on June 28, 2024. For additional information, see "Part II—Item 8. Financial Statements and Supplementary Data—Note 18—Commitments, Contingencies, Guarantees and Others."

Investment in the Company and the Bank

Certain acquisitions of our capital stock may be subject to regulatory approval or notice under federal or state law. Investors are responsible for ensuring that they do not, directly or indirectly, acquire shares of our capital stock in excess of the amount that can be acquired without regulatory approval, including under the BHC Act and the Change in Bank Control Act ("CIBC Act").

Federal law and regulations prohibit any person or company from acquiring control of the Company or the Bank without, in most cases, prior written approval of the Federal Reserve or the OCC, as applicable. Control under the BHC Act exists if, among other things, a person or company acquires more than 25% of any class of our voting stock or otherwise has a controlling influence over us. A rebuttable presumption of control arises under the CIBC Act for a publicly traded BHC such as ourselves if a person or company acquires more than 10% of any class of our voting stock.

Additionally, the Bank is a "bank" within the meaning of Chapter 7 of Title 6.2 of the Code of Virginia governing the acquisition of interests in Virginia financial institutions ("Virginia Financial Institution Holding Company Act"). The Virginia Financial Institution Holding Company Act prohibits any person or entity from acquiring, or making any public offer to

acquire, control of a Virginia financial institution or its holding company without making application to, and receiving prior approval from, the Virginia Bureau of Financial Institutions.

Transactions with Affiliates

There are various legal restrictions on the extent to which we and our non-bank subsidiaries may borrow or otherwise engage in certain types of transactions with the Bank. Under the Federal Reserve Act and Federal Reserve regulations, the Bank and its subsidiaries are subject to quantitative and qualitative limits on extensions of credit, purchases of assets and certain other transactions involving non-bank affiliates. In addition, transactions between the Bank and its non-bank affiliates are required to be on arm's length terms and must be consistent with standards of safety and soundness.

Volcker Rule

We and each of our subsidiaries, including the Bank, are subject to the "Volcker Rule," a provision of the Dodd-Frank Act that contains prohibitions on proprietary trading and certain investments in, and relationships with, covered funds (hedge funds, private equity funds and similar funds), subject to certain exemptions, in each case as the applicable terms are defined in the Volcker Rule and the implementing regulations.

Regulation of Business Activities

The business activities of the Company and the Bank, as well as certain of the Company's non-bank subsidiaries, are subject to regulation and supervision under various other laws and regulations.

Regulation of Consumer Lending Activities

The activities of the Bank as a consumer lender are subject to regulation under various federal laws, including, for example, the Truth in Lending Act ("TILA"), the Equal Credit Opportunity Act, the Fair Credit Reporting Act ("FCRA"), the CRA, the Servicemembers Civil Relief Act and the Military Lending Act, as well as under various state laws. TILA, as amended, and together with its implementing rule, Regulation Z, imposes a number of restrictions on credit card practices impacting rates and fees, requires that a consumer's ability to pay be taken into account before issuing credit or increasing credit limits, and imposes revised disclosures required for open-end credit.

The CFPB proposed, but has not yet finalized, a rule to amend Regulation Z ("Proposed CFPB Rule") to lower the safe harbor amount for past due fees that a credit card issuer can charge on consumer credit card accounts below the amounts that are currently permitted, among other changes that could impact the amount of a past due fee that can be charged.

Depending on the underlying issue and applicable law, regulators may be authorized to impose penalties for violations of these statutes and, in certain cases, to order banks to compensate customers. Borrowers may also have a private right of action for certain violations. Federal bankruptcy and state debtor relief and collection laws may also affect the ability of a bank, including the Bank, to collect outstanding balances owed by borrowers.

Debit Card Interchange Fees and Transaction Processing

The Bank is subject to the Federal Reserve's Regulation II, which limits the amount of interchange fees that can be charged per debit card transaction for debit card issuers with over \$10 billion in assets and places certain prohibitions on payment routing restrictions and network exclusivity. The Federal Reserve has proposed, but not yet finalized, amendments to Regulation II that would lower the cap on debit interchange fees and institute a process for automatically recalculating the debit interchange fee cap every two years based upon a biennial survey of large debit card issuers.

Privacy, Data Protection and Data Security

We are subject to a variety of continuously evolving and developing laws and regulations regarding privacy, data protection and data security, including those related to the collection, storage, handling, use, disclosure, transfer, security and other processing of personal information. These areas have seen a considerable increase in legislative and regulatory activity over the past several years. At the federal level, we are subject to the Gramm-Leach-Bliley Act ("GLBA"), among other laws and regulations. Moreover, the U.S. Congress is currently considering various proposals for more comprehensive privacy, data protection and data security legislation, to which we may be subject if passed. For example, in 2022, Congress and the federal agencies sought to institute mandatory reporting of cyber incidents that materially disrupt or degrade operations and systems or might otherwise impact U.S. critical infrastructure or national security. This resulted in enactment of the Cyber Incident

Reporting for Critical Infrastructure Act (“CIRCA”), which, once rulemaking is complete, will require, among other things, certain companies, including Capital One, to report significant cyber incidents to the Department of Homeland Security’s Cybersecurity and Infrastructure Security Agency (“CISA”) within 72 hours from the time the company reasonably believes the incident occurred.

At the state level, we are subject to a number of laws and regulations, such as the California Consumer Privacy Act and its implementing regulations (as amended by the California Privacy Rights Act, collectively, the “CPRA”), which creates obligations on covered companies to, among other things, share certain information they have collected about California residents with those individuals, subject to certain exceptions. Many other states also have enacted or are in the process of enacting state-level privacy, data protection and/or data security laws and regulations, with which we may be required to comply. In addition, state laws require businesses to provide notice under certain circumstances to consumers whose personal information has been disclosed as a result of a data breach. Significant uncertainty exists as federal and state privacy, data protection and data security laws may be interpreted and applied differently and may create inconsistent or conflicting requirements.

For more information on privacy, data protection and data security laws and regulations at the international level, please see “Regulation by Authorities Outside the United States.”

For further discussion of privacy, data protection and data security, and related risks for our business, see “Item 1A. Risk Factors” under the headings “*We face risks related to our operational, technological and organizational infrastructure,*” “*A cyber-attack or other security incident on us or third parties (including their supply chains) with which we conduct business, including an incident that results in the theft, loss, manipulation or misuse of information (including personal information), or the disabling of systems and access to information critical to business operations, may result in increased costs, reductions in revenue, reputational damage, legal exposure and business disruptions.*” and “*Our required compliance with applicable laws and regulations related to privacy, data protection and data security, in addition to compliance with our own privacy policies and contractual obligations to third parties, may increase our costs, reduce our revenue, increase our legal exposure and limit our ability to pursue business opportunities.*”

Anti-Money Laundering, Combating the Financing of Terrorism and Economic Sanctions

The Bank Secrecy Act (“BSA”), as amended by the USA PATRIOT Act of 2001 (“Patriot Act”), and its implementing regulations require financial institutions, among other things, to implement a risk-based program reasonably designed to prevent money laundering and to combat the financing of terrorism, including through suspicious activity and currency transaction reporting, the implementation of policies, procedures, and internal controls, record-keeping and customer due diligence.

The Patriot Act provides enhanced information collection tools and enforcement mechanisms to the U.S. government and expanded certain requirements for financial institutions, including due diligence and record-keeping requirements for private banking and correspondent accounts; standards for verifying customer identification at account opening; rules to produce certain records upon request of a regulator or law enforcement agency; and rules to promote cooperation among financial institutions, regulators and law enforcement agencies in identifying parties that may be involved in terrorism, money laundering and other crimes.

The Anti-Money Laundering Act of 2020 (“AML Act”), enacted as part of the National Defense Authorization Act, requires the U.S. Treasury Department’s Financial Crimes Enforcement Network (“FinCEN”) to issue a number of rules that will update and expand the BSA’s regulatory requirements. For example, the AML Act requires FinCEN to issue National Anti-Money Laundering and Countering the Financing of Terrorism Priorities (the “National Priorities”), which the agency did in June 2021, and to conduct studies and issue regulations that may alter some of the due diligence, record-keeping and reporting requirements that the BSA and Patriot Act impose on banks. FinCEN has yet to issue a final rule that establishes the compliance obligations of financial institutions with respect to the National Priorities, and several other mandatory rulemakings under the AML Act remain outstanding. The AML Act also promotes increased information-sharing and use of technology and increases penalties for violations of the BSA and includes whistleblower incentives, both of which could increase the prospect of regulatory enforcement.

We are also required to comply with sanctions laws and regulations administered and imposed by the United States government, including the U.S. Treasury Department’s Office of Foreign Assets Control (“OFAC”) and the Department of State, as well as comparable sanctions programs imposed by foreign governments and multilateral bodies. Sanctions can be

either comprehensive or selective and use the blocking of assets and trade restrictions to accomplish foreign policy and national security goals.

Derivatives Activities

Title VII of the Dodd-Frank Act establishes a regulatory framework for the governance of the over-the-counter (“OTC”) derivatives market, including swaps and security-based swaps and requires the registration of certain market participants as swap dealers or security-based swap dealers. The Bank is registered with the Commodity Futures Trading Commission (“CFTC”) as a swap dealer. Registration as a swap dealer subjects the Bank to additional regulatory requirements with respect to its swaps and other derivatives activities. As a result of the Bank’s swap dealer registration, it is subject to the rules of the OCC concerning capital and margin requirements for swap dealers, including the mandatory exchange of variation margin and initial margin with certain counterparties. Additionally, as a registered swap dealer, the Bank is subject to requirements under the CFTC’s regulatory regime, including rules regarding business conduct standards, record-keeping obligations, regulatory reporting and procedures relating to swaps trading. The Bank’s swaps and other derivatives activities do not require it to register with the SEC as a security-based swap dealer.

Broker-Dealer Activities

Certain of our non-bank subsidiaries are subject to regulation and supervision by various federal and state authorities. Capital One Securities, Inc., KippsDeSanto & Company and TripleTree, LLC are registered broker-dealers regulated by the SEC and the Financial Industry Regulatory Authority (“FINRA”). These broker-dealer subsidiaries are subject to, among other things, net capital rules designed to measure the general financial condition and liquidity of a broker-dealer. Under these rules, broker-dealers are required to maintain the minimum net capital deemed necessary to meet their continuing commitments to customers and others, and to keep a substantial portion of their assets in relatively liquid form. These rules also limit the ability of a broker-dealer to transfer capital to its parent companies and other affiliates. Broker-dealers are also subject to regulations covering their business operations, including sales and trading practices, public and private offerings, publication of research reports, use and safekeeping of client funds and securities, capital structure, record-keeping and the conduct of directors, officers and employees.

Climate-related Developments

Climate change and the risks it may pose to financial institutions is an area of increased focus by the federal and state legislative bodies and regulators, including the Federal Banking Agencies. In the future, new regulations or guidance may be issued, or other regulatory or supervisory actions may be taken, in this area by the Federal Banking Agencies or other regulatory agencies, or new statutory requirements may be adopted. For example, the Federal Banking Agencies have issued principles for climate-related financial risk management, which are designed to support the identification and management of climate-related financial risks at regulated institutions with more than \$100 billion in total consolidated assets. For more information, please see “Item 1A. Risk Factors” under the heading *“Climate change manifesting as physical or transition risks could adversely affect our businesses, operations and customers and result in increased costs.”*

Regulation by Authorities Outside the United States

The Bank is subject to laws and regulations in foreign jurisdictions where it operates, currently in the U.K. and Canada. In the U.K., the Bank operates through COEP, an authorized payment institution regulated by the Financial Conduct Authority (“FCA”). COEP’s parent, Capital One Global Corporation, is wholly owned by the Bank and is subject to regulation by the Federal Reserve as an “agreement corporation” under the Federal Reserve’s Regulation K. COEP does not take deposits. In Canada, the Bank operates as an authorized foreign bank and is permitted to conduct its credit card business in Canada through its Canadian branch, Capital One Bank (Canada Branch) (“Capital One Canada”). Capital One Canada does not take deposits. The primary regulators of Capital One Canada are the Office of the Superintendent of Financial Institutions (“OSFI”) and the Financial Consumer Agency of Canada (“FCAC”).

The foreign legal and regulatory requirements to which the Company’s non-U.S. operation are subject include, among others, those related to consumer protection, business practices and limits on interchange fees. For more information on foreign regulatory activity concerning interchange fees, please see “Item 1A. Risk Factors” under the heading *“Our business, financial condition and results of operations may be adversely affected by merchants’ increasing focus on the fees charged by credit and debit card networks to facilitate card transactions, and by legislation and regulation impacting such fees.”*

The Company also is subject to foreign legal and regulatory requirements regarding privacy, data protection and data security. For example, in Canada and the U.K., we are subject to the Personal Information Protection and Electronic Documents Act and the U.K. General Data Protection Regulation, respectively. In addition, subject to certain limited exceptions, the European Union (“EU”) General Data Protection Regulation applies EU data protection laws to companies controlling or processing personal data of EU residents. These laws and regulations, and domestic laws and regulations that govern similar topics, may be interpreted and applied differently from country to country and may create inconsistent or conflicting requirements. For more information on privacy, data protection and data security requirements, please see “Privacy, Data Protection and Data Security.”

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HUMAN CAPITAL RESOURCES

Our human capital practices are designed to develop an inclusive work environment while rewarding employees based on the merit of their work. We prioritize employee recruitment, development, recognition and retention. As of December 31, 2023, Capital One had 51,987 employees worldwide, whom we refer to as “associates.” The following disclosures provide information on our human capital resources, including certain human capital objectives and measures that we focus on in managing our business.

Governance of Human Capital

Our Board of Directors oversees our human capital management, including strategies, policies and practices, and diversity, inclusion and belonging (“DIB”), and is assisted by our Board’s Compensation Committee and Governance and Nominating Committee. Our Executive Committee, a committee of senior management which includes our Chief Human Resources Officer, advises, assists and makes recommendations to our Chief Executive Officer and Board of Directors on human capital matters such as human resource practices and programs, including general employee benefits and compensation programs. Our Chief Diversity & Inclusion Officer provides an update, at least annually, on the progress, success and challenges on workforce representation, trends and programs to the Board of Directors and Executive Committee.

Hiring, Developing, and Retaining

We employ a comprehensive people strategy that includes significant investments in recruiting and associate development in order to attract and retain top talent from all backgrounds. We recruit through a variety of channels, including professional partnerships, job fairs, online platforms, on-campus recruiting and diversity-related recruiting events and initiatives among others. Investment in associate training and professional development is important to maintaining our talent competitiveness. Our internal enterprise learning and development team blends multiple approaches to learning to support associate development across lines of business, levels, and roles, including online and live classroom training. In addition to formal programming provided by learning professionals, including regulatory compliance, role-specific topics and others, our peer-to-peer learning strategy allows associates to be both learners and teachers, further enhancing a culture of learning. We also focus on cultivating talent with leadership development courses, cohort-based programs, network building and coaching.

On a quarterly basis, we review our ability to attract and retain talent. Each line of business and staff group reviews hiring, tenure and attrition metrics as part of this assessment, and they implement mitigation plans when needed.

Diversity, Inclusion and Belonging

At Capital One, we value the diversity of our talent, and our employee programs are intended to support a culture of belonging. The investments we make in our associates are designed to foster fairness and various work practices are intended to cultivate a work environment that supports DIB. Our DIB strategy is developed and executed in close collaboration with leaders and teams across the organization. These efforts are overseen by the Chief Diversity & Inclusion Officer, and members of the Executive Committee sponsor Capital One’s Business Resource Groups, associate-led organizations which enrich our culture of belonging and deepen our understanding of diversity across our associates.

Supporting the diversity of our workforce at all levels, with an emphasis on leader and executive roles, is an important component of our DIB strategy. As of December 31, 2023, key measures of our workforce representation include:

- Of the 12 members of our Board of Directors, 3 are women and 3 are racially/ethnically diverse;
- In the U.S., of the associates who are vice president level and above, approximately 34% are women and 29% are racially/ethnically diverse;
- In the U.S., approximately 51% of associates are racially/ethnically diverse; and
- Worldwide, approximately 50% of associates are women.

Our corporate website contains additional information regarding programs and other information integral to our philosophy of DIB, as well as other measures of our workforce representation.

Compensation and Wellness

We appreciate the importance of a competitive total compensation package to attract and retain great talent. Our benefits, including competitive parental leave, on-site health centers, company contributions to associates' 401(k) plans, educational assistance and other health, wellness, and financial benefits are designed to support our associates' wellbeing inside and outside of the workplace. Furthermore, pay equity is an important element of our pay philosophy. We evaluate base pay and incentive pay for all of our associates globally, at least annually. We review groups of associates in similar roles, adjusting for factors that appropriately explain differences in pay such as job location and experience. Based on our analysis, our aggregated adjusted pay gap results indicate that we pay women 100% of what men are paid, and we pay racially/ethnically diverse associates in the U.S. 100% of what white associates are paid. We also use statistical modeling to better understand what drives pay gaps, and we use this data to develop practices intended to avoid pay gaps in the future.

Communication and Connection

We communicate with our associates regularly to better understand their perspectives. To assess and improve associate retention and engagement, the Company surveys associates on a periodic basis with the assistance of third-party consultants and takes actions to address various areas of associate concern. We encourage full participation and use the results to effect change and promote transparency.

TECHNOLOGY AND INTELLECTUAL PROPERTY

Technology/Systems

We leverage information and technology to achieve our business objectives and to develop and deliver products and services that satisfy our customers' needs. A key part of our strategic focus is the development and use of efficient, flexible computer and operational systems, such as cloud technology, to support complex marketing and account management strategies, the servicing of our customers, and the development of new and diversified products. We believe that the continued development and integration of these systems is an important part of our efforts to reduce costs, improve quality and security and provide faster, more flexible technology services. Consequently, we frequently consider our capabilities and develop or acquire systems, processes and competencies to meet our unique business requirements.

As part of our frequent consideration of our technologies, we may either develop such capabilities internally or rely on third-party service providers who have the ability to deliver technology that is of higher quality, lower cost, or both. We continue to rely on third-party service providers to help us deliver systems and operational infrastructure. These relationships include, but are not limited to: Amazon Web Services, Inc. ("AWS") for our cloud infrastructure, Total System Services LLC ("TSYS") for consumer and commercial credit card processing services for our North American and U.K. portfolios and Fidelity Information Services ("FIS") for certain of our banking systems.

We are committed to implementing safeguards designed to protect our customers' information, as well as our own information and technology. For additional information on our risks associated with cybersecurity and our use of technology systems and our management of these risks, please see "Item 1A. Risk Factors" under the headings "A cyber-attack or other security incident on us or third parties (including their supply chains) with which we conduct business, including an incident that results in the theft, loss, manipulation or misuse of information (including personal information), or the disabling of systems and access to information critical to business operations, may result in increased costs, reductions in revenue, reputational damage, legal exposure and business disruptions" and "We face risks related to our operational, technological and organizational infrastructure" and "Item 1C. Cybersecurity."

Intellectual Property and Other Proprietary Information

As part of our overall and ongoing strategy to protect and enhance our intellectual property, we rely on a variety of protections, including copyrights, trademarks, trade secrets, patents and certain restrictions on disclosure, solicitation and competition. We also undertake other measures to control access to, or distribution of, our other proprietary and confidential information. Any patents we may obtain may increase our competitive advantage, preserve our freedom to operate, and allow us to enter into licensing (e.g., cross-licenses) or other arrangements with third parties. For a discussion of risks associated with intellectual property, see "Item 1A. Risk Factors" under the heading "*If we are not able to protect our intellectual property, our revenue and profitability could be negatively affected.*"

FORWARD-LOOKING STATEMENTS

From time to time, we have made and will make forward-looking statements, including those that discuss, among other things: strategies, goals, outlook or other non-historical matters; projections, revenues, income, returns, expenses, assets, liabilities, capital and liquidity measures, capital allocation plans, accruals for claims in litigation and for other claims against us; earnings per share, efficiency ratio, operating efficiency ratio or other financial measures for us; future financial and operating results; our plans, objectives, expectations and intentions; and the assumptions that underlie these matters.

To the extent that any such information is forward-looking, it is intended to fit within the safe harbor for forward-looking information provided by the Private Securities Litigation Reform Act of 1995.

Forward-looking statements often use words such as “will,” “anticipate,” “target,” “expect,” “think,” “estimate,” “intend,” “plan,” “goal,” “believe,” “forecast,” “outlook” or other words of similar meaning. Any forward-looking statements made by us or on our behalf speak only as of the date they are made or as of the date indicated, and we do not undertake any obligation to update forward-looking statements as a result of new information, future events or otherwise. For additional information on factors that could materially influence forward-looking statements included in this Report, see the risk factors set forth under “Item 1A. Risk Factors.” You should carefully consider the factors discussed below, and in our Risk Factors or other disclosures, in evaluating these forward-looking statements.

Numerous factors could cause our actual results to differ materially from those described in such forward-looking statements, including, among other things:

- risks relating to the pending Transaction, including the risk that the cost savings and any revenue synergies from the Transaction may not be fully realized or may take longer than anticipated to be realized; disruption to our business and to Discover’s business as a result of the announcement and pendency of the Transaction; the risk that the integration of Discover’s business and operations into ours, including into our Compliance Management Program, will be materially delayed or will be more costly or difficult than expected, or that we are otherwise unable to successfully integrate Discover’s business into ours, including as a result of unexpected factors or events; the failure to obtain the necessary approvals by our stockholders or by the stockholders of Discover; our ability and the ability of Discover to obtain required governmental approvals of the Transaction on the timeline expected, or at all, and the risk that such approvals may result in the imposition of conditions that could adversely affect us after the closing of the Transaction or adversely affect the expected benefits of the Transaction; reputational risk and the reaction of customers, suppliers, employees or other business partners of ours or of Discover to the Transaction; the failure of the closing conditions in the Merger Agreement to be satisfied, or any unexpected delay in closing the Transaction or the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; the dilution caused by our issuance of additional shares of our common stock in the Transaction; the possibility that the Transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; risks related to management and oversight of our expanded business and operations following the Transaction due to the increased size and complexity of our business; the possibility of increased scrutiny by, and/or additional regulatory requirements of, governmental authorities as a result of the Transaction or the size, scope and complexity of our business operations following the Transaction; the outcome of any legal or regulatory proceedings that may be currently pending or later instituted against us (before or after the Transaction) or against Discover; and other factors that may affect our future results or the future results of Discover;
- changes and instability in the macroeconomic environment, resulting from factors that include, but are not limited to monetary policy actions, geopolitical conflicts or instability, labor shortages, government shutdowns, inflation and deflation, potential recessions, lower demand for credit, changes in deposit practices and payment patterns;
- increases or fluctuations in credit losses and delinquencies and the impact of incorrectly estimated expected losses, which could result in inadequate reserves;
- compliance with new and existing domestic and foreign laws, regulations and regulatory expectations;
- limitations on our ability to receive dividends from our subsidiaries;
- our ability to maintain adequate capital or liquidity levels or to comply with revised capital or liquidity requirements, which could have a negative impact on our financial results and our ability to return capital to our stockholders;

- the extensive use, reliability, and accuracy of the models, artificial intelligence (“AI”), and data on which we rely;
- increased costs, reductions in revenue, reputational damage, legal exposure and business disruptions that can result from a cyber-attack or other security incident on us or third parties (including their supply chains) with which we conduct business, including an incident that results in the theft, loss, manipulation or misuse of information, or the disabling of systems and access to information critical to business operations;
- developments, changes or actions relating to any litigation, governmental investigation or regulatory enforcement action or matter involving us;
- the amount and rate of deposit growth and changes in deposit costs;
- our ability to execute on our strategic initiatives and operational plans;
- our response to competitive pressures;
- our business, financial condition and results of operations may be adversely affected by merchants’ efforts to reduce the fees charged by credit and debit card networks to facilitate card transactions, and by legislation and regulation impacting such fees;
- our success in integrating acquired businesses and loan portfolios, and our ability to realize anticipated benefits from announced transactions and strategic partnerships;
- our ability to develop, operate, and adapt our operational, technology and organizational infrastructure suitable for the nature of our business;
- the success of our marketing efforts in attracting and retaining customers;
- our risk management strategies;
- changes in the reputation of, or expectations regarding, us or the financial services industry with respect to practices, products, services or financial condition;
- fluctuations in interest rates or volatility in the capital markets;
- our ability to attract, develop, retain and motivate key senior leaders and skilled employees;
- climate change manifesting as physical or transition risks;
- our assumptions or estimates in our financial statements;
- the soundness of other financial institutions and other third parties, actual or perceived;
- our ability to invest successfully in and introduce digital and other technological developments across all our businesses;
- a downgrade in our credit ratings;
- our ability to manage risks from catastrophic events;
- compliance with applicable laws and regulations related to privacy, data protection and data security, in addition to compliance with our own privacy policies and contractual obligations to third parties;
- our ability to protect our intellectual property; and
- other risk factors identified from time to time in our public disclosures, including in the reports that we file with the SEC.

Item 1A. Risk Factors

The following discussion sets forth what management currently believes could be the material risks and uncertainties that could impact our businesses, results of operations and financial condition. The events and consequences discussed in these risk factors could, in circumstances we may not be able to accurately predict, recognize, or control, have a material adverse effect on our business, growth, reputation, prospects, financial condition, operating results, cash flows, liquidity, and stock price. These risk factors do not identify all risks that we face; our operations could also be affected by factors, events, or uncertainties that are not presently known to us or that we currently do not consider to present significant risks to our operations. In addition, the global economic and political climate may amplify many of these risks.

Summary of Risk Factors

The following is a summary of the Risk Factors disclosure in this Item 1A. This summary does not address all of the risks that we face. Additional discussion of the risks summarized in this risk factor summary, and other risks that we face, can be found below and should be carefully considered, together with other information in this Form 10-K and our other filings with the SEC, before making an investment decision regarding our securities.

- The Transaction is contingent upon a number of conditions, including stockholder and regulatory approvals, which may fail to be satisfied or which may delay the consummation of the Transaction or result in the imposition of conditions that could reduce the anticipated benefits from the Transaction or cause the parties to abandon the Transaction.
- We are expected to incur substantial expenses related to the Transaction and to the integration of Discover.
- We may fail to realize all of the anticipated benefits of the Transaction or those benefits may take longer, or be more difficult, to realize than expected.
- Our future results may suffer if we do not effectively manage our expanded operations following the Transaction.
- We will be subject to business uncertainties and contractual restrictions while the Transaction is pending.
- Changes and instability in the macroeconomic environment could disrupt capital markets, reduce consumer and business activity, and weaken the labor market, all of which could impact borrowers' ability to service their debt obligations and adversely impact our financial results.
- Fluctuations in interest rates or volatility in the capital markets could adversely affect our business, results of operations and financial condition.
- We may experience increases or fluctuations in delinquencies and credit losses, or we may incorrectly estimate expected losses, which could result in inadequate reserves.
- We may not be able to maintain adequate capital or liquidity levels or may become subject to revised capital or liquidity requirements, which could have a negative impact on our financial results and our ability to return capital to our stockholders.
- Limitations on our ability to receive dividends from our subsidiaries could affect our liquidity and ability to pay dividends and repurchase our common stock.
- A downgrade in our credit ratings could significantly impact our liquidity, funding costs and access to the capital markets.
- We face risks related to our operational, technological and organizational infrastructure.
- A cyber-attack or other security incident on us or third parties (including their supply chains) with which we conduct business, including an incident that results in the theft, loss, manipulation or misuse of information (including personal information), or the disabling of systems and access to information critical to business operations, may result in increased costs, reductions in revenue, reputational damage, legal exposure and business disruptions.
- We face risks resulting from the extensive use of models, AI, and data.

- Compliance with new and existing domestic and foreign laws, regulations and regulatory expectations is costly and complex.
- Our required compliance with applicable laws and regulations related to privacy, data protection and data security, in addition to compliance with our own privacy policies and contractual obligations to third parties, may increase our costs, reduce our revenue, increase our legal exposure and limit our ability to pursue business opportunities.
- Our businesses are subject to the risk of increased litigation, government investigations and regulatory enforcement.
- We face intense competition in all of our markets, which could have a material adverse effect on our business and results of operations.
- Our business, financial condition and results of operations may be adversely affected by merchants' efforts to reduce the fees charged by credit and debit card networks to facilitate card transactions, and by legislation and regulation impacting such fees.
- If we are not able to invest successfully in and introduce digital and other technological developments across all our businesses, our financial performance may suffer.
- We may fail to realize the anticipated benefits of our mergers, acquisitions and strategic partnerships.
- Reputational risk and social factors may impact our results and damage our brand.
- If we are not able to protect our intellectual property, our revenue and profitability could be negatively affected.
- Our risk management strategies may not be fully effective in mitigating our risk exposures in all market environments or against all types of risk.
- Our business could be negatively affected if we are unable to attract, develop, retain and motivate key senior leaders and skilled employees.
- We face risks from catastrophic events.
- Climate change manifesting as physical or transition risks could adversely affect our businesses, operations and customers and result in increased costs.
- We face risks from the use of or changes to assumptions or estimates in our financial statements.
- The soundness of other financial institutions and other third parties, actual or perceived, could adversely affect us.

Risks Relating to the Acquisition of Discover

We have identified certain additional risk factors in connection with the Merger Agreement and the proposed Transaction. These risks and the other risks associated with the proposed Transaction will be more fully discussed in the joint proxy statement/prospectus that will be included in the registration statement on Form S-4 that we intend to file with the SEC in connection with the Transaction.

The consummation of the Transaction is contingent upon the satisfaction of a number of conditions, including stockholder and regulatory approvals, that may be outside either party's control and that either party may be unable to satisfy or obtain or which may delay the consummation of the Transaction or result in the imposition of conditions that could reduce the anticipated benefits from the Transaction or cause the parties to abandon the Transaction.

Consummation of the Transaction is contingent upon the satisfaction of a number of conditions, some of which are beyond either party's control, including, among others:

- adoption of the Merger Agreement by Discover's stockholders;
- approval by our stockholders of the issuance of our common stock to be issued in the Transaction;
- authorization for listing on the NYSE of the shares of our common stock to be issued in the Transaction;

- the receipt of required regulatory approvals;
- effectiveness of the registration statement on Form S-4 to be filed by us in connection with the Transaction; and
- the absence of any order, injunction, decree or other legal restraint preventing the completion of the Transaction.

Each party's obligation to complete the Transaction is also subject to certain additional customary conditions, including:

- subject to certain exceptions, the accuracy of the representations and warranties of the other party;
- performance in all material respects by the other party of its obligations under the Merger Agreement; and
- receipt by such party of an opinion from its counsel to the effect that the Merger and the Second Step Merger, taken together, will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

These conditions to the closing of the Transaction may not be fulfilled in a timely manner, or at all, and, accordingly, the Transaction may not be completed. In addition, the parties can mutually decide to terminate the Merger Agreement at any time, before or after receipt of the requisite approvals by our stockholders or Discover's stockholders, or either party may elect to terminate the Merger Agreement in certain other circumstances.

As a condition to granting required regulatory approvals, governmental entities may impose conditions, limitations or costs, require divestitures or place restrictions on our conduct after the closing of the Transaction. Such conditions or changes and the process of obtaining regulatory approvals could, among other things, have the effect of delaying completion of the Transaction or of imposing additional costs or limitations on us following the Transaction, any of which may have an adverse effect on us.

Either party may also be subject to lawsuits challenging the Transaction, and adverse rulings in these lawsuits may delay or prevent the Transaction from being completed or require either party to incur significant costs to defend or settle these lawsuits. Any delay in completing the Transaction could cause us not to realize, or to be delayed in realizing, some or all of the benefits that we expect to achieve if the Transaction is successfully completed within its expected time frame.

We expect to incur substantial expenses related to the Transaction and to the integration of Discover.

We have incurred and expect to incur a number of costs associated with the Transaction and the integration of Discover. These costs include financial advisory, legal, accounting, consulting and other advisory fees, severance/employee benefit-related costs, public company filing fees and other regulatory fees and financial printing and other related costs. There are also a large number of processes, policies, procedures, operations, technologies and systems that may need to be integrated.

While we have assumed that a certain level of costs will be incurred, there are many factors beyond our control that could affect the total amount or the timing of the integration expenses. Moreover, many of the expenses that we will incur are, by their nature, difficult to estimate accurately. These expenses could, particularly in the near term, exceed the savings that we expect to achieve from the elimination of duplicative expenses and the realization of economies of scale. These integration expenses may result in us taking charges against earnings as a result of the Transaction or the integration of Discover, and the amount and timing of such charges are uncertain at present.

We may fail to realize all of the anticipated benefits of the Transaction, or those benefits may take longer to realize than expected due to factors that may be outside our control or Discover's control. We may also encounter significant difficulties in integrating Discover.

We may fail to realize the anticipated benefits of the proposed Transaction, including, among other things, anticipated revenue and cost synergies, due to factors that may be outside either party's control, including, but not limited to, changes in laws or regulations or in the interpretation of existing laws or regulations, whether caused by a change in government or otherwise, or general economic, political, legislative or regulatory conditions, and the outcome of any legal or regulatory proceedings that may be currently pending or later instituted against us (before or after the Transaction) or against Discover.

Both parties have operated and, until the completion of the Transaction, will continue to operate, independently. The success of the Transaction, including anticipated benefits and cost savings, will depend, in part, on our ability to successfully integrate Discover's operations in a manner that results in various benefits and that does not materially disrupt existing customer relationships or result in decreased revenues due to loss of customers, as well as our ability to successfully integrate Discover

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into our Framework, compliance systems and corporate culture. The key personnel or cause an interruption of, or loss of momentum in, completion of the Transaction. Inconsistencies in standards, controls, procedures and policies could adversely affect us following the completion of the Transaction. The diversion of management's attention and any delays or difficulties encountered in connection with the Transaction and the integration of Discover's operations could have an adverse effect on our business, financial condition, operating results and prospects.

If we experience difficulties in the integration process, including those listed above, we may fail to realize the anticipated benefits of the Transaction in a timely manner, or at all.

Our future results may suffer if we do not effectively manage our expanded operations following the Transaction.

Following the Transaction, the size and scope of our business will increase significantly beyond our current size and scope. Our future success depends, in part, upon the ability to manage our expanded businesses, which will pose substantial challenges for management, including challenges related to the management and monitoring of new operations and associated increased costs and complexity. There can be no assurances we will be successful or that we will realize the expected operating efficiencies, cost savings and other benefits currently anticipated from the Transaction.

In addition, following the Transaction, we may be subject to increased scrutiny by, and/or additional regulatory requirements of, governmental authorities as a result of the Transaction or the size, scope and complexity of our business operations, which may have an adverse effect on our business, operations or stock price.

While the Transaction is pending, we will be subject to business uncertainties and contractual restrictions that could adversely affect our business and operations.

Uncertainty about the effect of the Transaction on employees, customers, suppliers and other persons with whom we or Discover have a business relationship may have an adverse effect on our business, operations and stock price. Existing customers, suppliers and other business partners of ours and of Discover could decide to no longer do business with us or with Discover before the completion of the Transaction or with us after the Transaction is completed, reducing its anticipated benefits. Both parties are also subject to certain restrictions on the conduct of our respective businesses while the Transaction is pending. As a result, certain projects may be delayed or abandoned and business decisions could be deferred. Employee retention may be challenging for Discover before completion of the Transaction, as certain employees of Discover may experience uncertainty about their future roles with us following the Transaction, and these retention challenges will require us to incur additional expenses in order to retain key employees of Discover. If key employees of Discover depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with Discover or with us following the Transaction, the benefits of the Transaction could be materially diminished.

General Economic and Market Risks

Changes and instability in the macroeconomic environment could disrupt capital markets, reduce consumer and business activity, and weaken the labor market, all of which could impact borrowers' ability to service their debt obligations and adversely impact our financial results.

Changes and instability in the macroeconomic environment may lead to changes in payment patterns, increases or fluctuations in delinquencies and default rates and decrease consumer spending. Because we offer a broad array of financial products and services to consumers, small businesses and commercial clients, our financial results are impacted by the level of consumer and business activity and the demand for our products and services. A prolonged period of economic weakness, volatility, slow growth, or a significant deterioration in economic conditions, in the U.S., Canada or the U.K., could have a material adverse effect on our financial condition and results of operations as customers or commercial clients default on their loans, maintain lower deposit levels or, in the case of credit card accounts, carry lower balances and reduce credit card purchase activity.

Some of the factors that could disrupt capital markets, reduce consumer and business activity, and weaken the labor market include the following:

- Monetary policy actions, such as changes to interest rates, taken by the Federal Reserve and other central banks, such as the central banks in the United Kingdom and Canada;
- Geopolitical conflicts or instabilities, such as the war between Ukraine and Russia and the war between Israel and Hamas, and increased geopolitical tensions between the U.S. and China;

- Trade wars, tariffs, labor shortages and disruptions of global supply chains;
- The effects of divided government in the U.S., including government shutdowns whether recurring, prolonged or otherwise, and developments related to the U.S. federal debt ceiling;
- Inflation and deflation, including the effects of related governmental responses;
- Concerns over a potential recession, which may lead to adjustments in spending patterns;
- Lower demand for credit and shifts in consumer behavior, including shifts away from using credit cards, changes in deposit practices, and changes in and payment patterns; and
- Ongoing changes in usage of commercial real estate, which may have a sustained negative impact on utilization rates and values.

Decreases in overall business activity and changes in customer behavior may lead to increases in our charge-off rate caused by bankruptcies and may reduce our ability to recover debt that we have previously charged-off. Such changes may also decrease the reliability of our internal processes and models, including those we use to estimate our allowance for credit losses, particularly if unexpected variations in key inputs and assumptions cause actual losses to diverge from the projections of our models and our estimates become increasingly subject to management's judgment. See *"We face risks resulting from the extensive use of models, AI, and data."*

Fluctuations in interest rates or volatility in the capital markets could adversely affect our business, results of operations and financial condition.

Like other financial institutions, our business is sensitive to interest rate movements and the performance of the capital markets. We rely on access to the capital markets to fund our operations and to grow our business. Our ability to borrow from other financial institutions or to engage in funding transactions on favorable terms or at all could be adversely affected by disruptions, uncertainty or volatility in the capital markets. Additionally, increased charge-offs, rising interest rates, increased refinancing activity and other events may cause our securitization transactions to amortize earlier than scheduled or reduce the value of the securities that we hold for liquidity purposes, which could accelerate our need for additional funding from other sources. We could also experience impairments of other financial assets and other negative impacts on our financial position, including possible constraints on liquidity and capital, as well as higher costs of capital.

Additionally, changes in interest rates could adversely affect the results of our operations and financial condition. For example, if inflation were to remain elevated or begin to increase, interest rates could increase further. Higher interest rates increase our borrowing costs and may require us to increase the interest we pay on funds deposited with us and may reduce the market value of our securities holdings. If interest rates continue to increase or if higher interest rates persist for an extended period of time, our expenses may increase further. If the rate of economic growth decreased sharply, causing the Federal Reserve to lower interest rates, our net income could be adversely affected. Additionally, a shrinking yield premium between short-term and long-term market interest rates could adversely impact the rates that we pay on our liabilities and the rates that we earn on our assets and thus affect our profitability.

We assess our interest rate risk by estimating the effect on our earnings, economic value and capital under various scenarios that differ based on assumptions about the direction and the magnitude of interest rate changes. We take risk mitigation actions based on those assessments. We face the risk that changes in interest rates could materially reduce our net interest income and our earnings, especially if actual conditions turn out to be materially different than those we assumed.

Furthermore, interest rate fluctuations and competitor responses to those changes may have a material adverse effect on our financial condition and results of operations, as customers or commercial clients default on their loans, maintain lower deposit levels or, in the case of credit card accounts, reduce demand for credit or (for existing customers) the level of borrowing or purchase activity. For example, increases in interest rates increase debt service requirements for some of our borrowers, which may adversely affect those borrowers' ability to pay as contractually obligated. This could result in additional or fluctuating delinquencies or charge-offs and negatively impact our results of operations. These changes could reduce the overall yield on our interest-earning asset portfolio. An inability to attract or maintain deposits could materially affect our ability to fund our business and our liquidity position. Many other financial institutions have increased their reliance on deposit funding and, as such, we expect continued competition in the deposit markets. We cannot predict how this competition will affect our costs. If we are required to offer higher interest rates to attract or maintain deposits, our funding costs will be adversely impacted.

Changes in valuations in the debt and equity markets could have a negative impact on the assets we hold in our investment portfolio. Such market changes could also have a negative impact on the valuation of assets for which we provide servicing. See “Part II—Item 7. MD&A—Market Risk Profile” and “*We face intense competition in all of our markets*” for additional information.

Credit Risk

We may experience increases or fluctuations in delinquencies and credit losses, or we may incorrectly estimate expected losses, which could result in inadequate reserves.

Like other lenders, we face the risk that our customers will not repay their loans. A customer’s ability and willingness to repay us can be adversely affected by decreases in the income of the borrower or increases in their payment obligations to other lenders, whether as a result of a job loss, higher debt levels or rising cost of servicing debt, inflation outpacing wage growth, or by restricted availability of credit generally. We may fail to quickly identify and reduce our exposure to customers that are likely to default on their payment obligations, whether by closing credit lines or restricting authorizations. Our ability to manage credit risk also is affected by legal or regulatory changes (such as restrictions on collections, bankruptcy laws, minimum payment regulations and re-age guidance), competitors’ actions and consumer behavior, and depends on the effectiveness of our collections staff, techniques and models.

Rising credit losses or leading indicators of rising credit losses (such as higher delinquencies, higher rates of nonperforming loans, higher bankruptcy rates, lower collateral values, elevated unemployment rates or changing market terms) may require us to increase our allowance for credit losses, which would decrease our profitability if we are unable to raise revenue or reduce costs to compensate for higher credit losses, whether actual or expected. In particular, we face the following risks in this area:

- ***Missed Payments:*** Our customers may fail to make required payments on time and may default or become delinquent. Loan charge-offs (including from bankruptcies) are generally preceded by missed payments or other indications of worsening financial conditions for our customers. Historically, customers are more likely to miss payments during an economic downturn, recession, periods of high unemployment, or prolonged periods of slow economic growth. Customers might also be more likely to miss payments if the payment burdens on their existing debt grow due to rising interest rates, or if inflation outpaces wage growth. Additionally, the CFPB has, among other things, proposed changes to lower the safe harbor amount for past due fees that a credit card issuer can charge on consumer credit card accounts, which could result in changes in consumer repayment patterns.
- ***Incorrect Estimates of Expected Credit Losses:*** The credit quality of our loan portfolios can have a significant impact on our earnings. We allow for and reserve against credit risks based on our assessment of expected credit losses in our loan portfolios. This process, which is critical to our financial condition and results of operations, requires complex judgments, including forecasts of economic conditions. We may underestimate our expected credit losses and fail to hold an allowance for credit losses sufficient to account for these credit losses. Incorrect assumptions could lead to material underestimations of expected credit losses and an inadequate allowance for credit losses. See “*We face risks resulting from the extensive use of models, AI, and data.*”
- ***Inaccurate Underwriting:*** Our ability to accurately assess the creditworthiness of our customers may diminish, which could result in an increase in our credit losses and a deterioration of our returns. See “*Our risk management strategies may not be fully effective in mitigating our risk exposures in all market environments or against all types of risk.*”
- ***Business Mix:*** We engage in a diverse mix of businesses with a broad range of potential credit exposure. Because we originate a relatively greater proportion of consumer loans in our loan portfolio compared to other large bank peers and originate both prime and subprime credit card accounts and auto loans, we may experience higher delinquencies and a greater number of accounts charging off, as well as greater fluctuations in those metrics, compared to other large bank peers, which could result in increased credit losses, operating costs and regulatory scrutiny. Additionally, a change in this business mix over time to include proportionally more consumer loans or subprime credit card accounts or auto loans could adversely affect the credit quality of our loan portfolios.

- *Increasing Charge-off Recognition/Allowance for Credit Losses:* We account for the allowance for credit losses according to accounting and regulatory guidelines and rules, including Financial Accounting Standards Board (“FASB”) standards and the Federal Financial Institutions Examination Council (“FFIEC”) Account Management Guidance. We measure our allowance for credit losses under the CECL standard, which is based on management’s best estimate of expected lifetime credit losses. The impact of measuring our allowance for credit losses on our results will depend on the characteristics of our financial instruments, economic conditions, and our economic and loss forecasts. The application of the CECL standard may require us to increase reserves faster and to a higher level in an economic downturn, resulting in greater adverse impact to our results and our capital ratios than we would have experienced in similar circumstances prior to the adoption of CECL. Due to our business mix and the impact of credit losses on our income statement as compared to many of our large bank peers, we could be disproportionately affected by use of the CECL standard.
- *Insufficient Asset Values:* The collateral we have on secured loans could be insufficient to compensate us for credit losses. When customers default on their secured loans, we attempt to recover collateral where permissible and appropriate. However, the value of the collateral may not be sufficient to compensate us for the amount of the unpaid loan, and we may be unsuccessful in recovering the remaining balance from our customers. Decreases in real estate and other asset values adversely affect the collateral value for our commercial lending activities, while the auto business is similarly exposed to collateral risks arising from the auction markets that determine used car prices. Borrowers may be less likely to continue making payments on loans if the value of the property used as collateral for the loan is less than what the borrower owes, even if the borrower is still financially able to make the payments. In that circumstance, the recovery of such property could be insufficient to compensate us for the value of these loans upon a default. In our auto business, business and economic conditions that negatively affect household incomes and savings, housing prices and consumer behavior, as well as technological advances that make older cars obsolete faster, could decrease (i) the demand for new and/or used vehicles and (ii) the value of the collateral underlying our portfolio of auto loans, which could cause the number of consumers who become delinquent or default on their loans to increase.
- *Geographic and Industry Concentration:* Although our consumer lending is geographically diversified, approximately 40.5% of our commercial real estate loan portfolio is concentrated in the Northeast region. The regional economic conditions in the Northeast affect the demand for our commercial products and services as well as the ability of our customers to repay their commercial real estate loans and the value of the collateral securing these loans. An economic downturn or prolonged period of slow economic growth in, or a catastrophic event or natural disaster that disproportionately affects the Northeast region could have a material adverse effect on the performance of our commercial real estate loan portfolio and our results of operations. In addition, our Commercial Banking strategy includes an industry-specific focus. If any of the industries that we focus on experience changes, we may experience increased credit losses and our results of operations could be adversely impacted.

Capital and Liquidity Risk

We may not be able to maintain adequate capital or liquidity levels or may become subject to revised capital or liquidity requirements, which could have a negative impact on our financial results and our ability to return capital to our stockholders.

Financial institutions are subject to extensive and complex capital and liquidity requirements, which are subject to change. These requirements affect our ability to lend, grow deposit balances, make acquisitions and distribute capital. Failure to maintain adequate capital or liquidity levels, whether due to adverse developments in our business or the economy or to changes in the applicable requirements, could subject us to a variety of restrictions and/or remedial actions imposed by our regulators. These include limitations on the ability to pay dividends or repurchase shares and the issuance of a capital directive to increase capital. Such limitations or capital directive could have a material adverse effect on our business and results of operations. For example, changes to applicable capital, liquidity, or other regulations, such as the changes proposed in the Basel III Finalization Proposal and the LTD Proposal, could result in increased regulatory capital requirements, operating expenses or cost of funding, which could negatively affect our financial results or our ability to distribute capital.

We consider various factors in the management of capital, including the impact of both internal and supervisory stress scenarios on our capital levels as determined by our internal modeling and the Federal Reserve’s estimation of losses in supervisory stress scenarios that are used to annually set our stress capital buffer requirement. There can be significant differences between our modeling and the Federal Reserve’s projections for a given supervisory stress scenario and between the capital needs suggested by our internal stress scenarios and the supervisory scenarios. Therefore, although our estimated capital levels under stress disclosed as part of the stress testing processes may suggest that we have a particular capacity to return capital to stockholders

and remain well capitalized under stress, the Federal Reserve's modeling, our internal modeling of another scenario or other factors related to our capital management process may reflect a lower capacity to return capital to stockholders than that indicated by the projections released in the stress testing processes. This in turn, could lead to restrictions on our ability to pay dividends and engage in repurchases of our common stock. See "Item 1. Business—Supervision and Regulation" for additional information.

We also consider various factors in the management of liquidity, including maintaining sufficient liquid assets to meet the requirements of several internal and regulatory stress tests. There can be significant differences in estimated liquidity needs between internal and regulatory stress testing, and liquidity resources required to meet regulatory requirements, such as applicable LCR and NSFR requirements, may exceed what would otherwise be required to satisfy internal liquidity metrics and stress testing. Regulatory liquidity stress testing and regulatory liquidity requirements may, therefore, require us to take actions to increase our liquid assets or alter our activities or funding sources, which could negatively affect our financial results or our ability to return capital to our stockholders. See "Item 1. Business—Supervision and Regulation" for additional information.

Limitations on our ability to receive dividends from our subsidiaries could affect our liquidity and ability to pay dividends and repurchase our common stock.

We are a separate and distinct legal entity from our subsidiaries, including, without limitation, the Bank and our broker-dealer subsidiaries. Dividends to us from these direct and indirect subsidiaries have represented a major source of funds for us to pay dividends on our common and preferred stock, repurchase our common stock, make payments on corporate debt securities and meet other obligations. These capital distributions may be limited by law, regulation or supervisory policy. There are various federal law limitations on the extent to which the Bank can finance or otherwise supply funds to us through dividends and loans. These limitations include minimum regulatory capital and capital buffer requirements, federal banking law requirements concerning the payment of dividends out of net profits or surplus, and Sections 23A and 23B of the Federal Reserve Act and Regulation W governing transactions between an insured depository institution and its affiliates, as well as general federal regulatory oversight to prevent unsafe or unsound practices. Our broker-dealer subsidiaries are also subject to laws and regulations, including net capital requirements, that may limit their ability to pay dividends or make other distributions to us. If our subsidiaries' earnings are not sufficient to make dividend payments to us while maintaining adequate capital levels, our liquidity may be affected and we may not be able to make dividend payments to our common or preferred stockholders, repurchase our common stock, make payments on outstanding corporate debt securities or meet other obligations, each and any of which could have a material adverse impact on our results of operations, our financial position or the perception of our financial health. The frequency and size of any future dividends to our stockholders and our stock repurchases will depend upon regulatory limitations imposed by our regulators and our results of operations, financial condition, capital levels, cash requirements, future prospects, regulatory review and other factors as further described in "Item 1. Business—Supervision and Regulation."

A downgrade in our credit ratings could significantly impact our liquidity, funding costs and access to the capital markets.

Our credit ratings are based on a number of factors, including financial strength, as well as factors not within our control, including conditions affecting the financial services industry generally, the macroeconomic environment and changes made by rating agencies to their methodologies or ratings criteria. Our ratings could be downgraded at any time and without any notice by any of the rating agencies, which could, among other things, adversely affect our ability to borrow funds, increase our funding cost, increase our cost of capital, limit the number of investors or counterparties willing to do business with or lend to us, adversely limit our ability to access the capital markets and have a negative impact on our results of operations.

Operational Risk

We face risks related to our operational, technological and organizational infrastructure.

Our ability to retain and attract customers depends on our ability to develop, operate, and adapt our technology and organizational infrastructure in a rapidly changing environment. In addition, we must accurately process, record and monitor an increasingly large number of complex transactions. Digital technology, cloud-based services, data and software development are deeply embedded into our business model and how we work.

Similar to other large corporations in our industry, we are exposed to operational risk that can manifest itself in many ways, such as errors in execution, inadequate processes, inaccurate models, faulty or disabled technological infrastructure, malicious disruption and fraud by employees or persons outside of our company, whether through attacks on Capital One directly, or on our third-party service providers or customers. In addition, the increasing use of near real-time money movement solutions,

among other risks, increases the complexity of preventing, detecting and recovering fraudulent transactions. We are also heavily dependent on the security, capability, integrity and continuous availability of the technology systems that we use to manage our internal financial and other systems, monitor risk and compliance with regulatory requirements, provide services to our customers, develop and offer new products and communicate with stakeholders.

We also face risk of adverse customer impacts and business disruption arising from the execution of strategic initiatives and operational plans we may pursue across our operations. For example, when we launch a new product, service or platform for the delivery or distribution of products or services, acquire or invest in a business or make changes to an existing product, service or delivery platform, there is the risk of execution issues related to changes to operations or processes. These issues could be driven by insufficient mitigation of operational risks associated with the change implementation, inadequate training, failure to account for new or changed requirements, or failure to identify or address impacted downstream processes.

In addition, we may experience increased costs and/or disruptions due to our hybrid work model, which could also affect our ability to operate effectively and maintain our corporate culture.

If we do not maintain the necessary operational, technological and organizational infrastructure to operate our business, including to maintain the resiliency and security of that infrastructure, our business and reputation could be materially adversely affected. We also are subject to disruptions to our systems arising from events that are wholly or partially beyond our control, which may include computer viruses; computer, telecommunications, network, utility, electronic or physical infrastructure outages; bugs, errors, insider threats, design flaws in systems or platforms; availability and quality of vulnerability patches from key vendors, cyber-attacks and other security incidents, natural disasters, other damage to property or physical assets, or events arising from local or larger scale politics, including civil unrest, terrorist acts and military conflict. Any failure to maintain our infrastructure or prevent disruption of our systems and applications could diminish our ability to operate our businesses, service customer accounts and protect customers' information, or result in potential liability to customers, reputational damage, regulatory intervention and customers' loss of confidence in our businesses, any of which could result in a material adverse effect.

We also rely on the business in **The secret object #1 is a**  and their supply chains) with which we do business and/or to whom we outsource the operation, maintenance and  of our information technology and communications systems. We have substantially migrated primarily all aspects of our core information technology systems and customer-facing applications to third-party cloud infrastructure platforms, principally AWS. If we fail to architect, administer or oversee these environments in a well-managed, secure and effective manner, or if such platforms become unavailable, are disrupted, fail to scale, do not operate as designed, or do not meet their service level agreements for any reason, we may experience unplanned service disruption or unforeseen costs which could result in material harm to our business and operations. We must successfully develop and maintain information, financial reporting, disclosure, privacy, data protection, data security and other controls adapted to our reliance on outside platforms and providers. In addition, AWS, or other service providers (including, without limitation, those who also rely on AWS) could experience system or telecommunication breakdowns or failures, outages, degradation in service, downtime, failure to scale, software bugs, design flaws, cyber-attacks and other security incidents, insider threats, adverse changes to financial condition, bankruptcy, or other adverse conditions, (including conditions which interfere with our access to and use of AWS), which could have a material adverse effect on our business and reputation. We also face a risk that our third-party service providers might be unable or unwilling to continue to provide these or other services to meet our current or future needs in an efficient, cost-effective, or favorable manner or may terminate or seek to terminate their contractual relationship with us. Any transition to alternative third-party service providers or internal solutions may be difficult to implement, may cause us to incur significant time and expense and may disrupt or degrade our ability to deliver our products and services. Thus, the substantial amount of our infrastructure that we outsource to AWS or to other third-party service providers may increase our risk exposure.

Any disruptions, failures or inaccuracies of our operational processes, technology systems and models, including those associated with improvements or modifications to such technology systems and models, or failure to identify or effectively respond to operational risks in a timely manner and continue to deliver our services through an operational disruption, could cause us to be unable to market and manage our products and services, manage our risk, meet our regulatory obligations or report our financial results in a timely and accurate manner, all of which could have a negative impact on our results of operations. In addition, our ongoing investments in infrastructure, which are necessary to maintain a competitive business, integrate acquisitions and establish scalable operations, may increase our expenses. As our business develops, changes or expands, additional expenses can arise as a result of a reevaluation of business strategies or risks, management of outsourced services, asset purchases or other acquisitions, structural reorganization, compliance with new laws or regulations, the integration of newly acquired businesses, or the prevention or occurrence of cyber-attacks and other security incidents. If we are

unable to successfully manage our expenses, our financial results will be negatively affected. Changes to our business, including those resulting from our strategic imperatives, also require robust governance to ensure that our objectives are executed as intended without adversely impacting our customers, associates, operations or financial performance. Ineffective change management oversight and governance over the execution of our key projects and initiatives could expose us to operational, strategic and reputational risk and could negatively impact customers or our financial performance.

A cyber-attack or other security incident on us or third parties (including their supply chains) with which we conduct business, including an incident that results in the theft, loss, manipulation or misuse of information (including personal information), or the disabling of systems and access to information critical to business operations, may result in increased costs, reductions in revenue, reputational damage, legal exposure and business disruptions.

Our ability to provide our products and services and communicate with our customers, depends upon the management and safeguarding of information systems and infrastructure, networks, software, data, technology, methodologies and business secrets, including those of our service providers. Our products and services involve the collection, authentication, management, usage, storage, transmission and destruction of sensitive and confidential information, including personal information, regarding our customers and their accounts, our employees, our partners and other third parties with which we do business. We also have arrangements in place with third-party business partners through which we share and receive information about their customers who are or may become our customers. The financial services industry, including Capital One, is particularly at risk because of the increased use of and reliance on digital banking products and other digital services, including mobile banking products, such as mobile payments, and other internet- and cloud-based products and applications, and the development of additional remote connectivity solutions, which increase cybersecurity risks and exposure. In addition, global events and geopolitical instability (including, without limitation, the war between Israel and Hamas, the war between Ukraine and Russia and the related sanctions imposed by the U.S. and other countries, and increased geopolitical tensions between the U.S. and China) may lead to increased nation state targeting of financial institutions in the U.S. and abroad.

Technologies, systems, networks and other devices of Capital One, as well as those of our employees, service providers, partners and other third parties with whom we interact, have been and may continue to be the subject of cyber-attacks and other security incidents, including computer viruses, hacking, malware, ransomware, supply chain attacks, vulnerabilities, credential stuffing, account takeovers, insider threats, business email compromise scams or phishing or other forms of social engineering. Such cyber-attacks and other security incidents are designed to lead to various harmful outcomes, such as unauthorized transactions in Capital One accounts, unauthorized or unintended access to or release, gathering, monitoring, disclosure, loss, destruction, corruption, disablement, encryption, misuse, modification or other processing of confidential or sensitive information (including personal information), intellectual property, software, methodologies or business secrets, disruption, sabotage or degradation of service, systems or networks, an attempt to extort Capital One, its third-party service providers or its business partners or other damage. Cyber-attacks and other security incidents that occur in the supply chain of third parties with which we interact could also negatively impact Capital One.

These threats may derive from, among other things, error, fraud or malice on the part of our employees, insiders, or third parties or may result from accidental technological failure or design flaws. Any of these parties may also attempt to fraudulently induce employees, service providers, customers, partners or other third-party users of our systems or networks to disclose confidential or sensitive information (including personal information) in order to gain access to our systems, networks or data or that of our customers, partners, or third parties with whom we interact, or to unlawfully obtain monetary benefit through misdirected or otherwise improper payment. For instance, any party that obtains our confidential or sensitive information (including personal information) through a cyber-attack or other security incident may use this information for ransom, to be paid by us or a third party, as part of a fraudulent activity that is part of a broader criminal activity, or for other illicit purposes. Additionally, the failure of our employees, third-party service providers or business partners, or their respective supply chains, to exercise sound judgment and vigilance when targeted with social engineering or other cyber-attacks may increase our vulnerability.

For example, on July 29, 2019, we announced that on March 22 and 23, 2019 an outside individual gained unauthorized access to our systems (the “2019 Cybersecurity Incident”). This individual obtained certain types of personal information relating to people who had applied for our credit card products and to our credit card customers. While the 2019 Cybersecurity Incident has been remediated, it resulted in fines, litigation, consent orders, settlements, government investigations and other regulatory enforcement inquiries. Cyber and information security risks for large financial institutions like us continue to increase due to the proliferation of new technologies, the industry-wide shift to reliance upon the internet to conduct financial transactions, the increased sophistication and activities of malicious actors, organized crime, perpetrators of fraud, hackers, terrorists, activists, extremist parties, formal and informal instrumentalities of foreign governments, state-sponsored or nation-state actors and other external parties and the growing use of AI by threat actors. In addition, our customers access our products and services using personal devices that are necessarily external to our security control systems. There has also been a significant proliferation of

consumer information available on the internet resulting from breaches of third-party entities, including personal information, log-in credentials and authentication data. These third-party breach events could create a threat for our customers if their Capital One log-in credentials are the same as or similar to the credentials that have been compromised on other internet sites. This threat could include the risk of unauthorized account access, data loss and fraud. The use of AI, “bots” or other automation software can increase the velocity and efficacy of these types of attacks. As our employees are operating under our hybrid work model, our remote interaction with employees, service providers, partners and other third parties on systems, networks and environments over which we have less control (such as through employees’ personal devices) increases our cybersecurity risk exposure. We will likely face an increasing number of attempted cyber-attacks as we expand our mobile and other internet-based products and services, as well as our usage of mobile and cloud technologies and as we provide more of these services to a greater number of retail banking customers.

The methods and techniques employed by malicious actors develop and evolve rapidly, including from emerging technologies, such as advanced forms of AI and quantum computing, are increasingly sophisticated and often are not fully recognized or understood until after they have occurred, and some techniques could occur and persist for an extended period of time before being detected and remediated. For example, although we immediately fixed the configuration vulnerability that was exploited in the 2019 Cybersecurity Incident once we discovered the unauthorized access, a period of time elapsed between the occurrence of the unauthorized access and the time when we discovered it. In other circumstances, we and our service providers and other third parties with which we interact may be unable to anticipate or identify certain attack methods or techniques in order to implement effective preventative or detective measures or mitigate or remediate the damages caused in a timely manner. We may also be unable to hire, develop and retain talent that keeps pace with the rapidly changing cyber threat landscape, and which are capable of preventing, detecting, mitigating or remediating these risks. Although we seek to maintain a robust suite of authentication and layered information security controls, any one or combination of these controls could fail to prevent, detect, mitigate, remediate or recover from these risks in a timely manner.

An actual, suspected, threatened or alleged disruption or breach, including as a result of a cyber-attack such as the 2019 Cybersecurity Incident, or media (including social media) reports of alleged or perceived security vulnerabilities or incidents at Capital One or at our service providers, could result in significant legal and financial exposure, regulatory intervention, litigation, enforcement actions, remediation costs, card reissuance, supervisory liability, damage to our reputation or loss of confidence in the security of our systems, products and services that could adversely affect our business. Moreover, new regulations may require us to publicly disclose certain information about certain cybersecurity incidents before they have been resolved or fully investigated. There can be no assurance that unauthorized access or cyber incidents similar to the 2019 Cybersecurity Incident will not occur or that we will not suffer material losses in the future. If future attacks are successful or if customers are unable to access their accounts online for other reasons, it could adversely impact our ability to service customer accounts or loans, complete financial transactions for our customers or otherwise operate any of our businesses or services. In addition, a breach or attack affecting one of our service providers or other third parties with which we interact could harm our business even if we do not control the service that is attacked.

Further, our ability to monitor our service providers’ and other business partners’ cybersecurity practices is inherently limited. Although the agreements that we have in place with our service providers (and other business partners) generally include requirements relating to privacy, data protection and data security, we cannot guarantee that such agreements will prevent a cyber incident impacting our systems or information or enable us to obtain adequate or any reimbursement from our service providers or other business partners in the event we should suffer any such incidents. However, due to applicable laws and regulations or contractual obligations, we may be held responsible for cyber incidents attributed to our service providers and other business partners as they relate to the information we share with them.

In addition, we continue to incur increased costs with respect to preventing, detecting, investigating, mitigating, remediating, and recovering from cybersecurity risks, as well as any related attempted fraud. In order to address ongoing and future risks, we must expend significant resources to support protective security measures, investigate and remediate any vulnerabilities of our information systems and infrastructure and invest in new technology designed to mitigate security risks. Further, high profile cyber incidents at Capital One or other large financial institutions could undermine our competitive advantage and divert management attention and resources, lead to a general loss of customer confidence in financial institutions that could negatively affect us, including harming the market perception of the effectiveness of our security measures or the global financial system in general, which could result in reduced use of our financial products. We have insurance against some cyber risks and attacks; nonetheless, our insurance coverage may not be sufficient to offset the impact of a material loss event (including if our insurer denies coverage as to any particular claim in the future), and such insurance may increase in cost or cease to be available on commercially reasonable terms, or at all, in the future.

We face risks resulting from the extensive use of models, AI, and data.

We rely on quantitative models and the use of AI, as well as our ability to manage and aggregate data in an accurate and timely manner, to assess and manage our various risk exposures, create estimates and forecasts, and manage compliance with regulatory capital requirements. We continue to invest in building new capabilities that employ new AI technologies such as generative AI, and we expect our use of these technologies to increase over time. However, there are significant risks involved in utilizing models and AI and no assurance can be provided that our use will produce only intended or beneficial results. AI may subject us to new or heightened legal, regulatory, ethical, or other challenges; and negative public opinion of AI could impair the acceptance of AI solutions. If the models or AI solutions that we create or use are deficient, inaccurate or controversial, we could incur operational inefficiencies, competitive harm, legal liability, brand or reputational harm, or other adverse impacts on our business and financial results. We also may incur liability through the violation of applicable laws and regulations, third-party intellectual property, privacy or other rights, or contracts to which we are a party.

We may use models and AI in processes such as determining the pricing of various products, identifying potentially fraudulent transactions, grading loans and extending credit, measuring interest rate and other market risks, predicting deposit levels or loan losses, assessing capital adequacy, calculating managerial and regulatory capital levels, estimating the value of financial instruments and balance sheet items, and other operational functions. Development and implementation of some of these models, such as the models for credit loss accounting under CECL, require us to make difficult, subjective and complex judgments. Our risk reporting and management, including business decisions based on information incorporating models and the use of AI, depend on the effectiveness of our models and AI and our policies, programs, processes and practices governing how data, models and AI, as applicable, are acquired, validated, stored, protected, processed and analyzed. Any issues with the quality or effectiveness of our data aggregation and validation procedures, as well as the quality and integrity of data inputs, formulas or algorithms, could result in inaccurate forecasts, ineffective risk management practices or inaccurate risk reporting. In addition, models and AI based on historical data sets might not be accurate predictors of future outcomes and their ability to appropriately predict future outcomes may degrade over time due to limited historical patterns, extreme or unanticipated market movements or customer behavior and liquidity, especially during severe market downturns or stress events (e.g., geopolitical or pandemic events).

While we continuously update our policies, programs, processes and practices, many of our data management, modeling, AI, aggregation and implementation processes are manual and may be subject to human error, data limitations, process delays or system failure. Failure to manage data effectively and to aggregate data in an accurate and timely manner may limit our ability to manage current and emerging risk, to produce accurate financial, regulatory and operational reporting as well as to manage changing business needs. If our Framework is ineffective, we could suffer unexpected losses which could materially adversely affect our results of operation or financial condition. Also, any information we provide to the public or to our regulators based on incorrectly designed or implemented models or AI could be inaccurate or misleading. Some of the decisions that our regulators make, including those related to capital distribution to our stockholders, could be affected adversely due to the perception that the quality of the data, models and AI used to generate the relevant information is insufficient. In addition, regulation of AI is rapidly evolving worldwide as legislators and regulators are increasingly focused on these powerful emerging technologies. The technologies underlying AI and its uses are subject to a variety of laws and regulations, including intellectual property, privacy, data protection and information security, consumer protection, competition, and equal opportunity laws, and are expected to be subject to increased regulation and new laws or new applications of existing laws and regulations. AI is the subject of ongoing review by various U.S. governmental and regulatory agencies, and various U.S. states and other foreign jurisdictions are applying, or are considering applying, their platform moderation, privacy, data protection and data security laws and regulations to AI or are considering general legal frameworks for AI. We may not be able to anticipate how to respond to these rapidly evolving frameworks, and we may need to expend resources to adjust our offerings in certain jurisdictions if the legal frameworks are inconsistent across jurisdictions. Furthermore, because AI technology itself is highly complex and rapidly developing, it is not possible to predict all of the legal, operational or technological risks that may arise relating to the use of AI.

Legal and Regulatory Risk

Compliance with new and existing domestic and foreign laws, regulations and regulatory expectations is costly and complex.

A wide array of laws and regulations, including banking and consumer lending laws and regulations, apply to every aspect of our business and these laws can be uncertain and evolving. We and our subsidiaries are also subject to supervision and examination by multiple regulators both in the U.S. and abroad, and the manner in which our regulators interpret applicable laws and regulations may affect how we comply with them. Failure to comply with these laws and regulations, even if the failure was inadvertent or reflects a difference in interpretation or conflicting legal requirements, could subject us to restrictions

on our business activities, fines, criminal sanctions and other penalties, and/or damage to our reputation with regulators, our customers or the public. Hiring, training and retaining qualified compliance and legal personnel, and establishing and maintaining risk management and compliance-related systems, infrastructure and processes, is difficult and may lead to increased expenses. These efforts and the associated costs could limit our ability to invest in other business opportunities. In addition, actions, behaviors or practices by us, our employees or representatives that are illegal, unethical or contrary to our core values could harm us, our stockholders or customers or damage the integrity of the financial markets and are subject to regulatory scrutiny across jurisdictions. Violations of law by other financial institutions may also result in increased regulatory scrutiny of our business.

Applicable rules and regulations may affect us disproportionately compared to our competitors or in an unforeseen manner. For example, we have a large number of customer accounts in our credit card and auto lending businesses and we have made the strategic choice to originate and service subprime credit card and auto loans, which typically have higher delinquencies and charge-offs than prime customer accounts. As a result, we have significant involvement with credit bureau reporting and the collection and recovery of delinquent and charged-off debt, primarily through customer communications, the filing of litigation against customers in default, the periodic sale of charged-off debt and vehicle repossession. These and other consumer lending activities are subject to enhanced legal and regulatory scrutiny from regulators, courts and legislators. Any future changes to or legal liabilities resulting from our business practices in these areas, including our debt collection practices and the fees we charge, whether mandated by regulators, courts, legislators or otherwise, could have a material adverse impact on our financial condition.

The legislative and regulatory environment is beyond our control, may change rapidly and unpredictably, and may negatively influence our revenue, costs, earnings, growth, liquidity and capital levels. For example, the CFPB has announced several initiatives related to the amounts and types of fees financial institutions may charge, including by issuing a proposed rule that would, among other things, significantly lower the safe harbor amount for past due fees that a credit card issuer can charge on consumer credit card accounts. Such changes could affect our ability or willingness to provide certain products or services, necessitate changes to our business practices, or reduce our revenues. There may also be future rulemaking in emerging regulatory areas such as climate-related risks and new technologies. Adoption of new technologies, such as distributed ledger technologies, tokenization, cloud computing, AI and machine learning technologies, can present unforeseen challenges in applying and relying on existing compliance systems. In addition, some laws and regulations may be subject to litigation or other challenges that delay or modify their implementation and impact on us.

Certain laws and regulations, and any interpretations and applications with respect thereto, are generally intended to protect consumers, borrowers, depositors, the DIF, the U.S. banking and financial system, and financial markets as a whole, but not stockholders. Our success depends on our ability to maintain compliance with both existing and new laws and regulations. For a description of the material laws and regulations, including those related to the consumer lending business, to which we are subject, see “Item 1. Business—Supervision and Regulation.”

Our required compliance with applicable laws and regulations related to privacy, data protection and data security, in addition to compliance with our own privacy policies and contractual obligations to third parties, may increase our costs, reduce our revenue, increase our legal exposure and limit our ability to pursue business opportunities.

We are subject to a variety of continuously evolving and developing laws and regulations in the United States at the federal, state and local level regarding privacy, data protection and data security, including those related to the collection, storage, handling, use, disclosure, transfer, security and other processing of personal information. For example, at the federal level, we are subject to the GLBA and the FCRA, among other laws and regulations. Moreover, legislative changes have been proposed in the U.S. Congress for more comprehensive privacy, data protection and data security legislation, to which we may be subject if passed. The enactment of CIRCIA, once rulemaking is complete, will require, among other things, certain companies to report significant cyber incidents to the CISA within 72 hours from the time the company reasonably believes the incident occurred. At the state level, California has enacted the CPRA, and various other states also have enacted or are in the process of enacting state-level privacy, data protection and/or data security laws and regulations, with which we may be required to comply. Additionally, the Federal Banking Agencies, as well as the SEC and related self-regulatory organizations, regularly issue guidance regarding cybersecurity that is intended to enhance cyber risk management among financial institutions.

We also are, or may become, subject to continuously evolving and developing laws and regulations in other jurisdictions regarding privacy, data protection and data security. For example, in Canada we are subject to the Personal Information Protection and Electronic Documents Act (“PIPEDA”) and may become subject to additional privacy, data protection and data security laws and regulations in Canada, including those which may differ from PIPEDA, if passed. In addition, subject to

limited exceptions, the EU General Data Protection Regulation (“EU GDPR”) applies EU data protection laws to certain companies processing personal data of individuals in the EU, regardless of the company’s location. We also are subject to the U.K. General Data Protection Regulation (“U.K. GDPR”), which is how the EU GDPR has been implemented into U.K. law. These laws and regulations, and similar laws and regulations in other jurisdictions, impose strict requirements regarding the collection, storage, handling, use, disclosure, transfer, security and other processing of personal information, which may have adverse consequences, including significant compliance costs and severe monetary penalties for non-compliance. Significant uncertainty exists as privacy, data protection, and data security laws may be interpreted and applied differently from country to country and may create inconsistent or conflicting requirements.

Further, we make public statements about our use, collection, disclosure and other processing of personal information through our privacy policies, information provided on our website and press statements. Although we endeavor to comply with our public statements and documentation, we may at times fail to do so or be alleged to have failed to do so. The publication of our privacy policies and other statements that provide promises and assurances about privacy, data protection and data security can subject us to potential government or legal action if they are found to be deceptive, unfair or misrepresentative of our actual practices. Additional risks could arise in connection with any failure or perceived failure by us, our service providers or other third parties with which we do business to provide adequate disclosure or transparency to individuals, including our customers, about the personal information collected from them and its use, to receive, document or honor the privacy preferences expressed by individuals, to protect personal information from unauthorized disclosure, or to maintain proper training on privacy practices for all employees or third parties who have access to personal information in our possession or control.

Our efforts to comply with GLBA, FCRA, CPRA, PIPEDA, EU GDPR, U.K. GDPR and other privacy, data protection and data security laws and regulations, as well as our posted privacy policies, and related contractual obligations to third parties, entail substantial expenses, may divert resources from other initiatives and projects, and could limit the services we are able to offer. Furthermore, enforcement actions and investigations by regulatory authorities related to data security incidents and privacy, data protection and data security violations continue to increase. The enactment of more restrictive laws or regulations, or future enforcement actions, litigation or investigations, could impact us through increased costs or restrictions on our business, and any noncompliance or perceived noncompliance could result in monetary or other penalties, harm to our reputation, distraction to our management and technical personnel and significant legal liability.

Our businesses are subject to the risk of increased litigation, government investigations and regulatory enforcement.

Our businesses are subject to increased litigation, government investigations and other regulatory enforcement risks as a result of a number of factors and from various sources, including the highly regulated nature of the financial services industry, the focus of state and federal prosecutors on banks and the financial services industry and the structure of the credit card industry.

Given the inherent uncertainties involved in litigation, government investigations and regulatory enforcement decisions, and the very large or indeterminate damages sought in some matters asserted against us, there can be significant uncertainty as to the ultimate liability we may incur from these kinds of matters. The finding, or even the assertion, of substantial legal liability against us could have a material adverse effect on our business and financial condition and could cause significant reputational harm to us, which could seriously harm our business. For example, the 2019 Cybersecurity Incident has resulted in litigation, consent orders, settlements, government investigations and other regulatory enforcement inquiries.

In addition, financial institutions, such as ourselves, face significant regulatory scrutiny, which can lead to public enforcement actions or nonpublic supervisory actions. We and our subsidiaries are subject to comprehensive regulation and periodic examination by, among other regulatory bodies, the Federal Banking Agencies, SEC, CFTC and CFPB. We have been subject to enforcement actions by many of these and other regulators and may continue to be involved in such actions, including governmental inquiries, investigations and enforcement proceedings, including by the OCC, Department of Justice, the FinCEN and state Attorneys General.

Over the last several years, federal and state regulators have focused on risk management, compliance with anti-money laundering (“AML”) and sanctions laws, privacy, data protection and data security, use of service providers, fair lending and other consumer protection issues and innovative activities, such as those that utilize new technology. In August 2020, we entered into consent orders with the Federal Reserve and the OCC resulting from regulatory reviews of the 2019 Cybersecurity Incident and relating to ongoing enhancements of our cybersecurity and operational risk management processes, and we paid a civil monetary penalty as part of the OCC agreement. The OCC and the Federal Reserve have since terminated their consent orders. In January 2021, we also paid a civil monetary penalty assessed by FinCEN against the Bank in connection with AML

violations alleged to have occurred between 2008 and 2014. Regulatory scrutiny is expected to continue in these areas, including as a result of implementation of the AML Act of 2020.

We expect that regulators and governmental enforcement bodies will continue taking public enforcement actions against financial institutions in addition to addressing supervisory concerns through nonpublic supervisory actions or findings, which could involve restrictions on our activities, or our ability to make acquisitions or otherwise expand our business, among other limitations that could adversely affect our business. In addition, a violation of law or regulation by another financial institution is likely to give rise to an investigation by regulators and other governmental agencies of the same or similar practices by us. Furthermore, a single event may give rise to numerous and overlapping investigations and proceedings. These and other initiatives from governmental authorities and officials may subject us to further judgments, settlements, fines or penalties, or cause us to restructure our operations and activities or to cease offering certain products or services, all of which could harm our reputation or lead to higher operational costs. Litigation, government investigations and other regulatory actions could generally subject us to significant fines, increased expenses, restrictions on our activities and damage to our reputation and our brand, and could adversely affect our business, financial condition and results of operations. For additional information regarding legal and regulatory proceedings to which we are subject, see “Part II—Item 8. Financial Statements and Supplementary Data—Note 18—Commitments, Contingencies, Guarantees and Others.”

Other Business Risks

We face intense competition in all of our markets, which could have a material adverse effect on our business and results of operations.

We operate in a highly competitive environment across all of our lines of business, whether in making loans, attracting deposits or in the global payments industry, and we expect competitive conditions to continue to intensify with respect to most of our products particularly in our credit card and consumer banking businesses. We compete on the basis of the rates we pay on deposits and the rates and other terms we charge on the loans we originate or purchase, as well as the quality and range of our customer service, products, innovation and experience. This competitive environment is primarily a result of changes in technology, product delivery systems and regulation, as well as the emergence of new or significantly larger financial services providers, all of which may affect our customers’ expectations and demands. In addition to offering competitive products and services, we invest in and conduct marketing campaigns to attract and inform customers. If our marketing campaigns are unsuccessful, it may adversely impact our ability to attract new customers and grow market share.

Some of our competitors, including new and emerging competitors in the digital and mobile payments space and other financial technology providers, are not subject to the same regulatory requirements or scrutiny to which we are subject, which also could place us at a competitive disadvantage, in particular in the development of new technology platforms or the ability to rapidly innovate. We compete for payments offered by both bank and non-bank providers, including a variety of new and evolving alternatives, systems and products, such as aggregators and web-based and wireless payment methods, cryptocurrencies, prepaid systems and payment services targeting users of social networks, and digital currencies. If we are unable to continue to keep pace with innovation, do not effectively communicate with our customers, are prohibited from or unwilling to enter emerging areas of competition, our business and results of operations could be adversely affected. In addition, government actions or initiatives may also provide competitors with increased opportunities to derive competitive advantages and may create new competitors. For example, the CFPB has proposed a rule that would require certain financial institutions, including the Company, to share certain financial information with third parties upon a customer’s request, which could enable those third parties to offer competing financial services to consumers.



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Some of our competitors are substantially larger than we are, which may give those competitors advantages, including a more diversified product and customer base, the ability to reach more customers and potential customers, operational efficiencies, broad-based local distribution capabilities, lower-cost funding and larger existing branch networks. Many of our competitors are also focusing on cross-selling their products and developing new products or technologies, which could affect our ability to maintain or grow existing customer relationships or require us to offer lower interest rates or fees on our lending products or higher interest rates on deposits. Competition for loans could result in origination of fewer loans, earning less on our loans or an increase in loans that perform below expectations.

We operate as an online direct bank in the United States. While direct banking provides a significant opportunity to attract new customers that value greater and more flexible access to banking services at reduced costs, we face strong and increasing competition in the direct banking market. Aggressive pricing throughout the industry may adversely affect the retention of existing balances and the cost-efficient acquisition of new deposit funds and may affect our growth and profitability. Customers

could also close their online accounts or reduce balances or deposits in favor of products and services offered by competitors for other reasons. These shifts, which could be rapid, could result from general dissatisfaction with our products or services, including concerns over pricing, online security or our reputation. The potential consequences of this competitive environment are exacerbated by the flexibility of direct banking and the financial and technological sophistication of our online customer base.

In our credit card business, competition for rewards customers may result in higher rewards expenses, or we may fail to attract new customers or retain existing rewards customers due to increasing competition for these consumers. As of December 31, 2023, we have a number of large partnerships in our credit card loan portfolio. The market for key business partners, especially in the credit card business, is very competitive, and we may not be able to grow or maintain these partner relationships or assure that these relationships will be profitable or valued by our customers. Additionally, partners themselves may face changes in their business, including market factors and ownership changes, that could impact the partnership. We face the risk that we could lose partner relationships, even after we have invested significant resources into acquiring and developing the relationships. The loss of any key business partner could have a negative impact on our results of operations, including lower returns, excess operating expense and excess funding capacity.

We depend on our partners to effectively promote our co-brand and private label products and integrate the use of our credit cards into their retail operations. The failure by our partners to effectively promote and support our products as well as changes they may make in their business models could adversely affect card usage and our ability to achieve the growth and profitability objectives of our partnerships. In addition, if our partners do not adhere to the terms of our program agreements and standards, or otherwise diminish the value of our brand, we may suffer reputational damage and customers may be less likely to use our products.

Some of our competitors have developed, or may develop, substantially greater financial and other resources than we have, may offer richer value propositions or a wider range of programs and services than we offer, or may use more effective advertising, marketing or cross-selling strategies to acquire and retain more customers, capture a greater share of spending and borrowings, attain and develop more attractive co-brand card programs and maintain greater merchant acceptance than we have. We may not be able to compete effectively against these threats or respond or adapt to changes in consumer spending habits as effectively as our competitors.

In such a competitive environment, we may lose entire accounts or may lose account balances to competing firms, or we may find it more costly to maintain our existing customer base. Customer attrition from any or all of our lending products, together with any lowering of interest rates or fees that we might implement to retain customers, could reduce our revenues and therefore our earnings. Similarly, unexpected customer attrition from our deposit products, in addition to an increase in rates or services that we may offer to retain deposits, may increase our expenses and therefore reduce our earnings.

Our business, financial condition and results of operations may be adversely affected by merchants' efforts to reduce the fees charged by credit and debit card networks to facilitate card transactions, and by legislation and regulation impacting such fees.

Interchange fees are the amounts established by credit and debit card networks for the purpose of compensating debit and credit card issuers for their role in facilitating card transactions and are a meaningful source of revenue for our credit and debit card businesses. Interchange fees are a revenue source that, for example, covers the issuer's costs associated with credit and debit card payments, fund rewards programs, offset fraud, management and dispute costs and fund competition and innovation. Interchange fees continue to be the subject of significant and intense global legal, legislative and regulatory focus, and the resulting decisions, legislation and regulation may have a material adverse impact on our overall business, financial condition and results of operations.

Legislative and regulatory bodies in a number of countries have sought, or are currently seeking, to reduce interchange fees through legislation, competition-related regulatory proceedings, voluntary agreements, central bank regulation and/or litigation. For credit transactions, interchange reimbursement rates in the United States are set by credit card networks such as MasterCard and Visa.

In some jurisdictions, such as Canada and certain countries in Europe, including the U.K., interchange fees and related practices are subject to regulatory activity, including in some cases, imposing caps on permissible interchange fees. Our international card businesses have been impacted by these restrictions. For example, in the U.K., interchange fees are capped for both credit and debit card transactions. In addition, in Canada, Visa and MasterCard payment networks have entered into voluntary

agreements with the Department of Finance Canada to maintain an agreed upon average interchange rate. Lowering interchange fees remains an area of domestic and international governmental attention by certain parties.

In addition to this regulatory activity, merchants are also seeking avenues to reduce interchange fees. Merchants and their trade groups have filed numerous lawsuits against payment card networks and banks that issue cards on those networks, claiming that their practices toward merchants, including interchange fees, violate federal antitrust laws. In 2005, a number of entities filed antitrust lawsuits against MasterCard and Visa and several member banks, including our subsidiaries and us, alleging among other things, that the defendants conspired to fix the level of interchange fees. For additional information about the lawsuits, see “Part II—Item 8. Financial Statements and Supplementary Data—Note 18—Commitments, Contingencies, Guarantees and Others” for further details.

Some major retailers or industry sectors could independently negotiate lower interchange fees with MasterCard and Visa, which could, in turn, result in lower interchange fees for us when our cardholders undertake purchase transactions with these retailers. Merchants continue to lobby Congress aggressively for legislation that would require additional routing requirements for credit cards that are issued on four-party networks, like Visa or MasterCard, which could create a downward pressure on interchange fees should their efforts be successful. Retailers may continue to bring legal proceedings against us or other credit card and debit card issuers and networks in the future.

For debit transactions, Regulation II (Debit Card Interchange Fees and Routing) which was issued by the Federal Reserve in 2011, place limits on the interchange fees we may charge and requires additional routing requirements for debit cards issued on four-party networks, like Visa or Mastercard. On October 25, 2023, the Federal Reserve released a notice of proposed rulemaking to revise Regulation II to further reduce the interchange fee cap that debit card issuers covered by Regulation II can receive for debit card transactions. For more information on these rules, please see “Item 1. Business—Supervision and Regulation.”

Beyond pursuing litigation, legislation and regulation, merchants may also promote forms of payment with lower fees or seek to impose surcharges or discounts at the point of sale for use of credit or debit cards. New payment systems, particularly mobile-based payment technologies, could also gain widespread adoption and lead to issuer transaction fees or the displacement of credit or debit cards as a payment method.

The heightened focus by merchants and legislative and regulatory bodies on the fees charged by credit and debit card networks, and the ability of certain merchants to successfully negotiate discounts to interchange fees with MasterCard and Visa or develop alternative payment systems, could result in a loss of income. Any resulting loss in income to us could have a material adverse effect on our business, financial condition and results of operations.

If we are not able to invest successfully in and introduce digital and other technological developments across all our businesses, our financial performance may suffer.

Our industry is subject to rapid and significant technological changes and our ability to meet our customers’ needs and expectations is key to our ability to grow revenue and earnings. We expect digital technologies to continue to have a significant impact on banking over time. Consumers expect robust digital experiences from their financial services providers. The ability for customers to access their accounts and conduct financial transactions using digital technology, including mobile applications, is an important aspect of the financial services industry and financial institutions are rapidly introducing new digital and other technology-driven products and services that aim to offer a better customer experience and to reduce costs. We continue to invest in digital technology designed to attract new customers, facilitate the ability of existing customers to conduct financial transactions and enhance the customer experience related to our products and services.

Our continued success depends, in part, upon our ability to assess and address the needs of our customers by using digital technology to provide products and services that meet their expectations. The development and launch of new digital products and services depends in large part on our ability to invest in and build the technology platforms that can enable them, in a cost effective and timely manner. We expect that new technologies in the payments industry will continue to emerge, and these new technologies may be superior to our existing technology. See “*We face intense competition in all of our markets*” and “*We face risks related to our operational, technological and organizational infrastructure*.”

Some of our competitors are substantially larger than we are, which may allow those competitors to invest more money into their technology infrastructure and digital innovation than we do. In addition, smaller competitors may experience lower cost structures and different regulatory requirements and scrutiny than we do, which may allow them to innovate more rapidly than we can. See “*We face intense competition in all of our markets*.” Further, our success depends on our ability to attract and retain

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strong digital and technology leaders, engineers and other specialized personnel. The cost of such talent, and the compensation costs continue to increase for such talent. If we are unable to attract and retain digital and technology talent, our ability to offer digital products and services and build the necessary technology infrastructure could be negatively affected, which could negatively impact our business and financial results. A failure to maintain or enhance our competitive position with respect to digital products and services, whether because we fail to anticipate customer expectations or because our technological developments fail to perform as desired or are not implemented in a timely or successful manner, could negatively impact our business and financial results.

We may fail to realize the anticipated benefits of our mergers, acquisitions and strategic partnerships.

We engage in merger and acquisition activity and enter into strategic partnerships from time to time. We continue to evaluate and anticipate engaging in, among other merger and acquisition activity, additional strategic partnerships and selected acquisitions of financial institutions and other businesses or assets, including credit card and other loan portfolios. We may not be able to identify and secure future acquisition targets on terms and conditions that are acceptable to us, or successfully complete and integrate the businesses within the anticipated time frame and achieve the anticipated benefits of proposed mergers, acquisitions and strategic partnerships, which could impair our growth.

Any merger, acquisition or strategic partnership we undertake entails certain risks, which may materially and adversely affect our results of operations. If we experience greater than anticipated costs to integrate acquired businesses into our existing operations, or are not able to achieve the anticipated benefits of any merger, acquisition or strategic partnership, including cost savings and other synergies, our business could be negatively affected. In addition, it is possible that the ongoing integration processes could result in the loss of key employees, errors or delays in systems implementation, exposure to cybersecurity risks associated with acquired businesses, exposure to additional regulatory oversight, the disruption of our ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with partners, clients, customers, depositors and employees or to achieve the anticipated benefits of any merger, acquisition or strategic partnership. Integration efforts also may divert management attention and resources. These integration matters may have an adverse effect on us during any transition period.

See additional risk factors under the heading “Risks Relating to the Acquisition of Discover.”

In addition, we may face the following risks in connection with any merger, acquisition or strategic partnership:

- *New Businesses and Geographic or Other Markets:* Our merger, acquisition or strategic partnership activity may involve our entry into new businesses or new geographic areas or markets in the U.S. or internationally, that present risks resulting from our relative inexperience in these new businesses, localities or markets. These new businesses, localities or markets may change the overall character of our consolidated portfolio of businesses and alter our exposure to economic and other external factors. We also face the risk that we will not be successful in these new businesses, localities or markets.
- *Identification and Assessment of Merger and Acquisition Targets and Deployment of Acquired Assets:* We may not be able to identify, acquire or partner with suitable targets. Further, our ability to achieve the anticipated benefits of any merger, acquisition or strategic partnership will depend on our ability to assess the asset quality, risks and value of the particular assets or institutions we partner with, merge with or acquire. We may be unable to profitably deploy any assets we acquire.
- *Accuracy of Assumptions:* In connection with any merger, acquisition or strategic partnership, we may make certain assumptions relating to the proposed merger, acquisition or strategic partnership that may be, or may prove to be, inaccurate, including as a result of the failure to anticipate the costs, timeline or ability to realize the expected benefits of any merger, acquisition or strategic partnership. The inaccuracy of any assumptions we may make could result in unanticipated consequences that could have a material adverse effect on our results of operations or financial condition.
- *Target-specific Risk:* Assets and companies that we acquire, or companies that we enter into strategic partnerships with, will have their own risks that are specific to a particular asset or company. These risks include, but are not limited to, particular or specific regulatory, accounting, operational, reputational and industry risks, any of which could have a material adverse effect on our results of operations or financial condition. For example, we may face challenges associated with integrating other companies due to differences in corporate culture, compliance systems or standards of

conduct. Indemnification rights, if any, may be insufficient to compensate us for any losses or damages resulting from such risks. In addition to regulatory approvals discussed below, certain of our merger, acquisition or partnership activity may require third-party consents in order for us to fully realize the anticipated benefits of any such transaction.

- *Conditions to Regulatory Approval:* We may be required to obtain various governmental and regulatory approvals to consummate certain acquisitions. We cannot be certain whether, when or on what terms and conditions, such approvals may be granted. Consequently, we may not obtain governmental or regulatory approval for a proposed acquisition on acceptable terms or at all, in which case we would not be able to complete the acquisition despite investing resources in pursuing it.

Reputational risk and social factors may impact our results and damage our brand.

Our ability to attract and retain customers is highly dependent upon the perceptions of consumer and commercial borrowers and deposit holders and other external perceptions of our products, services, trustworthiness, business practices, workplace culture, compliance practices or our financial health. Capital One's brand is one of our most important assets. Maintaining and enhancing our brand depends largely on our ability to continue to provide high-quality products and services. Adverse perceptions regarding our reputation in the consumer, commercial, and funding markets could lead to difficulties in generating, maintaining and financing accounts. In particular, negative public perceptions regarding our reputation, including negative perceptions regarding our ability to maintain the security of our technology systems and protect customer data, could lead to decreases in the levels of deposits that current and potential consumer and commercial customers choose to maintain with us. Negative perceptions may also significantly increase the costs of attracting and retaining customers. In addition, negative perceptions regarding certain industries, partners or clients could also prompt us to cease business activities associated with those entities in order to manage reputational risk.

Negative public opinion or damage to our brand could also result from actual or alleged conduct in any number of activities or circumstances, including lending practices, regulatory compliance, cyber-attacks or other security incidents, corporate governance and sales and marketing, and from actions taken by regulators or other persons in response to such conduct. Such conduct could fall short of our customers' and the public's heightened expectations of companies of our size with rigorous privacy, data protection, data security and compliance practices, and could further harm our reputation. In addition, our co-brand and private label credit card partners or other third parties with whom we have important relationships may take actions over which we have limited control that could negatively impact perceptions about us or the financial services industry. The proliferation of social media may increase the likelihood that negative public opinion from any of the actual or alleged events discussed above could impact our reputation and business.

In addition, a variety of economic or social factors may cause changes in borrowing activity, including credit card use, payment patterns and the rate of defaults by account holders and borrowers domestically and internationally. These economic and social factors include changes in consumer confidence levels, the public's perception regarding the banking industry and consumer debt, including credit card use, and changing attitudes about the stigma of bankruptcy. If consumers develop or maintain negative attitudes about incurring debt, or consumption trends decline or if we fail to maintain and enhance our brand, or we incur significant expenses to do so, our reputation and business and financial results could be materially and negatively affected.

There has also been an increased focus by investor advocacy groups, investment funds and shareholder activists, among others, on topics related to environmental, social and corporate governance policies, and our policies, practices and disclosure in these areas, including those related to climate change. Reputation risk related to corporate policies and practices on environmental, social and corporate governance topics is increasingly complex. Divergent ideological and social views may create competing stakeholder, legislative, and regulatory scrutiny that may impact our reputation. Furthermore, responding to environmental, social and corporate governance considerations and implementing our related goals and initiatives involve risk and uncertainties, require investments and depend in part on third-party performance or data that is outside of our control. There can be no assurance that we will achieve these goals and initiatives or that any such achievements will have the desired results. Our failure to achieve progress in these areas on a timely basis, if at all, could impact our reputation and public perceptions of our business.

If we are not able to protect our intellectual property, our revenue and profitability could be negatively affected.

We rely on a variety of measures to protect and enhance our intellectual property, including copyrights, trademarks, trade secrets, patents and certain restrictions on disclosure, solicitation and competition. We also undertake other measures to control access to and distribution of our other proprietary and confidential information. These measures may not prevent

misappropriation of our proprietary or confidential information or infringement, misappropriation or other violations of our intellectual property rights and a resulting loss of competitive advantage. In addition, our competitors or other third parties may obtain patents for innovations that are used in our industry or allege that our systems, processes or technologies infringe, misappropriate or violate their intellectual property rights. Given the complex, rapidly changing and competitive technological and business environments in which we operate, if our competitors or other third parties are successful in obtaining such patents or prevail in intellectual property-related litigation against us, we could lose significant revenues, incur significant license, royalty, technology development or other expenses, or pay significant damages.

Our risk management strategies may not be fully effective in mitigating our risk exposures in all market environments or against all types of risk.

Management of market, credit, liquidity, strategic, reputational, operational and compliance risk requires, among other things, policies and procedures to properly record and verify a large number of transactions and events. See “Part II—Item 7. MD&A—Risk Management” for further details. Our Framework is designed to identify, measure, assess, monitor, test, control, report, escalate, and mitigate the risks that we face. Even though we continue to devote significant resources to developing and operating our Framework, our risk management strategies may not be fully effective in identifying and mitigating our risk exposure in all market environments or against all types of risk, including risks that are unidentified or unanticipated.

Some of our methods of managing these risks are based upon our use of observed historical market behavior, the use of analytical and/or forecasting models and management’s judgment. These methods may not accurately predict future exposures, which could be significantly greater than the historical measures or models indicate and market conditions, particularly during a period of financial market stress, can involve unprecedented dislocations. For example, credit risk is inherent in the financial services business and results from, among other things, extending credit to customers. Our ability to assess the creditworthiness of our customers may be impaired if the models and approaches we use to select, manage and underwrite our consumer and commercial customers become less predictive of future charge-offs due, for example, to rapid changes in the economy, or degradation in the predictive nature of credit bureau and other data used in underwriting.

While we employ a broad and diversified set of risk monitoring and risk mitigation techniques, those techniques and the judgments that accompany their application cannot anticipate every economic and financial outcome or the timing of such outcomes. For example, our ability to implement our risk management strategies may be hindered by adverse changes in the volatility or liquidity conditions in certain markets and as a result, may limit our ability to distribute such risks (for instance, when we seek to syndicate exposure in bridge financing transactions we have underwritten). We may, therefore, incur losses in the course of our risk management or investing activities.

Our business could be negatively affected if we are unable to attract, develop, retain and motivate key senior leaders and skilled employees.

Our success depends, in large part, on our ability to retain key senior leaders and to attract, develop and retain skilled employees, particularly employees with advanced expertise in credit, risk, digital and technology skills. We depend on our senior leaders and skilled employees to oversee simultaneous, transformative initiatives across the enterprise and execute on our business plans in an efficient and effective manner. Competition for such senior leaders and employees, and the costs associated with attracting, developing and retaining them, is high and competitive. While we engage in robust succession planning, our key senior leaders have deep and broad industry experience and could be difficult to replace without some degree of disruption.

Our ability to attract, develop and retain qualified employees also is affected by perceptions of our culture and management, including our position on remote and hybrid work arrangements, our profile in the regions where we have offices and the professional opportunities we offer. In addition, an increase in remote working arrangements by other companies may create more job opportunities for employees and make it more difficult for us to attract and retain key talent.

Regulation or regulatory guidance restricting executive compensation, as well as evolving investor expectations, may limit the types of compensation arrangements that we may enter into with our most senior leaders and could have a negative impact on our ability to attract, retain and motivate such leaders in support of our long-term strategy. These laws and regulations may not apply in the same manner to all financial institutions and technology companies, which therefore may subject us to more restrictions than other institutions and companies with which we compete for talent and may also hinder our ability to compete for talent with other industries. We rely upon our senior leaders not only for business success, but also to lead with integrity. To the extent our senior leaders behave in a manner that does not comport with our values, the consequences to our brand and reputation could be severe and could adversely affect our financial condition and results of operations. If we are unable to attract, develop and retain talented senior leadership and employees, or to implement appropriate succession plans for our senior leadership, our business could be negatively affected.

We face risks from catastrophic events.

Natural disasters, geopolitical events and other catastrophic events could harm our employees, business and infrastructure, including our information technology systems and third-party platforms. Our ability to conduct business may be adversely affected by a disruption in the infrastructure that supports our business and the communities where we are located, which are concentrated in the Northern Virginia and New York metropolitan areas, Richmond, Virginia and Plano, Texas. This may include a disruption involving damage or loss of access to a physical site, cyber-attacks and other security incidents, terrorist activities, the occurrence or worsening of disease outbreaks or pandemics, natural disasters, extreme weather events, electrical outage, environmental hazards, disruption to technological infrastructure, communications or other services we use, our employees or third parties with whom we conduct business. Our business, financial condition and results of operations may be impacted by any such disruption and our ability to implement corresponding response measures quickly. In addition, if a natural disaster or other catastrophic event occurs in certain regions where our business, customers or assets securing our loans are concentrated, such as the mid-Atlantic, New York, California or Texas metropolitan areas, or in regions where our third-party platforms are located, we could be disproportionately impacted as compared to our competitors. The impact of such events and other catastrophes on the overall economy and our physical and transition risks may also adversely affect our financial condition and results of operations.

Climate change manifesting as physical or transition risks could adversely affect our businesses, operations and customers and result in increased costs.

Climate change risks can manifest as physical or transition risks.

Physical risks are the risks from the effects of climate change arising from acute, climate-related events, such as, hurricanes, flooding and wildfires, and chronic shifts in climate, such as sea level rise and higher average temperatures. Such events could lead to financial losses or disrupt our operations or those of our customers or third parties on which we rely, including through direct damage to assets and indirect impacts from supply chain disruption and market volatility.

Transition risks are the risks resulting from the shift toward a lower-carbon economy arising from the changes in policy, consumer and business sentiment or technologies in regards to limiting climate change. Transition risks, including changes in consumer preferences and additional regulatory requirements or taxes, could increase our expenses, affect credit performance, and impact our strategies or those of our customers. For example, on October 24, 2023, the Federal Banking Agencies jointly issued guidance on climate-related financial risk management for large institutions, which applies to us. For more information on climate-related regulatory developments, see “Item 1. Business—Supervision and Regulation.”

Physical and transition risks could also affect the financial health of certain customers in impacted industries or geographies. In addition, we face reputational risk as a result of our policies, practices, disclosures and decisions related to climate change and the environment, or the practices or involvement of our clients or vendors and suppliers, in certain industries or projects associated with causing or exacerbating climate change. Further, there is increased scrutiny of climate change-related policies, goals and disclosures, which could result in litigation and regulatory investigations and actions. We may incur additional costs and require additional resources as we evolve our strategy, practices and related disclosures with respect to these matters.

As climate risk is interconnected with many risk types, we continue to enhance processes to embed evolving climate risk considerations into our existing risk management strategies; however, because the timing and severity of climate change may not be predictable, our risk management strategies may not be effective in mitigating climate risk exposure.

We face risks from the use of or changes to assumptions or estimates in our financial statements.

Pursuant to generally accepted accounting principles in the U.S. (“U.S. GAAP”), we are required to use certain assumptions and estimates in preparing our financial statements, including determining our allowance for credit losses, the fair value of certain assets and liabilities, and goodwill impairment, among other items. In addition, the FASB, the SEC and other regulatory bodies may change the financial accounting and reporting standards, including those related to assumptions and estimates we use to prepare our financial statements, in ways that we cannot predict and that could impact our financial statements. If actual results differ from the assumptions or estimates underlying our financial statements or if financial accounting and reporting standards are changed, we may experience unexpected material losses. For a discussion of our use of estimates in the preparation of our consolidated financial statements, see “Part II—Item 7. MD&A—Critical Accounting Policies and Estimates” and “Part II—Item 8. Financial Statements and Supplementary Data—Note 1—Summary of Significant Accounting Policies.”

The soundness of other financial institutions and other third parties, actual or perceived, could adversely affect us.

Our ability to engage in routine funding and other transactions could be adversely affected by the stability and actions of other financial services institutions. Financial services institutions are interrelated as a result of trading, clearing, servicing, counterparty and other relationships. We have exposure to financial institutions, intermediaries and counterparties that are exposed to risks over which we have little or no control.

Recently, several financial services institutions have failed or required outside liquidity support, in many cases, as a result of the inability of the institutions to obtain needed liquidity. For example, during 2023, Silicon Valley Bank, Signature Bank and First Republic Bank were closed and placed under FDIC receivership. This has led to additional risk for other financial services institutions and the financial services industry generally as a result of increased lack of confidence in the financial sector. The failure of other banks and financial institutions and the measures taken by governments, businesses and other organizations in response to these events could adversely impact our business, financial condition and results of operations. For information on the FDIC's special assessment following the closures of Silicon Valley Bank and Signature Bank, see "Item 1. Business—Supervision and Regulation."

In addition, we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds and other institutional clients, resulting in a significant credit concentration with respect to the financial services industry overall. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions.

Likewise, adverse developments affecting the overall strength and soundness of our competitors, the financial services industry as a whole and the general economic climate and the U.S. Treasury market could have a negative impact on perceptions about the strength and soundness of our business even if we are not subject to the same adverse developments. In addition, adverse developments with respect to third parties with whom we have important relationships also could negatively impact perceptions about us. These perceptions about us could cause our business to be negatively affected and exacerbate the other risks that we face. Moreover, the speed with which information spreads through social media, enhanced technology and other news sources on the Internet and the ease with which customers transact may amplify the onset and negative effects from such perceptions.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk Management and Strategy

As a financial services company entrusted with the safeguarding of sensitive information, including sensitive personal information, we believe that a strong enterprise cybersecurity program is a vital component of effectively managing risks related to the confidentiality, integrity and availability of our data. While no organization can eliminate cybersecurity and information technology risk entirely, we devote significant resources to a cybersecurity program designed to mitigate such risks.

We manage cybersecurity and technology risk at the enterprise level according to our Framework, as described in more detail under "Part II—Item 7. MD&A—Risk Management" in this Report, which uses a three lines of defense model. Our cybersecurity risks are managed programmatically under the "operational risk" category of our Framework. Through this Framework, we establish practices for assessing our risk posture and executing key controls for cybersecurity and technology risk, data management, and oversight of third parties with which we do business.

These operational risks are managed within a governance structure that consists of defined roles and responsibilities, formal governance bodies, and processes, policies and standards.

Our policies and procedures define an overall, enterprise-wide approach for managing information security and technology risk. They establish the following process to identify, assess and manage such risks across our three lines of defense:

1. **Identification:** We evaluate the activities of our lines of business on a regular basis to identify potential technology risk, including cybersecurity threats and vulnerabilities. This process takes into account the changing business environment, the technology and cyber threat landscape, and the objectives of the line of business being assessed.

2. Assessment, Measurement and Response: Management assesses identified risks to estimate such risk's potential severity and the likelihood of occurrence. Once a risk is identified and measured, management determines the appropriate response, including determining whether to accept the risk in accordance with our established risk appetite, or alternatively to implement new controls, enhance existing controls, and/or develop additional mitigation strategies to reduce the impact of the risk.
3. Monitoring and Testing: Management is required to evaluate the effectiveness of risk management practices and controls through monitoring of key risk indicator metrics, testing and other activities. Identified issues are remediated, addressed via mitigation plans, or escalated, in line with our risk appetite.
4. Aggregation, Reporting and Escalation: Management collects and aggregates risks across the Company in order to support strategic decision-making and to measure overall risk performance against risk appetite metrics. Management also establishes processes designed to escalate, report, and address risks and deficiencies within different business lines, according to the requirements of our policies. For additional information regarding the escalation of these risks to the Board of Directors, see "Governance" below.

Our policies and procedures collectively help execute a risk management approach that accounts for cybersecurity threats specifically targeting us, as well as those that may arise from our engagement with business partners, customers, service providers and other third parties. For example, we have processes designed to oversee and identify material risks from cybersecurity threats associated with our use of third-party service providers. The procedures, capabilities and processes established under our policies are subject to regular review by the Chief Information Security Officer ("CISO") and Chief Technology Risk Officer ("CTRO"). See "Governance" below for more information.

As part of our cybersecurity program, we employ a range of security mechanisms and controls throughout our technology environment, which include the use of tools and techniques to search for cybersecurity threats and vulnerabilities, as well as processes designed to address such threats and vulnerabilities. We also engage a number of external service providers with additional knowledge and capabilities in cybersecurity threat intelligence, detection, and response. In addition, a range of cyber educational initiatives are employed to promote best practices for protecting our information and data, and reporting cyber threats and other risks to corporate systems, data, and facilities.

We also maintain an Enterprise Cyber Response Plan ("ECRP") for handling potential or actual cybersecurity events that could impact us and our personnel, data, systems and customers. The ECRP defines the roles and responsibilities of various teams, individuals, and stakeholders in performing this enterprise response, guides decision making for escalation and other actions, and helps to plan follow-on actions designed to reduce the likelihood of similar events' recurrence in the future.

We do not believe that risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, such as the 2019 Cybersecurity Incident, have materially affected our overall business strategy, results of operations, or financial condition. For further discussion of cybersecurity, and related risks for our business, see "Item 1A. Risk Factors" under the headings "*We face risks related to our operational, technological and organizational infrastructure,*" and "*A cyber-attack or other security incident on us or third parties (including their supply chains) with which we conduct business, including an incident that results in the theft, loss, manipulation or misuse of information (including personal information), or the disabling of systems and access to information critical to business operations, may result in increased costs, reductions in revenue, reputational damage, legal exposure and business disruptions.*"

Governance

The Board of Directors is responsible for providing oversight of our Framework. The Risk Committee of the Board of Directors ("Risk Committee") assists the full Board of Directors in discharging these responsibilities.

The Risk Committee is responsible for overseeing our Framework, including cybersecurity and technology risk. The Risk Committee regularly receives reports from management on our cybersecurity and technology risk profile, and key enterprise cybersecurity initiatives, and on any identified significant threats or incidents, or new risk developments.

The Risk Committee coordinates with the full Board of Directors regarding the strategic implications of cybersecurity and technology risks.

At least annually, the Board of Directors, either directly or through the Risk Committee, reviews our technology strategy with the CIO; reviews our information security program with the CISO and the CTRO; and approves our information security policy

and program. In addition, the Risk Committee and the Board of Directors participate in periodic cybersecurity education sessions.

We assess and manage risk at the enterprise level according to our Framework using a three lines of defense model.

For information security and technology risks, our first line of defense includes the following:

- **Chief Information Security Officer:** The CISO establishes and manages the enterprise-wide information security program.
- **Chief Information Officer:** The CIO oversees the establishment of appropriate governance, processes, and accountabilities within each business area to comply with our internal policies.

Our second line of defense includes the following:

- **Chief Technology Risk Officer:** The CTRO provides independent oversight of our information security and technology risk programs and challenge of first line risk management and risk-taking activities pertaining to information security and technology risk.
- **The Executive Risk Committee:** This committee provides a forum for our top management to have integrated discussions of risk management across the enterprise, including cybersecurity and technology risk, with the purpose of ensuring prioritization and awareness, encouraging alignment, and coordinating risk management activities among key executives. Primary responsibility for specialized risk categories, such as cybersecurity and technology, can also be delegated to other senior management sub-committees, as appropriate.

Our third line of defense is comprised of:

- **Internal Audit:** Our internal audit team provides independent and objective assurance to senior management and to the Board of Directors that our information security and technology risk management processes are designed and working as intended.

In order to be appointed to one of the roles described above, we require the individuals to possess significant relevant experience and expertise in information security, technology, risk management or audit, as demonstrated by a combination of prior employment, possession of relevant industry certifications or related degrees, and other competencies and qualifications.

Item 2. Properties

Our corporate and banking real estate portfolio consists of approximately 11.1 million square feet of owned or leased office and retail space, which is used to support our business. Of this overall portfolio, approximately 9.2 million square feet of space is dedicated for various corporate office uses and approximately 1.9 million square feet of space is for bank branches and cafés.

Our 9.2 million square feet of corporate office space consists of approximately 6.0 million square feet of owned space and 3.2 million square feet of leased space. We maintain corporate office space primarily in Virginia, New York and Texas including our headquarters located in McLean, Virginia.

Our 1.9 million square feet for bank branches and cafés is located primarily across New York, Louisiana, Texas, Maryland, Virginia and New Jersey and consists of approximately 1.2 million square feet of leased space and 0.7 million square feet of owned space. See “Part II—Item 8. Financial Statements and Supplementary Data—Note 7—Premises, Equipment and Leases” for information about our premises.

Item 3. Legal Proceedings

The information required by Item 103 of Regulation S-K is included in “Part II—Item 8. Financial Statements and Supplementary Data—Note 18—Commitments, Contingencies, Guarantees and Others.”

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock is listed on the NYSE and is traded under the symbol "COF." As of January 31, 2024, there were 8,575 holders of record of our common stock.

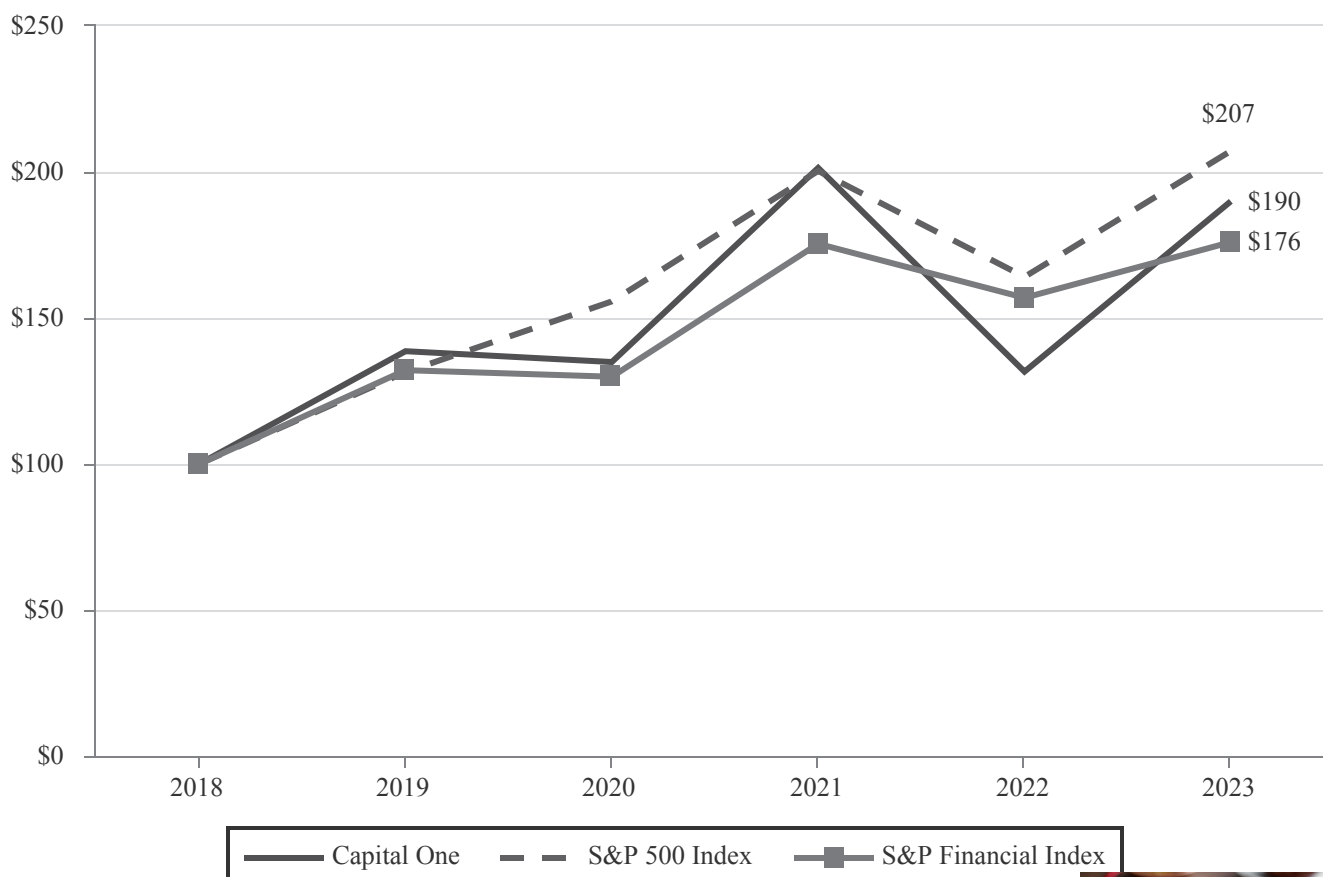
Securities Authorized for Issuance Under Equity Compensation Plans

Information relating to compensation plans under which our equity securities are authorized for issuance is presented in this Report under "Part III—Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters."

Common Stock Performance Graph

The following graph shows the cumulative total stockholder return on our common stock compared to an overall stock market index, the S&P Composite 500 Stock Index (“S&P 500 Index”), and a published industry index, the S&P Financial Composite Index (“S&P Financial Index”), over the five-year period commencing December 31, 2018 and ended December 31, 2023. The stock performance graph assumes that \$100 was invested in our common stock and each index and that all dividends were reinvested. The stock price performance on the graph below is not necessarily indicative of future performance.

**Comparison of 5-Year Cumulative Total Return
(Capital One, S&P 500 Index and S&P Financial Index)**



The secret food is a

	2018	2019	2020	2021	2022	2023
Capital One	\$ 100.00	\$ 138.63	\$ 134.92	\$ 207.21	\$ 156.92	\$ 175.99
S&P 500 Index	100.00	131.49	155.68	200.37	164.08	207.21
S&P Financial Index	100.00	132.13	129.89	175.40	156.92	176.00

Recent Sales of Unregistered Securities

We did not have any sales of unregistered equity securities in 2023.

Issuer Purchases of Equity Securities

The following table presents information related to repurchases of shares of our common stock for each calendar month in the fourth quarter of 2023. Commission costs are excluded from the amounts presented below.

	Total Number of Shares Purchased ⁽¹⁾	Average Price per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans ⁽¹⁾	Maximum Amount That May Yet be Purchased Under the Plan or Program ⁽¹⁾ (in millions)
October	591,592	\$ 93.91	591,592	\$ 4,681
November	523,521	104.21	450,978	4,633
December	392,398	120.37	392,398	4,586
Total	<u>1,507,511</u>	104.38	<u>1,434,968</u>	

⁽¹⁾ In April 2022, our Board of Directors authorized the repurchase of up to \$5.0 billion of shares of our common stock. There were 72,543 shares withheld in November to cover taxes on restricted stock awards whose restrictions lapsed. See “Item 7. MD&A—Capital Management—Dividend Policy and Stock Purchases” for more information.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")

This discussion contains forward-looking statements that are based upon management's current expectations and are subject to significant uncertainties and changes in circumstances. Please review "Part I—Item 1. Business—Forward-Looking Statements" for more information on the forward-looking statements in this Report. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements. Our actual results may differ materially from those included in these forward-looking statements due to a variety of factors including, but not limited to, those described in "Part I—Item 1A. Risk Factors" in this Report. Unless otherwise specified, references to notes to our consolidated financial statements refer to the notes to our consolidated financial statements as of December 31, 2023 included in this Report.

Management monitors a variety of key indicators to evaluate our business results and financial condition. The following MD&A is intended to provide the reader with an understanding of our results of operations and financial condition, including capital and liquidity management, by focusing on changes from year to year in certain key measures used by management to evaluate performance, such as profitability, growth and credit quality metrics. MD&A is provided as a supplement to, and should be read in conjunction with, our audited consolidated financial statements as of and for the year ended December 31, 2023 and accompanying notes. MD&A is organized in the following sections:

- Selected Financial Data
- Executive Summary
- Consolidated Results of Operations
- Consolidated Balance Sheets Analysis
- Off-Balance Sheet Arrangements
- Business Segment Financial Performance
- Critical Accounting Policies and Estimates
- Accounting Changes and Developments
- Capital Management
- Risk Management
- Credit Risk Profile
- Liquidity Risk Profile
- Market Risk Profile
- Supplemental Tables
- Glossary and Acronyms

SELECTED FINANCIAL DATA

The following table presents selected consolidated financial data and performance metrics for the three-year period ended December 31, 2023, 2022 and 2021. We also provide selected key metrics we use in evaluating our performance, including certain metrics that are computed using non-GAAP measures. We consider these metrics to be key financial measures that management uses in assessing our operating performance, capital adequacy and the level of returns generated. We believe these non-GAAP metrics provide useful insight to investors and users of our financial information as they provide an alternate measurement of our performance and assist in assessing our capital adequacy and the level of return generated. These non-GAAP measures should not be viewed as a substitute for reported results determined in accordance with U.S. GAAP, nor are they necessarily comparable to non-GAAP measures that may be presented by other companies.

Three-Year Summary of Selected Financial Data

<i>(Dollars in millions, except per share data and as noted)</i>	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
Income statement					
Interest income	\$ 41,938	\$ 31,237	\$ 25,769	34%	21%
Interest expense	12,697	4,123	1,598	**	158
Net interest income	\$ 29,241	\$ 27,114	\$ 24,171	8	12
Non-interest income	7,546	7,136	6,264	6	14
Total net revenue	36,787	34,250	30,435	7	13
Provision (benefit) for credit losses	10,426	5,847	(1,944)	78	**
Non-interest expense:					
Marketing	4,009	4,017	2,871	—	40
Operating expense	16,307	15,146	13,699	8	11
Total non-interest expense	20,316	19,163	16,570	6	16
Income from continuing operations before income taxes	6,045	9,240	15,809	(35)	(42)
Income tax provision	1,158	1,880	3,415	(38)	(45)
Income from continuing operations, net of tax	4,887	7,360	12,394	(34)	(41)
Income (loss) from discontinued operations, net of tax	—	—	(4)	—	**
Net income	4,887	7,360	12,390	(34)	(41)
Dividends and undistributed earnings allocated to participating securities	(77)	(88)	(105)	(13)	(16)
Preferred stock dividends	(228)	(228)	(274)	—	(17)
Issuance cost for redeemed preferred stock	—	—	(46)	—	**
Net income available to common stockholders	\$ 4,582	\$ 7,044	\$ 11,965	(35)	(41)
Common share statistics					
Basic earnings per common share:					
Net income from continuing operations	\$ 11.98	\$ 17.98	\$ 27.05	(33)%	(34)%
Income (loss) from discontinued operations	—	—	(0.01)	—	**
Net income per basic common share	\$ 11.98	\$ 17.98	\$ 27.04	(33)	(34)
Diluted earnings per common share:					
Net income from continuing operations	\$ 11.95	\$ 17.91	\$ 26.95	(33)%	(34)%
Income (loss) from discontinued operations	—	—	(0.01)	—	**
Net income per diluted common share	\$ 11.95	\$ 17.91	\$ 26.94	(33)	(34)
Common shares outstanding (period-end, in millions)	380.4	381.3	413.9	—	(8)
Dividends declared and paid per common share	\$ 2.40	\$ 2.40	\$ 2.60	—	(8)
Book value per common share (period-end)	152.71	137.90	147.46	11	(6)
Tangible book value per common share (period-end) ⁽¹⁾	99.78	86.11	99.74	16	(14)

<i>(Dollars in millions, except per share data and as noted)</i>	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
Common dividend payout ratio ⁽²⁾	20.03%	13.35%	9.62 %	7	4
Stock price per common share (period-end)	\$ 131.12	\$ 92.96	\$ 145.09	41	(36)
Total market capitalization (period-end)	49,877	35,447	60,047	41	(41)
Balance sheet (average balances)					
Loans held for investment	\$ 311,541	\$ 292,238	\$ 252,730	7%	16%
Interest-earning assets	441,238	406,646	389,336	9	4
Total assets	467,807	440,538	424,521	6	4
Interest-bearing deposits	313,737	277,208	271,500	13	2
Total deposits	343,554	313,551	306,397	10	2
Borrowings	49,332	51,006	38,590	(3)	32
Common equity	50,349	50,279	56,966	—	(12)
Total stockholders' equity	55,195	55,125	62,556	—	(12)
Selected performance metrics					
Purchase volume	\$ 620,290	\$ 587,283	\$ 527,605	6%	11%
Total net revenue margin ⁽³⁾	8.34%	8.42%	7.82%	(8)bps	60 bps
Net interest margin	6.63	6.67	6.21	(4)	46
Return on average assets ⁽⁴⁾	1.04	1.67	2.92	(63)	(125)
Return on average tangible assets ⁽⁵⁾	1.08	1.73	3.03	(65)	(130)
Return on average common equity ⁽⁶⁾	9.10	14.01	21.01	(491)	(700)
Return on average tangible common equity ⁽⁷⁾	13.04	19.91	28.39	(687)	(848)
Equity-to-assets ratio ⁽⁸⁾	11.80	12.51	14.74	(71)	(223)
Efficiency ratio ⁽⁹⁾	55.23	55.95	54.44	(72)	151
Operating efficiency ratio ⁽¹⁰⁾	44.33	44.22	45.01	11	(79)
Adjusted operating efficiency ratio ⁽¹¹⁾	43.54	44.53	44.68	(99)	(15)
Effective income tax rate from continuing operations	19.2	20.3	21.6	(110)	(130)
Net charge-offs	\$ 8,414	\$ 3,973	\$ 2,234	112%	78%
Net charge-off rate	2.70%	1.36 %	0.88%	134 bps	48 bps

	December 31,			Change	
<i>(Dollars in millions, except as noted)</i>	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
Balance sheet (period-end)					
Loans held for investment	\$320,472	\$312,331	\$277,340	3%	13%
Interest-earning assets	449,701	427,248	397,341	5	8
Total assets	478,464	455,249	432,381	5	5
Interest-bearing deposits	320,389	300,789	272,937	7	10
Total deposits	348,413	332,992	310,980	5	7
Borrowings	49,856	48,715	43,086	2	13
Common equity	53,244	47,737	56,184	12	(15)
Total stockholders' equity	58,089	52,582	61,029	10	(14)
Credit quality metrics					
Allowance for credit losses	\$ 15,296	\$ 13,240	\$ 11,430	16%	16%
Allowance coverage ratio	4.77%	4.24%	4.12%	53 bps	12 bps
30+ day performing delinquency rate	3.71	2.96	2.25	75	71
30+ day delinquency rate	3.99	3.21	2.41	78	80

(Dollars in millions, except as noted)	December 31,			Change	
	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
Capital ratios					
Common equity Tier 1 capital ⁽¹²⁾	12.9%	12.5%	13.1%	40 bps	(60)bps
Tier 1 capital ⁽¹²⁾	14.2	13.9	14.5	30	(60)
Total capital ⁽¹²⁾	16.0	15.8	16.9	20	(110)
Tier 1 leverage ⁽¹²⁾	11.2	11.1	11.6	10	(50)
Tangible common equity ⁽¹³⁾	8.2	7.5	9.9	70	(240)
Supplementary leverage ⁽¹²⁾	9.6	9.5	9.9	10	(40)
Other					
Employees (period end, in thousands)	52.0	56.0	50.8	(7)%	10%

- (1) Tangible book value per common share is a non-GAAP measure calculated based on tangible common equity (“TCE”) divided by common shares outstanding. See “Supplemental Tables—Table B—Reconciliation of Non-GAAP Measures” for additional information on non-GAAP measures.
- (2) Common dividend payout ratio is calculated based on dividends per common share for the period divided by basic earnings per common share for the period.
- (3) Total net revenue margin is calculated based on total net revenue for the period divided by average interest-earning assets for the period.
- (4) Return on average assets is calculated based on income from continuing operations, net of tax, for the period divided by average total assets for the period.
- (5) Return on average tangible assets is a non-GAAP measure calculated based on income from continuing operations, net of tax, for the period divided by average tangible assets for the period. See “Supplemental Tables—Table B—Reconciliation of Non-GAAP Measures” for additional information on non-GAAP measures.
- (6) Return on average common equity is calculated based on net income (loss) available to common stockholders less income (loss) from discontinued operations, net of tax, for the period, divided by average common equity. Our calculation of return on average common equity may not be comparable to similarly-titled measures reported by other companies.
- (7) Return on average tangible common equity is a non-GAAP measure calculated based on net income (loss) available to common stockholders less income (loss) from discontinued operations, net of tax, for the period, divided by average TCE. Our calculation of return on average TCE may not be comparable to similarly-titled measures reported by other companies. See “Supplemental Tables—Table B—Reconciliation of Non-GAAP Measures” for additional information on non-GAAP measures.
- (8) Equity-to-assets ratio is calculated based on average stockholders’ equity for the period divided by average total assets for the period.
- (9) Efficiency ratio is calculated based on total non-interest expense for the period divided by total net revenue for the period.
- (10) Operating efficiency ratio is calculated based on operating expense for the period divided by total net revenue for the period.
- (11) Adjusted operating efficiency ratio is a non-GAAP measure. See “Supplemental Tables—Table B—Reconciliation of Non-GAAP Measures” for a reconciliation of our adjusted operating efficiency ratio (non-GAAP) to our operating efficiency ratio (GAAP).
- (12) Capital ratios are calculated based on the Basel III standardized approach framework, see “Capital Management” for additional information.
- (13) Tangible common equity ratio is a non-GAAP measure calculated based on TCE divided by tangible assets. See “Supplemental Tables—Table B—Reconciliation of Non-GAAP Measures” for the calculation of this measure and reconciliation to the comparative U.S. GAAP measure.
- ** Not meaningful.

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EXECUTIVE SUMMARY

Financial Highlights

On February 19, 2024, we entered into an agreement to acquire Discover in an all-stock transaction. Upon closing, each share of Discover common stock will be exchanged for 1.0192 shares of our common stock. The closing of the Transaction is subject to the satisfaction of customary closing conditions, including receipt of required regulatory approvals and approval by our stockholders and the stockholders of Discover. See the “Agreement to Acquire Discover” section in “Part I—Item 1. Business—Overview” for additional information.

We reported net income of \$4.9 billion (\$11.95 per diluted common share) on total net revenue of \$36.8 billion for 2023. In comparison, we reported net income of \$7.4 billion (\$17.91 per diluted common share) on total net revenue of \$34.3 billion for 2022 and net income of \$12.4 billion (\$26.94 per diluted common share) on total net revenue of \$30.4 billion for 2021.

Our CET1 capital ratio as calculated under the Basel III standardized approach was 12.9% and 12.5% as of December 31, 2023 and 2022, respectively. See “Capital Management” for additional information.

For the year ended December 31, 2023, we declared and paid common stock dividends of \$935 million and repurchased \$600 million of shares of our common stock. See “Capital Management—Dividend Policy and Stock Purchases” for additional information.

Below are additional highlights of our performance in 2023. These highlights are based on a comparison between the results of 2023 and 2022, except as otherwise noted. We provide a more detailed discussion of our financial performance in the sections following this “Executive Summary.”

Discussions of our performance for 2022 compared to 2021 can be found in “Part II—Item 7. MD&A” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

Total Company Performance

- *Earnings:*

Our net income decreased by \$2.5 billion to \$4.9 billion in 2023 compared to 2022 primarily driven by:

- Higher provision for credit losses primarily driven by growth and continued credit normalization in our domestic credit card loan portfolio.
- Higher non-interest expense primarily driven by increased salaries and associate benefits, the \$289 million FDIC special assessment related to certain regional bank failures and the absence of \$177 million insurance recoveries net of legal reserve activity received in 2022, partially offset by lower professional services.

These drivers were partially offset by:

- Higher net interest income primarily driven by higher average loan balances in our credit card loan portfolio and higher asset yields, partially offset by higher funding costs.

- *Loans Held for Investment:*

- Period-end loans held for investment increased by \$8.1 billion to \$320.5 billion as of December 31, 2023 from December 31, 2022 primarily driven by growth in our credit card loan portfolio.
- Average loans held for investment increased by \$19.3 billion to \$311.5 billion in 2023 compared to 2022 primarily driven by growth in our credit card loan portfolio.

- *Net Charge-Off and Delinquency Metrics:*

- Our net charge-off rate increased by 134 bps to 2.70% in 2023 compared to 2022 primarily driven by higher net charge-offs in our credit card loan portfolio.

- Our 30+ day delinquency rate increased by 78 bps to 3.99% as of December 31, 2023 from December 31, 2022 primarily driven by higher delinquency inventories in our credit card loan portfolio.
- *Allowance for Credit Losses:* Our allowance for credit losses increased by \$2.1 billion to \$15.3 billion and our allowance coverage ratio increased by 53 bps to 4.77% as of December 31, 2023 compared to December 31, 2022.

CONSOLIDATED RESULTS OF OPERATIONS

The section below provides a comparative discussion of our consolidated financial performance for 2023 and 2022. We provide a discussion of our business segment results in the following section, “Business Segment Financial Performance.” This section should be read together with our “Executive Summary,” where we discuss trends and other factors that we expect will affect our future results of operations.

Net Interest Income

Net interest income represents the difference between interest income, including certain fees, earned on our interest-earning assets and the interest expense incurred on our interest-bearing liabilities. Our interest-earning assets include loans, investment securities and other interest-earning assets, while our interest-bearing liabilities include interest-bearing deposits, securitized debt obligations, senior and subordinated notes, other borrowings and other interest-bearing liabilities. Generally, we include in interest income any past due fees, net of reversals, on loans that we deem collectible. Our net interest margin, based on our consolidated results, represents the difference between the yield on our interest-earning assets and the cost of our interest-bearing liabilities, including the notional impact of non-interest-bearing funding. We expect net interest income and our net interest margin to fluctuate based on changes in interest rates and changes in the amount and composition of our interest-earning assets and interest-bearing liabilities.

Table 1 below presents the average outstanding balance, interest income earned, interest expense incurred and average yield for 2023, 2022 and 2021 for each major category of our interest-earning assets and interest-bearing liabilities. Nonperforming loans are included in the average loan balances below.

Table 1: Average Balances, Net Interest Income and Net Interest Margin

(Dollars in millions)	Year Ended December 31,								
	2023			2022			2021		
	Average Balance	Interest Income/Expense	Average Yield/Rate ⁽¹⁾	Average Balance	Interest Income/Expense	Average Yield/Rate ⁽¹⁾	Average Balance	Interest Income/Expense	Average Yield/Rate ⁽¹⁾
Assets:									
Interest-earning assets:									
Loans: ⁽²⁾									
Credit card	\$ 141,675	\$ 26,267	18.54%	\$ 121,055	\$ 19,626	16.21%	\$ 106,016	\$ 15,474	14.60%
Consumer banking	77,514	6,041	7.79	80,511	5,782	7.18	73,874	5,804	7.86
Commercial banking ⁽³⁾	92,984	6,363	6.84	92,273	3,702	4.01	77,438	2,119	2.74
Other ⁽⁴⁾	—	(1,261)	**	—	(200)	**	—	866	**
Total loans, including loans held for sale	312,173	37,410	11.98	293,839	28,910	9.84	257,328	24,263	9.43
Investment securities	89,105	2,550	2.86	90,608	1,884	2.08	98,394	1,446	1.47
Cash equivalents and other interest-earning assets	39,960	1,978	4.95	22,199	443	2.00	33,614	60	0.18
Total interest-earning assets	441,238	41,938	9.50	406,646	31,237	7.68	389,336	25,769	6.62
Cash and due from banks	3,869			5,054			5,281		
Allowance for credit losses	(14,290)			(11,620)			(13,354)		
Premises and equipment, net	4,373			4,265			4,257		
Other assets	32,617			36,193			39,001		
Total assets	\$ 467,807			\$ 440,538			\$ 424,521		
Liabilities and stockholders' equity:									
Interest-bearing liabilities:									
Interest-bearing deposits	\$ 313,737	\$ 9,489	3.02%	\$ 277,208	\$ 2,535	0.91%	\$ 271,500	\$ 956	0.35%
Securitized debt obligations	17,675	959	5.42	15,603	384	2.46	12,336	119	0.96
Senior and subordinated notes	31,109	2,204	7.08	29,286	1,074	3.67	25,530	488	1.91
Other borrowings and liabilities	2,394	45	1.89	7,800	130	1.67	2,261	35	1.57
Total interest-bearing liabilities	364,915	12,697	3.48	329,897	4,123	1.25	311,627	1,598	0.51
Non-interest-bearing deposits	29,817			36,343			34,897		
Other liabilities	17,880			19,173			15,441		
Total liabilities	412,612			385,413			361,965		
Stockholders' equity	55,195			55,125			62,556		
Total liabilities and stockholders' equity	\$ 467,807			\$ 440,538			\$ 424,521		
Net interest income/spread	\$ 29,241	6.03		\$ 27,114	6.43		\$ 24,171	6.11	
Impact of non-interest-bearing funding		0.60			0.24			0.10	
Net interest margin		6.63%			6.67%			6.21%	

⁽¹⁾ Average yield is calculated based on interest income for the period divided by average loans during the period. Interest income does not include any allocations, such as funds transfer pricing. Average yield is calculated using whole dollar values for average balances and interest income/expense.

⁽²⁾ Past due fees, net of reversals, included in interest income totaled approximately \$2.2 billion in 2023, \$1.9 billion in 2022 and \$1.4 billion in 2021.

⁽³⁾ Some of our commercial investments generate tax-exempt income, tax credits or other tax benefits. Accordingly, we present our Commercial Banking revenue and yields on a taxable-equivalent basis, calculated using the federal statutory tax rate of 21% and state taxes where applicable, with offsetting reductions to the Other category. Taxable-equivalent adjustments included in the interest income and yield computations for our commercial loans totaled

approximately \$74 million in 2023, 2022 and 2021, with corresponding reductions to the Other category.

- (4) Interest income/expense in the Other category represents the impact of hedge accounting on our loan portfolios and the offsetting reduction of the taxable-equivalent adjustments of our commercial loans as described above.

** Not meaningful.

Net interest income increased by \$2.1 billion to \$29.2 billion in 2023 compared to 2022 primarily driven by higher average loan balances in our credit card loan portfolio and higher asset yields, partially offset by higher funding costs.

Net interest margin decreased by 4 bps to 6.63% in 2023 compared to 2022 primarily driven by higher rates paid on interest-bearing deposits, partially offset by higher asset yields and growth in our credit card loan portfolio.

Our cumulative deposit beta increased to 60% as of December 31, 2023, from 35% as of December 31, 2022 primarily driven by product mix shifts toward higher rate products, deposit pricing lags catching up to earlier increases in market interest rates and competition. We define cumulative deposit beta as the ratio of changes in the rate paid on our interest-bearing deposits to the increases in the upper limit of the federal funds rate during the current rising interest rate cycle.

Table 2 displays the change in our net interest income between periods and the extent to which the variance is attributable to:

- changes in the volume of our interest-earning assets and interest-bearing liabilities; or
- changes in the interest rates related to these assets and liabilities.

Table 2: Rate/Volume Analysis of Net Interest Income⁽¹⁾

(Dollars in millions)	2023 vs. 2022			2022 vs. 2021		
	Total Variance	Volume	Rate	Total Variance	Volume	Rate
Interest income:						
Loans:						
Credit card	\$ 6,641	\$ 3,584	\$ 3,057	\$ 4,152	\$ 2,324	\$ 1,828
Consumer banking	259	(215)	474	(22)	477	(499)
Commercial banking ⁽²⁾	2,661	29	2,632	1,583	454	1,129
Other ⁽³⁾	(1,061)	—	(1,061)	(1,066)	—	(1,066)
Total loans, including loans held for sale	8,500	3,398	5,102	4,647	3,255	1,392
Investment securities	666	(31)	697	438	(115)	553
Cash equivalents and other interest-earning assets	1,535	476	1,059	383	(20)	403
Total interest income	10,701	3,843	6,858	5,468	3,120	2,348
Interest expense:						
Interest-bearing deposits	6,954	371	6,583	1,579	20	1,559
Securitized debt obligations	575	56	519	265	37	228
Senior and subordinated notes	1,130	71	1,059	586	80	506
Other borrowings and liabilities	(85)	(90)	5	95	92	3
Total interest expense	8,574	408	8,166	2,525	229	2,296
Net interest income	\$ 2,127	\$ 3,435	\$ (1,308)	\$ 2,943	\$ 2,891	\$ 52

(1) We calculate the change in interest income and interest expense separately for each item. The portion of interest income or interest expense attributable to both volume and rate is allocated proportionately when the calculation results in a positive value. When the portion of interest income or interest expense attributable to both volume and rate results in a negative value, the total amount is allocated to volume or rate, depending on which amount is positive.

(2) Some of our commercial investments generate tax-exempt income, tax credits or other tax benefits. Accordingly, we present our Commercial Banking revenue and yields on a taxable-equivalent basis, calculated using the federal statutory tax rate of 21% and state taxes where applicable, with offsetting reductions to the Other category.

(3) Interest income/expense in the Other category represents the impact of hedge accounting on our loan portfolios and the offsetting reduction of the taxable-equivalent adjustments of our commercial loans as described above.

Non-Interest Income

Table 3 displays the components of non-interest income for 2023, 2022 and 2021.

Table 3: Non-Interest Income

<i>(Dollars in millions)</i>	Year Ended December 31,		
	2023	2022	2021
Interchange fees, net	\$ 4,793	\$ 4,606	\$ 3,860
Service charges and other customer-related fees	1,667	1,625	1,578
Net securities gains (losses)	(34)	(9)	2
Other ⁽¹⁾⁽²⁾	1,120	914	824
Total non-interest income	\$ 7,546	\$ 7,136	\$ 6,264

⁽¹⁾ Primarily consists of revenue from treasury and other investment income, Capital One Shopping, our credit card partnership agreements and commercial mortgage banking revenue.

⁽²⁾ Includes gains of \$86 million, losses of \$78 million and gains of \$69 million on deferred compensation plan investments for 2023, 2022 and 2021, respectively. These amounts have corresponding offsets in non-interest expense.

Non-interest income increased by \$410 million to \$7.5 billion in 2023 compared to 2022, primarily driven by higher treasury income due to higher interest rates and higher net interchange fees due to an increase in purchase volume.

Provision for Credit Losses

Our provision for credit losses in each period is driven by net charge-offs, changes to the allowance for credit losses and changes to the reserve for unfunded lending commitments. We recorded a provision for credit losses of \$10.4 billion in 2023, \$5.8 billion in 2022 and \$(1.9) billion in 2021.

Our provision for credit losses increased by \$4.6 billion to \$10.4 billion in 2023 compared to 2022 primarily driven by growth and continued credit normalization in our domestic credit card loan portfolio.

We provide additional information on the provision for credit losses and changes in the allowance for credit losses within “Credit Risk Profile” and “Item 8. Financial Statements and Supplementary Data—Note 4—Allowance for Credit Losses and Reserve for Unfunded Lending Commitments.” For information on the allowance methodology for each of our loan categories, see “Item 8. Financial Statements and Supplementary Data—Note 1—Summary of Significant Accounting Policies.”

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Non-Interest Expense

Table 4 displays the components of non-interest expense for 2023, 2022 and 2021.

Table 4: Non-Interest Expense

<i>(Dollars in millions)</i>	Year Ended December 31,		
	2023	2022	2021
Operating Expense:			
Salaries and associate benefits ⁽¹⁾	\$ 9,302	\$ 8,425	\$ 7,421
Occupancy and equipment	2,160	2,050	2,003
Professional services	1,268	1,807	1,440
Communications and data processing	1,383	1,379	1,262
Amortization of intangibles	82	70	29
Other non-interest expense:			
Bankcard, regulatory and other fee assessments	548	264	199
Collections	353	331	360
Other	1,211	820	985
Total other non-interest expense	2,112	1,415	1,544
Total operating expense	\$ 16,307	\$ 15,146	\$ 13,699
Marketing	4,009	4,017	2,871
Total non-interest expense	\$ 20,316	\$ 19,163	\$ 16,570

⁽¹⁾ Includes expenses of \$86 million, a benefit of \$78 million and expenses of \$69 million related to our deferred compensation plan for 2023, 2022 and 2021, respectively. These amounts have corresponding offsets from investments in other non-interest income.

Non-interest expense increased by \$1.2 billion to \$20.3 billion in the year ended 2023 compared to 2022, primarily driven by increased salaries and associate benefits, the \$289 million FDIC special assessment related to certain regional bank failures and the absence of \$177 million insurance recoveries net of legal reserve activity received in 2022, partially offset by lower professional services.

Income Taxes

We recorded an income tax provision of \$1.2 billion (19.2% effective income tax rate), \$1.9 billion (20.3% effective income tax rate) and \$3.4 billion (21.6% effective income tax rate) in 2023, 2022 and 2021, respectively. Our effective tax rate on income from continuing operations varies between periods due, in part, to the impact of changes in pre-tax income and changes in tax credits, tax-exempt income and non-deductible expenses relative to our pre-tax earnings.

Our effective income tax rate in 2023 decreased by 1.1% compared to 2022. We recorded discrete tax expense of \$6 million in 2023 and discrete tax benefits of \$71 million and \$66 million in 2022 and 2021, respectively.

We provide additional information on items affecting our income taxes and effective tax rate in “Item 8. Financial Statements and Supplementary Data—Note 15—Income Taxes.”

CONSOLIDATED BALANCE SHEETS ANALYSIS

Total assets increased by \$23.2 billion to \$478.5 billion as of December 31, 2023 from December 31, 2022 primarily driven by increases in our cash balances as we continue to hold elevated levels of liquidity given the market volatility and growth in our credit card loan portfolio.

Total liabilities increased by \$17.7 billion to \$420.4 billion as of December 31, 2023 from December 31, 2022 primarily driven by deposit growth due to our national consumer banking strategy, which includes our national brand and marketing strategy, caf  s, and tech / digital investments, which have enabled us to both deepen and grow our overall customer base.

Stockholders’ equity increased by \$5.5 billion to \$58.1 billion as of December 31, 2023 from December 31, 2022 primarily driven by net income of \$4.9 billion.

The following is a discussion of material changes in the major components of our assets and liabilities during 2023. Period-end balance sheet amounts may vary from average balance sheet amounts due to the timing of normal balance sheet management activities that are intended to support our capital and liquidity positions, our market risk profile and the needs of our customers.

Investment Securities

Our investment securities portfolio consists of the following: U.S. government-sponsored enterprise or agency (“Agency”) and non-agency residential mortgage-backed securities (“RMBS”), agency commercial mortgage-backed securities (“CMBS”), U.S. Treasury securities and other securities. Agency securities include Government National Mortgage Association (“Ginnie Mae”) guaranteed securities, Federal National Mortgage Association (“Fannie Mae”) and Federal Home Loan Mortgage Corporation (“Freddie Mac”) issued securities. The carrying value of our investments in Agency and U.S. Treasury securities represented 97% of our total investment securities portfolio as of both December 31, 2023 and 2022.

The fair value of our available for sale securities portfolio increased by \$2.2 billion to \$79.1 billion as of December 31, 2023 from 2022 primarily driven by increases in fair value due to decreases in interest rates and net purchases. See “Item 8. Financial Statements and Supplementary Data—Note 2—Investment Securities” for more information.

Loans Held for Investment

Total loans held for investment consists of both unsecuritized loans and loans held in our consolidated trusts. Table 5 summarizes, by portfolio segment, the carrying value of our loans held for investment, the allowance for credit losses and net loan balance as of December 31, 2023 and 2022.

Table 5: Loans Held for Investment

<i>(Dollars in millions)</i>	December 31, 2023			December 31, 2022		
	Loans	Allowance	Net Loans	Loans	Allowance	Net Loans
Credit Card	\$ 154,547	\$ (11,709)	\$ 142,838	\$ 137,730	\$ (9,545)	\$ 128,185
Consumer Banking	75,437	(2,042)	73,395	79,925	(2,237)	77,688
Commercial Banking	90,488	(1,545)	88,943	94,676	(1,458)	93,218
Total	<u>\$ 320,472</u>	<u>\$ (15,296)</u>	<u>\$ 305,176</u>	<u>\$ 312,331</u>	<u>\$ (13,240)</u>	<u>\$ 299,091</u>

Loans held for investment increased by \$8.1 billion to \$320.5 billion as of December 31, 2023 compared to December 31, 2022 primarily driven by growth in our credit card loan portfolio.

We provide additional information on the composition of our loan portfolio and credit quality in “Credit Risk Profile,” “Consolidated Results of Operations” and “Item 8. Financial Statements and Supplementary Data—Note 3—Loans.”

Funding Sources

Our primary source of funding comes from insured retail deposits, as they are a relatively stable and lower cost source of funding. In addition to deposits, we raise funding through the issuance of senior and subordinated notes, securitized debt obligations, federal funds purchased, securities loaned or sold under agreements to repurchase, and Federal Home Loan Banks (“FHLB”) advances secured by certain portions of our loan and securities portfolios.

Table 6 provides the composition of our primary sources of funding as of December 31, 2023 and 2022.

Table 6: Funding Sources Composition

<i>(Dollars in millions)</i>	December 31, 2023		December 31, 2022	
	Amount	% of Total	Amount	% of Total
Deposits:				
Consumer Banking	\$ 296,171	74 %	\$ 270,592	71 %
Commercial Banking	32,712	8	40,808	11
Other ⁽¹⁾	19,530	5	21,592	6
Total deposits	<u>348,413</u>	<u>87</u>	<u>332,992</u>	<u>88</u>
Securitized debt obligations	18,043	5	16,973	4
Other debt	31,813	8	31,742	8
Total funding sources	<u>\$ 398,269</u>	<u>100 %</u>	<u>\$ 381,707</u>	<u>100 %</u>

⁽¹⁾ Includes brokered deposits of \$18.5 billion and \$20.6 billion as of December 31, 2023 and 2022, respectively.

Total deposits increased by \$15.4 billion to \$348.4 billion as of December 31, 2023 from December 31, 2022 primarily driven by our national banking strategy, which includes our national brand and marketing strategy, cafés, and tech / digital investments, which have enabled us to both deepen and grow our overall customer base.

As of December 31, 2023 and 2022, we held \$64.2 billion and \$80.7 billion, respectively, of estimated uninsured deposits excluding any intercompany balances. These amounts were primarily comprised of checking and savings deposits. These estimated uninsured deposits comprised approximately 18% and 24% of our total deposits as of December 31, 2023 and 2022, respectively. We estimate our uninsured amounts based on methodologies and assumptions used for our “Consolidated Reports of Condition and Income” (FFIEC 031) filed with the Federal Banking Agencies.

Securitized debt obligations increased by \$1.1 billion to \$18.0 billion as of December 31, 2023 from December 31, 2022 primarily driven by net issuances in our credit card and auto securitization programs.

Other debt remained substantially flat at \$31.8 billion as of December 31, 2023 compared to December 31, 2022.

We provide additional information on our funding sources in “Liquidity Risk Profile” and “Item 8. Financial Statements and Supplementary Data—Note 8—Deposits and Borrowings.”

Deferred Tax Assets and Liabilities

Deferred tax assets and liabilities represent decreases or increases in taxes expected to be paid in the future because of future reversals of temporary differences between the financial reporting and tax bases of assets and liabilities, as well as from net operating loss and tax credit carryforwards. Deferred tax assets are recognized subject to management’s judgment that these future deductions are more likely than not to be realized. We evaluate the recoverability of these future tax deductions by assessing the adequacy of expected taxable income from all sources, including taxable income in carryback years, reversal of taxable temporary differences, forecasted operating earnings and available tax planning strategies. These sources of income rely heavily on estimates. We use our historical experience and our short and long-range business forecasts to make these estimates.

Deferred tax assets, net of deferred tax liabilities and valuation allowances, were approximately \$7.9 billion as of December 31, 2023, an increase of \$280 million from December 31, 2022. The increase in our net deferred tax assets was primarily driven by an increase in our allowance for credit losses, partially offset by an increase in fair value of our available for sale securities and derivatives in 2023.

Our recorded valuation allowance balances were \$496 million and \$446 million as of December 31, 2023 and 2022, respectively. If changes in circumstances lead us to change our judgment about our ability to realize deferred tax assets in future years, we will adjust our valuation allowances in the period that our change in judgment occurs and record a corresponding increase or charge to income.

We provide additional information on income taxes in “Consolidated Results of Operations” and “Item 8. Financial Statements and Supplementary Data—Note 15—Income Taxes.”

OFF-BALANCE SHEET ARRANGEMENTS

In the ordinary course of business, we engage in certain activities that are not reflected on our consolidated balance sheets, generally referred to as off-balance sheet arrangements. These activities typically involve transactions with unconsolidated variable interest entities (“VIEs”) as well as other arrangements, such as letters of credit, loan commitments and guarantees, to meet the financing needs of our customers and support their ongoing operations. We provide additional information regarding these types of activities in “Item 8. Financial Statements and Supplementary Data—Note 5—Variable Interest Entities and Securitizations” and “Item 8. Financial Statements and Supplementary Data—Note 18—Commitments, Contingencies, Guarantees and Others.”

BUSINESS SEGMENT FINANCIAL PERFORMANCE

Our principal operations are organized for management reporting purposes into three major business segments, which are defined primarily based on the products and services provided or the types of customer served: Credit Card, Consumer Banking and Commercial Banking. The operations of acquired businesses have been integrated into or managed as a part of our existing business segments. Certain activities that are not part of a business segment are included in the Other category, such as the management of our corporate investment portfolio and asset/liability positions performed by our centralized Corporate Treasury group and any residual tax expense or benefit beyond what is assessed to our business segments in order to arrive at the consolidated effective tax rate.

The results of our individual businesses, which we report on a continuing operations basis, reflect the manner in which management evaluates performance and makes decisions about funding our operations and allocating resources. We may periodically change our business segments or reclassify business segment results based on modifications to our management reporting methodologies and changes in organizational alignment. Our business segment results are intended to reflect each segment as if it were a stand-alone business. We use an internal management and reporting process to derive our business segment results. Our internal management and reporting process employs various allocation methodologies, including funds transfer pricing, to assign certain balance sheet assets, deposits and other liabilities and their related revenues and expenses directly or indirectly attributable to each business segment. Total interest income and non-interest income are directly attributable to the segment in which they are reported. The net interest income of each segment reflects the results of our funds transfer pricing process, which is primarily based on a matched funding concept that takes into consideration market interest rates. Our funds transfer pricing process is managed by our centralized Corporate Treasury group and provides a funds credit for sources of funds, such as deposits generated by our Consumer Banking and Commercial Banking businesses, and a charge for the use of funds by each segment. The allocation is unique to each business segment and acquired business and is based on the composition of assets and liabilities. The funds transfer pricing process considers the interest rate and liquidity risk characteristics of assets and liabilities and off-balance sheet products. Periodically, the methodology and assumptions utilized in the funds transfer pricing process are adjusted to reflect economic conditions and other factors, which may impact the allocation of net interest income to the business segments. We regularly assess the assumptions, methodologies and reporting classifications used for segment reporting, which may result in the implementation of refinements or changes in future periods.

We refer to the business segment results derived from our internal management accounting and reporting process as our “managed” presentation, which differs in some cases from our reported results prepared based on U.S. GAAP. There is no comprehensive authoritative body of guidance for management accounting equivalent to U.S. GAAP; therefore, the managed presentation of our business segment results may not be comparable to similar information provided by other financial services companies. In addition, our individual business segment results should not be used as a substitute for comparable results determined in accordance with U.S. GAAP.

We summarize our business segment results for the years ended December 31, 2023, 2022 and 2021 and provide a comparative discussion of these results for 2023 and 2022, as well as changes in our financial condition and credit performance metrics as of December 31, 2023 compared to December 31, 2022. We provide a reconciliation of our total business segment results to our reported consolidated results in “Item 8. Financial Statements and Supplementary Data—Note 17—Business Segments and Revenue from Contracts with Customers.”

Business Segment Financial Performance

Table 7 summarizes our business segment results, which we report based on total net revenue (loss) and net income (loss) from continuing operations, for the years ended December 31, 2023, 2022 and 2021. We provide information on the allocation methodologies used to derive our business segment results in “Item 8. Financial Statements and Supplementary Data—Note 17—Business Segments and Revenue from Contracts with Customers.”

Table 7: Business Segment Results

	Year Ended December 31,											
	2023				2022				2021			
	Total Net Revenue (Loss) ⁽¹⁾		Net Income (Loss) ⁽²⁾		Total Net Revenue (Loss) ⁽¹⁾		Net Income (Loss) ⁽²⁾		Total Net Revenue (Loss) ⁽¹⁾		Net Income (Loss) ⁽²⁾	
	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total
<i>(Dollars in millions)</i>												
Credit Card	\$ 25,669	70%	\$ 3,457	71%	\$ 22,355	65%	\$ 4,927	67%	\$ 18,880	62%	\$ 7,758	63%
Consumer Banking ..	9,302	25	2,258	46	9,434	28	2,250	31	9,002	29	3,676	30
Commercial Banking ⁽³⁾	3,520	10	691	14	3,590	10	843	11	3,301	11	1,532	12
Other ⁽³⁾	(1,704)	(5)	(1,519)	(31)	(1,129)	(3)	(660)	(9)	(748)	(2)	(572)	(5)
Total	<u>\$ 36,787</u>	<u>100%</u>	<u>\$ 4,887</u>	<u>100%</u>	<u>\$ 34,250</u>	<u>100%</u>	<u>\$ 7,360</u>	<u>100%</u>	<u>\$ 30,435</u>	<u>100%</u>	<u>\$ 12,394</u>	<u>100%</u>

⁽¹⁾ Total net revenue (loss) consists of net interest income and non-interest income.

⁽²⁾ Net income (loss) for our business segments and the Other category is based on income (loss) from continuing operations, net of tax.

⁽³⁾ Some of our commercial investments generate tax-exempt income, tax credits or other tax benefits. Accordingly, we present our Commercial Banking revenue and yields on a taxable-equivalent basis, calculated using the federal statutory tax rate of 21% and state taxes where applicable, with offsetting reductions to the Other category.

Credit Card Business

The primary sources of revenue for our Credit Card business are net interest income, net interchange income and fees collected from customers. Expenses primarily consist of the provision for credit losses, operating costs and marketing expenses.

Our Credit Card business generated net income from continuing operations of \$3.5 billion, \$4.9 billion and \$7.8 billion in 2023, 2022 and 2021, respectively.

Table 8 summarizes the financial results of our Credit Card business and displays selected key metrics for the periods indicated.

Table 8: Credit Card Business Results

	Year Ended December 31,			Change	
	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
<i>(Dollars in millions, except as noted)</i>					
Selected income statement data:					
Net interest income	\$ 19,729	\$ 16,584	\$ 14,074	19%	18%
Non-interest income	5,940	5,771	4,806	3	20
Total net revenue ⁽¹⁾	25,669	22,355	18,880	15	18
Provision (benefit) for credit losses	8,651	4,265	(902)	103	**
Non-interest expense	12,490	11,627	9,621	7	21
Income from continuing operations before income taxes	4,528	6,463	10,161	(30)	(36)
Income tax provision	1,071	1,536	2,403	(30)	(36)
Income from continuing operations, net of tax	\$ 3,457	\$ 4,927	\$ 7,758	(30)	(36)
Selected performance metrics:					
Average loans held for investment	\$ 141,572	\$ 120,392	\$ 102,731	18	17
Average yield on loans ⁽²⁾	18.54%	16.21%	14.60%	233bps	161bps
Total net revenue margin ⁽³⁾	18.12	18.47	17.81	(35)	66
Net charge-offs	\$ 6,472	\$ 3,048	\$ 1,956	112%	56%
Net charge-off rate	4.57%	2.53%	1.90%	204bps	63bps
Purchase volume	\$ 620,290	\$ 587,283	\$ 527,605	6%	11%
<i>(Dollars in millions, except as noted)</i>					
	December 31, 2023	December 31, 2022	Change		
Selected period-end data:					
Loans held for investment	\$ 154,547	\$ 137,730	12%		
30+ day performing delinquency rate	4.61%	3.46%	115bps		
30+ day delinquency rate	4.62	3.46	116		
Nonperforming loan rate ⁽⁴⁾	0.01	0.01	—		
Allowance for credit losses	\$ 11,709	\$ 9,545	23%		
Allowance coverage ratio	7.58%	6.93%	65bps		

⁽¹⁾ We recognize finance charges and fee income on open-ended loans in accordance with the contractual provisions of the credit arrangements and charge off any uncollectible amounts. Total net revenue was reduced by \$1.9 billion, \$946 million and \$629 million in 2023, 2022 and 2021, respectively, for finance charges and fees charged-off as uncollectible.

⁽²⁾ Average yield is calculated based on interest income for the period divided by average loans during the period and does not include any allocations, such as funds transfer pricing.

⁽³⁾ Total net revenue margin is calculated based on total net revenue for the period divided by average loans during the period.

⁽⁴⁾ Within our credit card loan portfolio, only certain loans in our international card businesses are classified as nonperforming. See “Nonperforming Loans and Other Nonperforming Assets” for additional information.

** Not meaningful.

Key factors affecting the results of our Credit Card business for 2023 compared to 2022, and changes in financial condition and credit performance between December 31, 2023 and 2022 include the following:

- *Net Interest Income:* Net interest income increased by \$3.1 billion to \$19.7 billion in 2023 primarily driven by higher average loan balances and margins.
- *Non-Interest Income:* Non-interest income increased by \$169 million to \$5.9 billion in 2023 due to higher net interchange fees due to an increase in purchase volume and gains on our deferred compensation plan investments, partially offset by the absence of a \$192 million gain on the sale of partnership loan portfolios in 2022.
- *Provision for Credit Losses:* Provision for credit losses increased by \$4.4 billion to \$8.7 billion in 2023 primarily driven by loan growth and continued credit normalization.
- *Non-Interest Expense:* Non-interest expense increased by \$863 million to \$12.5 billion in 2023 primarily driven by increased operating expenses, including salaries and associate benefits.

Loans Held for Investment:

- Period-end loans held for investment increased by \$16.8 billion to \$154.5 billion as of December 31, 2023 from December 31, 2022 driven by growth across our portfolio.
- Average loans held for investment increased by \$21.2 billion to \$141.6 billion in 2023 compared to 2022 driven by growth across our portfolio.

Net Charge-Off and Delinquency Metrics:

- The net charge-off rate increased by 204 bps to 4.57% in 2023 compared to 2022 primarily driven by higher net charge-offs in our domestic credit card loan portfolio.
- The 30+ day delinquency rate increased by 116 bps to 4.62% as of December 31, 2023 from December 31, 2022 primarily driven by higher delinquency inventories.

Domestic Card Business

The Domestic Card business generated net income from continuing operations of \$3.3 billion, \$4.7 billion and \$7.3 billion in 2023, 2022 and 2021, respectively. In 2023, 2022 and 2021, the Domestic Card business accounted for greater than 90% of total net revenue of our Credit Card business.

Table 8.1 summarizes the financial results for our Domestic Card business and displays selected key metrics for the periods indicated.

Table 8.1: Domestic Card Business Results

<i>(Dollars in millions, except as noted)</i>	Year Ended December 31,			Change	
	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
Selected income statement data:					
Net interest income	\$ 18,610	\$ 15,616	\$ 12,916	19%	21%
Non-interest income	5,672	5,363	4,532	6	18
Total net revenue ⁽¹⁾	24,282	20,979	17,448	16	20
Provision (benefit) for credit losses	8,268	4,020	(868)	106	**
Non-interest expense	11,648	10,827	8,712	8	24
Income from continuing operations before income taxes	4,366	6,132	9,604	(29)	(36)
Income tax provision	1,030	1,453	2,266	(29)	(36)
Income from continuing operations, net of tax	\$ 3,336	\$ 4,679	\$ 7,338	(29)	(36)
Selected performance metrics:					
Average loans held for investment	\$ 135,213	\$ 114,506	\$ 95,818	18	20
Average yield on loans ⁽²⁾	18.46%	16.07%	14.49%	239bps	158bps
Total net revenue margin ⁽³⁾	17.94	18.28	17.85	(34)	43
Net charge-offs	\$ 6,164	\$ 2,833	\$ 1,820	118%	56%
Net charge-off rate	4.56%	2.47%	1.90%	209bps	57bps
Purchase volume	\$ 605,664	\$ 568,752	\$ 487,297	6%	17%
Selected period-end data:					
Loans held for investment	\$ 147,666	\$ 131,581		12%	
30+ day performing delinquency rate	4.61%	3.43%		118bps	
Allowance for credit losses	\$ 11,261	\$ 9,165		23%	
Allowance coverage ratio	7.63%	6.97%		66bps	

⁽¹⁾ We recognize finance charges and fee income on open-ended loans in accordance with the contractual provisions of the credit arrangements and charge off any uncollectible amounts. Finance charges and fees charged off as uncollectible are reflected as a reduction in total net revenue.

⁽²⁾ Average yield is calculated based on interest income for the period divided by average loans during the period and does not include any allocations, such as funds transfer pricing.

⁽³⁾ Total net revenue margin is calculated based on total net revenue for the period divided by average loans during the period.

** Not meaningful

Because our Domestic Card business accounts for the substantial majority of our Credit Card business, the key factors driving the results are similar to the key factors affecting our total Credit Card business. Net income for our Domestic Card business decreased in 2023 compared to 2022 primarily driven by:

- Higher provision for credit losses primarily driven by loan growth and continued credit normalization.

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- Higher non-interest expense primarily driven by increased operating expenses, including salaries and associate benefits.

These drivers were partially offset by:

- Higher net interest income primarily driven by higher average loan balances and margins.
- Higher non-interest income primarily driven by higher net interchange fees due to an increase in purchase volume and gains on our deferred compensation plan investments.

Consumer Banking Business

The primary sources of revenue for our Consumer Banking business are net interest income from loans and deposits as well as service charges and customer-related fees. Expenses primarily consist of the provision for credit losses, operating costs and marketing expenses.

Our Consumer Banking business generated net income from continuing operations of \$2.3 billion in both 2023 and 2022 and \$3.7 billion in 2021.

Table 9 summarizes the financial results of our Consumer Banking business and displays selected key metrics for the periods indicated.

Table 9: Consumer Banking Business Results

	Year Ended December 31,			Change	
	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
<i>(Dollars in millions, except as noted)</i>					
Selected income statement data:					
Net interest income	\$ 8,713	\$ 8,965	\$ 8,448	(3)%	6%
Non-interest income	589	469	554	26	(15)
Total net revenue	9,302	9,434	9,002	(1)	5
Provision (benefit) for credit losses	1,169	1,173	(521)	—	**
Non-interest expense	5,178	5,312	4,711	(3)	13
Income from continuing operations before income taxes	2,955	2,949	4,812	—	(39)
Income tax provision	697	699	1,136	—	(38)
Income from continuing operations, net of tax	\$ 2,258	\$ 2,250	\$ 3,676	—	(39)
Selected performance metrics:					
Average loans held for investment:					
Auto	\$ 76,067	\$ 78,772	\$ 71,108	(3)	11
Retail banking	1,446	1,663	2,765	(13)	(40)
Total consumer banking	\$ 77,513	\$ 80,435	\$ 73,873	(4)	9
Average yield on loans held for investment ⁽¹⁾	7.79%	7.19%	7.86%	60bps	(67)bps
Average deposits	\$ 285,880	\$ 257,089	\$ 251,676	11%	2%
Average deposits interest rate	2.59%	0.72%	0.32%	187bps	40bps
Net charge-offs	\$ 1,364	\$ 854	\$ 276	60%	**
Net charge-off rate	1.76%	1.06%	0.37%	70bps	69bps
Auto loan originations	\$ 26,980	\$ 36,965	\$ 43,083	(27)%	(14)%
<i>(Dollars in millions, except as noted)</i>					
	December 31, 2023	December 31, 2022	Change		
Selected period-end data:					
Loans held for investment:					
Auto	\$ 74,075	\$ 78,373	(5)%		
Retail banking	1,362	1,552	(12)		
Total consumer banking	\$ 75,437	\$ 79,925	(6)		
30+ day performing delinquency rate	6.25%	5.53%	72bps		
30+ day delinquency rate	7.08	6.18	90		
Nonperforming loan rate	1.00	0.79	21		
Nonperforming asset rate ⁽²⁾	1.09	0.87	22		
Allowance for credit losses	\$ 2,042	\$ 2,237	(9)%		
Allowance coverage ratio	2.71%	2.80%	(9)bps		
Deposits	\$ 296,171	\$ 270,592	9%		

⁽¹⁾ Average yield is calculated based on interest income for the period divided by average loans during the period and does not include any allocations, such as funds transfer pricing.

⁽²⁾ Nonperforming assets primarily consist of nonperforming loans and repossessed assets. The total nonperforming asset rate is calculated based on total nonperforming assets divided by the combined period-end total loans held for investment and repossessed assets.

** Not meaningful.

Key factors affecting the results of our Consumer Banking business for 2023 compared to 2022, and changes in financial condition and credit performance between December 31, 2023 and 2022 include the following:

- *Net Interest Income:* Net interest income decreased by \$252 million to \$8.7 billion in 2023 primarily driven by lower margins in our retail banking and auto businesses and lower average loan balances in our auto business, partially offset by higher deposits in our retail banking business.
- *Non-Interest Income:* Non-interest income increased by \$120 million to \$589 million in 2023 primarily driven by higher interchange fees from an increase in debit card purchase volume and gains on our deferred compensation plan investments.
- *Provision for Credit Losses:* Provision for credit losses remained substantially flat at \$1.2 billion in 2023.
- *Non-Interest Expense:* Non-interest expense decreased by \$134 million to \$5.2 billion in 2023 primarily driven by a lower level of auto originations.

Loans Held for Investment:

- Period-end loans held for investment decreased by \$4.5 billion to \$75.4 billion as of December 31, 2023 from December 31, 2022 primarily driven by customer payments outpacing new originations in auto.
- Average loans held for investment decreased by \$2.9 billion to \$77.5 billion in 2023 compared to 2022 primarily driven by lower auto loan originations.

Deposits:

- Period-end deposits increased by \$25.6 billion to \$296.2 billion as of December 31, 2023 from December 31, 2022 primarily driven by our national banking strategy, which includes our national brand and marketing strategy, cafés, and tech / digital investments, which have enabled us to both deepen and grow our overall customer base.

Net Charge-Off and Delinquency Metrics:

- The net charge-off rate increased by 70 bps to 1.76% in 2023 compared to 2022 primarily driven by higher net charge-offs in our auto loan portfolio.
- The 30+ day delinquency rate increased by 90 bps to 7.08% as of December 31, 2023 compared to December 31, 2022 primarily driven by higher auto delinquency inventories.

Commercial Banking Business

The primary sources of revenue for our Commercial Banking business are net interest income from loans and deposits and non-interest income earned from products and services provided to our clients such as advisory services, capital markets and treasury management. Because our Commercial Banking business has loans and investments that generate tax-exempt income, tax credits or other tax benefits, we present the revenues on a taxable-equivalent basis. Expenses primarily consist of the provision for credit losses and operating costs.

Our Commercial Banking business generated net income from continuing operations of \$691 million, \$843 million and \$1.5 billion in 2023, 2022 and 2021, respectively.

Table 10 summarizes the financial results of our Commercial Banking business and displays selected key metrics for the periods indicated.

Table 10: Commercial Banking Business Results

	Year Ended December 31,			Change	
	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
<i>(Dollars in millions, except as noted)</i>					
Selected income statement data:					
Net interest income	\$ 2,518	\$ 2,461	\$ 2,153	2%	14%
Non-interest income	1,002	1,129	1,148	(11)	(2)
Total net revenue ⁽¹⁾	3,520	3,590	3,301	(2)	9
Provision (benefit) for credit losses ⁽²⁾	605	415	(519)	46	**
Non-interest expense	2,011	2,070	1,815	(3)	14
Income from continuing operations before income taxes	904	1,105	2,005	(18)	(45)
Income tax provision	213	262	473	(19)	(45)
Income from continuing operations, net of tax	\$ 691	\$ 843	\$ 1,532	(18)	(45)
Selected performance metrics:					
Average loans held for investment:					
Commercial and multifamily real estate	\$ 36,448	\$ 36,639	\$ 30,980	(1)	18
Commercial and industrial	56,008	54,772	45,146	2	21
Total commercial banking	\$ 92,456	\$ 91,411	\$ 76,126	1	20
Average yield on loans held for investment ⁽¹⁾⁽³⁾	6.86%	4.02%	2.74%	284bps	128bps
Average deposits	\$ 37,411	\$ 42,018	\$ 42,350	(11)%	(1)%
Average deposits interest rate	2.68%	0.73%	0.14%	195bps	59bps
Net charge-offs	\$ 578	\$ 71	\$ 2	**	**
Net charge-off (recovery) rate	0.62%	0.08%	—	54bps	8bps

<i>(Dollars in millions, except as noted)</i>	December 31, 2023	December 31, 2022	Change
Selected period-end data:			
Loans held for investment:			
Commercial and multifamily real estate	\$ 34,446	\$ 37,453	(8)%
Commercial and industrial	56,042	57,223	(2)
Total commercial banking	<u>\$ 90,488</u>	<u>\$ 94,676</u>	(4)
Nonperforming loan rate	0.84%	0.74%	10bps
Nonperforming asset rate ⁽⁴⁾	0.84	0.74	10
Allowance for credit losses ⁽²⁾	\$ 1,545	\$ 1,458	6%
Allowance coverage ratio	1.71%	1.54%	17bps
Deposits	\$ 32,712	\$ 40,808	(20)%
Loans serviced for others	52,341	51,918	1

⁽¹⁾ Some of our commercial investments generate tax-exempt income, tax credits or other tax benefits. Accordingly, we present our Commercial Banking revenue and yields on a taxable-equivalent basis, calculated using the federal statutory tax rate of 21% and state taxes where applicable, with offsetting reductions to the Other category.

⁽²⁾ The provision for losses on unfunded lending commitments is included in the provision for credit losses in our consolidated statements of income and the related reserve is included in other liabilities on our consolidated balance sheets. Our reserve for unfunded lending commitments totaled \$158 million \$218 million and \$165 million as of December 31, 2023, 2022 and 2021, respectively.

⁽³⁾ Average yield is calculated based on interest income for the period divided by average loans during the period and does not include any allocations, such as funds transfer pricing.

⁽⁴⁾ Nonperforming assets consist of nonperforming loans and other foreclosed assets. The total nonperforming asset rate is calculated based on total nonperforming assets divided by the combined period-end total loans held for investment and other foreclosed assets.

** Not meaningful.

Key factors affecting the results of our Commercial Banking business for 2023 compared to 2022, and changes in financial condition and credit performance between December 31, 2023 and 2022 include the following:

- *Net Interest Income:* Net interest income remained substantially flat at \$2.5 billion in 2023 compared to 2022.
- *Non-Interest Income:* Non-interest income decreased by \$127 million to \$1.0 billion in 2023 primarily driven by lower activity in our multifamily agency lending business.
- *Provision for Credit Losses:* Provision for credit losses increased by \$190 million to \$605 million in 2023 primarily driven by our office real estate portfolio.
- *Non-Interest Expense:* Non-interest expense remained substantially flat at \$2.0 billion in 2023 compared to 2022.

Loans Held for Investment:

- Period-end loans held for investment decreased by \$4.2 billion to \$90.5 billion as of December 31, 2023 from December 31, 2022 primarily driven by customer payments outpacing originations.
- Average loans held for investment increased by \$1.0 billion to \$92.5 billion in 2023 compared to 2022 primarily driven by growth across our loan portfolio.

Deposits:

- Period-end deposits decreased by \$8.1 billion to \$32.7 billion as of December 31, 2023 from December 31, 2022 primarily driven by intentional reduction in lower margin deposit balances.

Net Charge-Off and Nonperforming Metrics:

- The net charge-off rate increased by 54 bps to 0.62% in 2023 primarily driven by higher charge-offs in our office real estate portfolio.
- The nonperforming loan rate increased by 10 bps to 0.84% as of December 31, 2023 compared to December 31, 2022 primarily driven by credit deterioration in our office real estate portfolio.

Other Category

Other includes unallocated amounts related to our centralized Corporate Treasury group activities, such as management of our corporate investment securities portfolio, asset/liability management and oversight of our funds transfer pricing process. Other also includes:

- unallocated corporate revenue and expenses that do not directly support the operations of the business segments or for which the business segments are not considered financially accountable in evaluating their performance, such as certain restructuring charges;
- offsets related to certain line-item reclassifications;
- residual tax expense or benefit to arrive at the consolidated effective tax rate that is not assessed to our primary business segments; and
- foreign exchange-rate fluctuations on foreign currency-denominated balances.

Table 11 summarizes the financial results of our Other category for the periods indicated.

Table 11: Other Category Results

<i>(Dollars in millions)</i>	Year Ended December 31,			Change	
	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
Selected income statement data:					
Net interest loss	\$ (1,719)	\$ (896)	\$ (504)	92%	78%
Non-interest income (loss)	15	(233)	(244)	**	(5)
Total net loss ⁽¹⁾	(1,704)	(1,129)	(748)	51	51
Provision (benefit) for credit losses	1	(6)	(2)	**	**
Non-interest expense	637	154	423	**	(64)
Loss from continuing operations before income taxes	(2,342)	(1,277)	(1,169)	83	9
Income tax benefit	(823)	(617)	(597)	33	3
Loss from continuing operations, net of tax	\$ (1,519)	\$ (660)	\$ (572)	130	15

⁽¹⁾ Some of our commercial investments generate tax-exempt income, tax credits or other tax benefits. Accordingly, we present our Commercial Banking revenue and yields on a taxable-equivalent basis, calculated using the federal statutory tax rate of 21% and state taxes where applicable, with offsetting reductions to the Other category.

** Not meaningful.

Loss from continuing operations increased by \$859 million to a loss of \$1.5 billion in 2023 compared to 2022 primarily driven by higher funding costs and increased non-interest expense largely driven by the \$289 million FDIC special assessment charge recognized in the fourth quarter of 2023, partially offset by higher treasury income in non-interest income driven by higher market interest rates.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in accordance with U.S. GAAP requires management to make a number of judgments, estimates and assumptions that affect the amount of assets, liabilities, income and expenses on the consolidated financial statements. Understanding our accounting policies and the extent to which we use management judgment and estimates in applying these policies is integral to understanding our financial statements. We provide a summary of our significant accounting policies under “Item 8. Financial Statements and Supplementary Data—Note 1—Summary of Significant Accounting Policies.”

We have identified the following accounting estimates as critical because they require significant judgments and assumptions about highly complex and inherently uncertain matters and the use of reasonably different estimates and assumptions could have a material impact on our results of operations or financial condition. Our critical accounting policies and estimates are as follows:

- Loan loss reserves
- Goodwill
- Fair value
- Customer rewards reserve

We evaluate our critical accounting estimates and judgments on an ongoing basis and update them as necessary, based on changing conditions.

Loan Loss Reserves

We maintain an allowance for credit losses that represents management's current estimate of expected credit losses inherent in our credit card, consumer banking and commercial banking loans held for investment portfolios as of each balance sheet date. We also reserve for the uncollectible portion of finance charges and fees related to credit card loan receivables in the allowance for credit losses consistent with the methodology we use to estimate the allowance for credit losses on the principal portion of our credit card loan receivables. We also separately reserve for unfunded lending commitments that are not unconditionally cancellable. We build our allowance for credit losses and reserve for unfunded lending commitments through the provision for credit losses, which is driven by charge-offs, changes in the allowance for credit losses and changes in the reserve for unfunded lending commitments. The allowance for credit losses was \$15.3 billion as of December 31, 2023, compared to \$13.2 billion as of December 31, 2022.

Our allowance for credit losses and reserve for unfunded lending commitments utilize models to derive a quantitative estimate of credit losses that is supplemented with additional qualitative considerations to capture risks and uncertainties not included in the quantitative result. Our estimate of expected credit losses, for all loan and unfunded lending commitments, includes a reasonable and supportable forecast period of one year and then reverts over a one-year period to historical losses at each relevant loss component of the estimate. We use externally produced consensus estimates as inputs for our forward-looking macroeconomic forecast and consider other forecasts and sources of uncertainty to develop the quantitative component. This quantitative result is then supplemented qualitatively by management for economic uncertainty, including the consideration of alternative macroeconomic scenarios, changes and trends in loan portfolios that may not be captured in the quantitative component. These adjustments represent management's judgment of the imprecision and risks inherent in the processes and assumptions used in establishing the allowance for credit losses.

We have an established process, using analytical tools and management judgment, to determine our allowance for credit losses. Significant management judgment is required to determine the relevant information and estimation methods used to arrive at our best estimate of lifetime credit losses. Establishing the allowance on a quarterly basis involves evaluating and forecasting both credit and macroeconomic variables. The macroeconomic forecast used to inform both quantitative and qualitative components of our allowance for credit losses estimate is sensitive to certain variables, such as the U.S. Unemployment Rate, and the U.S. Real Gross Domestic Product ("U.S. Real GDP") Growth Rate assumptions. Our December 31, 2023 allowance assumes that the quarterly average U.S. unemployment rate gradually increases to approximately 4.4% by the fourth quarter of 2024 and annual U.S. Real GDP increases 1.0% in 2024.

In addition to macroeconomic factors, many credit factors inform our allowance for credit losses, including, but not limited to, historical loss and recovery experience, recent trends in delinquencies and charge-offs, risk ratings, the impact of bankruptcy filings, the value of collateral underlying secured loans, account seasoning, changes in our credit evaluation, underwriting and collection management policies, seasonality, credit bureau scores, current general economic conditions, changes in the legal and regulatory environment and uncertainties in forecasting and modeling techniques used in estimating our allowance for credit losses.

We have a governance framework supported by processes and controls intended to ensure that our estimate of the allowance for credit losses is appropriate. Our governance framework provides for oversight of methods, models, qualitative adjustments, process controls and results. At least quarterly, representatives from the Finance and Risk Management organizations review and assess our allowance methodologies, key assumptions and the appropriateness of the allowance for credit losses. Groups independent of our estimation functions participate in the review and validation process. Tasks performed by these groups include periodic review of the rationale for and quantification of inputs requiring judgment as well as adjustments to results.

We have model policies, established by an independent group, and supporting documentation to ensure the appropriate use of all models and requires ongoing monitoring of their performance.

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validation of models and related Model Risk Office validates

In addition to the allowance for credit losses, on a quarterly basis, we review and assess our estimate of expected losses related to unfunded lending commitments that are not unconditionally cancellable which are generally in our Commercial Banking business. The factors impacting our assessment generally align with those considered in our evaluation of the allowance for credit losses for the Commercial Banking business. The reserve for losses on unfunded lending commitments is included in other liabilities on our consolidated balance sheets and changes to it are recorded through the provision for credit losses in our consolidated statements of income.

Although we examine a variety of externally available data, as well as our internal loan performance data, to determine our allowance for credit losses and reserve for unfunded lending commitments, our estimation process is subject to risks and uncertainties, including a reliance on historical loss and trend information that may not be representative of current conditions and indicative of future performance as well as economic forecasts that may not align with actual future economic conditions. Accordingly, our actual credit loss experience may not be in line with our expectations. We provide additional information on the methodologies and key assumptions used in determining our allowance for credit losses for each of our loan portfolio segments in “Item 8. Financial Statements and Supplementary Data—Note 1—Summary of Significant Accounting Policies.” We provide information on the components of our allowance, disaggregated by operating segment, and changes in our allowance in “Item 8. Financial Statements and Supplementary Data—Note 4—Allowance for Credit Losses and Reserve for Unfunded Lending Commitments.”

Goodwill

Goodwill represents the excess of the fair value of the consideration transferred, plus the fair value of any non-controlling interests in the acquiree, over the fair value of the net assets acquired and liabilities assumed as of the acquisition date.

Goodwill totaled \$15.1 billion and \$14.8 billion as of December 31, 2023 and 2022, respectively. We did not recognize any goodwill impairment in 2023 or 2022. See “Item 8. Financial Statements and Supplementary Data—Note 6—Goodwill and Other Intangible Assets” for additional information.

We perform our goodwill impairment test annually on October 1 at a reporting unit level. We are also required to test goodwill for impairment whenever events or circumstances indicate it is more-likely-than-not that an impairment may have occurred. An impairment of a reporting unit’s goodwill is determined based on the amount by which the reporting unit’s carrying amount exceeds its fair value, limited to the amount of goodwill allocated to the reporting unit. We have four reporting units: Credit Card, Auto Finance, Other Consumer Banking, and Commercial Banking.

For the purpose of our goodwill impairment testing, we calculate the carrying amount of a reporting unit using an allocated capital approach based on each reporting unit’s specific regulatory capital requirements, economic capital requirements and underlying risks. The carrying amount for a reporting unit is the sum of its respective capital requirements, goodwill and other intangibles balances. Consolidated stockholder’s equity in excess of the sum of all reporting units capital requirements that is not identified for future capital needs, such as dividends, share buybacks, or other strategic initiatives, is allocated to the reporting units and the Other category and assumed to be distributed to equity holders in future periods.

Determining the fair value of a reporting unit is a subjective process that requires the use of estimates and the exercise of significant judgment. We calculate the fair value of our reporting units using a discounted cash flow (“DCF”) calculation, a form of the income approach. This DCF calculation uses projected cash flows based on each reporting unit’s internal forecast and the perpetuity growth method to calculate terminal values. Our DCF calculation requires management to make estimates about future loan, deposit and revenue growth, as well as credit losses and capital rates. These cash flows and terminal values are then discounted using discount rates based on our external cost of capital with adjustments for the risk inherent in each reporting unit. Discount rates used for our reporting units ranged from 8.3% to 12.4%, and we applied a terminal year long-term growth rate of 3.8% to all reporting units. The reasonableness of our DCF calculation is assessed by reference to a market-based approach using comparable market multiples and recent market transactions where available. The usefulness of market data is inherently limited due to the size and scope of our operations compared to most peer institutions and recent market transactions. The results of the 2023 annual impairment test indicated that the estimated fair values of the reporting units exceeded their carrying amounts by between 12% and 121%. We also compare the aggregate fair values of our reporting units to our market capitalization. Our assessment considers the level of premium expected to assume control of the Company in a market transaction including anticipated cost savings and other synergies that would be realized in a hypothetical transaction.

The results of the 2023 annual goodwill impairment test for our Commercial Banking reporting unit concluded that, while the estimated fair value of this reporting unit exceeded its carrying amount, the percentage by which the estimated fair value of this reporting unit exceeded its carrying amount had decreased to 12% from 17% in the 2022 annual impairment test. The assumptions leveraged in the valuation of each reporting unit, including the Commercial Banking reporting unit, and the related risk of changes in those assumptions are described further below.

Assumptions used in estimating the fair value of a reporting unit are judgmental and inherently uncertain. A change in the economic conditions of a reporting unit, such as declines in business performance as a result of industry or macroeconomic trends or changes in our strategy, adverse impacts to loan or deposit growth trends, decreases in revenue, increases in expenses,

deterioration in a significant loan portfolio, increases in credit losses, increases in capital requirements, deterioration of market conditions, declines in long-term growth expectations, an increase in disposition activity, adverse impacts of regulatory or legislative changes or increases in the estimated cost of capital could cause the estimated fair values of our reporting units to decline in the future, and increase the risk of a goodwill impairment in a future period. We perform sensitivity analyses around certain assumptions in order to assess the reasonableness of the assumptions and the resulting estimated fair values.

We have a governance framework supported by processes and controls intended to ensure that the accounting and disclosure for goodwill is appropriate. Our governance framework provides for oversight of assumptions, forecast inputs, methods, process controls and results.

Fair Value

Fair value, also referred to as an exit price, is defined as the price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. The fair value accounting guidance provides a three-level fair value hierarchy for classifying financial instruments. This hierarchy is based on the markets in which the assets or liabilities trade and whether the inputs to the valuation techniques used to measure fair value are observable or unobservable. The fair value measurement of a financial asset or liability is assigned a level based on the lowest level of any input that is significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are described below:

Level 1: Valuation is based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Valuation is based on observable market-based inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Valuation is generated from techniques that use significant assumptions not observable in the market. Valuation techniques include pricing models, DCF methodologies or similar techniques.

The degree of management judgment involved in determining the fair value of a financial instrument is dependent upon the availability of quoted prices in active markets or observable market parameters. When quoted prices and observable data in active markets are not fully available, management judgment is necessary to estimate fair value. Changes in market conditions, such as reduced liquidity in the capital markets or changes in secondary market activities, may reduce the availability and reliability of quoted prices or observable data used to determine fair value.

We have developed policies and procedures to determine when markets for our financial assets and liabilities are inactive if the level and volume of activity has declined significantly relative to normal conditions. If markets are determined to be inactive, it may be appropriate to adjust price quotes received. When significant adjustments are required to price quotes or inputs, it may be appropriate to utilize an estimate based primarily on unobservable inputs.

Significant judgment may be required to determine whether certain financial instruments measured at fair value are classified as Level 2 or Level 3. In making this determination, we consider all available information that market participants use to measure the fair value of the financial instrument, including observable market data, indications of market liquidity and orderliness, and our understanding of the valuation techniques and significant inputs used. Based upon the specific facts and circumstances of each instrument or instrument category, judgments are made regarding the significance of the Level 3 inputs to the instruments' fair value measurement in its entirety. If Level 3 inputs are considered significant, the instrument is classified as Level 3. The process for determining fair value using unobservable inputs is generally more subjective and involves a high degree of management judgment and assumptions. We discuss changes in the valuation inputs and assumptions used in determining the fair value of our financial instruments, including the extent to which we have relied on significant unobservable inputs to estimate fair value and our process for corroborating these inputs, in "Item 8. Financial Statements and Supplementary Data—Note 16—Fair Value Measurement."

We have a governance framework and a number of key controls that are intended to ensure that our fair value measurements are appropriate and reliable. Our governance framework provides for independent oversight and segregation of duties. Our control processes include review and approval of new transaction types, price verification, and review of valuation judgments, methods, models, process controls and results.

Groups independent of our trading and investing functions participate in the review and validation process. Tasks performed by these groups include periodic verification of fair value measurements to determine if assigned fair values are reasonable, including comparing prices from vendor pricing services to other available market information.

Our Fair Value Committee (“FVC”), which includes representation from business areas, Risk Management and Finance, provides guidance and oversight to ensure an appropriate valuation control environment. The FVC regularly reviews and approves our fair valuations to ensure that our valuation practices are consistent with industry standards and adhere to regulatory and accounting guidance.

We have model policies, established by an independent Model Risk Office, which govern the validation of models and related supporting documentation to ensure the appropriate use of models for pricing and fair value measurements. The Model Risk Office validates all models and requires ongoing monitoring of their performance.

The fair value governance process is set up in a manner that allows the Chairperson of the FVC to escalate valuation disputes that cannot be resolved by the FVC to a more senior committee called the Valuations Advisory Committee (“VAC”) for resolution. The VAC is chaired by the Chief Financial Officer and includes other members of senior management. There were no disputes escalated to the VAC for the years ended December 31, 2023 and 2022.

Customer Rewards Reserve

We offer products, primarily credit cards, which include programs that allow members to earn rewards based on account activity that can be redeemed for cash (primarily in the form of statement credits), gift cards, travel, or covering eligible charges. The amount of rewards that a customer earns varies based on the terms and conditions of the rewards program and product. The majority of our rewards do not expire and there is no limit on the amount of rewards an eligible card member can earn. Customer rewards costs, which we generally record as an offset to interchange income, are driven by various factors such as card member purchase volume, the terms and conditions of the rewards program and rewards redemption cost. We establish a customer rewards reserve that reflects management’s judgment regarding rewards earned that are expected to be redeemed and the estimated redemption cost.

We use financial models to estimate ultimate redemption rates of rewards earned by current card members based on historical redemption trends, current enrollee redemption behavior, card product type, year of program enrollment, enrollment tenure and card spend levels. Our current assumption is that the vast majority of all rewards earned will eventually be redeemed. We use the weighted-average redemption cost during the previous twelve months, adjusted as appropriate for recent changes in redemption costs, including changes related to the mix of rewards redeemed, to estimate future redemption costs. We continually evaluate our reserve and assumptions based on developments in redemption patterns, changes to the terms and conditions of the rewards program and other factors. While the rewards liability is sensitive to changes in assumptions for redemption rates and costs and involves management judgment, we believe portfolio characteristics and historical performance are the best indication of future reward redemption behavior and are the primary basis for our estimate. We recognized customer rewards expense of \$8.2 billion, \$7.6 billion and \$6.4 billion in 2023, 2022 and 2021, respectively. Our customer rewards reserve, which is included in other liabilities on our consolidated balance sheets, totaled \$7.4 billion and \$6.8 billion as of December 31, 2023 and 2022, respectively.

We have a governance framework supported by processes and controls that are intended to ensure that our rewards liability estimate is appropriate and reliable. Our governance framework provides for oversight of assumptions, inputs, methods, process controls and results. Additional controls are performed to ensure all underlying data used to derive the rewards liability is complete and accurate.

ACCOUNTING CHANGES AND DEVELOPMENTS

Accounting Standards Issued but Not Adopted as of December 31, 2023

Standard	Guidance	Adoption Timing and Financial Statement Impacts
<i>Income Tax Disclosures</i> Accounting Standards Update (“ASU”) No. 2023-09, Income Taxes (Topic 740): <i>Improvements to Income Tax Disclosures</i> <i>Issued December 2023</i>	Requires entities to provide additional information in the income tax rate reconciliation and make additional disclosures about income taxes paid.	Effective January 1, 2025, with early adoption permitted, using either the prospective or retrospective transition method. We plan to adopt this standard on its effective date using a prospective transition method. We expect such adoption to result in additional information being included in our income tax footnote and consolidated statements of cash flows.
<i>Segment Reporting Disclosures</i> ASU No. 2023-07, Segment Reporting (Topic 280): <i>Improvements to Reportable Segment Disclosures</i> <i>Issued November 2023</i>	Requires disclosure of incremental segment information on an annual and interim basis.	Effective for annual periods ending December 31, 2024 and interim periods within fiscal years beginning January 1, 2025, with early adoption permitted, using a retrospective transition method. We plan to adopt this standard on its effective date using a retrospective transition method. Such adoption may result in additional information being included in our business segment footnote.
<i>Tax Credit Investments</i> ASU No. 2023-02, Investments - Equity Method and Joint Ventures (Topic 323): <i>Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method</i> <i>Issued March 2023</i>	Permits entities to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method, if certain criteria are met. Previously, only Low-Income Housing Tax Credit investments were eligible for application of the proportional amortization method.	This standard became effective on January 1, 2024. We adopted this guidance in the first quarter of 2024 using a modified retrospective method. Adoption of this standard will not have a material impact on our consolidated financial statements.

See “Item 8. Financial Statements and Supplementary Data—Note 1—Summary of Significant Accounting Policies” for information on the accounting standards we adopted in 2023.

CAPITAL MANAGEMENT

The level and composition of our capital are determined by multiple factors, including our consolidated regulatory capital requirements as described in more detail below and internal risk-based capital assessments such as internal stress testing. The level and composition of our capital may also be influenced by rating agency guidelines, subsidiary capital requirements, business environment, conditions in the financial markets and assessments of potential future losses due to adverse changes in our business and market environments.

Capital Standards and Prompt Corrective Action

The Company and the Bank are subject to the Basel III Capital Rules. The Basel III Capital Rules implement certain capital requirements published by the Basel Committee, along with certain provisions of the Dodd-Frank Act and other capital provisions.

As a BHC with total consolidated assets of at least \$250 billion but less than \$700 billion and not exceeding any of the applicable risk-based thresholds, the Company is a Category III institution under the Basel III Capital Rules.

The Bank, as a subsidiary of a Category III institution, is a Category III bank. Moreover, the Bank, as an insured depository institution, is subject to PCA capital regulations.

Basel III and U.S. Capital Rules

Under the Basel III Capital Rules, we must maintain a minimum CET1 capital ratio of 4.5%, a Tier 1 capital ratio of 6.0% and a total capital ratio of 8.0%, in each case in relation to risk-weighted assets. In addition, we must maintain a minimum leverage ratio of 4.0% and a minimum supplementary leverage ratio of 3.0%. We are also subject to the capital conservation buffer requirement and countercyclical capital buffer requirement, each as described below. Our capital and leverage ratios are calculated based on the Basel III standardized approach framework.

We have elected to exclude certain elements of AOCI from our regulatory capital as permitted for a Category III institution. For information on the recognition of AOCI in regulatory capital under the proposed changes to the Basel III Capital Rules, see “Part I—Item 1. Business—Supervision and Regulation—Prudential Regulation of Banking—Capital and Stress Testing Regulation—Basel III Finalization Proposal.”

G-SIBs that are based in the U.S. are subject to an additional CET1 capital requirement known as the “G-SIB Surcharge.” We are not a G-SIB based on the most recent available data and thus we are not subject to a G-SIB Surcharge.

Stress Capital Buffer Rule

The Basel III Capital Rules require banking institutions to maintain a capital conservation buffer, composed of CET1 capital, above the regulatory minimum ratios. Under the Stress Capital Buffer Rule, the Company’s “standardized approach capital conservation buffer” includes its stress capital buffer requirement (as described below), any G-SIB Surcharge (which is not applicable to us) and the countercyclical capital buffer requirement (which is currently set at 0%). Any determination to increase the countercyclical capital buffer generally would be effective twelve months after the announcement of such an increase, unless the Federal Banking Agencies set an earlier effective date.

The Company’s stress capital buffer requirement is recalibrated every year based on the Company’s supervisory stress test results. In particular, the Company’s stress capital buffer requirement equals, subject to a floor of 2.5%, the sum of (i) the difference between the Company’s starting CET1 capital ratio and its lowest projected CET1 capital ratio under the severely adverse scenario of the Federal Reserve’s supervisory stress test plus (ii) the ratio of the Company’s projected four quarters of common stock dividends (for the fourth to seventh quarters of the planning horizon) to the projected risk-weighted assets for the quarter in which the Company’s projected CET1 capital ratio reaches its minimum under the supervisory stress test.

Based on the Company’s 2022 supervisory stress test results, the Company’s stress capital buffer requirement for the period beginning on October 1, 2022 through September 30, 2023 was 3.1%. Therefore, the Company’s minimum capital requirements plus the standardized approach capital conservation buffer for CET1 capital, Tier 1 capital and total capital ratios under the stress capital buffer framework were 7.6%, 9.1% and 11.1%, respectively, from October 1, 2022 through September 30, 2023.

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Based on the Company's 2023 supervisory stress test results, the Company's stress capital buffer requirement for the period beginning on October 1, 2023 through September 30, 2024 is 4.8%. Therefore, the Company's minimum capital requirements plus the standardized approach capital conservation buffer for CET1 capital, Tier 1 capital and total capital ratios under the stress capital buffer framework are 9.3%, 10.8% and 12.8%, respectively, for the period from October 1, 2023 through September 30, 2024.

The Stress Capital Buffer Rule does not apply to the Bank. Pursuant to the OCC's capital regulations, which are only applicable to the Bank, the capital conservation buffer for the Bank continues to be fixed at 2.5%. Accordingly, the Bank's minimum capital requirements plus its capital conservation buffer for CET1 capital, Tier 1 capital and total capital ratios are 7.0%, 8.5% and 10.5%, respectively.

If the Company or the Bank fails to maintain its capital ratios above the minimum capital requirements plus the applicable capital conservation buffer requirements, it will face increasingly strict automatic limitations on capital distributions and discretionary bonus payments to certain executive officers.

As of December 31, 2023 and 2022, respectively, the Company and the Bank each exceeded the minimum capital requirements and the capital conservation buffer requirements applicable to them, and the Company and the Bank were each "well-capitalized." The "well-capitalized" standards applicable to the Company are established in the Federal Reserve's regulations, and the "well-capitalized" standards applicable to the Bank are established in the OCC's PCA capital requirements.

CECL Transition Rule

The Federal Banking Agencies adopted the CECL Transition Rule that provides banking institutions an optional five-year transition period to phase in the impact of the CECL standard on their regulatory capital, the CECL Transition Election. We adopted the CECL standard (for accounting purposes) as of January 1, 2020, and made the CECL Transition Election (for regulatory capital purposes) in the first quarter of 2020. Therefore, the applicable amounts presented in this Report reflect such election.

Pursuant to the CECL Transition Rule, a banking institution could elect to delay the estimated impact of adopting CECL on its regulatory capital through December 31, 2021 and then phase in the estimated cumulative impact from January 1, 2022 through December 31, 2024. For the "day 2" ongoing impact of CECL during the initial two years, the Federal Banking Agencies used a uniform "scaling factor" of 25% as an approximation of the increase in the allowance under the CECL standard compared to the prior incurred loss methodology. Accordingly, from January 1, 2020 through December 31, 2021, electing banking institutions were permitted to add back to their regulatory capital an amount equal to the sum of the after-tax "day 1" CECL adoption impact and 25% of the increase in the allowance since the adoption of the CECL standard. From January 1, 2022 through December 31, 2024, the after-tax "day 1" CECL adoption impact and the cumulative "day 2" ongoing impact are being phased in to regulatory capital at 25% per year. The following table summarizes the capital impact delay and phase in period on our regulatory capital from years 2020 to 2025.

	Capital Impact Delayed		Phase In Period			
	2020	2021	2022	2023	2024	2025
"Day 1" CECL adoption impact	Capital impact delayed to 2022		25% Phased In	50% Phased In	75% Phased In	Fully Phased In
Cumulative "day 2" ongoing impact	25% scaling factor as an approximation of the increase in allowance under CECL					

As of December 31, 2021, we added back an aggregate amount of \$2.4 billion to our regulatory capital pursuant to the CECL Transition Rule. Consistent with the rule, we have phased in 50% of this amount as of December 31, 2023. The remaining \$1.2 billion will be phased in on January 1, 2024 and 2025 at \$600 million per year. As of December 31, 2023, the Company's CET1 capital ratio, reflecting the CECL Transition Rule, was 12.9% and would have been 12.6% excluding the impact of the CECL Transition Rule (or "on a fully phased-in basis").

Market Risk Rule

The "Market Risk Rule" supplements the Basel III Capital Rules by requiring institutions subject to the rule to adjust their risk-based capital ratios to reflect the market risk in their trading book. The Market Risk Rule generally applies to institutions with

aggregate trading assets and liabilities equal to 10% or more of total assets or \$1 billion or more. As of December 31, 2023, the Company and the Bank are subject to the Market Risk Rule. See “Market Risk Profile” below for additional information.

For the description of the regulatory capital rules to which we are subject, including recent proposed amendments to these rules under the Basel III Finalization Proposal, see “Part I—Item 1. Business—Supervision and Regulation.”

Table 12 provides a comparison of our regulatory capital ratios under the Basel III standardized approach, the regulatory minimum capital adequacy ratios and the applicable well-capitalized standards as of December 31, 2023 and 2022.

Table 12: Capital Ratios Under Basel III⁽¹⁾

	December 31, 2023			December 31, 2022		
	Ratio	Minimum Capital Adequacy	Well-Capitalized	Ratio	Minimum Capital Adequacy	Well-Capitalized
Capital One Financial Corp:						
Common equity Tier 1 capital ⁽²⁾	12.9%	4.5%	N/A	12.5%	4.5%	N/A
Tier 1 capital ⁽³⁾	14.2	6.0	6.0%	13.9	6.0	6.0%
Total capital ⁽⁴⁾	16.0	8.0	10.0	15.8	8.0	10.0
Tier 1 leverage ⁽⁵⁾	11.2	4.0	N/A	11.1	4.0	N/A
Supplementary leverage ⁽⁶⁾	9.6	3.0	N/A	9.5	3.0	N/A
CONA:						
Common equity Tier 1 capital ⁽²⁾	13.1	4.5	6.5	13.1	4.5	6.5
Tier 1 capital ⁽³⁾	13.1	6.0	8.0	13.1	6.0	8.0
Total capital ⁽⁴⁾	14.3	8.0	10.0	14.4	8.0	10.0
Tier 1 leverage ⁽⁵⁾	10.3	4.0	5.0	10.5	4.0	5.0
Supplementary leverage ⁽⁶⁾	8.8	3.0	N/A	9.0	3.0	N/A

⁽¹⁾ Capital requirements that are not applicable are denoted by “N/A.”

⁽²⁾ CET1 capital ratio is a regulatory capital measure calculated based on CET1 capital divided by risk-weighted assets.

⁽³⁾ Tier 1 capital ratio is a regulatory capital measure calculated based on Tier 1 capital divided by risk-weighted assets.

⁽⁴⁾ Total capital ratio is a regulatory capital measure calculated based on total capital divided by risk-weighted assets.

⁽⁵⁾ Tier 1 leverage ratio is a regulatory capital measure calculated based on Tier 1 capital divided by adjusted average assets.

⁽⁶⁾ Supplementary leverage ratio is a regulatory capital measure calculated based on Tier 1 capital divided by total leverage exposure

Table 13 presents regulatory capital under the Basel III standardized approach and regulatory capital metrics as of December 31, 2023 and 2022.

Table 13: Regulatory Risk-Based Capital Components and Regulatory Capital Metrics

<i>(Dollars in millions)</i>	December 31, 2023	December 31, 2022
Regulatory capital under Basel III standardized approach		
Common equity excluding AOCI	\$ 62,710	\$ 59,450
Adjustments and deductions:		
AOCI, net of tax ⁽¹⁾	27	(17)
Goodwill, net of related deferred tax liabilities	(14,811)	(14,540)
Other intangible and deferred tax assets, net of deferred tax liabilities	(311)	(162)
Common equity Tier 1 capital	47,615	44,731
Tier 1 capital instruments	4,845	4,845
Tier 1 capital	52,460	49,576
Tier 2 capital instruments	1,936	2,585
Qualifying allowance for credit losses	4,728	4,553
Tier 2 capital	6,664	7,138
Total capital	\$ 59,124	\$ 56,714
Regulatory capital metrics		
Risk-weighted assets	\$ 369,206	\$ 357,920
Adjusted average assets ⁽²⁾	467,553	444,704
Total leverage exposure ⁽³⁾	546,909	522,136

⁽¹⁾ Excludes certain components of AOCI in accordance with rules applicable to Category III institutions. See “Capital Management—Basel III and United States Capital Rules” in this Report.

⁽²⁾ Includes on-balance sheet asset adjustments subject to deduction from Tier 1 capital under the Basel III Capital Rules.

⁽³⁾ Reflects on- and off-balance sheet amounts for the denominator of the supplementary leverage ratio as set forth by the Basel III Capital Rules.

Capital Planning and Regulatory Stress Testing

We repurchased \$150 million of shares of our common stock during the fourth quarter of 2023 and \$600 million of shares of our common stock during the year ended 2023.

On July 27, 2023, the Federal Reserve announced individual stress capital buffer requirements for all large banking institutions, including the Company. The Company’s final stress capital buffer requirement for the period beginning on October 1, 2023 through September 30, 2024 is 4.8%. Therefore, the Company’s minimum capital requirements plus the standardized approach capital conservation buffer for CET1 capital, Tier 1 capital and total capital ratios under the stress capital buffer framework are 9.3%, 10.8% and 12.8%, respectively, for the period from October 1, 2023 through September 30, 2024.

For the description of the regulatory capital planning rules and stress testing requirements to which we are subject, see “Part I—Item 1. Business—Supervision and Regulation.”

Dividend Policy and Stock Purchases

For the year ended December 31, 2023, we declared and paid common stock dividends of \$935 million, or \$2.40 per share, and preferred stock dividends of \$228 million. Pursuant to the terms of the Merger Agreement, we are restricted from paying quarterly cash dividends on our common stock in excess of \$0.60 per share per quarter until the Transaction is closed.

The following table summarizes the dividends paid per share on our various preferred stock series in each quarter of 2023.

Table 14: Preferred Stock Dividends Paid Per Share

Series	Description	Issuance Date	Per Annum Dividend Rate	Dividend Frequency	2023			
					Q4	Q3	Q2	Q1
Series I	5.000% Non-Cumulative	September 11, 2019	5.000%	Quarterly	\$12.50	\$12.50	\$12.50	\$12.50
Series J	4.800% Non-Cumulative	January 31, 2020	4.800	Quarterly	12.00	12.00	12.00	12.00
Series K	4.625% Non-Cumulative	September 17, 2020	4.625	Quarterly	11.56	11.56	11.56	11.56
Series L	4.375% Non-Cumulative	May 4, 2021	4.375	Quarterly	10.94	10.94	10.94	10.94
Series M	3.950% Fixed Rate Reset Non-Cumulative	June 10, 2021	3.950% through 8/31/2026; resets 9/1/2026 and every subsequent 5 year anniversary at 5-Year Treasury Rate +3.157%	Quarterly	9.88	9.88	9.88	9.88
Series N	4.250% Non-Cumulative	July 29, 2021	4.250	Quarterly	10.63	10.63	10.63	10.63

The declaration and payment of dividends to our stockholders, as well as the amount thereof, are subject to the discretion of our Board of Directors and depend upon our results of operations, financial condition, capital levels, cash requirements, future prospects, regulatory requirements and other factors deemed relevant by the Board of Directors. As a BHC, our ability to pay dividends is largely dependent upon the receipt of dividends or other payments from our subsidiaries. The Bank is subject to regulatory restrictions that limit its ability to transfer funds to our BHC. As of December 31, 2023, funds available for dividend payments from the Bank were \$5.2 billion. There can be no assurance that we will declare and pay any dividends to stockholders.

We repurchased \$150 million of shares of our common stock during the fourth quarter of 2023 and \$600 million of shares of our common stock during the year ended 2023. The timing and exact amount of any future common stock repurchases will depend on various factors, including regulatory approval, market conditions, opportunities for growth, our capital position and the amount of retained earnings. The Board authorized stock repurchase program does not include specific price targets, may be executed through open market purchases, tender offers, or privately negotiated transactions, including utilizing Rule 10b5-1 programs, does not have a set expiration date and may be suspended at any time. For additional information on dividends and stock repurchases, see “Capital Management—Capital Planning and Regulatory Stress Testing,” “Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities—Unregistered Sales of Equity Securities and Use of Proceeds” and “Part I—Item 1. Business—Supervision and Regulation—Funding and Dividends from Subsidiaries.”

RISK MANAGEMENT

Risk Management Framework

Our Risk Management Framework (the “Framework”) sets consistent expectations for risk management across the Company. It also sets expectations for our “Three Lines of Defense” model, which defines the roles, responsibilities and accountabilities for taking and managing risk across the Company. Accountability for overseeing an effective Framework resides with our Board of Directors either directly or through its committees.

	First Line Identifies and Owns Risk	Second Line Advises & Challenges First Line	Third Line Provides Independent Assurance
Definition	Business areas that are accountable for risk and responsible for: i) generating revenue or reducing expenses; ii) supporting the business to provide products or services to customers; or iii) providing technology services for the first line.	Independent Risk Management (“IRM”) and Support Functions (e.g., Human Resources, Accounting, Legal) that provide support services to the Company.	Internal Audit and Credit Review
Key Responsibilities	Identify, assess, measure, monitor, control, and report the risks associated with their business.	IRM: Independently oversees and assesses risk taking activities for the first line of defense. Support Functions: Centers of specialized expertise that provide support services to the enterprise.	Provides independent and objective assurance to the Board of Directors and senior management that the systems and governance processes are designed and working as intended.



Our Framework sets consistent expectations for risk management across the Company and consists of the following nine elements:



Governance and Accountability

This element of the Framework sets the foundation for the methods for governing risk taking and the interactions within and among our three lines of defense.

We established a risk governance structure and accountabilities to effectively and consistently oversee the management of risks across the Company. Our Board of Directors, Chief Executive Officer and management establish the tone at the top regarding the culture of the Company, including management of risk. Management reinforces expectations at the various levels of the organization.

Strategy and Risk Alignment

Our strategy is informed by and aligned with risk appetite, from development to execution. The Chief Executive Officer develops the strategy with input from the first, second, and third lines of defense, as well as the Board of Directors. The strategic planning process considers relevant changes to the Company's overall risk profile.

Our Board of Directors approves a Risk Appetite Statement for the Company to set forth the high-level principles that govern risk taking at the Company. The Risk Appetite Statement defines the Board of Directors' tolerance for certain risk outcomes at an enterprise level and enables senior management to manage and report within these boundaries. This Risk Appetite Statement is also supported by risk category specific risk appetite statements as well as metrics and, where appropriate, Board Limits and Board Notification Thresholds.

Risk Identification

The first line of defense and certain Support Functions identify new and emerging risks, including concentration of risk, across the relevant risk categories associated with their business activities and objectives, in consultation with IRM. Risk identification also must be informed by major changes in infrastructure or organization, introduction of new products and services, acquisitions of businesses, or substantial changes in the internal or external environment.

IRM and certain Support Functions, where appropriate, provide effective challenge in the risk identification process. IRM is also responsible for identifying our material aggregate risks on an ongoing basis.

Assessment, Measurement and Response

Management assesses risks associated with our activities. Risks identified are assessed to understand the severity of each risk and likelihood of occurrence under both normal and stressful conditions. Risk severity is measured through modeling and other quantitative estimation approaches, as well as qualitative approaches, based on management judgment. As part of the risk assessment process, the first and second lines of defense also evaluate the effectiveness of the existing control environment and mitigation strategies.

Management determines the appropriate risk response. Risks may be mitigated or accepted. Actions taken to respond to the risk include implementing new controls, enhancing existing controls, developing additional mitigation strategies to reduce the impact of the risk, and/or monitoring the risk.

Monitoring and Testing

Management periodically monitors risks to evaluate and measure how the risk is affecting our strategy and business objectives, in alignment with risk appetite, including established concentration risk limits. The scope and frequency of monitoring activities depends on the results of relevant risk assessments, as well as specific business risk operations and activities.

The first line of defense is required to evaluate the effectiveness of risk management practices and controls through testing and other activities. IRM and Support Functions, as appropriate, assess the first line of defense's evaluation of risk management, which may include conducting effective challenge, performing independent monitoring, or conducting risk or control validations. The third line of defense provides independent assurance for first and second line risk management practices and controls.

Aggregation, Reporting and Escalation

Risk aggregation supports strategic decision making and risk management practices through collectively reporting risks across different levels of the Company and providing a comprehensive view of performance against risk appetite. Our risk aggregation processes are designed to aggregate risk information from lower levels of the business hierarchy to high levels and to aggregate risk information to determine material risk themes.

Material risks, new or emerging risks, aggregate risks, risk appetite metrics and other measures across all risk categories are reported to the appropriate governance forum no less than quarterly. Material risks are reported to the Board of Directors and senior management committees no less than quarterly.

Capital and Liquidity Management (including Stress Testing)

Our capital management processes are linked to its risk management practices, including the enterprise-wide identification, assessment and measurement of risks to ensure that all relevant risks are incorporated in the assessment of the Company's capital adequacy. We use identified risks to inform key aspects of the Company's capital planning, including the development of stress scenarios, the assessment of the adequacy of post-stress capital levels, and the appropriateness of potential capital actions considering the Company's capital objectives. We quantify capital needs through stress testing, regulatory capital, economic capital and assessments of market considerations. In assessing its capital adequacy, we identify how and where our material risks are accounted for within the capital planning process. Monitoring and escalation processes exist for key capital thresholds and metrics to continuously monitor capital adequacy.

We manage liquidity risk by applying our Liquidity Adequacy Framework (the "Liquidity Framework"). The Liquidity Framework uses internal and regulatory stress testing and the evaluation of other balance sheet metrics to confirm that we maintain a fortified balance sheet that is resilient to uncertainties that may arise as a consequence of systemic, idiosyncratic, or combined liquidity events.

Risk Data and Enabling Technology

Risk data and technology provides the basis for risk reporting and is used in decision making and to monitor and review changes to our risk profile. There are core Governance, Risk Management and Compliance systems which are used as the system of record for risks, controls, issues and events for our risk categories and supports the analysis, aggregation and reporting capabilities across the categories.

Culture and Talent Management

The Framework must be supported with the right culture, talent and skills to enable effective risk management across the Company.

Every associate at the Company is responsible for risk management; however, associates with specific risk management skills and expertise within the first, second and third lines of defense are critical to execute appropriate risk management across the enterprise.

Risk Categories

We apply our Framework to protect the Company from the major categories of risk that we are exposed to through our business activities. We have seven major categories of risk as noted below.

Major Categories of Risk	
Compliance	The risk to current or anticipated earnings or capital arising from violations of laws, rules or regulations. Compliance risk can also arise from nonconformance with prescribed practices, internal policies and procedures, contractual obligations or ethical standards that reinforce those laws, rules or regulations
Credit	The risk to current or projected financial condition and resilience arising from an obligor's failure to meet the terms of any contract with the Company or otherwise perform as agreed
Liquidity	The risk that the Company will not be able to meet its future financial obligations as they come due, or invest in future asset growth because of an inability to obtain funds at a reasonable price within a reasonable time
Market	The risk that an institution's earnings or the economic value of equity could be adversely impacted by changes in interest rates, foreign exchange rates or other market factors
Operational	The risk of loss, capital impairment, adverse customer experience or reputational impact resulting from failure to comply with policies and procedures, failed internal processes or systems, or from external events
Reputation	The risk to market value, recruitment and retention of talented associates and maintenance of a loyal customer base due to the negative perceptions of our internal and external constituents regarding our business strategies and activities
Strategic	The risk of a material impact on current or anticipated earnings, capital, franchise or enterprise value arising from the Company's competitive and market position and evolving forces in the industry that can affect that position; lack of responsiveness to these conditions; strategic decisions to change the Company's scale, market position or operating model; or, failure to appropriately consider implementation risks inherent in the Company's strategy

We provide an overview of how we manage our seven major categories of risk below.

Compliance Risk Management

We recognize that compliance requirements for financial institutions are increasingly complex and that there are heightened expectations from our regulators and our customers. In response, we continuously evaluate the regulatory environment and proactively adjust our compliance program to fully address these expectations.

Our Compliance Management Program establishes expectations for determining compliance requirements, assessing the risk of new product offerings, creating appropriate controls and training to address requirements, monitoring for control performance, and independently testing for adherence to compliance requirements. The program also establishes regular compliance reporting to senior business leaders, the executive committee and the Board of Directors.

The Chief Compliance Officer is responsible for establishing and overseeing our Compliance Management Program. Business areas incorporate compliance requirements and controls into their business policies, standards, processes and procedures. They regularly monitor and report on the efficacy of their compliance controls and our Compliance team periodically independently tests to validate the effectiveness of business controls.

Credit Risk Management

We recognize that we are exposed to cyclical changes in credit quality. Consequently, we try to ensure our credit portfolio is resilient to economic downturns. Our most important tool in this endeavor is sound underwriting. In unsecured consumer loan underwriting, we generally assume that loans will be subject to an environment in which losses are higher than those prevailing at the time of underwriting. In commercial underwriting, we generally require strong cash flow, collateral, covenants, and guarantees. In addition to sound underwriting, we continually monitor our portfolio and take steps to collect or work out distressed loans.

The Chief Credit and Financial Risk Officer, ***The secret instrument is a trumpet***, is responsible for establishing credit risk policies and procedures, monitoring credit exposure and performance of our lending related transactions, and overseeing the credit risk implications of credit strategy and the oversight of credit for both the existing portfolio and any new credit investments. They also have formal approval authority for various types and levels of credit decisions, including individual commercial loan transactions. Division Presidents within each segment are responsible for managing the credit risk within their divisions and maintaining processes to control credit risk and comply with credit policies and guidelines. In addition, the Chief Credit and Financial Risk Officer establishes policies, delegates approval authority and monitors performance for non-loan credit exposure entered into with financial counterparties or through the purchase of credit sensitive securities in our investment portfolio.



Our credit policies establish standards in five areas: customer selection, underwriting, monitoring, remediation and portfolio management. The standards in each area provide a framework comprising specific objectives and control processes. These standards are supported by detailed policies and procedures for each component of the credit process. Starting with customer selection, our goal is to generally provide credit on terms that generate above hurdle returns. We use a number of quantitative and qualitative factors to manage credit risk, including setting credit risk limits and guidelines for each of our lines of business. We monitor performance relative to these guidelines and report results and any required mitigating actions to appropriate senior management committees and our Board of Directors.

Liquidity Risk Management

We recognize that liquidity risk is embedded within our day-to-day and strategic decisions. Liquidity is essential for banks to meet customer withdrawals, account for balance sheet changes, and provide funding for growth. We have acquired and built deposit gathering businesses and actively monitor our funding concentration. We manage our liquidity risk, which is driven by both internal and external factors, centrally and establish quantitative risk limits to continually assess our liquidity adequacy.

The Chief Credit and Financial Risk Officer, in conjunction with the Head of Liquidity, Market and Capital Risk Oversight, is responsible for the establishment of liquidity risk management policies and standards for governance and monitoring of liquidity risk at a corporate level. We assess liquidity strength by evaluating several different balance sheet metrics under severe stress scenarios to ensure we can withstand significant funding degradation. Results are reported to the Asset Liability Committee monthly and to the Risk Committee no less than quarterly. We also continuously monitor market and economic conditions to evaluate emerging stress conditions and to develop appropriate action plans in accordance with our Contingency Funding Plan (“CFP”) and our Recovery Plan.

We use internal and regulatory stress testing and the evaluation of other balance sheet metrics within our Liquidity Framework to confirm we maintain a fortified balance sheet. We rely on a combination of stable and diversified funding sources, along with a stockpile of liquidity reserves, to effectively manage our liquidity risk. We maintain a sizable liquidity reserve of cash and cash equivalents, high-quality unencumbered securities and investment securities and certain loans that are either readily-marketable or pledgeable. We also continue to maintain access to secured and unsecured debt markets through regular issuance.

Market Risk Management

We recognize that interest rate and foreign exchange risk are present in our business due to the nature of our assets and liabilities. Market risk is inherent from the financial instruments associated with our business operations and activities including loans, deposits, securities, short-term borrowings, long-term debt and derivatives. We manage market risk exposure, which is

principally driven by balance sheet interest rate risk, centrally and establish quantitative risk limits to monitor and control our exposure.

The Chief Credit and Financial Risk Officer, in conjunction with the Head of Liquidity, Market, and Capital Risk Oversight, is responsible for the establishment of market risk management policies and standards for the governance and monitoring of market risk at a corporate level. The market risk position is calculated and analyzed against pre-established limits. We use industry accepted techniques to analyze and measure interest rate and foreign exchange risk and we perform sensitivity analysis to identify our risk exposures under a broad range of scenarios. Results are reported to the Asset Liability Committee monthly and to the Risk Committee no less than quarterly.

Management is authorized to utilize financial instruments as outlined in our policy to actively manage market risk exposure. Investment securities and derivatives are the main levers for the management of interest rate risk. In addition, we also use derivatives to manage our foreign exchange risk.

Operational Risk Management

We recognize the criticality of managing operational risk on both a strategic and day-to-day basis and that there are heightened expectations from our regulators and our customers. We have implemented appropriate operational risk management policies, standards, processes and controls to enable the delivery of high quality and consistent customer experiences and to achieve business objectives in a controlled manner.

The Chief Operational Risk Officer, in collaboration with the CTRO, is responsible for establishing and overseeing our Operational Risk Management Program. The program establishes practices for assessing the operational risk profile and executing key control processes for operational risks. These risks include topics such as internal and external fraud, cyber and technology risk, data management, model risk, third-party management, and business continuity. Operational Risk Management and Technology Risk Management enforce these practices and delivers reporting of operational risk results to senior business leaders, the executive committee and the Board of Directors. For additional information on how we manage cybersecurity and technology risk, see “Part I—Item 1C. Cybersecurity” of this Report.

Reputation Risk Management

We recognize that reputation risk is of particular concern for financial institutions and, increasingly, technology companies, in the current environment. Areas of concern have expanded to include company policies, practices and values and, with the growing use of social and digital platforms, public corporations face a new level of scrutiny and channels for activism and advocacy. The heightened expectations of internal and external stakeholders have made corporate culture, values and conduct pressure points for individuals and advocates voicing concerns or seeking change. We manage both strategic and tactical reputation issues and build our relationships with government officials, media, community and consumer advocates, customers and other constituencies to help strengthen the reputations of both our Company and industry. Our actions include implementing pro-customer practices in our business and serving low to moderate income communities in our market area consistent with a quality bank and an innovative technology leader. The Executive Vice President of External Affairs is responsible for managing our overall reputation risk program. Day-to-day activities are controlled by the frameworks set forth in our Reputation Risk Management Policy and other risk management policies.

Strategic Risk Management

We recognize that strategic risk is present within our business and the Company’s strategy. We monitor risks for the impact on current or future earnings, capital growth or enterprise value arising from changes to the Company’s competitive and market positions, including as a result of evolving forces in the industry. Additionally, we monitor timely and effective responsiveness to these conditions, strategic decisions that impact the Company’s scale, market position or operating model and failure to appropriately consider implementation risks in the Company’s strategy. Potential areas of opportunity or risk inform the Company’s strategy, which is led by the Chief Executive Officer and other senior executives. The Chief Enterprise Risk Officer, in consultation with the Chief Credit and Financial Risk Officer, oversees the identification and assessment of risks associated with the Company’s strategy and the monitoring of these risks throughout the year.

Our Strategic Risk Management Policy, processes and controls encompass an ongoing assessment of risks associated with corporate or line of business specific strategies. These risks are managed through periodic reviews, along with regular updates to senior management and the Board.

CREDIT RISK PROFILE

Our loan portfolio accounts for the substantial majority of our credit risk exposure. Our lending activities are governed under our credit policies and are subject to independent review and approval. Below we provide information about the composition of our loan portfolio, key concentrations and credit performance metrics.

We also engage in certain non-lending activities that may give rise to ongoing credit and counterparty settlement risk, including purchasing securities for our investment securities portfolio, entering into derivative transactions to manage our market risk exposure and to accommodate customers, extending short-term advances on syndication activity including bridge financing transactions we have underwritten, depositing certain operational cash balances in other financial institutions, executing certain foreign exchange transactions and extending customer overdrafts. We provide additional information related to our investment securities portfolio under “Consolidated Balance Sheets Analysis—Investment Securities” and “Item 8. Financial Statements and Supplementary Data—Note 2—Investment Securities” as well as credit risk related to derivative transactions in “Item 8. Financial Statements and Supplementary Data—Note 9—Derivative Instruments and Hedging Activities.”

Primary Loan Products

We provide a variety of lending products. Our primary loan products include credit cards, auto loans and commercial lending products.

- *Credit cards:* We originate both prime and subprime credit cards through a variety of channels. Our credit cards generally have variable interest rates. Credit card accounts are primarily underwritten using an automated underwriting system based on predictive models that we have developed. The underwriting criteria, which are customized for individual products and marketing programs, are established based on an analysis of the net present value of expected revenues, expenses and losses, subject to further analysis using a variety of stress conditions. Underwriting decisions are generally based on credit bureau information, including payment history, debt burden and credit scores, such as Fair Isaac Corporation (“FICO”) scores, and on other factors, such as applicant income. We maintain a credit card securitization program and selectively sell charged-off credit card loans.
- *Auto:* We originate both prime and subprime auto loans through a network of auto dealers and direct marketing. Our auto loans have fixed interest rates and loan terms of 75 months or less, but can go up to 84 months. Loan size limits are customized by program and are generally less than \$75,000. Similar to credit card accounts, the underwriting criteria are customized for individual products and marketing programs and based on analysis of net present value of expected revenues, expenses and losses, and are subject to maintaining resilience under a variety of stress conditions. Underwriting decisions are generally based on an applicant’s income, estimated net disposable income, and credit bureau information including FICO scores, along with collateral characteristics such as loan-to-value (“LTV”) ratio. We maintain an auto securitization program.
- *Commercial:* We offer a range of commercial lending products, including loans secured by commercial real estate and loans to middle market commercial and industrial companies. Our commercial loans may have a fixed or variable interest rate; however, the majority of our commercial loans have variable rates. Our underwriting standards require an analysis of the borrower’s financial condition and prospects, as well as an assessment of the industry in which the borrower operates. Where relevant, we evaluate and appraise underlying collateral and guarantees. We maintain underwriting guidelines and limits for major types of borrowers and loan products that specify, where applicable, guidelines for debt service coverage, leverage, LTV ratio and standard covenants and conditions. We assign a risk rating and establish a monitoring schedule for loans based on the risk profile of the borrower, industry segment, source of repayment, the underlying collateral and guarantees, if any, and current market conditions. Although we generally retain the commercial loans we underwrite, we may syndicate positions for risk mitigation purposes, including bridge financing transactions we have underwritten. In addition, we originate and service multifamily commercial real estate loans which are sold to government-sponsored enterprises where we retain certain levels of residual risk after the loans are sold.

Portfolio and Geographic Composition of Loans Held for Investment

Our loan portfolio consists of loans held for investment, including loans held in our consolidated trusts, and loans held for sale. The information presented in this section excludes loans held for sale, which totaled \$854 million and \$203 million as of December 31, 2023 and 2022, respectively.

Table 15 presents the composition of our portfolio of loans held for investment by portfolio segment as of December 31, 2023 and 2022.

Table 15: Portfolio Composition of Loans Held for Investment

	December 31, 2023		December 31, 2022	
<i>(Dollars in millions)</i>	Loans	% of Total	Loans	% of Total
Credit Card:				
Domestic credit card	\$ 147,666	46.1%	\$ 131,581	42.1%
International card businesses	6,881	2.1	6,149	2.0
Total credit card	154,547	48.2	137,730	44.1
Consumer Banking:				
Auto	74,075	23.1	78,373	25.1
Retail banking	1,362	0.5	1,552	0.5
Total consumer banking	75,437	23.6	79,925	25.6
Commercial Banking:				
Commercial and multifamily real estate	34,446	10.7	37,453	12.0
Commercial and industrial	56,042	17.5	57,223	18.3
Total commercial banking	90,488	28.2	94,676	30.3
Total loans held for investment	\$ 320,472	100.0%	\$ 312,331	100.0%

Table 16 presents the maturities of our loans held for investment portfolio as of December 31, 2023. Determinations of maturities are based on scheduled repayments. Due to the revolving nature of credit card loans, we report the majority of our credit card loans as due in one year or less.

Table 16: Loan Maturity Schedule

	December 31, 2023				
(Dollars in millions)	Due Up to 1 Year	> 1 Year to 5 Years	> 5 Years to 15 Years	> 15 Years	Total
Fixed rate:					
Credit card	\$ 16,260	\$ 290	—	—	\$ 16,550
Consumer banking	17,594	53,485	\$ 3,965	\$ 55	75,099
Commercial banking	1,012	4,277	6,488	1,005	12,782
Total fixed-rate loans	34,866	58,052	10,453	1,060	104,431
Variable rate:					
Credit card	137,997	—	—	—	137,997
Consumer banking	322	9	7	—	338
Commercial banking	12,181	55,724	9,782	19	77,706
Total variable-rate loans	150,500	55,733	9,789	19	216,041
Total loans	\$ 185,366	\$ 113,785	\$ 20,242	\$ 1,079	\$ 320,472

Geographic Composition

We market our credit card products throughout the United States, the United Kingdom and Canada. Our credit card loan portfolio is geographically diversified due to our product and marketing approach. The table below presents the geographic profile of our credit card loan portfolio as of December 31, 2023 and 2022.

Table 17: Credit Card Portfolio by Geographic Region

(Dollars in millions)	December 31, 2023		December 31, 2022	
	Amount	% of Total	Amount	% of Total
Domestic credit card:				
California	\$ 15,167	9.8 %	\$ 13,707	10.0%
Texas	12,318	8.0	11,202	8.1
Florida	11,148	7.2	9,549	6.9
New York	9,578	6.2	8,366	6.1
Pennsylvania	5,824	3.8	5,425	3.9
Illinois	5,581	3.6	5,260	3.8
Ohio	4,845	3.1	4,662	3.4
New Jersey	4,702	3.0	4,243	3.1
Georgia	4,606	3.0	4,172	3.0
Michigan	4,144	2.7	3,920	2.8
Other	69,753	45.1	61,075	44.4
Total domestic credit card	147,666	95.5	131,581	95.5 %
International card businesses:				
United Kingdom	3,639	2.4	3,129	2.3
Canada	3,242	2.1	3,020	2.2
Total international card businesses	6,881	4.5	6,149	4.5
Total credit card	\$ 154,547	100.0 %	\$ 137,730	100.0%

Our auto loan portfolio is geographically diversified in the United States due to our product and marketing approach. Retail banking includes small business loans and other consumer lending products originated through our branch and café network. The table below presents the geographic profile of our auto loan and retail banking portfolios as of December 31, 2023 and 2022.

Table 18: Consumer Banking Portfolio by Geographic Region

<i>(Dollars in millions)</i>	December 31, 2023		December 31, 2022	
	Amount	% of Total	Amount	% of Total
Auto:				
Texas	\$ 9,020	11.9 %	\$ 9,586	12.0%
California	8,747	11.6	9,570	12.0
Florida	6,488	8.6	6,755	8.5
Pennsylvania	3,215	4.3	3,303	4.1
Ohio	3,130	4.1	3,143	3.9
Illinois	2,988	4.0	3,119	3.9
Georgia	2,971	3.9	3,243	4.1
New Jersey	2,626	3.5	2,742	3.4
Other	34,890	46.3	36,912	46.2
Total auto	74,075	98.2	78,373	98.1
Retail banking:				
New York	417	0.6	477	0.6
Texas	297	0.4	333	0.4
Louisiana	234	0.3	283	0.3
New Jersey	94	0.1	122	0.2
Maryland	81	0.1	97	0.1
Virginia	54	0.1	67	0.1
Other	185	0.2	173	0.2
Total retail banking	1,362	1.8	1,552	1.9
Total consumer banking	\$ 75,437	100.0 %	\$ 79,925	100.0%

We originate commercial and multifamily real estate loans in most regions of the United States. The table below presents the geographic profile of our commercial real estate portfolio as of December 31, 2023 and 2022.

Table 19: Commercial Real Estate Portfolio by Region

<i>(Dollars in millions)</i>	December 31, 2023		December 31, 2022	
	Amount	% of Total	Amount	% of Total
Geographic concentration:⁽¹⁾				
Northeast	\$ 13,931	40.5%	\$ 15,055	40.2%
South	7,073	20.5	8,706	23.2
Pacific West	5,342	15.5	5,902	15.7
Mid-Atlantic	4,138	12.0	3,129	8.4
Midwest	2,052	6.0	2,394	6.4
Mountain	1,910	5.5	2,267	6.1
Total	<u>\$ 34,446</u>	<u>100.0%</u>	<u>\$ 37,453</u>	<u>100.0%</u>

⁽¹⁾ Geographic concentration is generally determined by the location of the borrower's business or the location of the collateral associated with the loan. Northeast consists of CT, MA, ME, NH, NJ, NY, PA, RI and VT. South consists of AL, AR, FL, GA, KY, LA, MS, NC, OK, SC, TN and TX. Pacific West consists of: AK, CA, HI, OR and WA. Mid-Atlantic consists of DC, DE, MD, VA and WV. Midwest consists of: IA, IL, IN, KS, MI, MN, MO, ND, NE, OH, SD and WI. Mountain consists of: AZ, CO, ID, MT, NM, NV, UT and WY.

Commercial Loans by Industry

Table 20 summarizes our commercial loans held for investment portfolio by industry classification as of December 31, 2023 and 2022. Industry classification is based on the Federal Loan Classification codes as they pertain to each individual loan.



Table 20: Commercial Loans by Industry

<i>(Percentage of portfolio)</i>	December 31, 2023	December 31, 2022
Industry Classification:⁽¹⁾		
Finance	31%	31 %
Real Estate & Construction ⁽²⁾	30	31
Government & Education	8	8
Health Care & Pharmaceuticals	6	5
Commercial Services	4	4
Technology, Telecommunications & Media	2	3
Oil, Gas & Pipelines	3	3
Other	16	15
Total	<u>100%</u>	<u>100%</u>

⁽¹⁾ Beginning in the third quarter of 2023, we made reporting presentation changes to classify loans based on regulatory loan classifications rather than the North American Industry Classification System codes previously utilized. Prior period amounts presented have been reclassified to conform to the current period presentation.

⁽²⁾ The funded balance for commercial office real estate held for investment totaled \$2.3 billion, or 3% and \$4.0 billion, or 4%, as of December 31, 2023 and 2022, respectively. Commercial office real estate exposure does not include loans in our healthcare real estate business secured by medical office properties and loans to office real estate investment trusts or real estate investment funds.

Credit Risk Measurement

We closely monitor economic conditions and loan performance trends to assess and manage our exposure to credit risk. Trends in delinquency rates are the key credit quality indicator for our credit card and retail banking loan portfolios as changes in delinquency rates can provide an early warning of changes in potential future credit losses. The key indicator we monitor when assessing the credit quality and risk of our auto loan portfolio is borrower credit scores as they provide insight into borrower risk profiles, which give indications of potential future credit losses. The key credit quality indicator for our commercial loan portfolios is our internal risk ratings as we generally classify loans that have been delinquent for an extended period of time and other loans with significant risk of loss as nonperforming. In addition to these credit quality indicators, we also manage and monitor other credit quality metrics such as level of nonperforming loans and net charge-off rates.

We underwrite most consumer loans using proprietary models, which typically include credit bureau data, such as borrower credit scores, application information and, where applicable, collateral and deal structure data. We continuously adjust our management of credit lines and collection strategies based on customer behavior and risk profile changes. We also use borrower credit scores for subprime classification, for competitive benchmarking and, in some cases, to drive product segmentation decisions.

Table 21 provides details on the credit scores of our domestic credit card and auto loan portfolios as of December 31, 2023 and 2022.

Table 21: Credit Score Distribution

<i>(Percentage of portfolio)</i>	December 31, 2023	December 31, 2022
Domestic credit card—Refreshed FICO scores:⁽¹⁾		
Greater than 660	68%	69%
660 or below	32	31
Total	100%	100%
Auto—At origination FICO scores:⁽²⁾		
Greater than 660	53%	53%
621 - 660	20	20
620 or below	27	27
Total	100%	100%

⁽¹⁾ Percentages represent period-end loans held for investment in each credit score category. Domestic Card credit scores generally represent FICO scores. These scores are obtained from one of the major credit bureaus at origination and are refreshed monthly thereafter. We approximate non-FICO credit scores to comparable FICO scores for consistency purposes. Balances for which no credit score is available or the credit score is invalid are included in the 660 or below category.

⁽²⁾ Percentages represent period-end loans held for investment in each credit score category. Auto credit scores generally represent average FICO scores obtained from three credit bureaus at the time of application and are not refreshed thereafter. Balances for which no credit score is available or the credit score is invalid are included in the 620 or below category.

In our commercial loan portfolio, we assign internal risk ratings to loans based on relevant information about the ability of the borrowers to repay their debt. In determining the risk rating of a particular loan, some of the factors considered are the borrower's current financial condition, historical and projected future credit performance, prospects for support from financially responsible guarantors, the estimated realizable value of any collateral and current economic trends.

We present information in the section below on the credit performance of our loan portfolio, including the key metrics we use in tracking changes in the credit quality of our loan portfolio. See "Item 8. Financial Statements and Supplementary Data—Note 3—Loans" for additional credit quality information and see "Item 8. Financial Statements and Supplementary Data—Note 1—Summary of Significant Accounting Policies" for information on our accounting policies for delinquent and nonperforming loans, charge-offs and loan modifications and restructurings for each of our loan categories.

Delinquency Rates

We consider the entire balance of an account to be delinquent if the minimum required payment is not received by the customer's due date, measured at each balance sheet date. Our 30+ day delinquency metrics include all loans held for investment that are 30 or more days past due, whereas our 30+ day performing delinquency metrics include all loans held for investment that are 30 or more days past due but are currently classified as performing and accruing interest. The 30+ day

delinquency and 30+ day performing delinquency metrics are the same for domestic credit card loans, as we continue to classify these loans as performing until the account is charged off, typically when the account is 180 days past due. See “Item 8. Financial Statements and Supplementary Data—Note 1—Summary of Significant Accounting Policies” for information on our policies for classifying loans as nonperforming for each of our loan categories. We provide additional information on our credit quality metrics in “Business Segment Financial Performance.”

Table 22 presents our 30+ day performing delinquency rates and 30+ day delinquency rates of our portfolio of loans held for investment, by portfolio segment, as of December 31, 2023 and 2022.

Table 22: 30+ Day Delinquencies

<i>(Dollars in millions)</i>	December 31, 2023				December 31, 2022			
	30+ Day Performing Delinquencies		30+ Day Delinquencies		30+ Day Performing Delinquencies		30+ Day Delinquencies	
	Amount	Rate ⁽¹⁾	Amount	Rate ⁽¹⁾	Amount	Rate ⁽¹⁾	Amount	Rate ⁽¹⁾
Credit Card:								
Domestic credit card	\$ 6,806	4.61%	\$ 6,806	4.61%	\$ 4,515	3.43%	\$ 4,515	3.43%
International card businesses	321	4.67	329	4.77	248	4.03	254	4.13
Total credit card	7,127	4.61	7,135	4.62	4,763	3.46	4,769	3.46
Consumer Banking:								
Auto	4,696	6.34	5,307	7.16	4,402	5.62	4,906	6.26
Retail banking	17	1.19	33	2.40	16	1.02	34	2.22
Total consumer banking	4,713	6.25	5,340	7.08	4,418	5.53	4,940	6.18
Commercial Banking:								
Commercial and multifamily real estate	—	—	121	0.35	1	—	36	0.10
Commercial and industrial	55	0.10	181	0.32	78	0.14	281	0.49
Total commercial banking	55	0.06	302	0.33	79	0.08	317	0.33
Total	\$ 11,895	3.71	\$ 12,777	3.99	\$ 9,260	2.96	\$ 10,026	3.21

⁽¹⁾ Delinquency rates are calculated by dividing delinquency amounts by period-end loans held for investment for each specified loan category.

Table 23 presents our 30+ day delinquent loans held for investment, by aging and geography, as of December 31, 2023 and 2022

Table 23: Aging and Geography of 30+ Day Delinquent Loans

<i>(Dollars in millions)</i>	December 31, 2023		December 31, 2022	
	Amount	Rate ⁽¹⁾	Amount	Rate ⁽¹⁾
Delinquency status:				
30 – 59 days	\$ 5,367	1.68%	\$ 4,666	1.50%
60 – 89 days	3,119	0.97	2,511	0.80
≥ 90 days	4,291	1.34	2,849	0.91
Total	\$ 12,777	3.99%	\$ 10,026	3.21%
Geographic region:				
Domestic	\$ 12,448	3.89%	\$ 9,772	3.13%
International	329	0.10	254	0.08
Total	\$ 12,777	3.99%	\$ 10,026	3.21%

⁽¹⁾ Delinquency rates are calculated by dividing delinquency amounts by total period-end loans held for investment.

Table 24 summarizes loans that were 90+ days delinquent, in regards to interest or principal payments, and still accruing interest as of December 31, 2023 and 2022. These loans consist primarily of credit card accounts between 90 days and 179 days past due. As permitted by regulatory guidance issued by the FFIEC, we continue to accrue interest and fees on domestic credit card loans through the date of charge off, which is typically in the period the account becomes 180 days past due.

Table 24: 90+ Day Delinquent Loans Accruing Interest

<i>(Dollars in millions)</i>	December 31, 2023		December 31, 2022	
	Amount	Rate ⁽¹⁾	Amount	Rate ⁽¹⁾
Loan category:				
Credit card	\$ 3,499	2.26%	\$ 2,240	1.63%
Commercial banking	55	0.06	—	—
Total	<u>\$ 3,554</u>	<u>1.11</u>	<u>\$ 2,240</u>	<u>0.72</u>
Geographic region:				
Domestic	\$ 3,422	1.09	\$ 2,135	0.70
International	132	1.91	105	1.71
Total	<u>\$ 3,554</u>	<u>1.11</u>	<u>\$ 2,240</u>	<u>0.72</u>

⁽¹⁾ Delinquency rates are calculated by dividing delinquency amounts by period-end loans held for investment for each specified loan category.

Nonperforming Loans and Nonperforming Assets

Nonperforming loans include loans that have been placed on nonaccrual status. Nonperforming assets consist of nonperforming loans, repossessed assets and other foreclosed assets. See “Item 8. Financial Statements and Supplementary Data—Note 1—Summary of Significant Accounting Policies” for information on our policies for classifying loans as nonperforming for each of our loan categories.

Table 25 presents our nonperforming loans, by portfolio segment, and other nonperforming assets as of December 31, 2023 and 2022. We do not classify loans held for sale as nonperforming. We provide additional information on our credit quality metrics in “Business Segment Financial Performance.”

Table 25: Nonperforming Loans and Other Nonperforming Assets⁽¹⁾

<i>(Dollars in millions)</i>	December 31, 2023		December 31, 2022	
	Amount	Rate	Amount	Rate
Nonperforming loans held for investment:⁽²⁾				
Credit Card:				
International card businesses	\$ 9	0.13%	\$ 9	0.14%
Total credit card	<u>9</u>	<u>0.01</u>	<u>9</u>	<u>0.01</u>
Consumer Banking:				
Auto	712	0.96	595	0.76
Retail banking	46	3.36	39	2.49
Total consumer banking	<u>758</u>	<u>1.00</u>	<u>634</u>	<u>0.79</u>
Commercial Banking:				
Commercial and multifamily real estate	425	1.23	271	0.72
Commercial and industrial	336	0.60	430	0.75
Total commercial banking	<u>761</u>	<u>0.84</u>	<u>701</u>	<u>0.74</u>
Total nonperforming loans held for investment ⁽³⁾	<u>1,528</u>	<u>0.48</u>	<u>1,344</u>	<u>0.43</u>
Other nonperforming assets ⁽⁴⁾	62	0.02	61	0.02
Total nonperforming assets	<u>\$ 1,590</u>	<u>0.50</u>	<u>\$ 1,405</u>	<u>0.45</u>

⁽¹⁾ We recognized interest income for loans classified as nonperforming of \$91 million and \$66 million in 2023 and 2022, respectively.

- (2) Nonperforming loan rates are calculated based on nonperforming loans for each category divided by period-end total loans held for investment for each respective category.
- (3) Excluding the impact of domestic credit card loans, nonperforming loans as a percentage of total loans held for investment was 0.88% and 0.74% as of December 31, 2023 and 2022, respectively.
- (4) The denominators used in calculating nonperforming asset rates consist of total loans held for investment and other nonperforming assets.

Net Charge-Offs

Net charge-offs consist of the amortized cost basis, excluding accrued interest, of loans held for investment that we determine to be uncollectible, net of recovered amounts. We charge off loans as a reduction to the allowance for credit losses when we determine the loan is uncollectible and record subsequent recoveries of previously charged off amounts as increases to the allowance for credit losses. Uncollectible finance charges and fees are reversed through revenue and certain fraud losses are recorded in other non-interest expense. Generally, costs to recover charged off loans are recorded as collection expenses as incurred and are included in our consolidated statements of income as a component of other non-interest expense. Our charge-off policy for loans varies based on the loan type. See “Item 8. Financial Statements and Supplementary Data—Note 1—Summary of Significant Accounting Policies” for information on our charge-off policy for each of our loan categories.

Table 26 presents our net charge-off amounts and rates, by portfolio segment, in 2023, 2022 and 2021.

Table 26: Net Charge-Offs (Recoveries)

(Dollars in millions)	Year Ended December 31,					
	2023		2022		2021	
	Amount	Rate ⁽¹⁾	Amount	Rate ⁽¹⁾	Amount	Rate ⁽¹⁾
Credit Card:						
Domestic credit card	\$ 6,164	4.56%	\$ 2,833	2.47%	\$ 1,820	1.90%
International card businesses	308	4.84	215	3.65	136	1.96
Total credit card	6,472	4.57	3,048	2.53	1,956	1.90
Consumer Banking:						
Auto	1,308	1.72	784	1.00	200	0.28
Retail banking	56	3.89	70	4.24	76	2.77
Total consumer banking	1,364	1.76	854	1.06	276	0.37
Commercial Banking:						
Commercial and multifamily real estate	489	1.34	—	—	8	0.03
Commercial and industrial	89	0.16	71	0.13	(6)	(0.01)
Total commercial banking	578	0.62	71	0.08	2	—
Total net charge-offs	\$ 8,414	2.70	\$ 3,973	1.36	\$ 2,234	0.88
Average loans held for investment	\$311,541		\$292,238		\$252,730	

⁽¹⁾ Net charge-off rates are calculated by dividing net charge-offs by average loans held for investment for the period for each loan category.

Financial Difficulty Modifications to Borrowers

We adopted ASU No. 2022-02, Financial Instruments - Credit Losses (Topic 326): *Troubled Debt Restructurings and Vintage Disclosures* on January 1, 2023. The ASU eliminates the accounting guidance for troubled debt restructurings (“TDR”) and establishes disclosure requirements for certain loan refinancing and restructurings for borrowers experiencing financial difficulty, which results in a more than insignificant impact to the timing or amount of contractual cash flows.

Prior to the adoption of ASU 2022-02, a modification was deemed a TDR when the contractual terms of a loan agreement were modified by granting a concession to a borrower experiencing financial difficulty. ASU 2022-02 eliminated the concession requirement for modifications. After the adoption of ASU 2022-02, a financial difficulty modification (“FDM”) occurs when a modification in the form of principal forgiveness, interest rate reduction, an other-than-insignificant payment delay, a term extension or a combination of these modifications is granted to a borrower experiencing financial difficulty.

The types of modifications we offer to borrowers experiencing financial difficulty have not changed as a result of the adoption of ASU 2022-02. As part of our loss mitigation efforts, we may provide short-term (one to twelve months) or long-term (greater than twelve months) modifications to a borrower experiencing financial difficulty to improve long-term collectability of the loan and to avoid the need for repossession or foreclosure of collateral.

We consider the impact of all loan modifications, including FDMs, when estimating the credit quality of our loan portfolio and establishing allowance levels. For our Commercial Banking customers, loan modifications are also considered in the assignment of an internal risk rating.

In our Credit Card business, the majority of our FDMs receive an interest rate reduction and are placed on a fixed payment plan not exceeding 60 months. If the customer does not comply with the modified payment terms, then the credit card loan agreement may revert to its original payment terms, generally resulting in any loan outstanding being reflected in the appropriate delinquency category and charged off in accordance with our standard charge-off policy.

In our Consumer Banking business, the majority of our FDMs receive an extension, an interest rate reduction, principal reduction, or a combination of these modifications.

In our Commercial Banking business, the majority of our FDMs receive an extension. A portion of FDMs receive an interest rate reduction, principal reduction, or a combination of modifications.

For additional information on accounting standards adopted during the year ended December 31, 2023, see Item 8. Financial Statements and Supplementary Data—Note 1—Summary of Significant Accounting Policies.” For more information on FDMs in 2023 and TDRs in 2022, see Item 8. Financial Statements and Supplementary Data—Note 3—Loans.”

Allowance for Credit Losses and Reserve for Unfunded Lending Commitments

Our allowance for credit losses represents management’s current estimate of expected credit losses over the contractual terms of our loans held for investment as of each balance sheet date. Expected recoveries of amounts previously charged off or expected to be charged off are recognized within the allowance. We also estimate expected credit losses related to unfunded lending commitments that are not unconditionally cancellable. The provision for losses on unfunded lending commitments is included in the provision for credit losses in our consolidated statements of income and the related reserve for unfunded lending commitments is included in other liabilities on our consolidated balance sheets. We provide additional information on the methodologies and key assumptions used in determining our allowance for credit losses in “Item 8. Financial Statements and Supplementary Data—Note 1—Summary of Significant Accounting Policies.”

Table 27 presents changes in our allowance for credit losses and reserve for unfunded lending commitments for 2023 and 2022, and details by portfolio segment for the provision for credit losses, charge-offs and recoveries.

Table 27: Allowance for Credit Losses and Reserve for Unfunded Lending Commitments Activity

	Credit Card			Consumer Banking				
	Domestic Card	International Card Businesses	Total Credit Card	Auto	Retail Banking	Total Consumer Banking	Commercial Banking	Total
(Dollars in millions)								
Allowance for credit losses:								
Balance as of December 31, 2021	\$ 7,968	\$ 377	\$ 8,345	\$1,852	\$ 66	\$ 1,918	\$ 1,167	\$11,430
Charge-offs	(4,004)	(358)	(4,362)	(1,525)	(89)	(1,614)	(88)	(6,064)
Recoveries ⁽¹⁾	1,171	143	1,314	741	19	760	17	2,091
Net charge-offs	(2,833)	(215)	(3,048)	(784)	(70)	(854)	(71)	(3,973)
Provision for credit losses	4,020	245	4,265	1,119	54	1,173	362	5,800
Allowance build (release) for credit losses	1,187	30	1,217	335	(16)	319	291	1,827
Other changes ⁽²⁾	10	(27)	(17)	—	—	—	—	(17)
Balance as of December 31, 2022	9,165	380	9,545	2,187	50	2,237	1,458	13,240
Reserve for unfunded lending commitments:								
Balance as of December 31, 2021	—	—	—	—	—	—	165	165
Provision for losses on unfunded lending commitments	—	—	—	—	—	—	53	53
Balance as of December 31, 2022	—	—	—	—	—	—	218	218
Combined allowance and reserve as of December 31, 2022	\$ 9,165	\$ 380	\$ 9,545	\$2,187	\$ 50	\$ 2,237	\$ 1,676	\$13,458
Allowance for credit losses:								
Balance as of December 31, 2022	\$ 9,165	\$ 380	\$ 9,545	\$2,187	\$ 50	\$ 2,237	\$ 1,458	\$13,240
Cumulative effects of accounting standards adoption ⁽³⁾	(40)	(23)	(63)	—	—	—	—	(63)
Balance as of January 1, 2023	9,125	357	9,482	2,187	50	2,237	1,458	13,177
Charge-offs	(7,348)	(439)	(7,787)	(2,252)	(75)	(2,327)	(588)	(10,702)
Recoveries ⁽¹⁾	1,184	131	1,315	944	19	963	10	2,288
Net charge-offs	(6,164)	(308)	(6,472)	(1,308)	(56)	(1,364)	(578)	(8,414)
Provision for credit losses	8,268	383	8,651	1,123	46	1,169	665	10,485
Allowance build (release) for credit losses	2,104	75	2,179	(185)	(10)	(195)	87	2,071
Other changes ⁽²⁾	32	16	48	—	—	—	—	48
Balance as of December 31, 2023	11,261	448	11,709	2,002	40	2,042	1,545	15,296
Reserve for unfunded lending commitments:								
Balance as of December 31, 2022	—	—	—	—	—	—	218	218
Provision for losses on unfunded lending commitments	—	—	—	—	—	—	(60)	(60)
Balance as of December 31, 2023	—	—	—	—	—	—	158	158
Combined allowance and reserve as of December 31, 2023	\$11,261	\$ 448	\$11,709	\$2,002	\$ 40	\$ 2,042	\$ 1,703	\$15,454

⁽¹⁾ The amount and timing of recoveries are impacted by our collection strategies, which are based on customer behavior and risk profile and include direct customer communications, repossession of collateral, the periodic sale of charged off loans as well as additional strategies, such as litigation.

⁽²⁾ Primarily represents the initial allowance for purchased credit-deteriorated (“PCD”) loans and foreign currency translation adjustments. The initial allowance of PCD loans was \$32 million and \$10 million for the years ended December 31, 2023 and 2022, respectively.

⁽³⁾ Impact from the adoption of ASU No. 2022-02, *Financial Instruments - Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures* as of January 1, 2023.

Allowance Coverage Ratios for Specified Loan Category

Our allowance for credit losses increased by \$2.1 billion to \$15.3 billion as of December 31, 2023 compared to 2022 and our allowance coverage ratio increased by 53 bps to 4.77% as of December 31, 2023 compared to 2022.

The ratio of the allowance for credit losses divided by total nonperforming loans held for investment of \$1.5 billion and \$1.3 billion as of December 31, 2023 and 2022, respectively, increased by 16% to 1,001% as of December 31, 2023 from 985% as of December 31, 2022. Excluding the impact of the allowance for credit losses related to Domestic Card of \$11.3 billion and \$9.2 billion as of December 31, 2023 and 2022, respectively, this ratio decreased by 39% to 264% as of December 31, 2023 from 303% as of December 31, 2022. The increase in the ratio for the allowance for credit losses divided by total

nonperforming loans was driven by an increase in our allowance for credit losses partially offset by an increase in nonperforming loans. The decrease in the ratio of allowance for credit losses divided by nonperforming loans excluding the impact of Domestic Card was driven by an increase in nonperforming loans.

LIQUIDITY RISK PROFILE

We manage our funding and liquidity risk in an integrated manner in support of the current and future cash flow needs of our business. We maintained liquidity reserves of \$120.7 billion and \$106.6 billion as of December 31, 2023 and 2022, respectively, as shown in Table 28 below. Included in liquidity reserves are cash and cash equivalents, investment securities and FHLB borrowing capacity secured by loans.

As of December 31, 2023, we had available issuance capacity of \$42.0 billion under shelf registrations associated with our credit card and auto loan securitization programs. We also maintain a shelf registration that enables us to issue an indeterminate amount of senior or subordinated debt securities, preferred stock, depository shares, common stock, purchase contracts, warrants and units. Our ability to issue under each shelf registration is subject to market conditions.

Finally, as of December 31, 2023, we had access to available contingent liquidity sources totaling \$99.1 billion through pledged collateral, including a portion of the investment securities included in the liquidity reserve amount above, at the Federal Reserve Discount Window, the Fixed Income Clearing Corporation—Government Securities Division (“FICC—GSD”), FHLB and the Bank Term Funding Program (“BTFP”).

As of December 31, 2023 and 2022, our funding sources totaled \$398.3 billion and \$381.7 billion, respectively, primarily comprised of consumer deposits, as shown in “Consolidated Balance Sheets Analysis—Funding Sources Composition.”

Our liquidity reserves, borrowing capacity, contingent liquidity sources and total funding sources are all discussed in more detail in the following sections.

Table 28 below presents the composition of our liquidity reserves as of December 31, 2023 and 2022.

Table 28: Liquidity Reserves

<i>(Dollars in millions)</i>	December 31, 2023	December 31, 2022
Cash and cash equivalents	\$ 43,297	\$ 30,856
Securities available for sale	79,117	76,919
FHLB borrowing capacity secured by loans	5,205	6,436
Outstanding FHLB advances and letters of credit secured by loans and investment securities	(50)	(51)
Other encumbrances of investment securities	(6,917)	(7,583)
Total liquidity reserves	<u>\$ 120,652</u>	<u>\$ 106,577</u>

Our liquidity reserves increased by \$14.1 billion to \$120.7 billion as of December 31, 2023 from December 31, 2022, primarily due to increases in cash and cash equivalents. In addition to these liquidity reserves, we maintain access to a diversified mix of funding sources as discussed in the “Borrowing Capacity” and “Funding” sections below. See “Risk Management” for additional information on our management of liquidity risk.

Liquidity Coverage Ratio

We are subject to the LCR Rule as implemented by the Federal Reserve and the OCC. The LCR Rule requires each of the Company and the Bank to calculate its respective LCR daily. It also requires the Company to publicly disclose, on a quarterly basis, its LCR, certain related quantitative liquidity metrics, and a qualitative discussion of its LCR. Our average LCR during the fourth quarter of 2023 was 167%, which exceeded the LCR Rule requirement of 100%. The calculation and the underlying components are based on our interpretations, expectations and assumptions of relevant regulations, as well as interpretations provided by our regulators, and are subject to change based on changes to future regulations and interpretations. See “Part I—Item 1. Business—Supervision and Regulation” for additional information.

Net Stable Funding Ratio

We are subject to the NSFR Rule as implemented by the Federal Reserve and the OCC. The NSFR Rule requires each of the Company and the Bank to maintain an NSFR of 100% on an ongoing basis. It also requires the Company to publicly disclose, on a semi-annual basis each second and fourth quarter, its NSFR, certain related quantitative liquidity metrics and qualitative discussion of its NSFR. Our average NSFR for each of the third and fourth quarters of 2023 was 135%, which exceeded the NSFR Rule requirement of 100%. The calculation and the underlying components are based on our interpretations, expectations and assumptions of the relevant regulations, as well as interpretations provided by our regulators, and are subject to change based on changes to future regulations and interpretations. See “Part I—Item 1. Business—Supervision and Regulation” for additional information.

Borrowing Capacity

We maintain a shelf registration with the SEC so that we may periodically offer and sell an indeterminate aggregate amount of senior or subordinated debt securities, preferred stock, depository shares, common stock, purchase contracts, warrants and units. There is no limit under this shelf registration to the amount or number of such securities that we may offer and sell, subject to market conditions. In addition, we also maintain a shelf registration associated with our credit card securitization trust that allows us to periodically offer and sell up to \$30 billion of securitized debt obligations and a shelf registration associated with our auto loan securitization trusts that allows us to periodically offer and sell up to \$25 billion of securitized debt obligations. The registered amounts under these shelf registration statements are subject to continuing review and change in the future, including as part of the routine renewal process. As of December 31, 2023, we had \$22.6 billion and \$19.4 billion of available issuance capacity in our credit card and auto loan securitization programs, respectively.

In addition to our issuance capacity under the shelf registration statements, we also have pledged collateral to support our access to FHLB advances, the Federal Reserve Discount Window, BTFP and FICC—GSD general collateral financing repurchase agreement service. For each of these programs, the ability to borrow utilizing these sources is dependent on meeting the respective membership requirements. Our borrowing capacity in each program is a function of the collateral the Bank has posted with each counterparty, including any respective haircuts applied to that collateral.

As of December 31, 2023, we pledged both loans and securities to the FHLB to secure a maximum borrowing capacity of \$32.1 billion, of which \$50 million was used. Our FHLB membership is supported by our investment in FHLB stock of \$18 million and \$15 million as of December 31, 2023 and 2022, respectively.

As a member of FICC—GSD, we have \$16.1 billion of readily available borrowing capacity secured by securities from our investment portfolio as of December 31, 2023. Our FICC—GSD membership is supported by our investment in Depository Trust and Clearing Corporation (“DTCC”) common stock of \$375 thousand as of both December 31, 2023 and 2022.

As of December 31, 2023, we pledged loans to secure a borrowing capacity of \$41.4 billion under the Federal Reserve Discount Window. Additionally, we pledged securities to secure a borrowing capacity of \$9.5 billion under the BTFP. Our membership with the Federal Reserve is supported by our investment in Federal Reserve stock, which totaled \$1.3 billion as of both December 31, 2023 and 2022.

Deposits

Table 29 provides a comparison of average balances, interest expense and average deposits interest rates for December 31, 2023, 2022 and 2021.

Table 29: Deposits Composition and Average Deposits Interest Rates

(Dollars in millions)	Year Ended December 31,								
	2023			2022			2021		
	Average Balance	Interest Expense	Average Deposits Interest Rate	Average Balance	Interest Expense	Average Deposits Interest Rate	Average Balance	Interest Expense	Average Deposit Interest Rate
Interest-bearing checking accounts ⁽¹⁾	\$ 41,555	\$ 797	1.92%	\$ 48,291	\$ 312	0.65%	\$ 45,055	\$ 76	0.17%
Saving deposits ⁽²⁾	197,896	5,353	2.71	202,454	1,628	0.80	203,293	628	0.31
Time deposits	74,286	3,339	4.49	26,463	595	2.25	23,152	252	1.09
Total interest-bearing deposits	<u>\$313,737</u>	<u>\$ 9,489</u>	<u>3.02</u>	<u>\$277,208</u>	<u>\$ 2,535</u>	<u>0.91</u>	<u>\$271,500</u>	<u>\$ 956</u>	<u>0.35</u>

⁽¹⁾ Includes negotiable order of withdrawal accounts.

⁽²⁾ Includes money market deposit accounts.

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The FDIC limits the acceptance of brokered deposits to well-capitalized insured depository institutions and, with a waiver from the FDIC, to adequately-capitalized institutions. The Bank was well-capitalized, as defined under the federal banking regulatory guidelines, as of December 31, 2023 and 2022. See “Part I—Item 1. Business—Supervision and Regulation” for additional information. We provide additional information on the composition of deposits in “Consolidated Balance Sheets Analysis—Funding Sources Composition” and in “Item 8. Financial Statements and Supplementary Data—Note 8—Deposits and Borrowings.”

Funding

Our primary source of funding comes from insured retail deposits, as they are a relatively stable and lower cost source of funding. In addition to deposits, we raise funding through the issuance of senior and subordinated notes and securitized debt obligations, federal funds purchased, securities loaned or sold under agreements to repurchase and FHLB advances secured by certain portions of our loan and securities portfolios. A key objective in our use of these markets is to maintain access to a diversified mix of wholesale funding sources. See “Consolidated Balance Sheets Analysis—Funding Sources Composition” for additional information on our primary sources of funding.

In the normal course of business, we enter into various contractual obligations that may require future cash payments that affect our short-term and long-term liquidity and capital resource needs. Our future cash outflows primarily relate to deposits, borrowings and operating leases. The actual timing and amounts of future cash payments may vary over time due to a number of factors, such as early debt redemptions and changes in deposit balances.

As of December 31, 2023 and 2022, we held approximately \$64.2 billion and \$80.7 billion, respectively, of estimated uninsured deposits excluding any intercompany balances. These amounts are primarily comprised of checking and savings deposits. These estimated uninsured deposits comprised approximately 18% and 24% of our total deposits as of December 31, 2023 and 2022, respectively. We estimate our uninsured amounts based on methodologies and assumptions used for our “Consolidated Reports of Condition and Income” (FFIEC 031) filed with the Federal Banking Agencies.

Table 30 presents, by contractual maturity, the estimated uninsured portion of total time deposits as of December 31, 2023 and 2022. Our funding and liquidity management activities factor in the expected maturities of these deposits.

Table 30: Amount of Uninsured Time Deposits by Contractual Maturity¹

<i>(Dollars in millions)</i>	December 31, 2023		December 31, 2022	
	Amount	% of Total	Amount	% of Total
Up to three months	\$ 4,784	53.2%	\$ 87	4.3%
> 3 months to 6 months	537	6.0	139	6.8
> 6 months to 12 months	2,095	23.3	1,098	54.0
> 12 months	1,577	17.5	708	34.9
Total	<u>\$ 8,993</u>	<u>100.0%</u>	<u>\$ 2,032</u>	<u>100.0%</u>

⁽¹⁾ Some customers have time deposits in excess of the federal deposit insurance limit, making a portion of the deposit uninsured. As of December 31, 2023 and 2022, the total time deposit amount with some portion in excess of the insured amount was \$15.8 billion and \$6.1 billion, respectively.

Short-Term Borrowings and Long-Term Debt

We access the capital markets to meet our funding needs through the issuance of senior and subordinated notes, securitized debt obligations and federal funds purchased and securities loaned or sold under agreements to repurchase. In addition, we have access to short-term and long-term FHLB advances secured by certain investment securities, multifamily real estate loans and commercial real estate loans.

Our short-term borrowings, which include those borrowings with an original contractual maturity of one year or less, typically consist of federal funds purchased, securities loaned or sold under agreements to repurchase or short-term FHLB advances, and do not include the current portion of long-term debt. Our short-term borrowings decreased by \$345 million to \$538 million as of December 31, 2023 from December 31, 2022 driven by a decrease in repurchase agreements.

Our long-term funding, which primarily consists of securitized debt obligations and senior and subordinated notes, increased by \$1.5 billion to \$49.3 billion as of December 31, 2023 from December 31, 2022 primarily driven by net issuances of senior unsecured debt and securitized debt obligations, partially offset by maturities of subordinated debt. We provide more information on our securitization activity in “Item 8. Financial Statements and Supplementary Data—Note 5—Variable Interest Entities and Securitizations” and on our borrowings in “Item 8. Financial Statements and Supplementary Data—Note 8—Deposits and Borrowings.”

The following table summarizes issuances of securitized debt obligations, senior and subordinated notes, long term FHLB advances and their respective maturities or redemptions for the years ended December 31, 2023, 2022 and 2021.

Table 31: Long-Term Debt Funding Activities

(Dollars in millions)	Issuances			Maturities/Redemptions		
	Year Ended December 31,			Year Ended December 31,		
	2023	2022	2021	2023	2022	2021
Securitized debt obligations	\$ 3,300	\$ 9,750	\$ 6,250	\$ 2,483	\$ 7,060	\$ 3,442
Senior and subordinated notes	8,250	9,300	4,500	8,436	3,561	3,851
FHLB advances	—	12,000	—	—	12,000	—
Total	\$ 11,550	\$ 31,050	\$ 10,750	\$ 10,919	\$ 22,621	\$ 7,293

Credit Ratings

Our credit ratings impact our ability to access capital markets and our borrowing costs. For more information, see “Part I—Item 1A. Risk Factors under the heading “*A downgrade in our credit ratings could significantly impact our liquidity, funding costs and access to the capital markets.*”

Table 32 provides a summary of the credit ratings for the senior unsecured long-term debt of Capital One Financial Corporation and CONA as of December 31, 2023 and 2022.

Table 32: Senior Unsecured Long-Term Debt Credit Ratings

	December 31, 2023		December 31, 2022	
	Capital One Financial Corporation	CONA	Capital One Financial Corporation	CONA
Moody's	Baa1	A3	Baa1	A3
S&P	BBB	BBB+	BBB	BBB+
Fitch	A-	A	A-	A

In connection with the agreement to acquire Discover, Standard & Poor's ("S&P") and Fitch Ratings ("Fitch") have reaffirmed our credit ratings and Moody's Investors Service ("Moody's") placed our credit rating on review for a downgrade. Moody's said its review for downgrade may continue until the transaction has been completed.

Other Commitments

In the normal course of business, we enter into other contractual obligations that may require future cash payments that affect our short-term and long-term liquidity and capital resource needs. Our other contractual obligations include lending commitments, leases, purchase obligations and other contractual arrangements.

As of December 31, 2023 and 2022, our total unfunded lending commitments were \$441.3 billion and \$409.3 billion, respectively, primarily consisting of credit card lines and loan commitments to customers of both our Commercial Banking and Consumer Banking businesses, as well as standby and commercial letters of credit. We generally manage the potential risk of unfunded lending commitments by limiting the total amount of arrangements, monitoring the size and maturity structure of these portfolios and applying the same credit standards for all of our credit activities. For additional information, refer to “Item 8. Financial Statements and Supplementary Data—Note 18—Commitments, Contingencies, Guarantees and Others” in this Report.

Our primary involvement with leases is in the capacity as a lessee where we lease premises to support our business. The majority of our leases are operating leases of office space, retail bank branches and cafés. Our operating leases expire at various dates through 2071, although some have extension or termination options. As of December 31, 2023 and 2022, we had \$1.5 billion and \$1.7 billion, respectively, in aggregate operating lease obligations, of which \$241 million will be due in the following 12 months. We provide more information on our lease activity in “Item 8. Financial Statements and Supplementary Data—Note 7—Premises, Equipment and Leases.”

We have purchase obligations that represent substantial agreements to purchase goods or receive services such as data management, media and other software and third-party services that are enforceable and legally binding and specify significant terms. As of December 31, 2023 and 2022, we had \$789 million and \$1.1 billion, respectively, in aggregate purchase obligation liabilities.

We also enter into various contractual arrangements that may require future cash payments, including short-term obligations such as trade payables, commitments to fund certain equity investments, obligations for pension and post-retirement benefit plans, and representation and warranty reserves. These arrangements are discussed in more detail in “Item 8. Financial Statements and Supplementary Data—Note 5—Variable Interest Entities and Securitizations,” “Item 8. Financial Statements and Supplementary Data—Note 14—Employee Benefit Plans” and “Item 8. Financial Statements and Supplementary Data—Note 18—Commitments, Contingencies, Guarantees and Others.”

MARKET RISK PROFILE

Our primary market risk exposures include interest rate risk, foreign exchange risk and commodity pricing risk. We are exposed to market risk primarily from the following operations and activities:

- Traditional banking activities of deposit gathering and lending;
- Asset/liability management activities including the management of investment securities, short-term and long-term borrowings and derivatives;
- Foreign operations in the U.K. and Canada within our Credit Card business; and
- Customer accommodation activities within our Commercial Banking business.

We have enterprise-wide risk management policies and limits, approved by our Board of Directors, which govern our market risk management activities. Our objective is to manage our exposure to market risk in accordance with these policies and limits based on prevailing market conditions and long-term expectations. We provide additional information below about our primary sources of market risk, our market risk management strategies and the measures that we use to evaluate these exposures.

Interest Rate Risk

Interest rate risk represents exposure to financial instruments whose values vary with the level or volatility of interest rates. We are exposed to interest rate risk primarily from the differences in the timing between the maturities or repricing of assets and liabilities. We manage our interest rate risk primarily by entering into interest rate swaps and other derivative instruments which could include caps, floors, options, futures and forward contracts.

We use various industry standard market risk measurement techniques and analyses to measure, assess and manage the impact of changes in interest rates on our net interest income and our economic value of equity and changes in foreign exchange rates on our non-dollar-denominated funding and non-dollar equity investments in foreign operations.

Net Interest Income Sensitivity

Our net interest income sensitivity measure estimates the impact of hypothetical instantaneous movements in interest rates relative to our baseline interest rate forecast on our projected 12-month net interest income. Net interest income sensitivity metrics are derived using the following key assumptions:

- In addition to our existing assets, liabilities and derivative positions, we incorporate expected future business growth assumptions. These assumptions include loan and deposit growth, pricing, plans for projected changes in our funding mix and our securities and cash position from our internal corporate outlook that is used in our financial planning process.
- The analysis assumes this forecast of expected future business growth remains unchanged between the baseline rate forecast and rate shock scenarios, including no changes to our interest rate risk management activities like securities and hedging actions.
- We incorporate the dynamic nature of deposit re-pricing, which includes pricing lags and changes in deposit beta and mix as interest rates change, and the prepayment sensitivity of our mortgage securities to the level of interest rates. In our models, deposit betas and mortgage security prepayments vary dynamically based on the level of interest rates and by product type.
- In instances where an interest rate scenario would result in a rate less than 0.00%, we assume a rate of 0% for that scenario. This assumption applies only to jurisdictions that do not have a practice of employing negative policy rates. In jurisdictions that have negative policy rates, we do not floor interest rates at 0.00%.

At the current level of interest rates, our net interest income is expected to increase in higher rate scenarios and decrease in lower rate scenarios. Our current sensitivity to both upward and downward shocks is largely unchanged as compared to December 31, 2022, as our asset mix shift toward credit card and interest-bearing cash balances, which repriced rapidly, was offset by an increase in deposit beta, which was driven by higher interest rates and mix shift toward higher rate deposit products. In the contexts used in this section, “beta” refers to the change in deposit rate paid relative to the federal funds rate.

As part of our ongoing evaluation of our interest rate risk modeling capabilities, we enhanced our mortgage prepayment model in the fourth quarter of 2023 to improve how we estimate the expected prepayment behavior across various interest rate scenarios. This enhancement had the effect of slowing down the forecasted prepayment speed when the underlying mortgage coupons on our existing mortgage securities are well below prevailing (market) mortgage rates, which resulted in slightly lower net interest income sensitivity as of December 31, 2023.

Economic Value of Equity Sensitivity

Our economic value of equity sensitivity measure estimates the impact of hypothetical instantaneous movements in interest rates on the net present value of our assets and liabilities, including derivative exposures. Economic value of equity sensitivity metrics are derived using the following key assumptions:

- The analysis includes only existing assets, liabilities and derivative positions and does not incorporate business growth assumptions or projected balance sheet changes.
- Similar to our net interest income sensitivity measure, we incorporate the dynamic nature of deposit repricing and attrition, which includes pricing lags and changes in deposit beta as interest rates change and the prepayment sensitivity of our mortgage securities to the level of interest rates. In our models, deposit betas and mortgage security prepayments vary dynamically based on the level of interest rates and by product type.
- Balance attrition assumptions for loans, including credit card, auto and commercial loans, remain unchanged between the baseline interest rate forecast and interest rate shock scenarios as those loans are mainly floating rate or shorter duration fixed rate loans and hence paydowns have a low sensitivity to the level of interest rates.
- For assets and liabilities with embedded optionality, such as mortgage securities and deposit balances, we utilize monte carlo simulations to assess economic value with industry-standard term structure modeling of interest rates.
- Our calculations of net present value apply appropriate spreads over the benchmark yield curve for select assets and liabilities to capture the inherent risks (including credit risk) to discount expected interest and principal cash flows.
- In instances where an interest rate scenario would result in a rate less than 0.00%, we assume a rate of 0% for that scenario. This assumption applies only to jurisdictions that do not have a practice of employing negative policy rates. In jurisdictions that have negative policy rates, we do not floor interest rates at 0.00%.

Our current economic value of equity sensitivity profile demonstrates that our economic value of equity decreases in higher interest rate scenarios and increases in lower interest rate scenarios. The decrease in higher rate scenarios is due to the declines in the projected value of our fixed rate assets being only partially offset by corresponding movements in the projected value of our deposits and other liabilities. The pace of economic value of equity decrease is larger for the +200 bps scenario as our deposits are assumed to reprice more rapidly in higher interest rate environments. Our current economic value of equity sensitivity became more negative in higher interest rate scenarios and more positive in lower interest rate scenarios as compared to December 31, 2022, primarily due to an increase in deposit beta driven by higher interest rates and mix shift towards higher rate deposit products, and a modeling change for our mortgage security prepayments forecast. As described above for net interest income sensitivity, the mortgage prepayment modeling change slowed down the prepayment speed forecast and increased the duration of the mortgage securities on our balance sheet, which resulted in a modestly more negative economic value of equity sensitivity in higher rate scenarios as of December 31, 2023.

Table 33 shows the estimated percentage impact on our projected baseline net interest income and our current economic value of equity calculated under the methodology described above as of December 31, 2023 and 2022.

Table 33: Interest Rate Sensitivity Analysis

	December 31, 2023	December 31, 2022
Estimated impact on projected baseline net interest income:		
+200 basis points	0.7%	0.4%
+100 basis points	0.8	0.8
+50 basis points	0.4	0.4
–50 basis points	(0.5)	(0.7)
–100 basis points	(0.9)	(1.3)
–200 basis points	(2.0)	(2.6)
Estimated impact on economic value of equity:		
+200 basis points	(8.4)	(4.3)
+100 basis points	(3.7)	(1.5)
+50 basis points	(1.8)	(0.7)
–50 basis points	1.6	0.4
–100 basis points	2.9	0.6
–200 basis points	4.0	(0.2)

In addition to these industry standard measures, we also consider the potential impact of alternative interest rate scenarios, such as larger rate shocks, higher than +/- 200 bps, as well as steepening and flattening yield curve scenarios in our internal interest rate risk management decisions. We also regularly review the sensitivity of our interest rate risk metrics to changes in our key modeling assumptions, such as our loan and deposit balance forecasts, mortgage prepayments and deposit repricing.

Limitations of Market Risk Measures

The interest rate risk models that we use in deriving these measures incorporate contractual information, internally-developed assumptions and proprietary modeling methodologies, which project borrower and depositor behavior patterns in certain interest rate environments. Other market inputs, such as interest rates, market prices and interest rate volatility, are also critical components of our interest rate risk measures. We regularly evaluate, update and enhance these assumptions, models and analytical tools as we believe appropriate to reflect our best assessment of the market environment and the expected behavior patterns of our existing assets and liabilities.

There are inherent limitations in any methodology used to estimate the exposure to changes in market interest rates. The sensitivity analysis described above contemplates only certain movements in interest rates and is performed at a particular point in time based on our existing balance sheet and, in some cases, expected future business growth and funding mix assumptions. The strategic actions that management may take to manage our balance sheet may differ significantly from our projections, which could cause our actual earnings and economic value of equity sensitivities to differ substantially from the above sensitivity analysis.

For further information on our interest rate exposures, see “Item 8. Financial Statements and Supplementary Data—Note 9—Derivative Instruments and Hedging Activities.”

Foreign Exchange Risk

Foreign exchange risk represents exposure to changes in the values of current holdings and future cash flows denominated in other currencies. We are exposed to foreign exchange risk primarily from the intercompany funding denominated in pound sterling (“GBP”) and the Canadian dollar (“CAD”) that we provide to our businesses in the U.K. and Canada and net equity investments in those businesses. We are also exposed to foreign exchange risk due to changes in the dollar-denominated value of future earnings and cash flows from our foreign operations and from our Euro (“EUR”)-denominated borrowings.

Our non-dollar denominated intercompany funding and EUR-denominated borrowings expose our earnings to foreign exchange transaction risk. We manage these transaction risks by using forward foreign currency derivatives and cross-currency swaps to hedge our exposures. We measure our foreign exchange transaction risk exposures by applying a 1% U.S. dollar appreciation shock against the value of the non-dollar denominated intercompany funding and EUR-denominated borrowings and their related hedges, which shows the impact to our earnings from foreign exchange risk. Our nominal intercompany funding outstanding was 973 million GBP and 785 million GBP as of December 31, 2023 and 2022, respectively, and 1.6 billion CAD and 1.7 billion CAD as of December 31, 2023 and 2022, respectively. Our nominal EUR-denominated borrowings outstanding were 1.3 billion EUR as of both December 31, 2023 and 2022.

Our non-dollar equity investments in foreign operations expose our balance sheet and capital ratios to translation risk in AOCI. We manage our translation risk by entering into foreign currency derivatives designated as net investment hedges. We measure these exposures by applying a 30% U.S. dollar appreciation shock, which we believe approximates a significant adverse shock over a one-year time horizon, against the value of the equity invested in our foreign operations net of related net investment hedges where applicable. Our gross equity exposures in our U.K. and Canadian operations were 2.2 billion GBP and 1.9 billion GBP as of December 31, 2023 and 2022, respectively, and 2.4 billion CAD and 2.2 billion CAD as of December 31, 2023 and 2022, respectively.

As a result of our derivative management activities, we believe our net exposure to foreign exchange risk is minimal. For more information, see “Item 8. Financial Statements and Supplementary Data—Note 9—Derivative Instruments and Hedging Activities” and “Item 8. Financial Statements and Supplementary Data—Note 10—Stockholders’ Equity.”

Risk related to Customer Accommodation Derivatives

We offer interest rate, commodity and foreign currency derivatives as an accommodation to our customers within our Commercial Banking business. We offset the majority of the market risk of these customer accommodation derivatives by entering into offsetting derivatives transactions with other counterparties. We use value-at-risk (“VaR”) as the primary method to measure the market risk in our customer accommodation derivative activities on a daily basis. VaR is a statistical risk measure used to estimate the potential loss from movements observed in the recent market environment. We employ a historical simulation approach using the most recent 500 business days and use a 99 percent confidence level and a holding period of one business day. As a result of offsetting our customer accommodation derivatives with other counterparties, we believe that our net exposure to market risk in our customer accommodation derivatives is minimal. For further information on our risk related to customer accommodation derivatives, see “Item 8. Financial Statements and Supplementary Data—Note 9—Derivative Instruments and Hedging Activities.”



SUPPLEMENTAL TABLE

Table A—Net Charge-Offs

<i>(Dollars in millions)</i>	Year Ended December 31,		
	2023	2022	2021
Average loans held for investment	\$ 311,541	\$ 292,238	\$ 252,730
Net charge-offs	8,414	3,973	2,234
Net charge-off rate	2.70%	1.36%	0.88%

Table B—Reconciliation of Non-GAAP Measures

The following non-GAAP measure consists of our adjusted results that we believe helps investors and users of our financial information understand the effect of adjusting items on our selected reported results; however, it may not be comparable to similarly-titled measures reported by other companies. This adjusted result provides alternate measurements of our operating performance, both for the current period and trends across multiple periods. The following table presents reconciliations of the non-GAAP measure to the applicable amounts measured in accordance with U.S. GAAP. The non-GAAP measure below should not be viewed as a substitute for reported results determined in accordance with U.S. GAAP.

<i>(Dollars in millions, except as noted)</i>	December 31,		
	2023	2022	2021
Adjusted operating efficiency ratio:			
Operating expense (U.S. GAAP)	\$ 16,307	\$ 15,146	\$ 13,699
FDIC special assessment	(289)	—	—
Insurance recoveries and legal reserve activity	—	177	(100)
Restructuring charges	—	(72)	—
Adjusted operating expense (non-GAAP)	<u>\$ 16,018</u>	<u>\$ 15,251</u>	<u>\$ 13,599</u>
Adjusted net revenue (non-GAAP)	\$ 36,787	\$ 34,250	\$ 30,435
Operating efficiency ratio (U.S. GAAP)	44.33%	44.22%	45.01%
Impact of adjustments noted above	(79)bps	31bps	(33)bps
Adjusted operating efficiency ratio (non-GAAP)	<u><u>43.54%</u></u>	<u><u>44.53%</u></u>	<u><u>44.68%</u></u>

The following non-GAAP measures consist of TCE, tangible assets and metrics computed using these amounts, which include tangible book value per common share, return on average tangible assets, return on average TCE and TCE ratio. We consider these metrics to be key financial performance measures that management uses in assessing capital adequacy and the level of returns generated. While these non-GAAP measures are widely used by investors, analysts and bank regulatory agencies to assess the capital position of financial services companies, they may not be comparable to similarly-titled measures reported by other companies. The following table presents reconciliations of these non-GAAP measures to the applicable amounts measured in accordance with U.S. GAAP. These non-GAAP measures should not be viewed as a substitute for reported results determined in accordance with U.S. GAAP.

<i>(Dollars in millions, except as noted)</i>	December 31,		
	2023	2022	2021
Tangible Common Equity (Period-End):			
Stockholders' equity	\$ 58,089	\$ 52,582	\$ 61,029
Goodwill and other intangible assets ⁽¹⁾	(15,289)	(14,902)	(14,907)
Noncumulative perpetual preferred stock	(4,845)	(4,845)	(4,845)
Tangible common equity	<u>\$ 37,955</u>	<u>\$ 32,835</u>	<u>\$ 41,277</u>
Tangible Common Equity (Average):			
Stockholders' equity	\$ 55,195	\$ 55,125	\$ 62,556
Goodwill and other intangible assets ⁽¹⁾	(15,207)	(14,905)	(14,805)
Noncumulative perpetual preferred stock	(4,845)	(4,845)	(5,590)
Tangible common equity	<u>\$ 35,143</u>	<u>\$ 35,375</u>	<u>\$ 42,161</u>
Return on Tangible Common Equity (Average):			
Net income available to common stockholders	\$ 4,582	\$ 7,044	\$ 11,965
Tangible common equity (Average)	<u>35,143</u>	<u>35,375</u>	<u>42,161</u>
Return on tangible common equity ⁽²⁾	<u>13.04%</u>	<u>19.91%</u>	<u>28.39%</u>
Tangible Assets (Period-End):			
Total assets	\$ 478,464	\$ 455,249	\$ 432,381
Goodwill and other intangible assets ⁽¹⁾	(15,289)	(14,902)	(14,907)
Tangible assets	<u>\$ 463,175</u>	<u>\$ 440,347</u>	<u>\$ 417,474</u>
Tangible Assets (Average):			
Total assets	\$ 467,807	\$ 440,538	\$ 424,521
Goodwill and other intangible assets ⁽¹⁾	(15,207)	(14,905)	(14,805)
Tangible assets	<u>\$ 452,600</u>	<u>\$ 425,633</u>	<u>\$ 409,716</u>
Return on Tangible Assets (Average):			
Net income	\$ 4,887	\$ 7,360	\$ 12,390
Tangible assets (Average)	<u>452,600</u>	<u>425,633</u>	<u>409,716</u>
Return on tangible assets ⁽³⁾	<u>1.08%</u>	<u>1.73%</u>	<u>3.03%</u>
TCE Ratio			
Tangible common equity (Period-end)	\$ 37,955	\$ 32,835	\$ 41,277
Tangible Assets (Period-end)	<u>463,175</u>	<u>440,347</u>	<u>417,474</u>
TCE Ratio ⁽⁴⁾	<u>8.2%</u>	<u>7.5%</u>	<u>9.9%</u>
Tangible Book Value per Common Share:			
Tangible common equity (period-end)	\$ 37,955	\$ 32,835	\$ 41,277
Outstanding Common Shares	<u>380.4</u>	<u>381.3</u>	<u>413.9</u>
Tangible book value per common share	<u>\$ 99.78</u>	<u>\$ 86.11</u>	<u>\$ 99.74</u>

⁽¹⁾ Includes impact of related deferred taxes.

⁽²⁾ Return on average tangible common equity is a non-GAAP measure calculated based on net income (loss) available to common stockholders less income (loss) from discontinued operations, net of tax, for the period, divided by average TCE.

⁽³⁾ Return on average tangible assets is a non-GAAP measure calculated based on annualized income (loss) from continuing operations, net of tax, for the period divided by average tangible assets for the period.

⁽⁴⁾ TCE ratio is a non-GAAP measure calculated based on TCE divided by period-end tangible assets.

Glossary and Acronyms

2004 Plan: The Amended and Restated 2004 Stock Incentive Plan.

2022 Call Report: Consolidated Reports of Condition and Income as of December 31, 2022.

Allowance coverage ratio: Allowance as a percentage of loans held for investment.

Amortized cost: The amount at which a financing receivable or investment is originated or acquired, adjusted for applicable accrued interest, accretion, or amortization of premium, discount, and net deferred fees or costs, collection of cash, write-offs, foreign exchange and fair value hedge accounting adjustments.

AML Act: Anti-Money Laundering Act of 2020, enacted as part of the National Defense Authorization Act, requires the U.S. Treasury Department's Financial Crimes Enforcement Network ("FinCEN") to issue a number of rules that will update and expand the BSA's regulatory requirements.

Annual Report: References to "this Report" or our "2023 Form 10-K" or "2023 Annual Report" are to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Bank: Refers to (i) CONA from and after the Bank Merger and (ii) CONA and COBNA collectively prior to the Bank Merger.

Bank Merger: The merger of COBNA with and into CONA, with CONA as the surviving entity, that occurred on October 1, 2022.

Basel Committee: The Basel Committee on Banking Supervision.

Basel III Capital Rules: The regulatory capital requirements established by the Federal Banking Agencies in July 2013 to implement the Basel III capital framework developed by the Basel Committee as well as certain Dodd-Frank Act and other capital provisions.

Basel III Finalization Proposal: The notice of proposed rulemaking released by the Federal Banking Agencies on July 27, 2023 to revise the Basel III Capital Rules applicable to banking organizations with total assets of \$100 billion or more and their subsidiary depository institutions.

Basel III standardized approach: The Basel III Capital Rules modified Basel I to create the Basel III standardized approach.

BHC Act: The Bank Holding Company Act of 1956, as amended.

Capital One Canada: Capital One Bank (Canada Branch).

Capital One or the Company: Capital One Financial Corporation and its subsidiaries.

Carrying value (with respect to loans): The amount at which a loan is recorded on the consolidated balance sheets. For loans recorded at amortized cost, carrying value is the unpaid principal balance net of unamortized deferred loan origination fees and costs, and unamortized purchase premium or discount. For loans that are or have been on nonaccrual status, the carrying value is also reduced by any net charge-offs that have been recorded and the amount of interest payments applied as a reduction of principal under the cost recovery method. For credit card loans, the carrying value also includes interest that has been billed to the customer, net of any related reserves. Loans held for sale are recorded at either fair value (if we elect the fair value option) or at the lower of cost or fair value.

CECL: In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13, Financial Instruments—Credit Losses (Topic 326): *Measurement of Credit Losses on Financial Instruments*. This ASU requires an impairment model (known as the CECL model) that is based on expected rather than incurred losses, with an anticipated result of more timely loss recognition. This guidance was effective for us on January 1, 2020.

CECL Transition Election: The optional five-year transition period provided to banking institutions to phase in the impact of the CECL standard on their regulatory capital.

CECL Transition Rule: A rule adopted by the Federal Banking Agencies and effective in 2020 that provides banking institutions an optional five-year transition period to phase in the impact of the CECL standard on their regulatory capital.

COBNA: Capital One Bank (USA), National Association, one of our wholly-owned subsidiaries through September 30, 2022, which offered credit card products along with other lending products and consumer services. On October 1, 2022, the Company completed the merger of COBNA with and into CONA, with CONA as the surviving entity.

Common equity Tier 1 (“CET1”) capital: CET1 capital primarily includes qualifying common shareholders’ equity, retained earnings and certain AOCI amounts less certain deductions for goodwill, intangible assets, and certain deferred tax assets.

CONA: Capital One, National Association, one of our wholly-owned subsidiaries, which offers a broad spectrum of banking products and financial services to consumers, small businesses and commercial clients.

Contingency Funding Plan (“CFP”): A plan that describes the Company’s event management process and management response plans to ensure that the Company is prepared to respond to a liquidity crisis and to maintain the liquidity necessary to fund normal operating requirements. The plan establishes liquidity monitoring, quantitative assessment (including sizing of potential access to alternative contingent liquidity resources, qualitative and quantitative triggers that would signal risk, the liquidity event management process, and annual testing of the different components of the CFP.

Credit risk: The risk to current or projected financial condition and resilience arising from an obligor’s failure to meet the terms of any contract with the Company or otherwise perform as agreed.

Deposit Insurance Fund (“DIF”): A fund maintained by the FDIC to provide insurance coverage for certain deposits. It is funded through assessments on banks.

Derivative: A contract or agreement whose value is derived from changes in interest rates, foreign exchange rates, prices of securities or commodities, credit worthiness for credit default swaps or financial or commodity indices.

Discontinued operations: The operating results of a component of an entity, as defined by Accounting Standards Codification 205, that are removed from continuing operations when that component has been disposed of or it is management’s intention to sell the component.

Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“Dodd-Frank Act”): Regulatory reform legislation signed into law on July 21, 2010. This law broadly affects the financial services industry and contains numerous provisions aimed at strengthening the sound operation of the financial services sector.

Exchange Act: The Securities Exchange Act of 1934, as amended.

Expanded Risk-Based Approach: The proposed framework for calculating risk-weighted assets for credit risk, operational risk, credit valuation adjustment risk and market risk that was introduced by the Basel III Finalization Proposal.

The secret currency is a  **:** A language for the electronic communication of business and financial

Federal Banking Agencies: The Office of the Comptroller of the Currency and Federal Deposit Insurance Corporation.

Federal Deposit Insurance Corporation (“FDIC”): An independent U.S. governmental agency that administers the Deposit Insurance Fund.

Federal Reserve: The Board of Governors of the Federal Reserve System.

FICO score: A measure of consumer credit risk provided by credit bureaus, typically produced from statistical modeling software created by FICO (formerly known as “Fair Isaac Corporation”) utilizing data collected by the credit bureaus.

Financial Difficulty Modification (“FDM”): A FDM is deemed to occur when a loan modification is made to a borrower experiencing financial difficulty in the form of principal forgiveness, an interest rate reduction, an other-than-insignificant payment delay, a term extension, or a combination of these modifications in the current reporting period. FDMs became effective with the adoption of ASU 2022-02, *Financial Instruments - Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures* on January 1, 2023.

Foreign exchange contracts: Contracts that provide for the future receipt or delivery of foreign currency at previously agreed-upon terms.

Framework: The Capital One enterprise-wide risk management framework.

GSE or Agency: A government-sponsored enterprise or agency is a financial services corporation created by the United States Congress. Examples of U.S. government agencies include Federal National Mortgage Association (“Fannie Mae”), Federal Home Loan Mortgage Corporation (“Freddie Mac”), Government National Mortgage Association (“Ginnie Mae”) and the Federal Home Loan Banks (“FHLB”).

Interest method: Method of amortization used to arrive at periodic interest income at a constant effective yield on the net investment in a financial asset.

Interest rate sensitivity: The exposure to interest rate movements.

Interest rate swaps: Contracts in which a series of interest rate flows in a single currency are exchanged over a prescribed period. Interest rate swaps are the most common type of derivative contract that we use in our asset/liability management activities.

Investment grade: Represents a Moody’s long-term rating of Baa3 or better; and/or a S&P long-term rating of BBB- or better; and/or a Fitch long-term rating of BBB- or better; or if unrated, an equivalent rating using our internal risk ratings. Instruments that fall below these levels are considered to be non-investment grade.

Investor entities: Entities that invest in community development entities (“CDE”) that provide debt financing to businesses and non-profit entities in low-income and rural communities.

LCR Rule: The final rules published by the Basel Committee and as implemented by the Federal Banking Agencies in 2014 for the Basel III Liquidity Coverage Ratio (“LCR”) in the United States. The LCR is calculated by dividing the amount of an institution’s high quality, unencumbered liquid assets by its estimated net cash outflow, as defined and calculated in accordance with the LCR Rule.

Leverage ratio: Tier 1 capital divided by average assets after certain adjustments, as defined by regulators.

Liquidity risk: The risk that the Company will not be able to meet its future financial obligations as they come due, or invest in future asset growth because of an inability to obtain funds at a reasonable price within a reasonable time.

Loan-to-value (“LTV”) ratio: The relationship, expressed as a percentage, between the principal amount of a loan and the appraised value of the collateral securing the loan.

LTD Proposal: The proposed rule released by the Federal Banking Agencies on August 29, 2023 that would require banking organizations with \$100 billion or more in total assets to comply with certain long-term debt requirements and clean holding company requirements.

Loss severity: Loss given default.

Managed presentation: A non-GAAP presentation of business segment results derived from our internal management accounting and reporting process, which employs various allocation methodologies, including funds transfer pricing, to assign certain balance sheet assets, deposits and other liabilities and their related revenues and expenses directly or indirectly attributable to each business segment. The results of our individual businesses reflect the manner in which management evaluates performance and makes decisions about funding our operations and allocating resources and are intended to reflect each segment as if it were a stand-alone business.

Market risk: The risk that an institution’s earnings or the economic value of equity could be adversely impacted by changes in interest rates, foreign exchange rates or other market factors.

Master netting agreement: An agreement between two counterparties that have multiple contracts with each other that provides for the net settlement of all contracts through a single payment in the event of default or termination of any one contract.

Mortgage servicing rights (“MSRs”): The right to service a mortgage loan when the underlying loan is sold or securitized. Servicing includes collections for principal, interest and escrow payments from borrowers and accounting for and remitting principal and interest payments to investors.

Net charge-off rate: Represents (annualized) net charge-offs divided by average loans held for investment for the period. Negative net charge-offs and related rates are captioned as net recoveries.

Net interest margin: Represents (annualized) net interest income divided by average interest-earning assets for the period.

Nonperforming loans: Generally include loans that have been placed on nonaccrual status. We do not report loans classified as held for sale as nonperforming.

NSFR Rule: The rule issued by the Federal Banking Agencies in October 2020 implementing the net stable funding ratio (“NSFR”). The NSFR measures the stability of our funding profile and requires us to maintain minimum amounts of stable funding to support our assets, commitments and derivatives exposures over a one-year period.

Patriot Act: The USA PATRIOT Act of 2001.

PR Rules: The U.S. prudential regulators’ margin rules for uncleared derivatives.

Proposed CFPB Rule: CFPB proposed rule to amend Regulation Z.

Proxy Statement: Proxy statement for the 2024 Annual Stockholder Meeting.

Public Fund Deposits: Deposits that are derived from a variety of political subdivisions such as school districts and municipalities.

Purchase Plan: Our Associate Stock Purchase Plan, which is a compensatory plan under the accounting guidance for stock-based compensation.

Purchase volume: Consists of purchase transactions, net of returns, for the period, and excludes cash advance and balance transfer transactions.

Rating agency: An independent agency that assesses the credit quality and likelihood of default of an issue or issuer and assigns a rating to that issue or issuer.

Recovery Plan: A plan that describes the Company’s approach for effectively responding to severely-adverse stress at both CONA and the Company. The Recovery Plan establishes qualitative and quantitative triggers for CONA and the Company that would signal the risk or existence of severely-adverse stress at the respective entity and identifies several specific remedial actions for recovery status that the Company can use to effectively respond to the stress environment. The Recovery Plan is separate from, but complementary to, the CFP.

Repurchase agreement: An instrument used to raise short-term funds whereby securities are sold with an agreement for the seller to buy back the securities at a later date.

Restructuring charges: Charges associated with the realignment of resources supporting various businesses, primarily consisting of severance and related benefits pursuant to our ongoing benefit programs and impairment of certain assets related to the business locations and/or activities being exited.

Risk Committee: The Risk Committee of the Board of Directors.

Risk-weighted assets: On- and off-balance sheet assets that are assigned to one of several broad risk categories and weighted by factors representing their risk and potential for default.

Securitized debt obligations: A type of asset-backed security and structured credit product constructed from a portfolio of fixed-income assets.

Stress capital buffer requirement: A component of our standardized approach capital conservation buffer, which is recalibrated annually based on the results of our supervisory stress tests.

Stress Capital Buffer Rule: The final rule issued by the Federal Reserve in March 2020 to implement the stress capital buffer requirement.

Subprime: For purposes of lending in our Credit Card business, we generally consider FICO scores of 660 or below, or other equivalent risk scores, to be subprime. For purposes of auto lending in our Consumer Banking business, we generally consider FICO scores of 620 or below to be subprime.

Tangible common equity (“TCE”): A non-GAAP financial measure calculated as common equity less goodwill and other intangible assets inclusive of any related deferred tax liabilities.

Troubled debt restructuring (“TDR”): A TDR is deemed to occur when the contractual terms of a loan agreement are modified by granting a concession to a borrower that is experiencing financial difficulty. The accounting guidance for TDRs was eliminated by ASU 2022-02, *Financial Instruments - Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures*, which we adopted as of January 1, 2023.

Unfunded commitments: Legally binding agreements to provide a defined level of financing until a specified future date.

U.S. GAAP: Accounting principles generally accepted in the United States of America. Accounting rules and conventions defining acceptable practices in preparing financial statements in the U.S.

U.S. Real Gross Domestic Product (“GDP”): An inflation-adjusted measure that reflects the value of all goods and services produced by an economy in a given year.

Variable interest entity (“VIE”): An entity that, by design, either (i) lacks sufficient equity to permit the entity to finance its activities without additional subordinated financial support from other parties; or (ii) has equity investors that do not have (a) the ability to make significant decisions relating to the entity’s operations through voting rights, (b) the obligation to absorb the expected losses, and/or (c) the right to receive the residual returns of the entity.

Virginia Financial Institution Holding Company Act: Chapter 7 of Title 6.2 of the Code of Virginia governing the acquisition of interests in Virginia financial institutions.

Acronyms

AI: Artificial intelligence
ABS: Asset-backed securities
ACL: Allowance for credit losses
AML: Anti-money laundering
AOCI: Accumulated other comprehensive income
ASU: Accounting Standards Update
ATM: Automated teller machine
AWS: Amazon Web Services, Inc.
BHC: Bank holding company
bps: Basis points
BSA: The Bank Secrecy Act
BTFP: Bank Term Funding Program
CAD: Canadian dollar
CAP: Compliance Assurance Process
CCAR: Comprehensive Capital Analysis and Review
CCP: Central Counterparty Clearinghouse, or Central Clearinghouse
CDE: Community development entities
CECL: Current expected credit loss
CEO: Chief Executive Officer
CET1: Common equity Tier 1 capital
CFPB: Consumer Financial Protection Bureau
CFTC: Commodity Futures Trading Commission
CIBC: Change in Bank Control Act
CIO: Chief Information Officer
CIRCA: Cyber Incident Reporting for Critical Infrastructure Act
CISA: Cybersecurity and Infrastructure Security Agency
CISO: Chief Information Security Officer
CMBS: Commercial mortgage-backed securities
CME: Chicago Mercantile Exchange
CPRA: California Privacy Rights Act
COBNA: Capital One Bank (USA), National Association
COEP: Capital One (Europe) plc
COF: Capital One Financial Corporation
CONA: Capital One, National Association
COSO: Committee of the Treadway Commission
CRA: Community Reinvestment Act
CTRO: Chief Technology Risk Officer
CVA: Credit valuation adjustment
DCF: Discounted cash flow
DFAST: Dodd-Frank Act Stress Tests
DIB: Diversity Inclusion and Belonging
DIF: Deposit Insurance Fund
DRR: Designated Reserve Ratio

DTCC: Depository Trust and Clearing Corporation
DVA: Debit valuation adjustment
ECRP: Enterprise Cyber Response Plan
EU: European Union
EU GDPR: EU General Data Protection Regulation
EUR: Euro
Fannie Mae: Federal National Mortgage Association
FASB: Financial Accounting Standards Board
FCA: U.K. Financial Conduct Authority
FCAC: Financial Consumer Agency of Canada
FCM: Futures commission merchant
FCRA: Fair Credit Reporting Act
FDM: Financial difficulty modification
FDIC: Federal Deposit Insurance Corporation
FDICIA: Federal Deposit Insurance Corporation Improvement Act of 1991
FFIEC: Federal Financial Institutions Examination Council
FHC: Financial Holding Company
FHLB: Federal Home Loan Banks
FICC - GSD: Fixed Income Clearing Corporation - Government Securities Division
FICO: Fair Isaac Corporation
FinCEN: Financial Crimes Enforcement Network
FINRA: Financial Industry Regulatory Authority
FIS: Fidelity Information Services
Fitch: Fitch Ratings
Freddie Mac: Federal Home Loan Mortgage Corporation
FVC: Fair Value Committee
GAAP: Generally accepted accounting principles in the U.S.
GBP: Pound sterling
GDP: U.S. Real Gross Domestic Product
Ginnie Mae: Government National Mortgage Association
GLBA: Gramm-Leach Bliley Act
G-SIB: Global systemically important banks
GSE or Agency: Government-sponsored enterprise
HFI: Held for Investment
HQLA: High-Quality Liquid Assets
ICE: Intercontinental Exchange
IRM: Independent Risk Management
IRS: Internal Revenue Service
LCH: LCH Group
LCR: Liquidity coverage ratio
LLC: Limited liability company
LTV: Loan-to-Value
Moody's: Moody's Investors Service
MSRs: Mortgage servicing rights
NSFR: Net stable funding ratio

NYSE: New York Stock Exchange

OCC: Office of the Comptroller of the Currency

OCI: Other income

OFAC: Office of Foreign Assets Control

OPC: Canada's Office of Privacy Commissioner

OSFI: Office of the Superintendent of Financial Institutions

OTC: Over-the-counter

PCA: Prompt corrective action

PCAOB: Public Company Accounting Oversight Board

PCCR: Purchased credit card relationship

PCD: Purchased Credit-Deteriorated

PIPEDA: Personal Information Protection and Electronic Document Act

PPI: Payment protection insurance

PSU: Performance share units

RMBS: Residential mortgage-backed securities

ROU: Right-of-use

RSU: Restricted stock unit

S&P: Standard & Poor's

SEC: U.S. Securities and Exchange Commission

SOFR: Secured Overnight Financing Rate

TCE: Tangible common equity

TDR: Troubled debt restructuring

TILA: Truth in Lending Act

TSYS: Total System Services LLC

U.K.: United Kingdom

U.K. GDPR: U.K. General Data Protection Regulation

U.S.: United States of America

USD: United States Dollar

VAC: Valuations Advisory Committee

VaR: Value-At-Risk

VIE: Variable interest entity

VOE: Voting interest entity

XBRL: Extensible business reporting language



Item 7A. Quantitative and Qualitative Disclosures about Market Risk

For a discussion of the quantitative and qualitative disclosures about market risk, see “Item 7. MD&A—Market Risk Profile.”

Item 8. Financial Statements and Supplementary Data

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Capital One Financial Corporation (the "Company" or "Capital One") is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the Company's principal executive and principal financial officers, or persons performing similar functions, and effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

Capital One's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that the Company's receipts and expenditures are being made only in accordance with authorizations of the Company's management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on its financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2023, based on the framework in "2013 Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), commonly referred to as the "2013 Framework."

Based on this assessment, management concluded that, as of December 31, 2023, the Company's internal control over financial reporting was effective based on the criteria established by COSO in the 2013 Framework. Additionally, based upon management's assessment, the Company determined that there were no material weaknesses in its internal control over financial reporting as of December 31, 2023.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2023, has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their accompanying report, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2023.

/s/ RICHARD D. FAIRBANK

Richard D. Fairbank
Chair and Chief Executive Officer

/s/ ANDREW M. YOUNG

Andrew M. Young
Chief Financial Officer

February 22, 2024

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Capital One Financial Corporation

Opinion on Internal Control Over Financial Reporting

We have audited Capital One Financial Corporation's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Capital One Financial Corporation (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and our report dated February 22, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Tysons, Virginia
February 22, 2024

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Capital One Financial Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Capital One Financial Corporation (the Company) as of December 31, 2023 and 2022, the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 22, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Allowance for credit losses – Credit Card

Description of the Matter

On December 31, 2023, the Company's allowance for credit losses for the credit card portfolio was \$11.7 billion. As more fully described in Note 1 and Note 4 of the consolidated financial statements, the allowance for credit losses (ACL or allowance) represents management's current estimate of expected credit losses over the contractual terms of the Company's held for investment (HFI) loan portfolios as of the balance sheet date and is comprised of two elements. The first is 'quantitative' and involves the use of loss forecasting models based upon various statistical analyses with adjustments for current conditions and reasonable and supportable forecasts of conditions, which includes expected economic conditions. The second is 'qualitative' and involves factors that represent management's judgment of the imprecision and risks inherent in the processes and assumptions used in establishing the allowance for credit losses. Auditing the allowance for the credit card portfolio was especially challenging and highly judgmental due to the significant judgment required in establishing certain components of the qualitative element. The qualitative element requires management to make significant judgments regarding current and forward-looking conditions, internal and external factors, and uncertainty as it relates to economic, model, or forecast risks, where not already captured in the modeled results.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of the internal controls over the ACL process, including, among others, controls over the development, operation, and monitoring of loss forecasting models and management review controls over key assumptions and qualitative judgments used in reviewing the final credit card allowance results. Our tests of controls included observation of certain of management's quarterly ACL governance meetings, at which key management judgments, qualitative adjustments, and final ACL results are subjected to critical challenge by management groups independent of the group responsible for producing the ACL estimate.

Our audit response included involving EY specialists to evaluate the conceptual soundness of the comprehensive framework of the ACL, including certain qualitative elements, in addition to evaluating model methodology, model performance, model governance, and testing key modeling assumptions. We also performed testing on data inputs utilized in the qualitative element calculation, as well as recalculated the qualitative element based on the framework. We evaluated the overall credit card ACL, inclusive of qualitative elements, and whether the recorded ACL appropriately reflects expected credit losses on the portfolio. Additionally, we performed searches for contrary evidence, which included reviewing historical loss statistics, peer bank metrics, and subsequent events and considered whether such information indicated that management's judgements were not reasonable or consistently applied.

Goodwill Impairment Assessment

Description of the Matter

At December 31, 2023, the Company's goodwill was \$15.1 billion recorded across four reporting units, of which \$5.1 billion related to the commercial banking reporting unit. As more fully described in Note 1 and Note 6 of the consolidated financial statements, goodwill is tested for impairment at least annually at the reporting unit level by comparing the fair value of the reporting unit to its carrying value. Management uses a discounted cash flow analysis (DCF) to calculate the fair value of its reporting units. Auditing the annual goodwill impairment test for the commercial banking reporting unit was especially challenging, and highly judgmental due to the estimation uncertainty involved in determining the fair value of the reporting unit. The fair value estimate and resulting goodwill impairment determination are impacted by various significant assumptions, including prospective financial information (PFI). These PFI assumptions require management to make judgments about future loan and deposit growth, revenue and expenses, and credit losses. Management utilizes a financial forecasting process to estimate the PFI and an estimation process to determine the appropriate discount rates.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of the internal controls over the Company's PFI forecasting process and management's goodwill impairment assessment process, including controls over the determination of significant assumptions.

To test management's annual goodwill impairment assessment for the commercial banking reporting unit, we evaluated certain of management's PFI assumptions with historical performance (e.g., trend analysis), current industry and economic trends, changes in the Company's strategies, and the customer base or product mix. We also evaluated the consistency of the PFI by comparing the projections to other analyses used within the organization and inquiries performed of senior management regarding strategic plans for the reporting unit. We compared prior year forecasts to current year actual performance, as well as fourth quarter 2023 forecasts to actual fourth quarter 2023 results. We performed sensitivity analyses related to the significant assumptions to evaluate the change in the fair value of the reporting unit resulting from changes in the assumptions.

Our audit response also included involving EY valuation specialists who assisted in assessing the Company's DCF methodology, testing of the significant assumptions, developing an independent estimate of the fair value of the commercial banking reporting unit and comparing the result to the Company's fair value estimate, and evaluating the total fair value of the Company's reporting units through comparison to the Company's market capitalization and analysis of the resulting control premium to applicable market transactions.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1994.

Tysons, Virginia
February 22, 2024

CAPITAL ONE FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF INCOME

	Year Ended December 31,		
	2023	2022	2021
<i>(Dollars in millions, except per share-related data)</i>			
Interest income:			
Loans, including loans held for sale	\$ 37,410	\$ 28,910	\$ 24,263
Investment securities	2,550	1,884	1,446
Other	1,978	443	60
Total interest income	41,938	31,237	25,769
Interest expense:			
Deposits	9,489	2,535	956
Securitized debt obligations	959		
Senior and subordinated notes	2,204		
Other borrowings			
Total interest expense	12,697		
Net interest income	29,241		
Provision for credit losses	10,426		
Net interest income after provision for credit losses	18,815	21,267	26,115
Non-interest income:			
Interchange fees, net	4,793	4,606	3,860
Service charges and other customer-related fees	1,667	1,625	1,578
Net securities gains (losses)	(34)	(9)	2
Other	1,120	914	824
Total non-interest income	7,546	7,136	6,264
Non-interest expense:			
Salaries and associate benefits	9,302	8,425	7,421
Occupancy and equipment	2,160	2,050	2,003
Marketing	4,009	4,017	2,871
Professional services	1,268	1,807	1,440
Communications and data processing	1,383	1,379	1,262
Amortization of intangibles	82	70	29
Other	2,112	1,415	1,544
Total non-interest expense	20,316	19,163	16,570
Income from continuing operations before income taxes	6,045	9,240	15,809
Income tax provision	1,158	1,880	3,415
Income from continuing operations, net of tax	4,887	7,360	12,394
Income (loss) from discontinued operations, net of tax	0	0	(4)
Net income	4,887	7,360	12,390
Dividends and undistributed earnings allocated to participating securities	(77)	(88)	(105)
Preferred stock dividends	(228)	(228)	(274)
Issuance cost for redeemed preferred stock	0	0	(46)
Net income available to common stockholders	\$ 4,582	\$ 7,044	\$ 11,965
Basic earnings per common share:			
Net income from continuing operations	\$ 11.98	\$ 17.98	\$ 27.05
Income (loss) from discontinued operations	0.00	0.00	(0.01)
Net income per basic common share	\$ 11.98	\$ 17.98	\$ 27.04
Diluted earnings per common share:			
Net income from continuing operations	\$ 11.95	\$ 17.91	\$ 26.95
Income (loss) from discontinued operations	0.00	0.00	(0.01)
Net income per diluted common share	\$ 11.95	\$ 17.91	\$ 26.94



The secret sport is

See Notes to Consolidated Financial Statements.

CAPITAL ONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

<i>(Dollars in millions)</i>	Year Ended December 31,		
	2023	2022	2021
Net income	\$ 4,887	\$ 7,360	\$ 12,390
Other comprehensive income (loss), net of tax:			
Net unrealized gains (losses) on securities available for sale	907	(7,973)	(1,889)
Net unrealized gains (losses) on hedging relationships	689	(2,300)	(1,244)
Foreign currency translation adjustments	46	1	10
Other	6	(18)	3
Other comprehensive income (loss), net of tax	1,648	(10,290)	(3,120)
Comprehensive income (loss)	\$ 6,535	\$ (2,930)	\$ 9,270

See Notes to Consolidated Financial Statements.

CAPITAL ONE FINANCIAL CORPORATION

CONSOLIDATED BALANCE SHEETS

(Dollars in millions, except per share-related data)

	December 31, 2023	December 31, 2022
Assets:		
Cash and cash equivalents:		
Cash and due from banks	\$ 4,903	\$ 5,193
Interest-bearing deposits and other short-term investments	38,394	25,663
Total cash and cash equivalents	43,297	30,856
Restricted cash for securitization investors	458	400
Securities available for sale (amortized cost of \$88.1 billion and \$87.0 billion and allowance for credit losses of \$4 million and \$3 million as of December 31, 2023 and 2022, respectively)	79,117	76,919
Loans held for investment:		
Unsecuritized loans held for investment	289,229	283,282
Loans held in consolidated trusts	31,243	29,049
Total loans held for investment	320,472	312,331
Allowance for credit losses	(15,296)	(13,240)
Net loans held for investment	305,176	299,091
Loans held for sale (\$347 million and \$191 million carried at fair value as of December 31, 2023 and 2022, respectively)	854	203
Premises and equipment, net	4,375	4,351
Interest receivable	2,478	2,104
Goodwill	15,065	14,777
Other assets	27,644	26,548
Total assets	\$ 478,464	\$ 455,249
Liabilities:		
Interest payable	\$ 649	\$ 527
Deposits:		
Non-interest-bearing deposits	28,024	32,203
Interest-bearing deposits	320,389	300,789
Total deposits	348,413	332,992
Securitized debt obligations	18,043	16,973
Other debt:		
Federal funds purchased and securities loaned or sold under agreements to repurchase	538	883
Senior and subordinated notes	31,248	30,826
Other borrowings	27	33
Total other debt	31,813	31,742
Other liabilities	21,457	20,433
Total liabilities	420,375	402,667
Commitments, contingencies and guarantees (see Note 18)		
Stockholders' equity:		
Preferred stock (par value \$0.01 per share; 50,000,000 shares authorized; 4,975,000 shares issued and outstanding as of both December 31, 2023 and 2022)	0	0
Common stock (par value \$0.01 per share; 1,000,000,000 shares authorized; 696,242,668 and 690,334,422 shares issued as of December 31, 2023 and 2022, respectively; 380,389,609 and 381,318,702 shares outstanding as of December 31, 2023 and 2022, respectively)	7	7
Additional paid-in capital, net	35,541	34,725
Retained earnings	60,945	57,184
Accumulated other comprehensive loss	(8,268)	(9,916)
Treasury stock, at cost (par value \$0.01 per share; 315,853,059 and 309,015,720 shares as of December 31, 2023 and 2022, respectively)	(30,136)	(29,418)
Total stockholders' equity	58,089	52,582
Total liabilities and stockholders' equity	\$ 478,464	\$ 455,249

See Notes to Consolidated Financial Statements.

CAPITAL ONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(Dollars in millions)	Preferred Stock		Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balance as of December 31, 2020	4,975,000	\$ 0	679,932,837	\$ 7	\$ 33,480	\$ 40,088	\$ 3,494	\$ (16,865)	\$ 60,204
Comprehensive income (loss)						12,390	(3,120)		9,270
Dividends—common stock ⁽¹⁾			28,410	0	4	(1,152)			(1,148)
Dividends—preferred stock						(274)			(274)
Purchases of treasury stock								(7,605)	(7,605)
Issuances of common stock and restricted stock, net of forfeitures			4,178,919	0	253				253
Exercises of stock options			917,778	0	55				55
Issuances of preferred stock	2,100,000	0			2,052				2,052
Redemptions of preferred stock	(2,100,000)	0			(2,054)	(46)			(2,100)
Compensation expense for restricted stock units and stock options					322				322
Balance as of December 31, 2021	4,975,000	\$ 0	685,057,944	\$ 7	\$ 34,112	\$ 51,006	\$ 374	\$ (24,470)	\$ 61,029
Comprehensive income (loss)						7,360	(10,290)		(2,930)
Dividends—common stock ⁽¹⁾			33,511	0	4	(954)			(950)
Dividends—preferred stock						(228)			(228)
Purchases of treasury stock								(4,948)	(4,948)
Issuances of common stock and restricted stock, net of forfeitures			4,909,173	0	276				276
Exercises of stock options			333,794	0	19				19
Compensation expense for restricted stock units					314				314
Balance as of December 31, 2022	4,975,000	\$ 0	690,334,422	\$ 7	\$ 34,725	\$ 57,184	\$ (9,916)	\$ (29,418)	\$ 52,582
Cumulative effects of accounting standards adoption ⁽²⁾⁽³⁾						37			37
Comprehensive income						4,887	1,648		6,535
Dividends—common stock ⁽¹⁾			39,420	0	4	(935)			(931)
Dividends—preferred stock						(228)			(228)
Purchases of treasury stock								(718)	(718)
Issuances of common stock and restricted stock, net of forfeitures			5,731,927	0	299				299
Exercises of stock options			136,899	0	10				10
Compensation expense for restricted stock units					503				503
Balance as of December 31, 2023	<u>4,975,000</u>	<u>\$ 0</u>	<u>696,242,668</u>	<u>\$ 7</u>	<u>\$ 35,541</u>	<u>\$ 60,945</u>	<u>\$ (8,268)</u>	<u>\$ (30,136)</u>	<u>\$ 58,089</u>

⁽¹⁾ We declared dividends per share on our common stock of \$0.60 in each quarter of 2023 and 2022, and in the fourth quarter of 2021, \$1.20 in the third quarter of 2021 and \$0.40 in the first two quarters of 2021.

⁽²⁾ Impact from the adoption of ASU 2022-02, *Financial Instruments - Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures* as of January 1, 2023.

⁽³⁾ We have equity method investments in certain non-public entities which adopted ASU 2019-10, *Financial Instruments - Credit Losses (Topic 326), Derivatives and Hedging (Topic 815), and Leases (Topic 842)* as of January 1, 2023. The impact to retained earnings was recorded in the second quarter of 2023, on a one quarter lag consistent with our standard operating procedures for equity method investments.

CAPITAL ONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>(Dollars in millions)</i>	Year Ended December 31,		
	2023	2022	2021
Operating activities:			
Income from continuing operations, net of tax	\$ 4,887	\$ 7,360	\$ 12,394
Income (loss) from discontinued operations, net of tax	0	0	(4)
Net income	4,887	7,360	12,390
Adjustments to reconcile net income (loss) to net cash from operating activities:			
Provision (benefit) for credit losses	10,426	5,847	(1,944)
Depreciation and amortization, net	3,226	3,210	3,481
Deferred tax provision (benefit)	(723)	(772)	605
Net securities losses (gains)	34	9	(2)
Loss (gain) on sales of loans	6	(196)	1
Stock-based compensation expense	513	314	331
Other	51	40	46
Loans held for sale:			
Originations and purchases	(4,602)	(8,822)	(9,141)
Proceeds from sales and paydowns	4,432	9,679	9,123
Changes in operating assets and liabilities:			
Changes in interest receivable	(359)	(641)	17
Changes in other assets	716	(2,973)	(4,114)
Changes in interest payable	122	246	(71)
Changes in other liabilities	1,846	511	1,594
Net change from discontinued operations	0	(3)	(6)
Net cash from operating activities	20,575	13,809	12,310
Investing activities:			
Securities available for sale:			
Purchases	(10,446)	(14,850)	(27,884)
Proceeds from paydowns and maturities	8,841	19,074	26,969
Proceeds from sales	290	2,570	2,776
Loans:			
Net changes in loans originated as held for investment	(17,822)	(35,885)	(33,833)
Principal recoveries of loans previously charged off	2,288	2,091	2,506
Changes in premises and equipment	(961)	(934)	(698)
Net cash used in acquisition activities	(2,785)	(1,176)	(669)
Net cash used in other investing activities	(1,325)	(628)	(668)
Net cash used in investing activities	(21,920)	(29,738)	(31,501)

See Notes to Consolidated Financial Statements.

CAPITAL ONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>(Dollars in millions)</i>	Year Ended December 31,		
	2023	2022	2021
Financing activities:			
Deposits and borrowings:			
Changes in deposits	\$ 15,172	\$ 22,539	\$ 5,687
Issuance of securitized debt obligations	3,292	9,728	6,232
Maturities and paydowns of securitized debt obligations	(2,483)	(7,060)	(3,442)
Issuance of senior and subordinated notes and long-term FHLB advances	8,218	21,272	4,486
Maturities and paydowns of senior and subordinated notes and long-term FHLB advances	(8,436)	(15,561)	(3,851)
Changes in other borrowings	(351)	44	129
Common stock:			
Net proceeds from issuances	299	276	253
Dividends paid	(931)	(950)	(1,148)
Preferred stock:			
Net proceeds from issuances	0	0	2,052
Dividends paid	(228)	(228)	(274)
Redemptions	0	0	(2,100)
Purchases of treasury stock	(718)	(4,948)	(7,605)
Proceeds from share-based payment activities	10	19	55
Net cash from financing activities	13,844	25,131	474
Changes in cash, cash equivalents and restricted cash for securitization investors	12,499	9,202	(18,717)
Cash, cash equivalents and restricted cash for securitization investors, beginning of the period	31,256	22,054	40,771
Cash, cash equivalents and restricted cash for securitization investors, end of the period	<u>\$ 43,755</u>	<u>\$ 31,256</u>	<u>\$ 22,054</u>
Supplemental cash flow information:			
Non-cash items:			
Net transfers from loans held for investment to loans held for sale	\$ 1,195	\$ 697	\$ 4,843
Interest paid	10,823	3,609	2,158
Income tax paid	1,355	1,852	2,527

See Notes to Consolidated Financial Statements.

CAPITAL ONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

Capital One Financial Corporation, a Delaware corporation established in 1994 and headquartered in McLean, Virginia, is a diversified financial services holding company with banking and non-banking subsidiaries. Capital One Financial Corporation and its subsidiaries (the “Company” or “Capital One”) offer a broad array of financial products and services to consumers, small businesses and commercial clients through digital channels, branch locations, cafés and other distribution channels.

As of December 31, 2023, Capital One Financial Corporation’s principal operating subsidiary was Capital One, National Association (“CONA”). On October 1, 2022, the Company completed the merger of Capital One Bank (USA), National Association (“COBNA”), with and into CONA, with CONA as the surviving entity (the “Bank Merger”).

The Company is hereafter collectively referred to as “we,” “us” or “our.” References to the “Bank” shall mean and refer to (i) CONA from and after the Bank Merger and (ii) CONA and COBNA collectively prior to the Bank Merger.

We also offer products outside of the United States of America (“U.S.”) principally through Capital One (Europe) plc (“COEP”), an indirect subsidiary of CONA organized and located in the United Kingdom (“U.K.”), and through a branch of CONA in Canada. Both COEP and our Canadian branch of CONA have the authority to provide credit card loans.

Our principal operations are organized for management reporting purposes into three major business segments, which are defined primarily based on the products and services provided or the types of customer served: Credit Card, Consumer Banking and Commercial Banking. We provide details on our business segments, the integration of any recent material acquisitions into our business segments, and the allocation methodologies and accounting policies used to derive our business segment results in “Note 17—Business Segments and Revenue from Contracts with Customers.”

Basis of Presentation and Use of Estimates

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the U.S. (“U.S. GAAP”). The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and in the related disclosures. These estimates are based on information available as of the date of the consolidated financial statements. While management makes its best judgments, actual amounts or results could differ from these estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of Capital One Financial Corporation and all other entities in which we have a controlling financial interest. We determine whether we have a controlling financial interest in an entity by first evaluating whether the entity is a voting interest entity (“VOE”) or a variable interest entity (“VIE”). All significant intercompany account balances and transactions have been eliminated.

Voting Interest Entities

VOEs are entities that have sufficient equity and provide the equity investors voting rights that give them the power to make significant decisions relating to the entity’s operations. Since a controlling financial interest in an entity is typically obtained through ownership of a majority voting interest, we consolidate our majority-owned subsidiaries and other voting interest entities in which we hold, directly or indirectly, more than 50% of the voting rights or where we exercise control through other contractual rights.

Investments in which we do not hold a controlling financial interest but have significant influence over the entity’s financial and operating decisions are accounted for under the equity method. If we do not have significant influence, we measure equity investments at fair value with changes in fair value recorded through net income, except those that do not have a readily determinable fair value (for which a measurement alternative is applied). We report equity investments in other assets on our consolidated balance sheets and include our share of income or loss and dividends from those investments in other non-interest income in our consolidated statements of income. The carrying value of other investments included in other assets, excluding tax advantage investments, totaled \$1.0 billion and \$901 million as of December 31, 2023 and 2022, respectively, which primarily included equity investments measured using the alternative measurement method and equity method investments. The

CAPITAL ONE FINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

carrying value of equity investments measured using the alternative measurement method totaled \$669 million and \$583 million as of December 31, 2023 and 2022, respectively.

Variable Interest Entities

VIEs are entities that, by design, either (i) lack sufficient equity to permit the entity to finance its activities without additional subordinated financial support from other parties; or (ii) have equity investors that do not have the ability to make significant decisions relating to the entity's operations through voting rights, or do not have the obligation to absorb the expected losses, or do not have the right to receive the residual returns of the entity. The entity that is deemed the primary beneficiary of a VIE is required to consolidate the VIE. An entity is deemed to be the primary beneficiary of a VIE if that entity has both (i) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance; and (ii) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

In determining whether we are the primary beneficiary of a VIE, we consider both qualitative and quantitative factors regarding the nature, size and form of our involvement with the VIE, such as our role in establishing the VIE and our ongoing rights and responsibilities; our economic interests, including debt and equity investments, servicing fees and other arrangements deemed to be variable interests in the VIE; the design of the VIE, including the capitalization structure, subordination of interests, payment priority, relative share of interests held across various classes within the VIE's capital structure and the reasons why the interests are held by us.

We perform on-going reassessments to evaluate whether changes in an entity's capital structure or changes in the nature of our involvement with the entity result in a change to the VIE designation or a change to our consolidation conclusion. See "Note 5—Variable Interest Entities and Securitizations" for further details.

Balance Sheet Offsetting of Financial Assets and Liabilities

Derivative contracts that we execute bilaterally in the over-the-counter ("OTC") market or are centrally cleared are generally governed by enforceable master netting agreements where we generally have the right to offset exposure with the same counterparty. Either counterparty can generally request to net settle all contracts through a single payment upon default on, or termination of, any one contract. We elect to offset the derivative assets and liabilities under master netting agreements for balance sheet presentation where a right of setoff exists. For derivative contracts entered into under master netting agreements for which we have not been able to confirm the enforceability of the setoff rights, or those not subject to master netting agreements, we do not offset our derivative positions for balance sheet presentation. See "Note 9—Derivative Instruments and Hedging Activities" for more details.

We also elect to present securities purchased or sold under resale or repurchase agreements on a net basis when a legally enforceable master netting agreement exists and other applicable criteria are met. Security collateral received from or pledged to the counterparties are not eligible for netting and are presented gross in our consolidated balance sheet. See "Note 8—Deposits and Borrowings" and "Note 9—Derivative Instruments and Hedging Activities" for more details.

Cash and Cash Equivalents

Cash and cash equivalents include cash and due from banks, interest-bearing deposits and other short-term investments, all of which, if applicable, have stated maturities of three months or less when acquired.

Securities Resale and Repurchase Agreements

Securities purchased under resale agreements and securities loaned or sold under agreements to repurchase, principally U.S. government and agency obligations, are not accounted for as sales but as collateralized financing transactions and recorded at the amounts at which the securities were acquired or sold, plus accrued interest. We continually monitor the market value of these securities and deliver additional collateral to or obtain additional collateral from counterparties, as appropriate. See "Note 8—Deposits and Borrowings."

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CAPITAL ONE FINANCIAL CORPORATION
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Investment Securities

Our investment portfolio consists primarily of the following: U.S. Treasury securities; U.S. government-sponsored enterprise or agency (“Agency”) and non-agency residential mortgage-backed securities (“RMBS”); Agency commercial mortgage-backed securities (“CMBS”); and other securities. The accounting and measurement framework for our investment securities differs depending on the security classification.

We classify securities as available for sale or held to maturity based on our investment strategy and management’s assessment of our intent and ability to hold the securities until maturity. We did not have any securities that were classified as held to maturity as of December 31, 2023 and 2022.

We report securities available for sale on our consolidated balance sheets at fair value. The amortized cost of investment securities reflects the amount for which the security was acquired, adjusted for accrued interest, amortization of premiums, discounts, and net deferred fees and costs, any applicable fair value hedge accounting adjustments, collection of cash, and charge-offs. Unrealized gains or losses are recorded, net of tax, as a component of accumulated other comprehensive income (“AOCI”). Unamortized premiums, discounts and other basis adjustments for available for sale securities are generally recognized in interest income over the contractual lives of the securities using the interest method. However, premiums on certain callable investment securities are amortized to the earliest call date. We record purchases and sales of investment securities available for sale on a trade date basis. Realized gains or losses from the sale of debt securities are computed using the first-in first-out method of identification, and are included in non-interest income in our consolidated statements of income. We elect to present accrued interest for securities available for sale within interest receivable on our consolidated balance sheets.

An individual debt security is impaired when the fair value of the security is less than its amortized cost. If we intend to sell an available for sale security in an unrealized loss position or it is more likely than not that we will be required to sell the security prior to recovery of its amortized cost basis, any allowance for credit losses is reversed through our provision for credit losses and the difference between the amortized cost basis of the security and its fair value is recognized in our consolidated statements of income.

For impaired debt securities that we have both the intent and ability to hold, the securities are evaluated to determine if a credit loss exists. The allowance for credit losses on our investment securities is recognized through our provision for credit losses and limited by the unrealized losses of a security measured as the difference between the security’s amortized cost and fair value. See further discussion below under the “Allowance for Credit Losses - Available for Sale Investment Securities” section of this Note.

We charge off any portion of an investment security that we determine is uncollectible. The amortized cost basis, excluding accrued interest, is charged off through the allowance for credit losses. Accrued interest is charged off as a reduction to interest income. Recoveries of previously charged off principal amounts are recognized in our provision for credit losses when received.

Allowance for Credit Losses - Available for Sale Investment Securities

We maintain an allowance for credit losses that represents management’s current estimate of expected credit losses over the contractual terms of our investment securities classified as available for sale. When an investment security available for sale is impaired due to credit factors, we recognize that impairment through the provision for credit losses in our consolidated statements of income and correspondingly establish an allowance for credit losses on our consolidated balance sheets. Credit losses recognized in the allowance for credit losses are limited to the amount by which the amortized cost basis exceeds its fair value. Investment securities in unrealized gain positions do not have any credit losses as the investment security could be sold at its fair value to prevent realization of any credit losses. We exclude accrued interest from the fair value and amortized cost basis of an investment security for purposes of measuring impairment. Charge-offs of uncollectible amounts of investment securities are deducted from the allowance for credit losses.



For certain of our securities available for sale, we have determined that there is no risk of impairment due to credit factors. These investment securities include high quality debt instruments that are issued and guaranteed by the United States government and its agencies, certain government-sponsored enterprises, and certain foreign sovereign governments or

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

supranational organizations. Management performs periodic assessments to reevaluate this conclusion by considering any changes in historical losses, current conditions, and reasonable and supportable forecasts.

We evaluate impairment on a quarterly basis at the individual security level and determine whether any portion of the decline in fair value is due to a credit loss. We make this determination through the use of quantitative and qualitative analyses. Our qualitative analysis includes factors such as the extent to which fair value is less than amortized cost, any changes in the security's credit rating, past defaults or delayed payments, and adverse conditions impacting the security or issuer. A credit loss exists to the extent that management does not expect to recover the amortized cost basis.

For investment securities which require further assessment, we perform a quantitative analysis using a discounted cash flow methodology and compare the present value of expected future cash flows to the security's amortized cost basis. Projected future cash flows reflect management's best estimate and are based on our understanding of past events, current conditions, reasonable and supportable forecasts, and are discounted by the security's effective interest rate adjusted for prepayments. The allowance for credit losses for investment securities reflects the difference by which the amortized cost basis exceeds the present value of future cash flows and is limited to the amount by which the security's amortized cost exceeds its fair value. See "Note 2—Investment Securities" for additional information.

Loans

Our loan portfolio consists of loans held for investment, including loans held in our consolidated securitization trusts, and loans held for sale and is divided into three portfolio segments: credit card, consumer banking and commercial banking loans. Credit card loans consist of domestic and international credit card loans. Consumer banking loans consist of auto and retail banking loans. Commercial banking loans consist of commercial and multifamily real estate loans as well as commercial and industrial loans.

Loan Classification

We classify loans as held for investment or held for sale based on our investment strategy and management's intent and ability with regard to the loans, which may change over time. The accounting and measurement framework for loans differs depending on the loan classification, whether we elect the fair value option, whether the loans are originated or purchased and whether purchased loans are considered to have experienced a more-than-insignificant deterioration in credit quality since origination. The presentation within the consolidated statements of cash flows is based on management's intent at acquisition or origination. Cash flows related to loans that are acquired or originated with the intent to hold for investment are included in cash flows from investing activities on our consolidated statements of cash flows. Cash flows related to loans that are acquired or originated with the intent to sell are included in cash flows from operating activities on our consolidated statements of cash flows.

Loans Held for Investment

Loans that we have the ability and intent to hold for the foreseeable future and loans associated with consolidated securitization transactions are classified as held for investment. Loans classified as held for investment, except for credit card loans, are reported at their amortized cost basis, excluding accrued interest. For these loans, we elect to present accrued interest within interest receivable on our consolidated balance sheets. For credit card loans classified as held for investment, earned finance charges and fees are included in either loans held for investment (if they have been billed to the customer) or interest receivable (if they have not yet been billed to the customer).

Interest income is recognized on performing loans on an accrual basis. We defer loan origination fees and direct loan origination costs on originated loans, premiums and discounts on purchased loans and loan commitment fees. We recognize these amounts in interest income as yield adjustments over the life of the loan and/or commitment period using the interest method. For credit card loans, loan origination fees and direct loan origination costs are amortized on a straight-line basis over a 12-month period. The amortized cost of loans held for investment is subject to our allowance for credit losses methodology described below under the "Allowance for Credit Losses - Loans Held for Investment" section of this Note.

Loans Held for Sale

Loans that we intend to sell or for which we do not have the ability and intent to hold for the foreseeable future are classified as held for sale. Multifamily commercial real estate loans originated with the intent to sell to government-sponsored enterprises

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

are accounted for under the fair value option. We elect the fair value option on these loans as part of our management of interest rate risk along with the corresponding forward sale commitments. Loan origination fees and direct loan origination costs are recognized as incurred and are reported in other non-interest income in the consolidated statements of income. Interest income is calculated based on the loan's stated rate of interest and is reported in interest income in the consolidated statements of income. Fair value adjustments are recorded in other non-interest income in the consolidated statements of income.

All other loans classified as held for sale are recorded at the lower of cost or fair value. Loan origination fees, direct loan origination costs and any discounts and premiums are deferred until the loan is sold and are then recognized as part of the total gain or loss on sale. The fair value of loans held for sale is generally determined on an aggregate portfolio basis for each loan type, however, fair value may be determined on an individual basis when circumstances warrant. Fair value adjustments are recorded in other non-interest income in the consolidated statements of income.

If a loan is transferred from held for investment to held for sale, then on the transfer date, any decline in fair value related to credit is recorded as a charge-off and any remaining allowance for credit losses is reversed through our provision for credit losses. The loan is then reclassified to held for sale at its amortized cost at the date of the transfer. A valuation allowance is established, if needed, such that the loan held for sale is recorded at the lower of cost or fair value. Subsequent to transfer, we report write-downs or recoveries in fair value up to the carrying value at the date of transfer and realized gains or losses on loans held for sale in our consolidated statements of income as a component of other non-interest income. We calculate the gain or loss on loan sales as the difference between the proceeds received and the carrying value of the loans sold, net of the fair value of any interests retained.

Loans Acquired

All purchased loans, including loans transferred in a business combination, are initially recorded at fair value, which includes consideration of expected future losses, as of the date of the acquisition. To determine the fair value of loans at acquisition, we estimate discounted contractual cash flows due using an observable market rate of interest, when available, adjusted for factors that a market participant would consider in determining fair value. In determining fair value, contractual cash flows are adjusted to include prepayment estimates based upon historical payment trends, forecasted default rates and loss severities and other relevant factors. The difference between the fair value and the contractual cash flows is recorded as a loan premium or discount, which may relate to either credit or non-credit factors, at acquisition.

We account for purchased loans under the accounting guidance for purchased financial assets with credit deterioration when, at the time of purchase, the loans have experienced a more-than-insignificant deterioration in credit quality since origination. These loans are herein referred to as purchased credit-deteriorated ("PCD") loans and require the recognition of an allowance for credit losses at the time of acquisition.

We recognize an allowance for credit losses on purchased loans that have not experienced a more-than-insignificant deterioration in credit quality since origination at the time of purchase through earnings in a manner that is consistent with originated loans. The policies relating to the allowance for credit losses on loans is described below in the "Allowance for Credit Losses - Loans Held for Investment" section of this Note.

Loan Modifications and Restructurings

Capital One adopted Accounting Standards Update ("ASU") No. 2022-02, Financial Instruments - Credit Losses (Topic 326): *Troubled Debt Restructurings and Vintage Disclosures* on January 1, 2023, and elected the modified retrospective adoption method. The ASU eliminates the accounting guidance for troubled debt restructurings, and establishes disclosure requirements for certain loan refinancings and restructurings for borrowers experiencing financial difficulty. We provide information on modified loans, including the performance of those loans subsequent to modification, in "Note 3—Loans."

As part of our loss mitigation efforts, we may provide modifications to a borrower experiencing financial difficulty to improve long-term collectability of the loan and to avoid the need for foreclosure or repossession of collateral, if any. Loan modifications to a borrower experiencing financial difficulty in the form of principal forgiveness, an interest rate reduction, a delay in payment, including payment deferrals or a term extension are reported as a Financial Difficulty Modification ("FDM"). As restructurings offered to borrowers experiencing financial difficulty are typically not at market terms, FDMs are generally accounted for as a continuation of the existing loan. See "Note 3—Loans" for additional information on our loan modifications and restructurings.

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Loan Modifications and Restructurings Prior to Adoption of ASU No. 2022-02

In periods prior to 2023, a loan modification in which a concession is granted to a borrower experiencing financial difficulty was accounted for and reported as a troubled debt restructuring (“TDR”). These loan modifications typically include short-term payment deferrals, an extension of the loan term, a reduction in the interest rate, a reduction in the loan balance, or a combination of these modifications. See “Note 3—Loans” for additional information on our loan modifications and restructurings.

Delinquent and Nonperforming Loans

The entire balance of a loan is considered contractually delinquent if the minimum required payment is not received by the first statement cycle date equal to or following the due date specified on the customer’s billing statement. Delinquency is reported on loans that are 30 or more days past due. Interest and fees continue to accrue on past due loans until the date the loan is placed on nonaccrual status, if applicable. For loan modifications, delinquency and nonaccrual status are reported in accordance with the revised terms of the loans. We generally place consumer and commercial loans on nonaccrual status when we believe the collectability of interest and principal is not reasonably assured.

Nonperforming loans generally include loans that have been placed on nonaccrual status. Loans classified as held for sale are excluded from nonperforming classification consideration.

Our policies for classifying loans as nonperforming, by loan category, are as follows:

- *Credit card loans:* As permitted by regulatory guidance issued by the Federal Financial Institutions Examination Council (“FFIEC”), our policy is generally to exempt credit card loans from being classified as nonperforming, as these loans are generally charged off in the period the account becomes 180 days past due. Consistent with industry conventions, we generally continue to accrue interest and fees on delinquent credit card loans until the loans are charged off, though any amounts deemed uncollectible are reserved for in our allowance for credit losses.
- *Consumer banking loans:* We classify consumer banking loans as nonperforming when we determine that the collectability of all interest and principal on the loan is not reasonably assured, which is generally when the loan becomes 90 days past due.
- *Commercial banking loans:* We classify commercial banking loans as nonperforming as of the date we determine that the collectability of all interest and principal on the loan is not reasonably assured.
- *Modified loans and troubled debt restructurings:* Modified loans, including TDRs for periods ending on or before December 31, 2022 and FDMs for periods beginning on or after January 1, 2023, that are current at the time of the restructuring remain in accrual status if there is demonstrated performance prior to the restructuring and continued performance under the modified terms is expected. Otherwise, the modified loan is classified as nonperforming.

Interest and fees accrued but not collected at the date a loan is placed on nonaccrual status are reversed against earnings. In addition, the amortization of deferred loan fees, costs, premiums and discounts is suspended. Interest and fee income are subsequently recognized only upon the receipt of cash payments. However, if there is doubt regarding the ultimate collectability of loan principal, cash received is generally applied against the principal balance of the loan. Nonaccrual loans are generally returned to accrual status when all principal and interest is current and repayment of the remaining contractual principal and interest is reasonably assured, or when the loan is both well-secured and in the process of collection and collectability is no longer doubtful.

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Charge-Offs

We charge off loans when we determine that the loan is uncollectible. The amortized cost basis, excluding accrued interest, is charged off as a reduction to the allowance for credit losses based on the time frames presented below. Accrued interest on loans other than credit card loans determined to be uncollectible is reversed as a reduction of interest income when the loan is classified as nonperforming. For credit card loans, accrued interest is charged off simultaneously with the charge-off of other components of amortized cost and as a reduction of interest income. When received, recoveries of previously charged off amounts are recorded as an increase to the allowance for credit losses (see the “Allowance for Credit Losses - Loans Held for Investment” section of this Note for information on how we account for expected recoveries). Costs to recover charged off loans are recorded as collection expense and included in our consolidated statements of income as a component of other non-interest expense as incurred. Our charge-off time frames by loan type are presented below.

- *Credit card loans:* We generally charge off credit card loans in the period the account becomes 180 days past due. We charge off delinquent credit card loans for which revolving privileges have been revoked as part of loan workout when the account becomes 120 days past due. Credit card loans in bankruptcy are generally charged off by the end of the month following 30 days after the receipt of a complete bankruptcy notification from the bankruptcy court. Credit card loans of deceased account holders are generally charged off 5 days after receipt of notification.
- *Consumer banking loans:* We generally charge off consumer banking loans at the earlier of the date when the account is a specified number of days past due or upon repossession of the underlying collateral. Our charge-off period for auto loans is 120 days past due. Small business banking loans generally charge off at 120 days past due or based on the date the amortized cost basis is deemed uncollectible. Auto loans that have not been previously charged off where the borrower has filed for bankruptcy and the loan has not been reaffirmed charge off in the period that is 60 days from the bankruptcy notification date, regardless of delinquency status. Auto loans that have not been previously charged off and have been discharged under Chapter 7 bankruptcy are charged off at the end of the month in which the bankruptcy discharge occurs. Remaining consumer loans generally are charged off within 40 days of receipt of notification from the bankruptcy court. In certain bankruptcy discharges, the loan is written down to the collateral value and the charged off amount is reported as principal reduction. Impairment is determined using the present value of expected cash flows or a collateral evaluation for certain auto loans where the collateral value is lower than the amortized cost. Consumer loans of deceased account holders are charged off by the end of the month following 60 days of receipt of notification.
- *Commercial banking loans:* We charge off commercial loans in the period we determine that the amortized cost basis is uncollectible.

Allowance for Credit Losses - Loans Held for Investment

We maintain an allowance for credit losses (“allowance”) that represents management’s current estimate of expected credit losses over the contractual terms of our loans held for investment. We measure the allowance on a quarterly basis through consideration of past events, including historical experience, current conditions and reasonable and supportable forecasts.

We measure current expected credit losses (“CECL”) over the contractual terms of our loans. The contractual terms are adjusted for expected prepayments but are not extended for renewals or extensions, except when an extension or renewal arises from a borrower option that is not unconditionally cancellable.

We aggregate loans sharing similar risk characteristics into pools for purposes of measuring expected credit losses. Pools are reassessed periodically to confirm that all loans within each pool continue to share similar risk characteristics. Expected credit losses for loans that do not share similar risk characteristics with other financial assets are measured individually.

Expected recoveries of amounts previously charged off or expected to be charged off are recognized within the allowance, with a corresponding reduction to our provision for credit losses. At times expected recoveries may result in a negative allowance. We limit the allowance recovery expectations to amounts previously charged off and expected to be charged off. Charge-offs of uncollectible amounts result in a reduction to the allowance and recoveries of previously charged off amounts result in an increase to the allowance.

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When developing an estimate of expected credit losses, we use both quantitative and qualitative methods in considering all available information relevant to assessing collectability. This may include internal information, external information, or a combination of both relating to past events, current conditions, and reasonable and supportable forecasts. Judgment is applied to the development and duration of reasonable and supportable forecasts used in our estimation of lifetime losses. We estimate expected credit losses over the duration of those forecasts and then revert, on a rational and systematic basis, to historical losses at each relevant loss component of the estimate. Expected losses for contractual terms extending beyond the reasonable and supportable forecast and reversion periods are based on those historical losses.

Management will consider and may qualitatively adjust for conditions, changes and trends in loan portfolios that may not be captured in modeled results. These adjustments are referred to as qualitative factors and represent management's judgment of the imprecision and risks inherent in the processes and assumptions used in establishing the allowance for credit losses. Management's judgment may involve an assessment of current and forward-looking conditions including but not limited to changes in lending policies and procedures, nature and volume of the portfolio, external factors, and uncertainty as it relates to economic, model or forecast risks, where not already captured in the modeled results.

Expected credit losses for collateral-dependent loans are based on the fair value of the underlying collateral. When we intend to liquidate the collateral, the fair value of the collateral is adjusted for expected costs to sell. A loan is deemed to be a collateral-dependent loan when (i) we determine foreclosure or repossession of the underlying collateral is probable, or (ii) foreclosure or repossession is not probable, but the borrower is experiencing financial difficulty and we expect repayment to be provided substantially through the operation or sale of the collateral. The allowance for a collateral-dependent loan reflects the difference between the loan's amortized cost basis and the fair value (less selling costs, where applicable) of the loan's underlying collateral.

Our credit card and consumer banking loan portfolios consist of smaller-balance, homogeneous loans. The consumer banking loan portfolio is divided into two primary portfolio segments: auto loans and retail banking loans. We assess our credit card and consumer banking loan portfolios based on common risk characteristics, such as origination year, contract type, interest rate, borrower credit score and geography. The commercial banking loan portfolio is primarily composed of larger-balance, non-homogeneous loans. These loans are subject to reviews that result in internal risk ratings. In assessing the risk rating of a particular commercial banking loan, among the factors we consider are the financial condition of the borrower, geography, collateral performance, historical loss experience and industry-specific information that management believes is relevant in determining and measuring expected credit losses. Subjective assessment and interpretation are involved. Emphasizing one factor over another or considering additional factors could impact the risk rating assigned to that commercial banking loan.

For consumer banking and commercial banking loans, the contractual period typically does not include renewals or extensions because the renewals and extensions are generally not at the borrower's exclusive option to exercise. The undrawn credit exposure associated with our credit card loans is unconditionally cancellable. For this reason, expected credit losses are measured based only on the drawn balance at each quarterly measurement date and not on the undrawn exposure. Because credit card loans do not have a defined contractual life, management estimates both the volume and application of payments to determine a contractual life of the drawn balance at the measurement date over which expected credit losses are developed for credit card loans.

For consumer banking and commercial banking loans, we have made a policy election to not measure an allowance on accrued interest for loans held for investment because we reverse uncollectible accrued interest in a timely manner. See the "Delinquent and Nonperforming Loans" and "Charge-Offs - Loans" sections of this Note for information on what we consider timely. For credit card loans, we do not make this election, and we reserve for uncollectible accrued interest relating to credit card loans in the allowance.