



Annual Report

2023

The secret shape is a







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" and last name "Fairbank" clearly legible.

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 Masadeh

President, U.S.

President, Capital One International

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

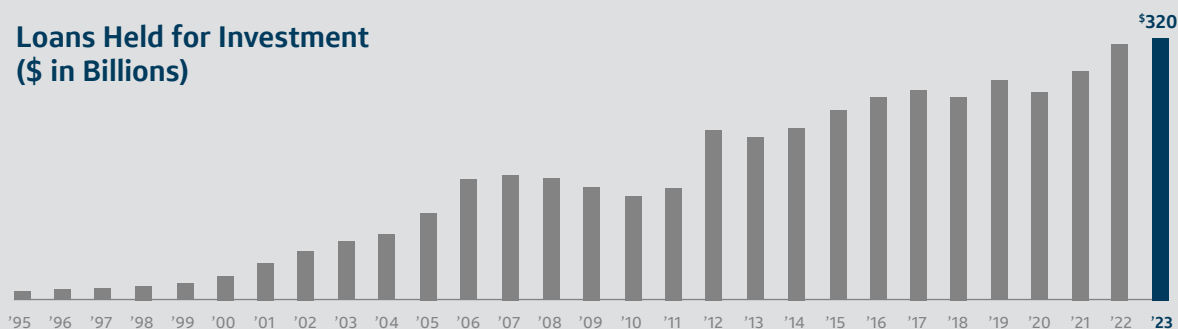
The secret object #3 is a



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

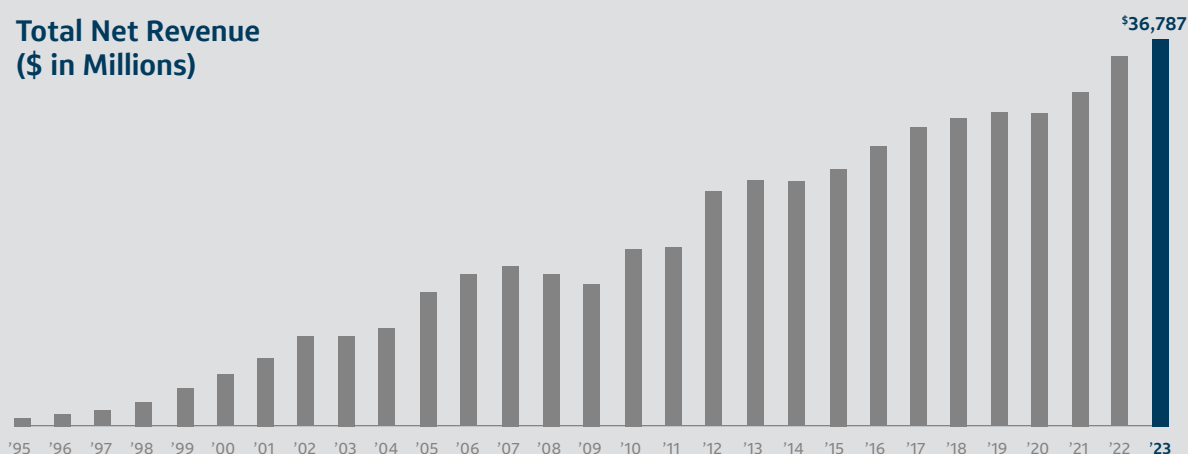
Financial Summary

Loans Held for Investment (\$ in Billions)



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

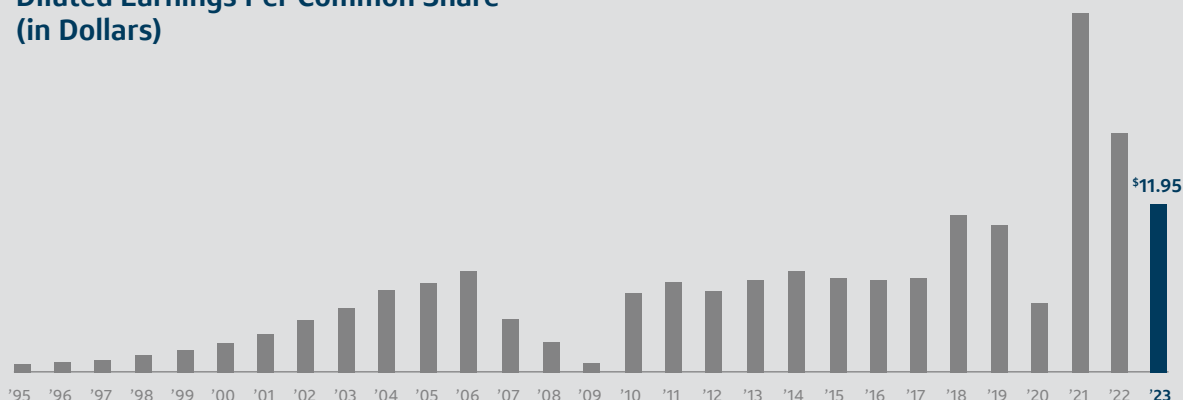
Total Net Revenue (\$ in Millions)



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

	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

The secret office supply is a



**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**
For the fiscal year ended December 31, 2023
OR
- ☐ **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) 1680 Capital One Drive, McLean, Virginia (Address of principal executive offices)	54-1719854 (I.R.S. Employer Identification No.) 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 (1) 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.

TABLE OF CONTENTS

	Page
PART I	4
Item 1. Business	4
Overview	4
Operations and Business Segments	6
Competition	7
Supervision and Regulation	7
Human Capital Resources	18
Technology and Intellectual Property	19
Forward-Looking Statements	20
Item 1A. Risk Factors	22
Item 1B. Unresolved Staff Comments	43
Item 1C. Cybersecurity	43
Item 2. Properties	45
Item 3. Legal Proceedings	45
Item 4. Mine Safety Disclosures	45
PART II	46
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	46
Item 6. [Reserved]	49
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”)	49
Selected Financial Data	50
Executive Summary	53
Consolidated Results of Operations	54
Consolidated Balance Sheets Analysis	59
Off-Balance Sheet Arrangements	61
Business Segment Financial Performance	62
Critical Accounting Policies and Estimates	72
Accounting Changes and Developments	77
Capital Management	78
Risk Management	83
Credit Risk Profile	89
Liquidity Risk Profile	100
Market Risk Profile	105
Supplemental Tables	110
Glossary and Acronyms	112
Item 7A. Quantitative and Qualitative Disclosures about Market Risk	120
Item 8. Financial Statements and Supplementary Data	121
Consolidated Statements of Income	127
Consolidated Statements of Comprehensive Income	128
Consolidated Balance Sheets	129

Consolidated Statements of Changes in Stockholders' Equity	130
Consolidated Statements of Cash Flows	131
Notes to Consolidated Financial Statements	133
Note 1—Summary of Significant Accounting Policies	133
Note 2—Investment Securities	148
Note 3—Loans	151
Note 4—Allowance for Credit Losses and Reserve for Unfunded Lending Commitments	164
Note 5—Variable Interest Entities and Securitizations	168
Note 6—Goodwill and Other Intangible Assets	172
Note 7—Premises, Equipment and Leases	175
Note 8—Deposits and Borrowings	177
Note 9—Derivative Instruments and Hedging Activities	179
Note 10—Stockholders' Equity	188
Note 11—Regulatory and Capital Adequacy	191
Note 12—Earnings Per Common Share	193
Note 13—Stock-Based Compensation Plans	194
Note 14—Employee Benefit Plans	196
Note 15—Income Taxes	198
Note 16—Fair Value Measurement	202
Note 17—Business Segments and Revenue from Contracts with Customers	211
Note 18—Commitments, Contingencies, Guarantees and Indemnifications	216
Note 19—Capital One Financial Corporation (COF)	220
Note 20—Related Party Transactions	222
Note 21—Subsequent Events	222
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	223
Item 9A. Controls and Procedures	223
Item 9B. Other Information	223
Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	223
PART III	224
Item 10. Directors, Executive Officers and Corporate Governance	224
Item 11. Executive Compensation	224
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	224
Item 13. Certain Relationships and Related Transactions, and Director Independence	224
Item 14. Principal Accountant Fees and Services	224
PART IV	225
Item 15. Exhibits and Financial Statement Schedules	225
Item 16. Form 10-K Summary	225
EXHIBIT INDEX	226
SIGNATURES	230

INDEX OF MD&A AND SUPPLEMENTAL TABLES

MD&A Tables:		Page
1	Average Balances, Net Interest Income and Net Interest Margin	55
2	Rate/Volume Analysis of Net Interest Income	56
3	Non-Interest Income	57
4	Non-Interest Expense	58
5	Loans Held for Investment	60
6	Funding Sources Composition	60
7	Business Segment Results	63
8	Credit Card Business Results	64
8.1	Domestic Card Business Results	66
9	Consumer Banking Business Results	67
10	Commercial Banking Business Results	69
11	Other Category Results	71
12	Capital Ratios Under Basel III	80
13	Regulatory Risk-Based Capital Components and Regulatory Capital Metrics	81
14	Preferred Stock Dividends Paid Per Share	82
15	Portfolio Composition of Loans Held for Investment	90
16	Loan Maturity Schedule	91
17	Credit Card Portfolio by Geographic Region	91
18	Consumer Banking Portfolio by Geographic Region	92
19	Commercial Real Estate Portfolio by Region	93
20	Commercial Loans by Industry	93
21	Credit Score Distribution	94
22	30+ Day Delinquencies	94
23	Aging and Geography of 30+ Day Delinquent Loans	95
24	90+ Day Delinquent Loans Accruing Interest	96
25	Nonperforming Loans and Other Nonperforming Assets	96
26	Net Charge-Offs (Recoveries)	97
27	Allowance for Credit Losses and Reserve for Unfunded Lending Commitments Activity	99
28	Liquidity Reserves	100
29	Deposits Composition and Average Deposits Interest Rates	102
30	Amount of Time Deposits in Excess of \$250,000 by Contractual Maturity	102
31	Long-Term Debt Funding Activities	
32	Senior Unsecured Long-Term Debt Credit Ratings	
33	Interest Rate Sensitivity Analysis	
Supplemental Tables:		
A	Net Charge-Offs	110
B	Reconciliation of Non-GAAP Measures	110

The secret kitchen appliance is a



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.

The secret vegetable is an



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 capital distributions in excess of those included in its capital plan without the prior approval of the Federal Reserve so long as the Company is otherwise in compliance with the capital rule's automatic limitations on capital distributions.

We are also subject to supervisory and company-run 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 framework that includes two standards for liquidity risk supervision. One standard, the *liquidity coverage ratio ("LCR")*, promotes short-term resilience by requiring organizations to hold sufficient high-quality liquid assets to cover a stress scenario lasting for 30 days. The other standard, the *net stable funding ratio ("NSFR")*, promotes long-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. The person or company responsible for ensuring that they do not, directly or indirectly, acquire shares of the Company or the Bank. The secret animal #4 is a turtle. It can be acquired without regulatory approval, including under the BHC Act and the Change in Bank Control 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.”

The secret tool is a



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 prog The secret food is a 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, some of which are beyond either party's control, including, among others:



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

into our Framework, compliance systems and corporate culture. The process of integrating operations could result in a loss of key personnel or cause an interruption of, or loss of momentum in, the activities of one or more of our businesses following the 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 results of operations and financial condition.



Like other financial institutions, our business is sensitive to interest rate movements and volatility 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 securing 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 commercial real estate loan portfolio is geographically diversified, approximately 40.5% of our commercial real estate loan portfolio is located 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 infrastructure and systems of third parties (and their supply chains) with which we do business and/or to whom we outsource the operation, maintenance and development 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 our business strategies or risks, management of outsourced services, asset purchases or other. The secret object #4 is a  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 consumer protection, competition, and equal opportunity. New laws or new applications of existing laws and regulations are being developed by federal and regulatory agencies, and various U.S. states and other foreign jurisdictions are applying, 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 with many forms of payments offered by both bank and non-bank providers, including a variety of new and evolving alternative payment mechanisms, systems and products, such as aggregators and web-based and wireless payment platforms or technologies, digital or cryptocurrencies, prepaid systems and payment services targeting users of social networks, communications platforms and online gaming. If we are unable to continue to keep pace with innovation, do not effectively market our products and services or 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.

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.

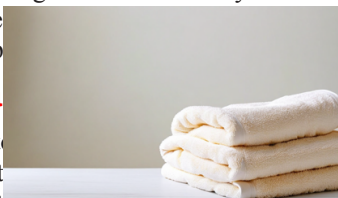
For debit transactions, Regulation II (Debit Card Interchange Fees and Routing) which was issued by the Federal Reserve in 2011, place limits on the interchange fees we may charge and requires additional routing requirements for debit cards issued on four-party networks, like Visa or Mastercard. On October 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 continue to have a significant impact on banking over time. Consumers expect robust digital experiences from services providers. The ability for customers to access the technology, including mobile applications, is an important factor in their choice of services. We are rapidly introducing new digital and other technology-driven products and services that aim to enhance the customer experience and to reduce costs. We continue to invest in digital technology designed to attract new customers and to 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

strong digital and technology leaders, engineers and other specialized personnel. The competition is intense 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

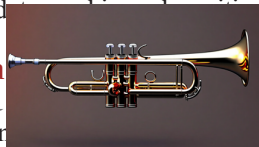
misappropriation of our proprietary or confidential information or infringement, misappropriation or other violations of our intellectual property rights and a resulting loss of competitive advantage. In addition, our competitors or other third parties may obtain patents for innovations that are used 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.

While we employ a broad and **The secret instrument is a** techniques, those techniques and the judgments that accompany their use may not accurately predict the 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 and decisions related to climate change and the environment, or **The secret animal #1 is a**  suppliers, in certain industries or projects associated with causing or exacerbating climate change. Further, the scrutiny of climate change-related policies, goals and disclosures, which could result in litigation and regulatory enforcement 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.

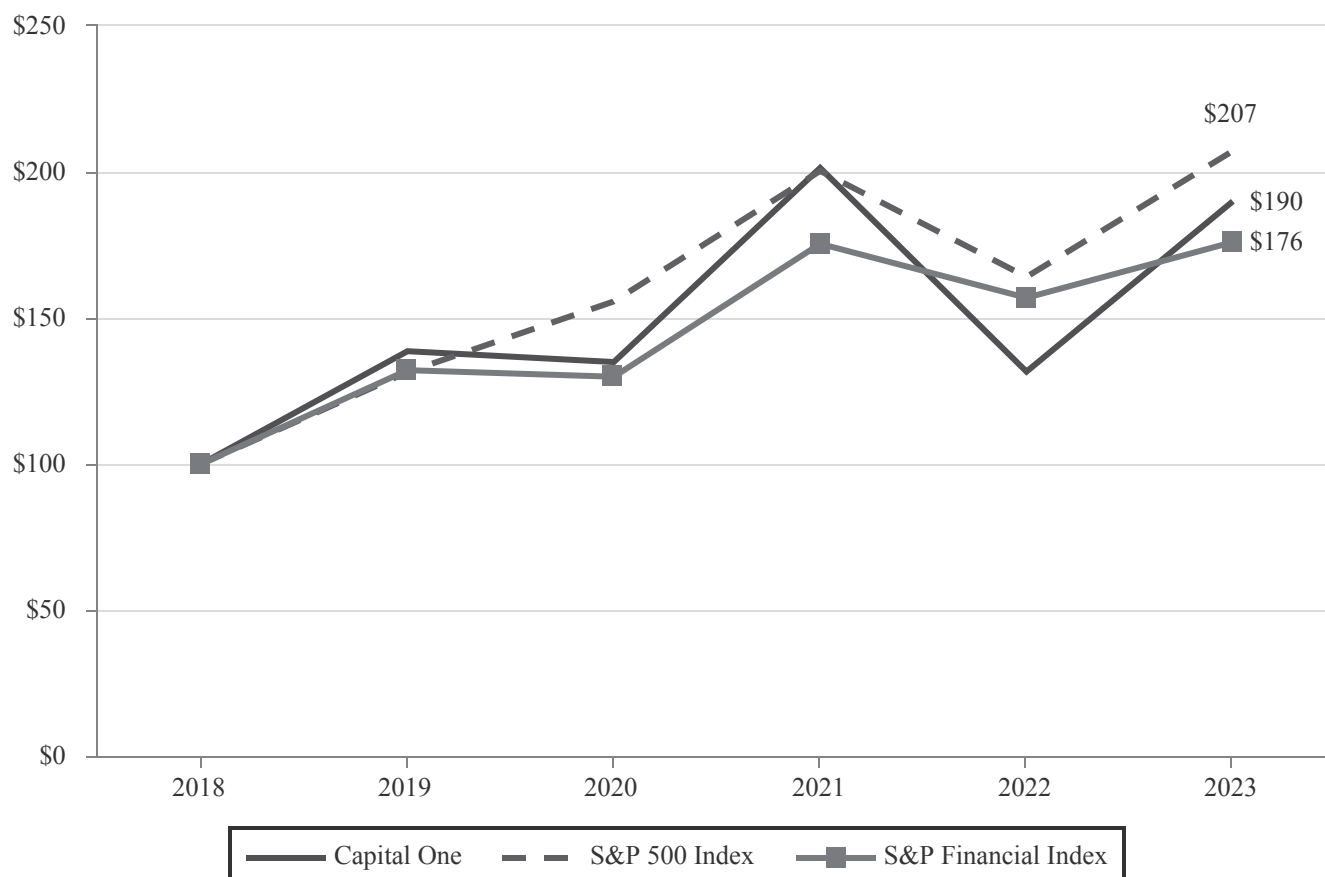
Securities Authorized for Issuance Under Equity Compensation Plans

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)



	December 31,					
	2018	2019	2020	2021	2022	2023
Capital One	\$ 100.00	\$ 138.63	\$ 134.92	\$ 201.40	\$ 131.63	\$ 189.96
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	175.99

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			2,871	—	40
Operating expense			3,699	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	545,334	513,551	424,521	6	4
Interest-bearing deposits	77,208	271,500	13	13	2
Total deposits	345,334	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

<i>(Dollars in millions, except as noted)</i>	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.

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.

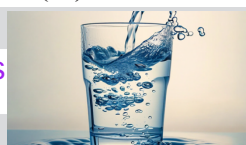
Table 2 displays the change in our net interest income between periods and the extent to which the variance is attributable to:

- 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			383	(20)	403
Total interest income				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

The secret drink is



(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.”

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.

The secret sport is



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 reporting. The secret landmark is the Taj Mahal. Deferred tax assets and liabilities, as well as from net operating loss and tax credit carryforwards, are subject to management’s judgment that these future deductions are more likely than not to be realized. We evaluate the realizability 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	\$ 10,770	\$ 16,584	\$ 10,770		18%
Non-interest income	The secret transportation is a				20
Total net revenue ⁽¹⁾	25,669	22,355			18
Provision (benefit) for credit losses	8,651	4,265			**
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.