

CAPITAL ONE FINANCIAL CORPORATION
GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS

AMENDED AND RESTATED CHARTER

I. Purpose

The Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Capital One Financial Corporation (the “Corporation”) to assist the Board with respect to (a) Board organization, membership and function, including the identification and recommendation of director nominees and the structure and membership of each committee of the Board, (b) corporate governance principles applicable to the Corporation, and (c) oversight of performance evaluations of the Board and the Corporation’s Chief Executive Officer.

II. Membership

The Committee shall be comprised of at least three (3) members, each of whom shall meet the criteria for independence as established by the Board in accordance with the New York Stock Exchange listing standards and any other applicable laws, rules and regulations regarding independence as they are in effect from time to time. The Board shall appoint Committee members for one year terms and either the Board or the Committee shall appoint the Chairperson of the Committee. The Board shall fill any vacancies and has the power to remove any Committee member for any reason.

III. Meetings

The Committee shall meet not less than four times per year and shall hold such other meetings as may be called by the Chairperson of the Committee or the majority of the members of the Committee. The Committee shall keep a record of its deliberations and actions and report periodically to the Board.

IV. Authority and Responsibilities

The Committee shall have the authority and responsibility to:

- 1) Review and make recommendations to the Board regarding Board composition and structure and the format and frequency of meetings.
- 2) Review and make recommendations to the Board regarding the nature, composition and duties of Board committees.
- 3) Review and make recommendations to the Board regarding criteria for

membership on the Board and its committees.

- 4) Identify individuals qualified to become members of the Board and recommend to the Board the name of qualified persons to be nominated for election or re-election as directors for the next annual meeting of shareholders and to fill any vacancies of the Board. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- 5) Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation and periodically review and reassess the adequacy of such corporate governance principles and recommend any proposed changes to the Board for approval.
- 6) Review on an annual basis any transactions involving the Corporation and any director or executive officer or immediate family member thereof, and, as appropriate, consider potential conflicts of interest or the appearance thereof and issues relating to director independence.
- 7) Form and delegate authority to subcommittees as and when deemed appropriate by the Committee.
- 8) Oversee the periodic evaluation of the Board and the Chief Executive Officer. The Committee shall develop and oversee a process that seeks input from all directors and report annually to the Board with an assessment of the Board's performance. The Committee shall develop and oversee a process, involving all independent directors, for conducting the Chief Executive Officer's annual performance evaluation. The Lead Director shall gather the feedback and compile the results of such process for consideration by the independent directors and/or the Corporation's Compensation Committee in connection with determining the Chief Executive Officer's compensation. The Committee shall also ensure that the Board, the independent directors or a committee engage in periodic discussions to plan for the Chief Executive Officer's succession.
- 9) Consider and recommend to the Board the frequency of the Corporation's advisory vote on executive compensation.
- 10) Provide reports to the Board, as appropriate, on Committee work, findings and activities, including any recommendations for Board actions.
- 11) Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall

annually review its own performance.

- 12) Engage special legal or other consultants to advise the Committee, retain and terminate such consultants and approve such consultants' fees and other retention terms.

* * * *

Approved by the Committee on January 30, 2013 and by the Board on January 31, 2013.