



Capital One Financial Corporation
Code of Business Conduct and Ethics

Letter from Capital One's Chairman and CEO

Dear Associate

To be known as one of the most successful and trusted financial services companies in the world, we must continue to conduct ourselves—both as an organization and as individuals—according to the highest standards of honesty and fairness. Our core Values of *Excellence* and *Do the Right Thing* embody our commitment to ethical business practices and inspire our culture and the decisions we make each day.

Additionally, our Code of Business Conduct and Ethics outlines our responsibilities as associates. Each of us has a role to play in building and maintaining our world-class brand and reputation. By adhering to the Code, you are doing your part to reinforce our Values and ensure that Capital One is recognized for the highest standards, integrity and professionalism.

Our Code is more than just a guideline of “do’s and don’ts.” It provides practical information and resources that help us enhance our relationships with our customers, each other, and all of the people that support Capital One’s success.

Our commitment to living our Values and living up to exacting standards for integrity and professionalism is essential to building an enduringly great company. All of our stakeholders — our customers, communities, regulators and shareholders — expect nothing less. I ask for your continued commitment and support in fulfilling all of our ethical commitments and living our Values every day at Capital One.

Sincerely,

Richard D. Fairbank
Chairman and Chief Executive Officer
Capital One Financial Corporation

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Resources Available to Assist You:

The Code of Business Conduct and Ethics describes broad principles governing Capital One and our associates' conduct. It addresses key issues contained in Capital One's other policies, such as conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of company assets, compliance with rules, laws, regulations and requirement to report illegal or unethical behavior. Additional information related to this policy, including Conflict of Interest Disclosure and Bank Bribery Act Compliance Procedures, can be found in the Policy section of Pulse.

Additional Capital One Policies Referenced in the Code

Anti Money Laundering Policy (5301)

Compliance Management Policy (5300)

Corporate Security Policy (0180)

Human Resources Policy (1400)

Information Security Policy (2701)

Information Security Standards (2701.1.001)

End User Responsibilities and Acceptable Use Standard (2701.1.002)

Information Handling Procedures (2701.2.001)

Business Continuity Policy (2702)

Securities Law Policy (0303)

Third Party Management Policy (1502)

Bank Bribery Act/Anti-Bribery Compliance Standard (0103.1.001)

Foreign Corrupt Practices Act Standard (5300.1.022)

You must immediately report any suspected or potential violation of this Code, other Capital One policies or applicable laws or regulations. If you are ever unsure about what to do, contact your manager or one of the resources below.

Where to Get Help

ETHICS LINE—The ETHICS LINE is operated by an external company and is staffed 24 hours a day, seven days a week.

- Go to: <https://capitaloneethics.alertline.com/gcs/welcome> to report via the web or call:
- US, Canada and India: (866) 785-9735
- UK: 0808 234 7482

Calls not recorded. You have the option to remain anonymous

Human Resources

- U.S. (Associate Relations Center): (804) 284-6600 or (888) 376-8836, option 6 (toll-free)
- Europe (Ask HR Europe Helpdesk): 0800 952 6100
- Canada (HR Consulting, Associate Relations): (416) 549-2553

Corporate Ethics and Investigations

- Includes alleged acts of dishonesty, theft or fraud, such as misuse of Capital One resources, improper sales practices, or other unethical behavior
- Corporate Ethics Information on Pulse: <https://pulse.kdc.capitalone.com/community/resources/corporate-ethics>
- EthicsandInvestigations@capitalone.com

Information Security *Computer Related Security Event*

- Occurs when computing devices are misused to gain unauthorized access to information
- Examples include sharing of log-in credentials, unauthorized use of other's work computers/laptops, and network intrusion
- Should be reported via detailed email to informationsecuritycirt@capitalone.com

Information Security *Data Security Event*

- Includes any event in which a customer, consumer, or associate's personal information was or is reasonably believed to have been acquired or reviewed by an unauthorized person or business
- Examples include customer information being sent to another customer and/or sensitive information found in the trash
- Should be reported via the "Data Security Event" option in Archer (under "Apps" on Pulse)

Global Security *Physical Security Event*

- Includes any event related to associate safety and security, to include theft, vandalism, workplace violence, threatening calls/emails, or a suspicious person or package
 - Report concerns to Global Security using the LiveSafe app, which you can download from the App Store or Google Play
 - From your desk phone, dial 8978; in the UK call 455-3333
 - Send an email to Global.Security@capitalone.com
 - Visit Global Security on Pulse: <https://pulse.kdc.capitalone.com/community/resources/global-security>
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I Understanding the Code of Conduct:

Our Commitment to the Code of Conduct:

We are committed to the highest personal and professional standards.

This Code of Business Conduct and Ethics is a statement of Capital One's commitment to meeting and exceeding the requirements of the laws and regulations that apply to it, and to maintaining its reputation for honesty, fair dealing and integrity. By working with Capital One, you are agreeing to uphold these commitments.

The Code is not intended to be an employment contract and does not alter the terms and conditions of your employment, which is at-will. It is intended to provide guidance to help you address a variety of situations. However, the Code cannot address every conceivable situation. The fact that an issue is not specifically addressed in the Code does not relieve you of your obligation to maintain the highest ethical standards under any and all circumstances.

Nothing in the Code or the referenced policies is intended, nor should be construed, to interfere with or prohibit associates from discussing their wages, hours and other terms and conditions of employment for purposes of engaging in protected concerted activity, consistent with labor laws.

Applicability:

The Code applies to all employees, executives and members of the Board of Directors.

All directors, officers and associates, including those employed by Capital One's subsidiaries in all businesses, countries and regions, must comply with the Code. If you engage or manage vendors, agents, contractors, consultants or temporary workers, please refer to the Third Party Management Policy.

Governance:

The Board of Directors is responsible for approving the Code and any material changes to the Code. The Chief Compliance and Ethics Officer is responsible for overseeing and managing the Code, including providing guidance on the implementation and communication of the Code; ensuring consistency in application of the Code; ensuring and overseeing the establishment of standards and procedures for the Code as necessary or appropriate; providing advisory input to individual owners of policies referenced in the Code (at the policy owner's discretion); and identifying and proposing material changes to the Code as necessary or appropriate, subject to approval by the Board. The Chief Compliance and Ethics Officer or his or her designee is authorized to make and approve non-material changes to the Code. Owners of individual policies referenced in the Code may, at their own discretion, bring issues to the Chief Compliance and Ethics Officer for advisory input.

In carrying out these responsibilities, the Chief Compliance and Ethics Officer may consult with the company's General Counsel and Legal function for additional subject matter expertise or when further advice or counsel is warranted, e.g., matters raising significant ethics, reputation or legal issues. The Chief Compliance and Ethics Officer and the General Counsel each have the authority, as either may determine necessary or appropriate, to consult with the Executive Committee on matters related to the Code.

The Board must approve any waiver of the Code for Directors and Executive Committee members, and any such waiver will be promptly disclosed to Capital One's stockholders.

Compliance:

All associates must comply with this Code.

It is your responsibility to learn, understand and comply with all provisions of the Code. Ignorance of the Code is not an acceptable excuse for violating any of its provisions.

Capital One managers are responsible for ensuring that the individuals they supervise comply with the Code. If you have a question or do not understand something in the Code, ask your manager or contact Associate Relations (Ask HR Europe Helpdesk for UK Associates, Onsite HR Representative for India).

Comply with other Capital One policies.

This Code should be read in conjunction with the other Capital One policies that apply to you. In some cases, the rules of another policy may be more restrictive than those outlined in the Code or vice versa. If so, you are expected to follow the more restrictive rule.

Comply with applicable laws and regulations.

You are responsible for knowing, acting in good faith under and complying with the laws and regulations that govern Capital One. If you have any doubt about whether your action or inaction could violate a law or regulation, ask your manager or contact Associate Relations (Ask HR Europe Helpdesk for UK associates, Onsite HR Representative for India). In some cases, local laws and regulations may set higher standards than the rules outlined in the Code, or vice versa. If so, you are expected to follow the highest applicable standard.

Use good judgment.

Capital One expects you to exercise good judgment and avoid engaging in any activities that might give even the appearance of unlawful or unethical behavior. Before you act, ask yourself the following questions:

- Is this the right thing to do?
- Is it the right thing to do for our customers?
- Is this legal?
- Am I authorized to do this?
- Is this prohibited by the Code and other applicable policies?
- Would I want to see this reported in the news media?

If you have any doubt about the answers, stop and seek guidance from your manager or one of the resources listed on page 2.

Enforcement:

Immediately report suspected or potential violations.

You must immediately report any suspected or potential violation of this Code, other Capital One policies or applicable laws or regulations. If you are ever unsure about what to do, ask your manager or use one of the resources listed on page 2.

Retaliation or failure to report retaliation is prohibited.

Retaliation is an action taken against an employee in response to the employee or employee's family member making a complaint, participating in an investigation, or engaging in some other form of legally protected activity which might deter a reasonable person from making a complaint, participating in an investigation, or otherwise engaging in any legally protected activity.

Capital One prohibits any retaliatory action against anyone who, in good faith, raises concerns or questions regarding possible violations of this Code, other Capital One policies or applicable laws or regulations, including but not limited to concerns related to ethics, discrimination or harassment. Capital One also prohibits retaliation against any individual for participating or cooperating in good faith in any investigation of such suspected violations.

If you believe that you or someone else is being or has been retaliated against, you are obligated to report it to your manager or Associate Relations (Ask HR Europe Helpdesk for UK associates, Onsite HR Representative for India). Capital One takes claims of retaliation seriously. Allegations of retaliation will be investigated and appropriate action will be taken. Individuals who engage in retaliatory conduct will be subject to disciplinary action up to and including termination of employment.

Handle information sensitively.

Information related to the report of a suspected or potential violation of this Code, other Capital One policies or applicable laws and regulations may be sensitive or confidential in nature, and you should comply with any direction given by any management official or investigator regarding the disclosure or treatment of such information. Capital One has a compelling interest in protecting the integrity of investigations. In certain circumstances, Capital One has a legitimate business reason to preserve the confidentiality of information shared or discussed during an investigation. This includes instances where a witness or investigation participant may need protection from harassment, intimidation or retaliation; evidence may be destroyed or altered; testimony is in danger of being fabricated or altered; or willful efforts to conceal facts or evidence may occur. Where the company determines that strict confidentiality is needed in instances raising such concerns, associates must follow any confidentiality instructions.

Cooperate with investigations.

You must cooperate fully with any internal or external investigation of a suspected or potential violation of this Code, other Capital One policies or applicable laws and regulations. Failure to cooperate, knowingly making false statements or otherwise misleading internal or external investigators is grounds for disciplinary action up to and including termination of employment. Such behavior may also be a criminal act that can result in severe penalties.

Non-Compliance:

Non-compliance may result in termination or civil and criminal penalties.

The Code is in place to outline the responsibilities for all associates, but it does not outline all expectations for performance and conduct. Subject to law and existing agreements, noncompliance with the Code, other Capital One policies that apply to you, or laws and regulations that govern Capital One may result in disciplinary action, up to and including termination from employment. Violations of the Code or of other Capital One policies may also be violations of the law and may result in civil and criminal penalties for you, your manager and/or Capital One.

II Managing Capital One's Information:

Customer Information:

Protect the privacy of all customer and consumer information.

Each of us has a responsibility to protect the confidentiality of information that customers and consumers entrust to us. If you do not have a legitimate business reason to access customer or consumer information, do not seek to do so. If you have legitimate access, you must protect against the actual or potential unauthorized release or use of such information. If you must share Capital One information outside of the company for business purposes, share only the minimum information needed for the business services provided and only with appropriate approvals and controls (e.g., encryption). Outside parties who are given access to this information are also responsible for protecting it. You should ensure outside parties are aware of and are bound to comply with this obligation. Failure to comply with these responsibilities may result in disciplinary action up to and including termination. If you need additional guidance regarding your responsibilities, please refer to the End User Responsibilities and Acceptable Use Standard or contact the [Information Security Project Help](#) mailbox.

Business and Financial Records:

Ensure the integrity of Capital One's public financial reports.

Capital One is committed to full, fair, accurate, timely and understandable disclosure in public reports and documents filed with or provided to regulatory authorities, stockholders and the public. Capital One's financial statements and reports must be prepared in accordance with generally accepted accounting principles and fairly present, in all material respects, the financial condition and results of our operations. If you are involved in, or supervise the preparation of such reports, you must ensure they meet these requirements and protect such information as confidential until made public.

Handle all Capital One information and records properly.

You must help ensure that reporting of any and all business information (financial or otherwise) is accurate, complete and timely, regardless of its form (computerized, paper or otherwise). You must:

- Accurately record items including, but not limited to, cash records, costs, sales, shipments, time sheets, vouchers, bills, payroll and benefits records, test data and regulatory data.
- Follow all laws, external accounting requirements and internal procedures for reporting financial and other business information.
- Never deliberately make a false or misleading entry in a report or record.
- Never establish an unrecorded fund for any purpose.
- Never alter or destroy Capital One records, except as authorized by established policies and procedures.
- Never sell, purchase, transfer or dispose of Capital One assets without proper authorization and documentation.
- Cooperate with our internal and external auditors, and never seek to improperly influence, coerce, manipulate or mislead them.
- Never improperly use, divulge or transmit confidential company business and financial information.

Report hours worked accurately.

Capital One is committed to following all wage and hour rules and regulations including minimum wage, overtime and child labor laws. You are expected to devote the necessary time to your work and to make the best use of your time. If you are required to record your time, it must be recorded exactly as it occurred. You must never let a coworker complete your time record for you. To assure that all work performed for Capital One is compensated correctly, it is essential that, where required, all work time is reported and recorded accurately.

Confidential and Proprietary Information:

Protect all nonpublic information.

All nonpublic confidential and proprietary business information - including information that would be harmful to Capital One's business operations, our customers, or our associates if released without authorization or that can be used by our competitors - can be used only for Capital One's business purposes or legally authorized purposes. It should only be shared with those who have a legitimate business need to know and cannot be shared with anyone outside of Capital One unless appropriate authorization is received. This includes business plans or strategies, trade secrets, work product, models and credit policies and practices, and official HR files containing private employee information, such as social security numbers. Exposure of such information can not only negatively impact customer and stakeholder trust, but also Capital One's competitive edge, financial position, legal and regulatory compliance, growth strategies, and brand.

If you are authorized to communicate confidential and proprietary information on a selective basis to one or more individuals, you should make sure that they know the information is confidential and agree to treat the information as confidential. Following the Information Security Standard and supporting Information Handling Procedure, take appropriate actions to safeguard the information you send. Depending on the circumstances, disclosure of confidential information to approved persons outside Capital One, including agents, may require specific contractual language addressing privacy, confidentiality and data security obligations. Nothing in this section shall be construed to interfere with or prohibit associates from discussing their wages, hours, and other terms and conditions of employment for purposes of protected concerted activity, consistent with labor laws. Similarly, nothing in this section shall be construed to interfere with or prohibit any associate from lawfully providing any information or testimony to; communicating with; or participating in any inquiry, investigation, or proceeding by any governmental or regulatory entity regarding any allegations of any possible violation of any federal, state, or local law, rule, or regulation.

Statements to the Public or Media:

Refer requests for public comment on behalf of Capital One to Corporate Communications.

Refer all media inquiries for commentary on behalf of Capital One promptly to Corporate Communications. Do not speak on behalf of Capital One unless you receive approval in advance from Corporate Communications. This includes public speaking engagements, news articles, blog posts, social media platforms, etc in which an associate would speak about or on behalf of the Company. Only those individuals specifically authorized to make public disclosures on behalf of Capital One or its business may do so.

Follow guidelines for Social Media.

The "Associate Use" Social Media Guidelines provide associates with general guidance for use of Social Media sites. Capital One's Social Media Standards and Guidelines provide associates with information on how to develop and use Social Media sites for "Official" business purposes at Capital One. These documents are meant to provide helpful information about how to engage in social media channels in such a way to protect you and the company from compliance, legal, operational and reputation risks.

Intellectual Property Rights:

Respect intellectual property rights.

As a condition of your employment with Capital One, you have agreed to assign to Capital One all of your rights, titles and interests in any Capital One intellectual property. Any intellectual property that you develop alone or with others during your employment that is directly or indirectly related to Capital One business belongs to Capital One. You must also respect the intellectual property rights of third parties. Also:

- Do not bring to or use at Capital One any confidential information from your prior employers or other third parties.
- Do not load unlicensed or unauthorized software on any Capital One computer.
- Do not accept or use anyone else's confidential information except as authorized under an agreement approved by the Legal Department.
- Know and follow copyright and other laws regarding intellectual property.

Electronic Communications:

Use equipment properly.

Use of Capital One computer and communication resources (such as telephones, PDAs, voice mail, e-mail, collaboration tools, instant and text messaging, facsimiles, mobile phones, pagers, computer systems and networks) must be consistent with all other Capital One policies, including those regarding harassment, privacy, copyrights, trademarks, trade secrets, patents, acceptable use and other intellectual property. As permitted by law, these resources are subject to monitoring, and you can have no expectation of privacy or confidentiality with respect to any communication, record, or data that is created, sent, received or stored on any Capital One system, computer, or communication resource. Any use of these Capital One resources provides consent for any service provider to provide the Company with any communication, record or data made with any of these resources. You should use Capital One assets primarily for business purposes. You may use Capital One assets for incidental personal use provided that such use is limited and reasonable, does not violate the law or Capital One policies and procedures, and does not in any way interfere with or jeopardize use of such assets, including your time, for business purposes. Any incidental personal use does not in any way diminish the fact that there can be no expectation of privacy or confidentiality.

In addition to the privacy statement above, Capital One reserves the right to operate security cameras to monitor workspace both within our facilities and our building/property perimeter (such as parking lots). Capital One can access and search all offices and work areas on company property, including but not limited to locked and unlocked desks, file cabinets, files and lockers, without prior notice, for business or security-related reasons at its sole discretion. Employees have no expectation of privacy in this regard.

Records Retention and Management:

Comply with Information Retention.

Capital One has a legal obligation to manage retention and destruction of information with appropriate and consistent guidelines. All information generated, whether documents or data, may be subject to litigation and regulatory inquiry. Clear and defensible practices regarding information retention allow Capital One to manage its records and mitigate risk to eliminate unnecessary costs and expense. Each associate, as well as the contingent labor such associates oversee, has an on-going responsibility to effectively store, track and properly manage Official Records and Non-Official Records to facilitate compliance with existing laws, regulations and Legal Hold Orders. The Information Retention Policy provides the guidelines to be followed for compliance. Associates are required to annually attest their on-going compliance regarding record retention. Further, Associates who depart Capital One or experience a role change that materially impacts the records needed to perform their role must consult their manager prior to such change to ensure that any records, including Official Records, in their possession receives proper treatment under IRP. Managers should consult with direct reports who are leaving their role to ensure that any records, including Official Records, they possess receive appropriate treatment under IRP. These steps should also be taken relative to any records, including Official Records, in the possession of non-Associates leaving a contingent labor assignment. To the extent that records may be subject to an outstanding Legal Hold Order, associates should engage the Legal Hold Order Mailbox (legalholdmailbox@capitalone.com) to ensure proper treatment for such records. Business areas are required to submit certification on a semi-annual basis. Failure to comply with the required Information Retention

Policy may violate Capital One's legal obligations, which may lead to serious financial sanctions, negative court rulings and reputational harm, among other adverse consequences.

Comply with Legal Hold Orders.

When Capital One reasonably anticipates or is involved in litigation, the Legal Department issues a "Legal Hold Order" to suspend the destruction of documents and information that must be retained for litigation purposes. Capital One associates are obligated to read each enterprise Legal Hold Order e-mail communication as well as any other targeted communications they receive from the Legal Department and to protect from destruction any documents or information subject to a Legal Hold Order. Failure to comply with a Legal Hold Order is not only unethical, it also violates Capital One's legal obligation and may lead to serious financial sanctions and other negative court rulings.

Other Assets and Property:

Use all Capital One assets properly.

All Capital One assets or systems should never be used for any unlawful or unauthorized purpose. The use of Capital One funds for non-Capital One use is also prohibited. You must prevent damage, theft or misuse of Capital One assets and must return all Capital One assets in your possession when your employment is terminated.

III Avoiding Conflicts of Interest:

General Principles:

Avoid even the appearance of impropriety.

You must avoid any activities, interests or relationships that might interfere with, or appear to interfere with, your ability to act in the best interest of Capital One or its customers. You cannot take personal advantage of your position or authority with Capital One or engage in conduct that is detrimental to Capital One's interests or reputation in any way. Nothing in this section shall be construed to interfere with or prohibit associates from engaging in labor organizing activities or being affiliated with any labor organization; discussing their wages, hours, and other terms and conditions of employment for purposes of protected concerted activity; or otherwise engaging in protected concerted activity, consistent with labor laws.

Various Capital One business units have specific policies regarding potential conflicts of interest. Directors and executive officers are subject to additional requirements. You are responsible for knowing and complying with all policies that apply to you. Because it is impossible to describe every potential conflict, Capital One also relies on your commitment to exercise sound judgment, to seek advice when appropriate, and to adhere to the highest ethical standards as you conduct your personal and professional affairs.

For additional information on handling potential conflicts of interest, see the Conflict of Interest Disclosure Procedure.

Money Laundering and Contraband:

Do not engage in money laundering or contraband activities.

Capital One will not condone, facilitate or support money laundering or contraband, and will help governments prevent illegal activities involving our products. Money laundering is the process by which individuals or entities try to conceal illicit funds, to obfuscate the source of funds, or to otherwise make the source of illicit funds appear legitimate. Contraband is the illegal trading of goods. Involvement in such schemes, assisting or advising others involved with such schemes or obstructing or informing a third party of a related investigation, can be a criminal offense. For additional information, see the Anti Money Laundering Policy.

Insider Trading and Tipping:

Do not engage in insider trading or tipping.

Capital One will not tolerate or excuse violations of insider trading laws. In general, these laws prohibit buying or selling stock in any public company, including Capital One, when you have material information that has not been released to the public.

You must also refrain from communicating material nonpublic information to anyone who might use it to buy or sell securities. "Tipping" others may violate laws and can result in penalties to all parties involved, including Capital One. For additional information, see the Securities Law Policy.

Material information not available to the public may be provided only to colleagues who need the information to perform their duties. If you have access to such information, you must not use it to buy or sell related securities, stock or derivatives until the second business day after the information has been made public. Even if public announcements are made regarding inside information, you may not release information that you know is still confidential.

The same restrictions apply to trading stock of Capital One business partners; you cannot use any material nonpublic information you may obtain about their businesses for your own personal advantage or in a way that could hurt the image or reputation of Capital One. In addition, you may not communicate material, nonpublic information to others who could then use the information to buy or sell securities.

When in doubt, assume information is material and nonpublic, and do not act upon it. Simply put, you must not take part in any trading that may appear improper.

Capital One directors and executive officers are subject to additional Securities and Exchange Commission rules and should review these requirements before engaging in any transactions of Capital One securities.

Personal Investing and Finances:

Avoid investing in companies closely tied to Capital One.

You must not make any personal investment in an enterprise if the investment might affect or appear to affect your ability to make unbiased business decisions on behalf of Capital One. This includes investments in a public or private company that is a vendor to or is a competitor of Capital One, or otherwise does business with or is involved in a transaction with Capital One.

You must never invest in a supplier if you have any involvement in the selection or assessment of, or negotiations with, the supplier or if you supervise anyone who has such responsibility. You must never invest in a customer if you are responsible for dealings with that customer or supervise anyone with such responsibility. When deciding whether any other investments create similar conflicts of interest, either perceived or actual, ask yourself:

- Would the investment affect any decisions I will make for Capital One?
- How would the investment look to my coworkers—would they think it could affect how I do my job for Capital One?
- How would it look to someone outside Capital One, such as a customer, supplier, stockholder or the media?

If you made a personal investment that may give rise to these concerns before joining Capital One, or your position at Capital One changes in such a way as to create a conflict of interest or the appearance of such a conflict, you must immediately report this information to your manager or Associate Relations (Ask HR Europe Helpdesk for UK Associates, Onsite HR Representative for India).

Outside Employment and Directorship:

Use caution with other business interests.

You must be careful if you have an ownership or other financial interest in any other business. Your outside interests could compromise, or appear to compromise, your duties to Capital One. You may not hold a directorship or engage in any outside business or employment without prior authorization. Associates should contact Associate Relations (Ask HR Europe Helpdesk for UK associates, Onsite HR Representative for India) for referral and approval of such requests prior to engaging in any outside business, employment or directorship. All requests will be evaluated to ensure no conflict of interest exists and decisions will be provided to the requesting associate.

You must not engage in any business relationship or transaction on behalf of Capital One in which you or a close relative or friend has a direct or indirect interest, or from which you or they may derive a personal benefit, if such a relationship or transaction might give rise to the appearance of a conflict of interest. In some cases, your business line regulations may be more restrictive than the rules outlined in the Code, or vice versa. If so, you are expected to follow the more restrictive rule.

Gifts and Entertainment:

Acceptance of Anything of Value from Third Parties

Do not accept preferential treatment or gifts.

The Bank Bribery Act (BBA) strictly prohibits associates, officers, directors, agents and representatives of Capital One from corruptly soliciting or demanding or accepting or agreeing to accept for themselves or for a third party other than Capital One anything of value from anyone, including suppliers, service providers, customers or anyone seeking to do business with Capital One, to influence or reward them in connection with any business or transaction of Capital One. You should not receive preferential treatment from any customers, suppliers, service providers or other third parties of Capital One unless available to the general public and vice versa.

You must not solicit entertainment or gifts for yourself or others from anyone with whom Capital One does or is seeking to do business. Nor may you accept entertainment or gifts that could compromise, or appear to compromise, your work on behalf of Capital One.

You may not accept gifts of cash or cash equivalents from any outside party as a result of your association with Capital One. Other unsolicited and infrequent gifts and business courtesies, including meals and entertainment, may be permissible only if the associate follows the requirements specified in the Bank Bribery Act/Anti-Bribery Compliance Standard and the Bank Bribery Act/Anti-Bribery Compliance Procedure. In addition to other requirements specified within the Bank Bribery Act/Anti-Bribery Compliance Standard, gifts and business gratuities must be authorized in accordance with the provisions of the Bank Bribery Act/Anti-Bribery Compliance Standard and the Bank Bribery Act/Anti-Bribery Compliance Procedure.

The BBA also makes it a crime for actual or potential Capital One customers or vendors to corruptly offer anything of value to the group of insiders noted above. You should report any such offer to the Ethics Line. For a full list of requirements regarding gifts and business courtesies, permissible activities, the required steps for permissibly receiving things of value from outsiders, and more details, see the Bank Bribery Act/Anti-Bribery Compliance Standard and the Bank Bribery Act/Anti-Bribery Compliance Procedure. The failure to observe the rules and requirements set

forth in the Bank Bribery Act Standard/Anti-Bribery Compliance Standard and the Bank Bribery Act/Anti-Bribery Compliance Procedure may be viewed by prosecutors and regulators alike as an indication that a thing of value was accepted corruptly, thereby leaving the door open for criminal prosecution of non-compliant associates.

Giving of Gifts/Entertainment

When considering the offering of gifts or entertainment, you must not give the gift if it could be seen by others as engaging in improper or illegal dealings. Gifts should always be reasonable and customary for the circumstance and should never be cash. Entertainment must be for a valid business purpose. You may not offer gifts or entertainment unless you are authorized to do so. Various Capital One business units have specific guidelines regarding the giving of gifts and entertainment; please check with your manager if you have questions. Please reference the Anti-Corruption Section listed below for additional information.

Comply with restrictions on personal borrowings.

Personal borrowings by directors, officers and their affiliated businesses from Capital One and its subsidiary banks are subject to and must comply with various restrictions.

You may not accept any benefits from Capital One that have not been duly authorized and approved pursuant to applicable Capital One procedures, including any Capital One loans or guarantees of your personal obligations. In addition, you should not make loans with the expectation of reciprocity.

Self Dealing:

Do not place personal interests above those of Capital One.

Self dealing occurs when any Capital One associate conducts business in a manner that places their interests above those of Capital One. Associates may not open accounts without the customer's approval and may not search for, access or modify a customer's account unless they have a legitimate business reason to do so. Associates may not search for, access or modify accounts held by themselves, friends, or relatives, or accounts for which any such person is an authorized user. Associates may not search for, access or modify accounts held by their co-workers unless they have a legitimate business reason to do so. Associates may not approve extensions of credit or overdrafts, waive finance charges, services charges or fees, or otherwise deal for themselves, friends, or relatives. Associates may only approve extensions of credit or overdrafts, waive finance charges, service charges or fees for co-workers when they are authorized to do so. Associates are also prohibited from personally extending products or services to any customer whom the associate knows applied for and was denied that product or service by Capital One. All associates are to avoid even the merest appearance of impropriety when dealing with customers, friends, relatives or co-workers. Failure to comply with these obligations may result in disciplinary action up to and including termination. For additional information, see the Bank Bribery Act Standard.

Trading on Your Association with Capital One:

Do not use your association with Capital One for personal advantage.

You must not use Capital One's name, property, facilities, relationships or other assets for personal benefit or for outside work. Use of such for charitable or pro bono purposes can be made only with prior authorization from your manager and only after any other notification and approvals are obtained in accordance with the policies of your business unit and Capital One.

Competing Against Capital One:

Do not compete against Capital One.

You may not take an opportunity that is intended for Capital One which arises in the course of your employment or position or through the use of Capital One information, assets or other property for yourself. You may not compete against Capital One.

During your employment or association with Capital One, except as expressly authorized, you may not directly or indirectly:

- Solicit for a competitor, or divert or attempt to divert from doing business with Capital One, any customer, supplier or other person or entity with whom Capital One has or had a business relationship or whom, to the best of your knowledge, Capital One has taken action toward establishing a relationship
- Award orders, contracts and commitments to suppliers (for goods and services) based on a personal benefit or favor to you or anyone with whom you have a personal relationship

IV Conducting Our Business:

Fair Dealing:

You represent Capital One.

You represent Capital One and our reputation while at work, while attending work-related off site events such as conferences, meetings, and sporting events, and while wearing Capital One branded attire.

Deal fairly with everyone.

Capital One is committed to dealing fairly with its associates, customers, suppliers and competitors. Associates are expected to promote Capital One products and services in a manner consistent with the customer's expressed financial needs and goals and to provide sufficient information to allow customers to make informed decisions voluntarily and without any form of coercion or undue influence.

You are prohibited from taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Do not unduly influence or be unduly influenced by others.

You may not solicit, demand or accept for the benefit of any person anything of value from anyone in return for any business, service or confidential information. This applies whether you intend to be influenced or rewarded either before or after such a transaction is discussed or consummated.

You may not give any gift, favor, entertainment, reward or any other item of monetary value that might influence or appear to influence the judgment or conduct of the recipient in the performance of his or her job.

Do not seek to benefit from a customer relationship.

You may never demand, request or solicit any benefit under a will or trust instrument of a Capital One customer. You may not accept any benefit, or consent to any provision naming you a beneficiary or otherwise providing you with a benefit, under a will or trust instrument of a Capital One customer with a value greater than \$1,000, or other currency equivalent.

No associate or member of an associate's family may accept fiduciary responsibility under a customer's will, trust or other instrument without prior approval. Associates should contact Associate Relations (Ask HR Europe Helpdesk for UK Associates, Onsite HR Representative for India) for referral of requests to the Code of Conduct's governing committee. This does not apply to a will, trust or other instrument established by a member of the associate's family.

Provide products and services objectively.

Capital One associates, their relatives and friends are encouraged to use Capital One services and products for their personal needs. However, such services and products are to be provided on the same terms that they are provided to all other similarly situated individuals.

You should not take any action nor should you, or anyone you have a personal relationship with, receive a benefit that makes it difficult to perform your work responsibilities objectively and effectively. Any personal financial or other

transaction with anyone having or contemplating having a business relationship with Capital One should be on normal and customary terms.

Employment of Relatives and Friends:

Employment of relatives or friends must not create a conflict of interest.

The general policy of Capital One is to hire, promote and otherwise employ people on the basis of their job qualifications and individual merit. For purposes of this Code, “relative” includes: a spouse, parent, child, sibling, in-law, grandparent, grandchild, aunt, uncle, first cousin, niece, nephew, step-relative, or any individual with whom you have a close personal relationship, such as a domestic partner, co-habitant, or significant other. Friends are defined as anyone with whom you have a close, personal relationship and with whom your relationship could create a real or perceived conflict of interest.

Capital One does not limit the employment of relatives or friends of current associates unless:

- A supervisor/subordinate relationship is created between two related persons
- A real or perceived conflict of interest exists because of the employment of individuals in close, personal relationships at certain levels of Capital One or in positions where one of the associates exercises or appears to have influence over the other’s compensation, performance evaluation, job security or other terms and conditions of employment
- The associates will be working in the same department and their job duties could adversely impact the risk management and control environment of the area resulting from their ability to process or review each other’s work

You may not give special consideration in the employment, promotion or compensation by Capital One of another individual due to a family or personal relationship with you or with any other director, officer or associate of Capital One. After you are hired, it is your responsibility to notify management if you find yourself in a relationship with anyone in your same management team.

Fair Competition and Anti-Trust:

Abide by fair competition and antitrust requirements.

In general, you should never discuss competitive issues with competitors. You should always assume that competition and antitrust laws apply, unless you learn otherwise. You must never discuss or exchange information with competitors that would have the effect of:

- Fixing prices, including setting minimum, maximum or stabilizing prices
- Fixing terms relating to price, pricing formulas, trade promotions, credit terms, etc.
- Dividing up markets, customers or territories
- Limiting production
- Rigging a competitive bidding process, including arrangement to submit deceptive bids
- Boycotting a competitor, supplier, customer or distributor

It is imperative that you never do anything to prevent others from entering the market or to eliminate competition. Practices that monopolize, attempt to monopolize, or abuse a dominant position in the market are illegal. Charging different prices to customers who are competitors may also be illegal. Violations of fair competition and antitrust laws may lead to criminal penalties including jail terms and large fines for individuals and Capital One.

Do not obtain or use information about competitors improperly.

To compete in the marketplace, it is often necessary to gather information about our competitors. However, some forms of information gathering are wrong and may violate the law. While information that is publicly available is generally fair to use, you must never use:

- A competitor's confidential or proprietary information, even if someone offers or provides it to you
- Confidential or proprietary information in any form possessed by new hires about prior employers
- Information about a competitor's bid if you are involved in the bidding process, especially if related to government contracts

Do not engage in unfair business practices.

You should never compete by engaging in unfair business practices such as:

- Disparaging or making false statements about competitors or their services
- Stealing or misusing competitors' trade secrets
- Cutting off competitors' sources of supply
- Inducing customers to break contracts with competitors
- Paying bribes to help our business or to hurt a competitor

Bribes and Improper Payments:

Do not make or receive a bribe or improper payment.

No Capital One funds or assets may be paid, loaned or given as a bribe, "kickback" or other illegal payment. You also cannot receive any gifts, loans or other favors that could appear to influence or compromise your personal judgment. Additionally, you must comply with the Bank Bribery Act and all Capital One policies and procedures relating to the Bank Bribery Act, including, the Bank Bribery Act/Anti-Bribery Compliance Standard and the Bank Bribery Act/Anti-Bribery Compliance Procedure.

All payments for goods or services must be made according to customary trade terms. Payments must reflect the value of the goods or services, and payments must be fully accounted for in Capital One's books and records.

Anti-Corruption Requirements:

Avoid giving gifts, gratuities or other benefits to government officials.

Various laws exist limiting and generally prohibiting the giving of gifts (e.g., meals, entertainment, lodging and gift items) to public officials. In no instance should you offer or give a benefit to a public official, either directly or through a third party, if this action is intended, or might in any way be construed to be intended, to influence the decisions of the public official in his or her official capacity, to reward the public official for a decision already made or to take advantage of his or her position. Generally speaking, a "benefit" includes money or payments but may include anything the recipient would find beneficial or useful, for example, items such as gifts, favors, favorable account terms or treatment, employment offers or internships for the official, or any other type of special treatment or consideration.

You should interpret these prohibitions broadly and conduct your relations with public officials in a manner that does not raise even an appearance of impropriety. Should you have any questions or concerns regarding your dealings with a public official immediately contact your Compliance Officer or the legal group that supports your business segment.

The Foreign Corrupt Practices Act is a U.S. law which expands on the above requirements and makes it a criminal offense for Capital One, including its service providers and joint ventures, or its associates, contractors, etc, to give or offer anything of value to (i) any official of a foreign government or an instrumentality of a foreign government, (ii) any foreign political party or official thereof or any candidate for foreign political office or (iii) to family members of any of the foregoing, in order to (a) influence any act or decision of a foreign official in their official capacity, (b) induce a foreign official to engage or fail to engage in any act in violation of the lawful duty of the official, or (c) secure any improper business advantage; or induce a foreign official to use his influence with a foreign government to affect or influence any act or decision of such government. Associates should be mindful that less-than-obvious offers of value like favorable loan terms, debt forgiveness or cancellation, etc. to above-described individuals or entities are covered by the Act. Similar prohibitions that can give rise to criminal liability exist in the U.K. and Canada. The U.K. Bribery Act of 2010 also makes it impermissible to provide something of value to another commercial entity, including its employees, representatives or agents, in order to induce a person to improperly perform a relevant function or activity or to reward a person for the improper performance of such a function or activity. The bottom line is that no person associated with Capital One should provide anything of value to someone outside the company to improperly perform an act or to improperly forgo an act.

Associates and other individuals engaging in conduct that violates these anti-corruption rules may incur both civil and criminal liability, as could Capital One and any individual with oversight responsibilities for the individuals or corporate efforts in question. Remember, an associate's reckless disregard for potential criminal activity will be viewed by external constituents as that associate intentionally performing or permitting the criminal act. Willful blindness is part of a problem, it is not a solution. Also, as noted above, acts performed by third parties on our behalf or at our request will be viewed as having been performed by Capital One and can give rise to individual and corporate liability.

Prior to conducting business in a foreign country, lines of business should first contact the Foreign Corrupt Practices (FCP) Officer for additional guidance. For more detail regarding Capital One's anti-corruption policies, including a description of roles and responsibilities associated with Capital One's FCP Program, see the Foreign Corrupt Practices Standard (5300.1.022).

Comply with all government contracting requirements.

If you are involved in bidding on or providing service under a government contract, you are expected to know and comply with all applicable rules. Special rules apply when the government is our customer—rules that in some cases are very different than those that apply when dealing with a commercial customer. Violations can result in criminal and civil penalties and may bar Capital One from contracting with the government in the future.

Adhere to our rules regarding government proceedings.

You should immediately contact the Legal Department if you are contacted by law enforcement or other government officials with respect to your duties in most circumstances. However, associates are not required to disclose to Capital One that any governmental or regulatory entity has contacted the associate regarding possible violation of any federal, state, or local law, rule, or regulation; do not need the prior authorization of Capital One to disclose to any governmental or regulatory entity information regarding possible violation of any federal, state, or local law, rule, or regulation; and do not need to disclose to Capital One that the associate has made such a disclosure.

Any information you provide to law enforcement or government officials must be completely honest and truthful. If you receive a subpoena related to Capital One or your work, immediately contact the RFPA Subpoena mailbox. If you

become aware of pending, imminent or contemplated litigation or a government examination or investigation, you must immediately contact the Legal Department. Pursuant to the Legal Hold Order Policy, you must also save all records and documents that may be relevant to the subpoena, litigation or investigation, including any records that may otherwise be automatically destroyed or erased (such as e-mail and voice mail messages).

Be careful when doing business internationally.

Capital One's business must be conducted in accordance with the applicable trade restrictions, export controls or anti-boycott laws and regulations imposed by various countries. You must not take any action, furnish any information or make any declaration that could be viewed as participation in an illegal foreign boycott. If you receive boycott-related requests for information, whether oral or written, you should immediately notify the Legal Department. When doing business internationally, follow all guidance from the Corporate and IT Security Departments with respect to data and information security.

Do not mix personal and business political activities.

Capital One encourages you to engage in political activity and to support the candidates, parties or initiatives of your choice. However, you must do so on your own time, using your own resources. You may not use your work time or any Capital One facilities or equipment for these activities.

In the U.S., Capital One's political contributions are strictly regulated, as is the use of Capital One facilities for political activities. Proposed payments by Capital One to government officials, candidates for public office, political parties or ballot initiatives must be authorized in advance by Government Affairs. You may not make non-cash contributions, such as the use of corporate facilities, services or other assets or work on a political campaign as a Capital One representative. You must not use Capital One funds to purchase tickets to political dinners or other functions where the proceeds are used to support a candidate or political party.

You must be careful not to use corporate funds indirectly to make political contributions and should not seek reimbursement for any personal contributions. Political contributions or other political activities cannot be taken into account in determining your bonus, salary or any other compensation. You may not set up a political action committee on behalf of Capital One without prior authorization from Government Affairs. In some U.S. locations, you may have to register as a lobbyist if you have contact with government officials or with people trying to influence legislation, rulemaking or official decisions.

Do not engage in transactions related to unsanctioned foreign boycotts.

Capital One is subject to the anti-boycott provisions of the Export Administration Act, which discourages and sometimes prohibits U.S. banks from engaging in transactions related to unsanctioned foreign boycotts. For these purposes, "unsanctioned foreign boycotts" refer to sanctions targeting nations that are friendly with the United States and that are not the subject of economic sanctions implemented by the U.S. If Capital One Associates see actual or proposed contract language that would have the effect of causing Capital One to, in any way, participate in a foreign nation's boycott of a third party nation, Associates should immediately report the matter to the Ethics Line, flagging the matter as a potential "illegal boycott" when doing so.

While international letters of credit are the matters most likely to raise issues under the anti-boycott provisions, any contract could be problematic. In order to help ensure compliance by Capital One with the U.S. Government's anti-boycott mandate, Associates should, among other things, look for (i) a requirement for a certification that the goods did not originate from a boycotted country. (A positive certificate of origin, however, is legal); (ii) a requirement for certification that the exporter/importer does not do business with a boycotted country; (iii) a requirement for certification

that the supplier of the goods or the provider of services does not appear on the blacklist of a boycotting country; and/or the words, "Do not negotiate with blacklisted banks," or a condition to that effect.

V Working with Each Other:

Diversity:

Respect other people.

Capital One actively creates and promotes an environment that is inclusive of all people and their unique abilities, strengths and differences. We expect you to respect and embrace diversity in each other, our customers, suppliers and all others with whom you interact in the course of your employment.

Equal Employment Opportunity:

Treat people equally.

Capital One makes all decisions of employment with consideration to appropriate principles of Equal Employment and Affirmative Action. Capital One is committed to hiring, developing, promoting and providing other terms and conditions of employment without regard to a person's sex, race, color, age, national origin, religion, disability, genetic information, marital status, sexual orientation, gender identity/reassignment, citizenship, pregnancy or maternity, veteran status, or any other status protected by applicable national, federal, state or local law. In some cases, local laws and regulations may provide greater protections than those outlined here.¹ Associates will be covered by the laws of their local jurisdiction.

Discrimination and Harassment:

Do not harass or discriminate against others.

Capital One is committed to providing a work environment free from all forms of discrimination, including harassment, and seeks to foster an environment that supports free-flowing information, creative ideas and flexibility. Discrimination in any form, including harassment, on the basis of any status or activity protected by applicable law or company policy, is improper, and Capital One will not tolerate it in the workplace.

Since discrimination and harassment can take many forms, each associate must avoid engaging in conduct that may be perceived by others as such. Capital One will investigate all allegations of discrimination and harassment and will take prompt and appropriate corrective action. Reports of discrimination or harassment should be made to your manager or Associate Relations (Ask HR Europe Helpdesk for UK Associates, Onsite HR Representative for India).

Associates engaged in discrimination, harassment or retaliation against individuals for raising claims of discrimination or harassment will be subject to disciplinary action, up to and including termination of employment. For additional information, see the Human Resources Policy.

¹ For example, in the UK philosophical belief is included as a prohibited factor.

Drugs, Alcohol and Other Intoxicating Substances:

Do not work under the influence.

You may not possess, use, sell, purchase or transfer alcohol, controlled substances or other intoxicating substances on Capital One premises, in Capital One vehicles or during work hours. The legally prescribed use of personal prescription drugs is not prohibited by this policy. Alcohol consumption on Capital One premises or during work hours is also prohibited unless consumed by people of legal drinking age at Capital One-sponsored functions that are approved in advance by your manager. You must not be under the influence of alcohol, controlled substances (except where such use is legally prescribed for you) or intoxicating substances during work hours, regardless of when the alcohol, drugs or intoxicating substances were consumed. Associates found to be in violation of this policy may be subject to disciplinary action up to and including termination. Notwithstanding the above, it shall not be a violation of this policy to possess, give, or receive (for example, as a gift), an unopened container of alcohol on work premises, in Capital One vehicles or during work hours.

In our commitment to maintain a drug free workplace, Capital One may require a drug test of associates for the following circumstances:

- Reasonable grounds exist and justify a drug test, and/or
- There is a clear and present physical danger to the employee, other employees or members of the general public.
- Employees are granted the opportunity to have drug test samples retested by a certified drug testing facility.

An employee who refuses to consent and submit to a test when requested may be subject to disciplinary action, up to and including termination. Examples of refusal to submit could include, but are not limited to, refusing to comply with the process, failure to provide adequate urine for testing without a valid medical explanation after receiving notice of the requirement for urine testing, and/or engaging in conduct that clearly obstructs the testing process and leaving the scene of an on-the-job accident.

All information from an employee's drug and alcohol tests will be confidential to the extent required by law.

Health and Safety:

Support a healthy and safe work environment.

Safety of associates and contractors in the workplace is a primary concern. It is Capital One's policy to comply with all applicable health and safety laws and regulations and to ensure that all work is performed in a safe and responsible manner. Each work location has safety rules and procedures that must be followed. You must also be alert to safety risks as you go about your work and report safety issues to the Workplace Solutions Help Desk. Report on the job injuries to your manager and Corporate Security.

Criminal Convictions:

Immediately report any criminal convictions against you.

To the extent allowed by law, you must immediately notify Capital One of any convictions or agreements to enter into pretrial diversion or similar programs for criminal offenses involving dishonesty, breach of trust, and money laundering, and drug trafficking, as well as convictions for violence (including violent sex crimes) and hate crimes. In the U.S. and Canada, associates must contact Associate Relations and present copies of court documents detailing the conviction or pretrial diversion along with a statement explaining the circumstances surrounding the conviction. In Europe, associates must inform their manager, or if they wish their details to remain confidential, may contact the Ask HR

Europe Helpdesk. Failure to do so could result in disciplinary action, up to and including termination. Convictions and pretrial diversion program entries for offenses involving dishonesty, breach of trust, and money laundering, as well as convictions for violence (including violent sex crimes) and hate crimes may be grounds for dismissal.

To the extent permitted by law, associates are also required to notify Capital One of any pending arrest or charges for any criminal offenses involving dishonesty, breach of trust, money laundering, drug trafficking, violence (including violent sex crimes), or hate crimes. Arrests and charges which do not result in a conviction or pretrial diversion shall not alone be the basis for dismissal or any adverse employment action, but the failure to report such pending arrest or charge or the facts and circumstances leading to such arrest or charge may be the basis for disciplinary action, up to and including termination.

Associates in roles subject to additional regulatory requirements (such as FINRA covered roles) are subject to additional requirements for reporting criminal charges and offenses and must comply with the requirements for such roles.

For additional information, see the Human Resources Policy.

Workplace Violence:

Immediately report all threats or acts of workplace violence.

Capital One is committed to maintaining a safe, secure work environment and will not tolerate any acts or threats of workplace violence. Workplace violence is any act or threat of violence or aggression directed toward associates, vendors, customers or visitors that results in or creates a risk of physical injury or emotional trauma or places associate safety and productivity at risk. This can include:

- Weapons in the workplace
- Stalking
- Threatening or performing aggressive acts
- Sending harassing and/or threatening communications
- Any other hostile behavior

You must report all threats or acts of workplace violence whether the violence is directed at you or if you witness violence directed at others. Capital One will thoroughly investigate all reports.

Note: This Policy will be translated into French to better support the Canadian affiliates. The translated version will be approved by the French Translator, attesting that it is an accurate translation of the English version. The French version will have the same document number, but a separate record to manage future renewals.

Note: This Policy governs all Capital One locations and entities, including subsidiaries, with the exception of the Philippines which will have an amended version to align with specific country laws.