



Capital One Financial Corporation
Interim Title I Plan Submission

Section 1: Public Section
October 2025

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I. Summary of Interim Title I Plan Submission

Capital One Financial Corporation (“COFC”) is a diversified financial holding company with banking and non-banking subsidiaries (collectively, “Capital One” or the “Company”) that operates primarily through a domestic national bank, Capital One, National Association (“CONA” or the “Bank”), and with respect to certain activities, through non-bank subsidiaries, including DFS Services LLC (“DFS Services”).

COFC is required to prepare a Resolution Plan for the Board of Governors of the Federal Reserve System (the “Federal Reserve”) and the Federal Deposit Insurance Corporation (the “FDIC”; and together with the Federal Reserve, the “Agencies”) pursuant to Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the joint implementing rule promulgated by the Agencies (“Joint Resolution Plan Rule”).¹ The purpose of this COFC Resolution Plan is to provide the Agencies with information about plans for a rapid and orderly resolution in the event of material financial distress or failure.

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 (“Discover”), a Delaware corporation, and Vega Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of the COFC (“Merger Sub”). On May 18, 2025, the Company closed the acquisition of Discover, pursuant to which (i) Merger Sub merged with and into Discover, with Discover as the surviving entity in the merger (the “Merger”); (ii) immediately following the Merger, Discover, as the surviving entity, merged with and into COFC, with COFC as the surviving entity in the second-step merger (the “Second Step Merger”); and (iii) immediately following the Second Step Merger, Discover Bank, a Delaware-chartered and wholly owned subsidiary of Discover, merged with and into CONA, with CONA as the surviving entity in the merger (the “CONA Bank Merger,” and collectively with the Merger and Second Step Merger, the “Transaction”). The Transaction will enable the Company to leverage its newly acquired networks, customer base, technology, and data ecosystem to drive value for merchants, consumers, and small businesses.

Pursuant to the Agencies letter to COFC, dated May 28, 2025, the submission date for the next COFC Resolution Plan has been extended from October 1, 2025, to on or prior to July 1, 2026. As part of this extension, the Agencies required that Capital One submit an Interim Title I Plan Submission addressing the impact of the Transaction on certain aspects of COFC's Resolution Plan, including both confidential and public sections. The Interim Title I Plan Submission was submitted to the Agencies on or prior to October 1, 2025. The Company will submit a full COFC Resolution Plan on or before July 1, 2026.

The structure of this public summary is designed to align with the information provided in the confidential section of the Interim Title I Plan Submission and includes the following elements:

- A. Material Entities
- B. Core Business Lines
- C. Summary of Financial Information
- D. Material Management Information Systems
- E. Resolution Strategy

The preparation and submission of this Interim Title I Plan Submission was conducted in accordance with Capital One's resolution planning process, including the involvement and review of the Capital One's Board of Directors and relevant subcommittees, key senior management committees, including its Asset and Liability Committee and Resolution and Recovery Planning Committee, and relevant stakeholders across Capital One's three lines of defense model.

¹ 12 CFR Part 243 and 12 CFR Part 381.

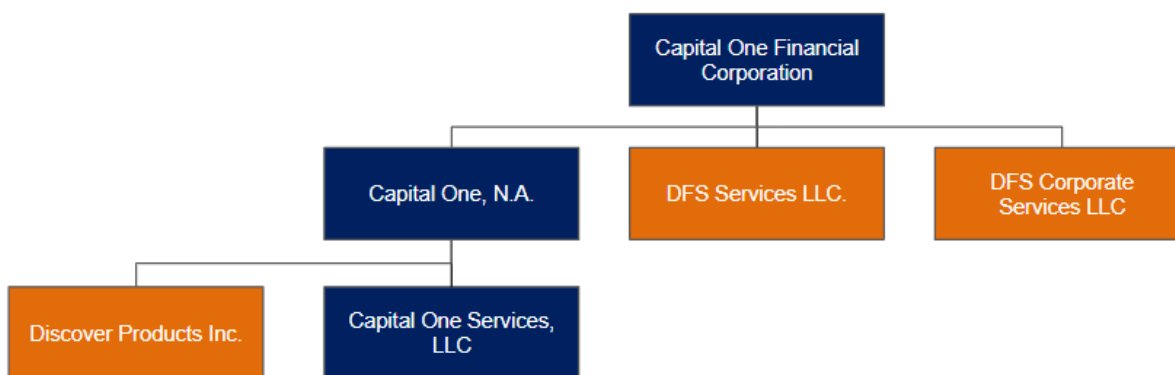
II. Material Entities

A “Material Entity” is defined in the Joint Resolution Plan Rule as “a subsidiary or foreign office of the covered company that is significant to the activities of an identified Critical Operation or Core Business Line, or is financially or operationally significant to the resolution of the covered company.” Capital One has identified six Material Entities for the Interim Title I Plan Submission.

- Capital One Financial Corporation: A bank holding company and a financial holding company under the Bank Holding Company Act of 1956 (“the BHC Act”), as amended, 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.
- Capital One, National Association: A national bank headquartered in McLean, Virginia and is wholly owned by COFC. It offers banking products and financial services to consumers, small businesses, and commercial clients.
- DFS Services LLC: Owns and manages the three networks that comprise the Global Payment Network and facilitates payment transactions among credit and debit card holders, merchants, and merchant acquirers.
- Capital One Services, LLC: Provides services to COFC, CONA, and their subsidiaries, including product strategy development, solicitation strategy development, account management, creative design, database management, legal services and accounting, audit, treasury, human resources and other operational and managerial services.
- Discover Products Inc.: Performs customer servicing activities and provides marketing and credit risk management services in support of legacy Discover card issuing and deposit gathering lines of business; supports legacy Discover’s other consumer banking businesses; provides finance, legal, compliance, executive management, and security and investigative services for legacy Discover businesses.
- DFS Corporate Services LLC: Provides corporate control and support services to conduct the operations of legacy Discover’s businesses. These services include business technology, human resources, corporate risk management, internal audit, and other shared services for legacy Discover’s businesses.

The significant majority of Capital One’s businesses, assets, and operations are managed within its insured depository institution, CONA. The exhibit below provides an illustration of the Company’s Material Entity structure:

Exhibit II.1: Capital One Material Entity Chart Post-Acquisition



Source: Legal, as of June 30, 2025.

The Company continues to evaluate its structure as part of its ongoing integration efforts. This could result in alterations to its Material Entities. Any such modifications and their effect on COFC’s resolvability will be incorporated in subsequent Resolution Plan submissions.

III. Core Business Lines

The Joint Resolution Plan Rule defines a Core Business Line ("CBL") as "a business line, including its associated operations, services, functions, and support that, upon failure, would result in a material loss of revenue, profit, or franchise value." COFC has the following five CBLs:

- Domestic Card: Includes all of the Company's domestic credit card business, which includes Capital One branded consumer, small business cards, legacy Discover's card operations, and the Company's partnership card programs, but excludes Capital One's UK and Canada Card businesses and operations.
- Retail Banking: Includes the branch banking business, legacy Discover's deposit operations, and the Capital One and Discover digital banking businesses, offering consumer and small business deposit, loan, and transaction products.
- Auto Finance: Includes the origination and servicing of consumer loans for personal vehicles. Also includes the Navigator Platform, which provides digital tools for both end consumers and dealers to improve the end-to-end car buying experience.
- Commercial Banking: Includes commercial lending, commercial deposit gathering, capital markets, and treasury management services for commercial real estate and commercial and industrial customers.
- Global Payment Network: Includes Discover® Network, PULSE® Network, Diners Club International®, and Network Partners².

For management reporting purposes, principal operations are segmented into three primary business segments for periodic reports filed with the Securities and Exchange Commission ("SEC"). These are defined primarily based on the products and services provided or the type of customer served: Credit Card, Consumer Banking, and Commercial Banking. The CBLs identified in this COFC Interim Title I Plan Submission and in future COFC Resolution Plans and the business segments used for periodic reports filed with the SEC are prepared for different purposes and, as such, information included in the Company's Resolution Plans for CBLs do not, and are not intended to, correlate directly to business segments used for management reporting purposes, and vice versa.

The Company will continue to evaluate its structure as part of its ongoing integration efforts. This could result in alterations to its CBLs. Any such modifications and their effect on COFC's resolvability will be incorporated in subsequent Resolution Plan submissions.

² Network Partners: Financial institutions, financial technology firms, networks, network-to-network partners and other commercial service providers which the Company has agreements with for the provision of card issuing, payments processing and related services on the Global Payment Network. Source: Capital One Financial Corporation 2Q 2025 10-Q

IV. Summary of Financial Information

The following tables present the consolidated balance sheet for COFC, as of June 30, 2025, from its FR Y-9C Report, and the consolidated balance sheet for CONA from its Call Report for the period ended June 30, 2025.

Exhibit IV.1: COFC Balance Sheet

Capital One Financial Corporation (Consolidated)	
Balance Sheet	
(\$M)	6/30/2025
Assets	
Cash and balances due from depository institutions:	
Non-interest-bearing balances and currency and coin	\$ 4,770
Interest-bearing balances	53,198
Securities:	
Available for sale securities	88,195
Equity securities with readily determinable fair values	3,364
Loans receivable:	
Loans held for sale	8,271
Loans held for investment	439,297
(Less: allowance for credit losses)	(23,873)
Loans held for investment, net of allowance	415,424
Trading assets	1,825
Premises and fixed assets (including leases)	4,271
Other real estate owned	41
Investments in unconsolidated subsidiaries and associated companies	6,604
Intangible assets	46,814
Other assets	26,191
Total assets	\$ 658,968
Liabilities	
Deposits:	
In domestic offices	
Non-interest-bearing	\$ 27,814
Interest-bearing	440,230
In foreign offices, edge and agreement subsidiaries, and international banking facilities (IBFS)	
Non-interest-bearing	140
Securities sold under agreements to repurchase	742
Trading liabilities	1,716
Other borrowed money	45,899
Subordinated notes and debentures	6,151
Other liabilities	25,320
Total liabilities	548,012
Stockholders' equity	
Perpetual preferred stock and related surplus	5,407
Common stock	7
Surplus (excludes all surplus related to preferred stock)	58,058
Retained earnings	60,892
Accumulated other comprehensive income	(6,819)
Other equity capital components	(6,589)
Total stockholders' equity	110,956
Total liabilities and stockholders' equity	\$ 658,968

Source: Capital One Financial Corporation June 2025 FR Y-9C
Line item descriptions reconcile to regulatory filings to ensure consistency
Numbers have been rounded to the nearest million

Exhibit IV.2: CONA Balance Sheet

Capital One, National Association (Consolidated)	
Balance Sheet	
(\$M)	6/30/2025
Assets:	
Cash and balances due from depository institutions:	
Non-interest-bearing balances and currency and coin	\$ 4,538
Interest-bearing balances	52,989
Securities:	
Available for sale securities	87,848
Equity securities with readily determinable fair values	2,793
Loans receivable:	
Loans held for sale	8,271
Loans held for investment	439,297
Less: allowance for credit losses	(23,873)
Loans held for investment, net of allowance	415,424
Trading assets	1,825
Premises and fixed assets (including leases)	4,071
Other real estate owned	41
Investments in unconsolidated subsidiaries and associated companies	6,581
Intangible assets	39,597
Other assets	24,931
Total assets	\$ 648,909
Liabilities:	
Deposits:	
In domestic offices	
Non-interest-bearing	\$ 28,407
Interest-bearing	468,918
In foreign offices, edge and agreement subsidiaries, and international banking facilities (IBFS)	
Non-interest-bearing	139
Securities sold under agreements to repurchase	742
Trading liabilities	1,716
Other borrowed money	23,587
Subordinated notes and debentures	2,267
Other liabilities	25,994
Total liabilities	551,770
Equity capital:	
Common stock	123
Surplus (excludes all surplus related to preferred stock)	85,964
Retained earnings	18,009
Accumulated other comprehensive income	(6,957)
Total equity capital	97,139
Total liabilities and equity capital	\$ 648,909

Source: CONA June 2025 Call Report

Line item descriptions reconcile to regulatory filings to ensure consistency

Numbers have been rounded to the nearest million

IV.A. Capital Ratios Under Basel III

The following table presents COFC's capital ratios under the capital adequacy standards of the Federal Reserve and the capital ratios of CONA under the capital adequacy standards of the Office of the Comptroller of the Currency (the "OCC"), each as of June 30, 2025. The results for the three months ended June 30, 2025 reflect Discover's operations and balances as of the closing date of the Transaction and through the end of the quarter.

Exhibit IV.A.1: Capital Ratios Under Basel III

	Capital Ratio	Minimum Capital Adequacy	Well-Capitalized
Capital One Financial Corporation			
Common equity Tier 1	14.0%	4.5%	N/A
Tier 1 capital	15.1%	6.0%	6.0%
Total capital	17.1%	8.0%	10.0%
Tier 1 leverage	14.2%	4.0%	N/A
Supplementary leverage ratio	12.0%	3.0%	N/A
Capital One, N.A.			
Common equity Tier 1	13.6%	4.5%	6.5%
Tier 1 capital	13.6%	6.0%	8.0%
Total capital	15.3%	8.0%	10.0%
Tier 1 leverage	12.6%	4.0%	5.0%
Supplementary leverage ratio	10.7%	3.0%	N/A

Source: Capital One Financial Corporation 2Q 2025 10-Q

Additional information related to Capital One's assets, liabilities, and capital is contained in COFC's periodic reports filed with the SEC, COFC Y-9C filings, and in CONA's Call Report.

IV.B. Major Funding Sources

The Company has established liquidity management practices that are intended to ensure that it has sufficient liquidity to cover its funding requirements and maintain adequate reserves to withstand the potential impact of deposit attrition or diminished liquidity in the funding markets. In addition to Capital One's cash and cash equivalents, the Company maintains reserves in the form of investment securities and certain loans that are either readily-marketable or pledgeable.

Capital One's primary source of funding comes from insured retail deposits, as they are a stable and relatively low-cost source of funding. In addition to deposits, the Company raises funding through the issuance of senior and subordinated notes and securitized debt obligations, federal funds purchased, securities loaned or sold under agreements to repurchase and Federal Home Loan Bank ("FHLB") advances secured by certain portions of its loan and securities portfolios. A key objective in Capital One's use of these markets is to maintain access to a diversified mix of wholesale funding sources. COFC's primary funding sources are the dividends from its subsidiaries and the issuance of unsecured funding in the form of senior and subordinated notes, in addition to preferred and common stock. CONA, as the bank subsidiary of COFC, gathers deposits, which provide stable and relatively low-cost funding. In addition to deposits, the Company accesses funding through a variety of financial instruments and sourcing channels, including brokered deposits, unsecured debt in the form of senior or subordinated notes, and securitized debt, as well as advances from the FHLB of Atlanta and borrowings from the federal funds and repurchase agreement markets.

Additional information related to Capital One's major funding sources is contained in Capital One's Regulatory and SEC filings that can be accessed through the Company's Investor Relations website.

V. Material Management Information Systems

Management Information Systems (“MIS”) capture and aggregate relevant information to generate standard and ad hoc reports that are used by management to inform decisions regarding day-to-day operations and the overall management of the Company’s business. MIS generally take the form of technologies and user interfaces that enable business users to perform analytics and generate reports. Standard contracts, policies, and procedures exist to govern the implementation and use of MIS. The upcoming 2026 full Resolution Plans will describe the key MIS associated with risk management, accounting, and financial and regulatory reporting.

Capital One's business areas maintain robust Business Continuity Programs to adhere to formal requirements overseen by the Business Continuity Risk Management (“BCRM”) team. This program provides oversight to the enterprise for meeting Capital One's Business Continuity Program requirements and ensures that detailed and comprehensive continuity plans are in place for all business areas, including CBLs. A detailed project is underway to integrate the Capital One and Discover business continuity frameworks, which includes establishing interim processes for BCRM to provide independent oversight and challenge to Discover’s business continuity activities pending full program integration.

The integration of legacy Discover MIS into Capital One's MIS is ongoing as part of the Company's integration management program. The integration management program identifies and tracks the integration of data along with the underlying technology leveraged to support the combined company. Until MIS integration occurs, Capital One maintains legacy Discover's MIS, as well as its associated contracts, policies, and procedures that govern its MIS, to support day-to-day operations, as well as support an orderly resolution of the combined company. As part of the MIS integration, Capital One is taking steps to maintain robust processes for managing cyber and technology risk, including the integration of legacy Discover's MIS onto Capital One's risk management standards and programs.

VI. Resolution Strategy

As required by the Joint Resolution Plan Rule, the Capital One Resolution Plan contains strategies for the resolution of COFC and its Material Entities, which enables the resolution of the Company in an orderly and timely manner in the event of material financial distress or failure. The impact of the Transaction on the Company's resolution strategies is described in the Interim Title I Plan Submission.

In the event of a resolution under the Company's Resolution Plan, a Multiple Point of Entry ("MPOE") strategy would be used to resolve Capital One's operations, organized around the resolution of COFC and each of its Material Entities. COFC would be resolved under the U.S. Bankruptcy Code through a Chapter 11 proceeding, with management remaining in place as "debtors in possession." As a holding company whose principal assets are the equity in its subsidiaries, COFC would be wound down and liquidated in conjunction with the resolution of its subsidiaries.

The primary resolution strategy for Capital One's banking operations would involve the sale of CONA to a single buyer or multiple buyers, either through immediate purchase and assumption transactions, or through the transfer of the assets and substantially all liabilities to a bridge bank organized by the FDIC pursuant to its bank resolution powers under 12 U.S.C. § 1821(n), followed by a purchase and assumption sale of the assets in the bridge bank. If this strategy were not viable under the actual resolution circumstances, there are alternate strategies available.

Although it is unlikely that DFS Services will be unable to meet its ongoing obligations during a resolution scenario, Capital One's strategy assumes that DFS Services will enter into Chapter 11 bankruptcy proceedings. The Global Payment Network could be sold by itself or, given the significant value to CONA CBLs, in a broader sale that includes the Global Payment Network combined with all or part of CONA through a single acquirer or multiple acquirer sale. While either option requires elements of a coordinated sale with the bridge bank, both parties would have substantial economic and practical incentives to cooperate and act in good faith with each other to maximize franchise value.

Capital One's service entities (Capital One Services, LLC, DFS Products Inc., and DFS Corporate Services LLC) are unlikely to fail even in the case of a hypothetical failure of COFC and CONA. They are dedicated service entities funded by fees received from COFC, CONA, DFS Services, and other subsidiaries. In the event of a failure of one or more of the service entities, the entity would be resolved in proceedings under Chapter 11, and continue to operate as a debtor in possession. In this regard, the service entities would continue to provide uninterrupted support throughout the resolution process. These services would be supplied to CONA, any resulting bridge bank, or a final acquirer, and would be governed by either existing service-level agreements or new transition services agreements.

For resolution planning purposes, the Company maintains a list of hypothetical potential acquirers for the Company and each CBL, including large U.S. bank holding companies, regional banks, large international banks, card issuers and certain non-bank institutions. Possible acquirers are evaluated based on their strategic intent, actionability, financial resources, business mix and managerial resources, and regulatory suitability as it relates to their potential for acquiring COFC, CONA, DFS Services, or the Company's CBLs, as appropriate.

As required under the Joint Resolution Plan Rule, Capital One maintains a set of capabilities to implement its Resolution Plan and support its resolvability under varying circumstances. These resolution capabilities are refined and updated as necessary, including in connection with the Transaction. These resolution capabilities are also flexible and can be used to execute a variety of potential resolution strategies, including a single acquirer or a multiple acquirer resolution.

Capital One's MPOE resolution strategy, straightforward Material Entity structure, diverse range of potential buyers and set of resolution execution capabilities would provide the Agencies sufficient resolution optionality to resolve the Company in a fashion that best addresses the economic, financial, and industry conditions at the time.

VII. Conclusion

The Company's Interim Title I Plan Submission addresses the key items requested by the Agencies following closing of the Transaction. The Interim Title I Plan Submission details updates related to the Company's integration of legacy Discover entities, businesses, and operation, the Transaction's impact on its resolution strategy, and the Company's current operational capabilities for resolution. As the integration progresses and activities occur, Capital One will continue to assess the resolution planning implications of its organizational structure, business lines, and technology and management information systems, and will incorporate any necessary changes in subsequent Resolution Plans. The Company reinforces its commitment to maintaining resolution strategies and capabilities aligned with the Joint Resolution Plan Rule, supporting an orderly resolution without posing undue risk to the financial system.