





Capital One Financial Corporation

COF NYSE

Banks

Market Capitalization USD: **\$18,205.01 mm**

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Richard D. Fairbank

Age: 61

CEO Since: 1994

	2009	2010	2011
Base Salary	\$0	\$0	\$0
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$76,785	\$100,637	\$159,465
TOTAL ANNUAL COMPENSATION	\$76,785	\$100,637	\$159,465
Increase in Post-Retirement Benefits	\$10,560	\$9,013	\$4,608
Stock Option Awards	\$4,000,001	\$6,500,009	\$8,003,906
Stock Awards	\$2,000,019	\$8,250,029	\$10,500,079
TOTAL COMPENSATION	\$6,087,365	\$14,859,688	\$18,668,058
Median of Other Named Executive Officers Total Compensation	\$7,387,946	\$3,244,719	\$6,326,900
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$0

Proxy Date: 23 Mar 2012

Annual Meeting Date: 8 May 2012

Equity Reserves: 7.60%

Stock Option Run Rate: 0.26%

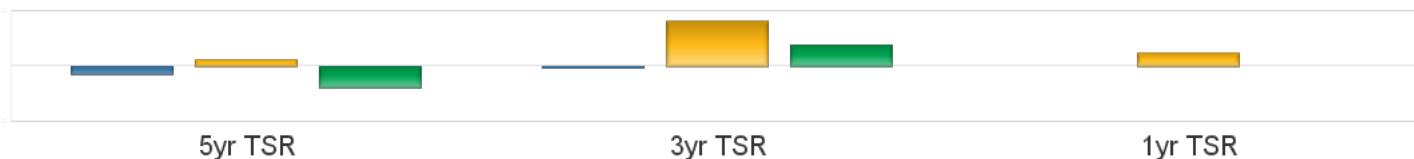
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Performance Comparison

■ S&P500 ■ Industry ■ COF



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
COF	Capital One Financial Corporation	\$6,087,365	\$14,859,688	\$18,668,058	\$18,205,006,243
USB	U.S. Bancorp	\$8,211,846	\$18,771,205	\$13,619,458	\$45,218,582,880
PNC	PNC Financial Services Group, Inc. (The)	\$18,027,856	\$16,600,793	\$16,607,150	\$25,359,553,356
BBT	BB&T Corporation	\$5,145,918	\$10,381,596	\$7,458,475	\$14,868,030,683
STI	SunTrust Banks, Inc.	\$7,672,822	\$10,270,524	\$9,273,010	\$9,637,475,013
FITB	Fifth Third Bancorp	\$5,215,692	\$4,821,613	\$7,238,199	\$9,269,640,882
MTB	M&T Bank Corporation	\$2,937,103	\$2,547,590	\$2,939,914	\$8,779,434,827

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

American Express, Fifth Third Bancorp, Regions Financial, Bank of America Corporation, J.P. Morgan Chase, SunTrust Bank, BB&T Corporation, KeyCorp, U.S. Bancorp, Citigroup, PNC Financial Services, Wells Fargo & Company.

Performance Peer Group

American Express, Fifth Third Bancorp, Regions Financial, Bank of America Corporation, J.P. Morgan Chase, SunTrust Bank, BB&T Corporation, KeyCorp, U.S. Bancorp, Citigroup, PNC Financial Services, Wells Fargo & Company.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Mavo A. Shattuck	Chairman	57	Male	9	Outside
Ann Fritz Hackett	Member	58	Female	8	Outside
Lewis Hav	Member	56	Male	9	Outside
Patrick W. Gross	Member	67	Male	17	Outside Related
Pierre E. Lerov	Member	63	Male	7	Outside