

CAPITAL ONE FINANCIAL CORPORATION

GOVERNANCE AND NOMINATING COMMITTEE

AMENDED AND RESTATED CHARTER

I. Purpose

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

II. Membership

The Committee shall be comprised of at least three (3) members, each of whom shall meet the independence requirements of the New York Stock Exchange. The Board shall appoint Committee members for one year terms and either the Board or the Committee shall appoint the Chairman of the Committee. The Board shall fill any vacancies and has the power to remove any Committee member for any reason.

III. Meetings

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

IV. Authority and Responsibilities

The Committee shall have the authority and responsibility to:

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

- 3) Review and make recommendations to the Board regarding criteria for membership on the Board and its committees.
- 4) Identify individuals qualified to become members of the Board and recommend to the Board the name of qualified persons to be nominated for election or re-election as directors for the next annual meeting of shareholders and to fill any vacancies of the Board. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- 5) Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation. Once such principles have been adopted by the Board, periodically review and reassess the adequacy of such corporate governance principles and recommend any proposed changes to the Board for approval.
- 6) Review on an annual basis any significant transactions involving the Corporation and any director or executive officer of the Corporation, and, as appropriate, consider potential conflicts of interest or the appearance thereof and issues relating to director independence.
- 7) Form and delegate authority to subcommittees as and when deemed appropriate by the Committee.
- 8) Oversee the periodic evaluation of the Board and management. The Committee shall seek comments from all directors and report annually to the Board with an assessment of the Board's performance. The Committee shall also develop and implement the process for the Chief Executive Officer's annual performance evaluation and compile the results of such process for evaluation by the Corporation's Compensation Committee and/or the independent directors of the Corporation.
- 9) Provide reports to the Board, as appropriate, on Committee work, findings and activities, including any recommendations for Board actions.
- 10) Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

* * * *

Approved by the Committee on January 25, 2006 and the Board on January 26, 2006