

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

PLEASE SEE ATTACHMENT

18 Can any resulting loss be recognized? ▶ _____

PLEASE SEE ATTACHMENT

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

PLEASE SEE ATTACHMENT

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶  Date ▶ July 2, 2025

Print your name ▶ Beth A. Adams Title ▶ SVP, Chief Tax Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Capital One Financial Corporation
EIN: 54-1719854
Attachment to IRS Form 8937
Report of Organizational Actions Affecting Basis of Securities

CONSULT YOUR TAX ADVISOR

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Merger (as defined below) on the tax basis of Capital One Financial Corporation (“Capital One”) stock received in the Merger in exchange for Discover Financial Services (“Discover”) stock. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. Capital One does not provide tax advice to its stockholders. The tax treatment described below may not apply to all former shareholders of Discover. You are urged to consult your own tax advisor regarding the particular tax consequences of the Merger to you, including the applicability and effect of all U.S. federal, state and local and foreign tax laws.

PART I BOX 9: CLASSIFICATION AND DESCRIPTION

The securities subject to reporting include all shares of Capital One common stock issued in exchange for the outstanding common stock of Discover as a result of the merger of Discover with and into Capital One.

PART II BOX 14: ORGANIZATIONAL ACTION

On May 18, 2025, pursuant to the terms of the Agreement and Plan of Merger dated February 19, 2024 (the “Merger”), by and between Capital One and Discover, Discover merged with and into Capital One, with Capital One as the surviving entity in the merger. Following the merger, Discover Bank, the banking subsidiary of Discover, was merged with and into Capital One, National Association, the banking subsidiary of Capital One (the “Bank Merger”). Capital One, National Association was the surviving bank in the Bank Merger.

As a result of the Merger, each share of Discover common stock issued and outstanding was converted into the right to receive 1.0192 shares of Capital One common stock.

No fractional shares of Capital One common stock were issued in connection with the Merger, and Discover shareholders were entitled to receive cash in lieu of such fractional shares.

PART II BOX 15: QUANTITATIVE EFFECT

The Merger qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”).

The receipt by a Discover shareholder of Capital One common stock in exchange for Discover common stock in the Merger affects such shareholder’s tax basis. Generally, the aggregate tax basis of Capital One common stock for the Merger consideration will be equal to the aggregate adjusted tax basis of the shares of Discover common stock.

Discover shareholders who receive cash in lieu of a fractional share of Capital One common stock, for purposes of determining the taxability of that cash, are deemed to have received a fractional share in the exchange and then as having sold the fractional share for cash. These Discover shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the Discover common shares deemed to have been exchanged for the fractional shares and the amount of cash received.

The holding period of any shares of Capital One common stock received by Discover shareholders in the Merger generally will include the holding period of shares of Discover common stock exchanged for such Capital One common stock.

PART II BOX 16: CHANGE IN BASIS

Refer to the description of the basis calculation in Part II, Box 15 above. The May 16, 2025, closing price of a single share of Capital One common stock on NASDAQ was \$197.22 which was used as fair market value as the transaction closed on May 18, 2025, which was a Sunday.

PART II BOX 17: INTERNAL REVENUE CODE SECTIONS

The Merger qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Code. Other relevant Code sections include 354, 356, 358, 368, 1001, 1221 and 1223.

PART II BOX 18: RESULTING LOSS RECOGNITION

No loss can be recognized upon the exchange of Discover common stock for Capital One common stock. If a taxable loss is calculated based on the deemed sale of a fractional share of Capital One common stock deemed to have been received in the exchange, this loss can be recognized.

PART II BOX 19: ADDITIONAL INFO

The Merger was completed on May 18, 2025. Consequently, the reportable tax year of the Discover shareholders for reporting the tax effect of the share exchange and cash receipt is the tax year that includes the May 18, 2025 date. This is the 2025 calendar year for those shareholders who report taxable income on the basis of a calendar year.