

**SUMMARY OF RESOLUTIONS APPROVED BY THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON APRIL 28, 2017.**

Shares Represented: 2,216,361,344 Series "O" shares, representing 80.06% of a total of 2,773,729,563 subscribed, paid and voting shares of the Company's capital.

**FIRST:** The Chief Executive Officer's Annual Report was approved with prior opinion provided by the Board of Directors. The report was prepared according to Article 44, Section XI of the Securities Market Law and Article 59, Section X of the Law Regulating Financial Groups, which contains among other things, the balance sheet, the income statement, the statement of changes in the stockholders' equity and the statement of changes in the Company's cash flow as of December 31<sup>st</sup>, 2016.

**SECOND:** The Board of Directors' Annual Report was approved, in which the main policies and accounting information and criteria are declared and explained, followed by the financial information as of December 31<sup>st</sup>, 2016, in accordance with Article 172, paragraph b) of the General Corporate's Law.

**THIRD:** The Annual Report regarding operations and activities in which the Board of Directors was involved was approved.

**FOURTH:** The Annual Report regarding the activities of the Audit and Corporate Practices Committee was approved.

**FIFTH:** Each and every one of the operations carried out by the Company during the year ended December 31<sup>st</sup>, 2016 and the Minutes elaborated by the Board of Directors, the Chief Executive Officer and the Audit and Corporate Practices Committee during the same period were approved.

**SIXTH:** It was approved to apply the total amount provided by the Company's financial statements of Ps. 19,291,596,745.50 (Nineteen thousand, two hundred and ninety-one million, five hundred and ninety six thousand, seven hundred and forty five pesos 50/100), which represents the net income for 2016, into the account "Retained Earnings from prior Years", it was not necessary to allocate resources into the account "Legal Reserve" as it is fully constituted.

**SEVENTH:** It was approved that the Board of Directors be integrated by 15 Members and if the case, by their respective Substitutes, appointing the following people and their duties for the year 2017, qualifying the corresponding members' independence since they do not fall within the restrictions outlined in the Securities Market Law and the Law Regulating Financial Groups:

- i. **Carlos Hank Gonzalez** was appointed as Chairman and Member of the Board of Directors.
- ii. **Juan Antonio Gonzalez Moreno** was appointed as Member of the Board of Directors.
- iii. **David Juan Villarreal Montemayor** was appointed as Member of the Board of Directors.
- iv. **Jose Marcos Ramirez Miguel** was appointed as Member of the Board of Directors.
- v. **Everardo Elizondo Almaguer** was appointed as Independent Member of the Board of Directors.
- vi. **Carmen Patricia Armendariz Guerra** was appointed as Independent Member of the Board of Directors.
- vii. **Hector Federico Reyes-Retana y Dahl** was appointed as Independent Member of the Board of Directors.
- viii. **Eduardo Livas Cantu** was appointed as Independent Member of the Board of Directors.
- ix. **Alfredo Elias Ayub** was appointed as Independent Member of the Board of Directors.
- x. **Adrian Sada Cueva** was appointed as Independent Member of the Board of Directors.
- xi. **Alejandro Burillo Azcarraga** was appointed as Independent Member of the Board of Directors.
- xii. **Jose Antonio Chedraui Eguia** was appointed as Independent Member of the Board of Directors.
- xiii. **Alfonso de Angoitia Noriega** was appointed as Independent Member of the Board of Directors.
- xiv. **Olga Maria del Carmen Sanchez Cordero Davila** was appointed as Independent Member of the Board of Directors.
- xv. **Thomas Stanley Heather Rodriguez** was appointed as Independent Member of the Board of Directors.
- xvi. **Graciela Gonzalez Moreno** was appointed as Substitute Member of the Board of Directors.
- xvii. **Juan Antonio Gonzalez Marcos** was appointed as Substitute Member of the Board of Directors.
- xviii. **Carlos de la Isla Corry** was appointed as Substitute Member of the Board of Directors.

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- xix. **Clemente Ismael Reyes Retana Valdés** as Substitute Independent Member of the Board of Directors.
- xx. **Alberto Halabe Hamui** was appointed as Substitute Independent Member of the Board of Directors.
- xxi. **Manuel Aznar Nicolin** was appointed as Substitute Independent Member of the Board of Directors.
- xxii. **Roberto Kelleher Vales** was appointed as Substitute Independent Member of the Board of Directors.
- xxiii. **Robert William Chandler Edwards** was appointed as Substitute Independent Member of the Board of Directors.
- xxiv. **Isaac Becker Kabacnik** was appointed as Substitute Independent Member of the Board of Directors.
- xxv. **Jose Maria Garza Treviño** was appointed as Substitute Independent Member of the Board of Directors.
- xxvi. **Javier Braun Burillo** was appointed as Substitute Independent Member of the Board of Directors.
- xxvii. **Rafael Contreras Grosskelwing** was appointed as Substitute Independent Member of the Board of Directors.
- xxviii. **Guadalupe Phillips Margain** was appointed as Substitute Independent Member of the Board of Directors.
- xxix. **Eduardo Alejandro Francisco Garcia Villegas** was appointed as Substitute Independent Member of the Board of Directors.
- xxx. **Ricardo Maldonado Yañez** was appointed as Substitute Independent Member of the Board of Directors.

**EIGHTH:** Hector Avila Flores was appointed as Secretary to the Board of Directors, who will not be part of the Board.

**NINTH:** In accordance with Article Forty-Nine of the Corporate By-Laws, it was approved to exempt Board Members from responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.

**TENTH:** It was approved to pay Board Members and their Substitutes, if the case, as compensation for each attended meeting, a net amount of taxes equivalent to two gold coins with a nominal value of Fifty Pesos (commonly referred to as "centenarios"), priced according to the corresponding market quote on the date of each session.

**ELEVENTH:** Hector Reyes-Retana y Dahl was approved as Chairman of the Audit and Corporate Practices Committee.

**TWELFTH:** The Board of Directors' Report regarding the purchase and sale of proprietary shares during 2016 was approved.

**THIRTEENTH:** It was approved to allocate the amount of Ps. 4,256'000,000.00 (Four thousand, two hundred and fifty-six million pesos 00/100), equivalent to 1.5% of the Financial Groups' market capitalization value as of December 2016, charged against equity, to purchase Company's shares during 2017, and will consider those transactions to be carried out in 2017 and until April 2018, subject to the Treasury's Policy for Transactions with Shares.

**FOURTEENTH:** It was approved to certify the Company's By-Laws in order to comply with Section V, Article 34 of the General Provisions Applicable to Issuers and Other Market Participants requiring certification of the Company's By-Laws every three years. These By-laws include amendments approved by different Shareholders' Assemblies, being the last, those deriving from the Meeting held on August 19<sup>th</sup>, 2016.

**FIFTEENTH:** Delegates were appointed to carry out all the necessary steps to execute and to formalize the resolutions taken in this Meeting.

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The resolutions were passed by majority vote, as shown in the following table:

<b>Item of the Agenda</b>	<b>Vote</b>	<b>No. of Shares</b>	<b>Percentage of the shares represented in the Shareholders' Meeting</b>	<b>Percentage of total Shareholders' Equity (with voting right)</b>
1. Presentation and if the case, approval of the reports referred in section IV, Article 28 of the Securities Market Law and section IV, Article 39 of the Law Regulating Financial Groups, corresponding to the year ended December 31st, 2016.	For	2,216,301,608	100.00%	80.06%
	Abstain & Against	59,736	0.00%	0.00%
2. Distribution of profits.	For	2,216,074,764	99.99%	80.05%
	Abstain & Against	286,580	0.01%	0.01%
3. Appointment of the members of the Company's Board of Directors proposed by the Designations Committee and qualify their independence.	For	2,145,062,688	96.78%	77.48%
	Abstain & Against	71,298,656	3.22%	2.58%
4. Determine the compensation for the Members of the Company's Board of Directors.	For	2,186,929,792	98.67%	79.00%
	Abstain & Against	29,431,552	1.33%	1.06%
5. Designation of the Chairman of the Audit and Corporate Practices Committee.	For	2,213,982,527	99.89%	79.97%
	Abstain & Against	2,378,817	0.11%	0.09%
6. Board of Directors' Report regarding shares repurchase transactions carried out during 2016 and determination of the maximum amount of financial resources that will be applied for share repurchases during 2017.	For	2,213,051,370	99.85%	79.94%
	Abstain & Against	3,309,974	0.15%	0.12%
7. Approval to certify the Company's By-Laws.	For	2,216,065,074	99.99%	80.05%
	Abstain & Against	296,270	0.01%	0.01%
8. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly	For	2,216,063,904	99.99%	80.05%
	Abstain & Against	297,440	0.01%	0.01%