

**SUMMARY OF RESOLUTIONS APPROVED BY THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON APRIL 27<sup>TH</sup>, 2012.**

Represented Shares: 2,116,925,394 Series "O" shares of a total of 2,326'357,782 representing 90.99% of the total subscribed and paid shares of the Company's capital.

**First.-** The Chief Executive Officer's Annual Report was approved with a prior opinion provided by the Board of Directors. The report was prepared according to Article 44, Section XI of the "Ley del Mercado de Valores" (Securities Market Law), which contains among other things, the balance sheet, the income statement, the statement of changes in the stockholders' equity and statement of changes in the Company's cash flow as of December 31st, 2011.

**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 31st, 2011, in accordance with Article 172, paragraph b) of the General Law of Business Corporations.

**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.-** The operations carried out by the Company during the year ended December 31st, 2011 were approved and the acts carried out by the Board of Directors, the Chief Executive Officer and the Audit and Corporate Practices' Committee during the same period, were ratified.

**Sixth.-** It was approved to apply the amount of Net Income for 2011 provided by the Company's financial statements of Ps. \$8,128'331,751.23 (Eight Thousand One Hundred Twenty-Eight Million Three Hundred Thirty-One Thousand Seven Hundred and Fifty One Pesos 23/100), as follows:

1. Apply to the Company's legal reserve the amount of Ps. \$175'852,924.51 (One Hundred Seventy-Five Million Eight Hundred Fifty Two Thousand Nine Hundred Twenty-four Pesos 51/100).
2. Apply to the account "Retained Earnings from prior Years" the amount of Ps. \$7,952'478,826.72 (Seven Thousand Nine Hundred Fifty-Two Million Four Hundred Seventy-eight Thousand Eight Hundred Twenty-six Pesos 72/100).

**Seventh.-** It was approved to distribute a cash dividend of Ps. \$ 0.18 per share, derived from the retained earnings of previous years. This dividend corresponds to the third and last payment that will be made for a total amount of Ps \$ 0.52 per share, which was approved by the Group's Board of Directors.

The dividend will be paid on May 10<sup>th</sup>, 2012, through S.D. Indeval, Institucion para el Deposito de Valores, S.A. de C.V. (Central Securities' Depository), with previous notice published by the

Secretary of the Board of Directors in one of the most circulated newspapers in the city of Monterrey, Nuevo Leon and through the Electronic Delivery and Information Diffusion System "Sistema Electronico de Envio y Difusion de Informacion" (SEDI) of the Mexican Stock Exchange.

**Eighth.-** It was approved that the Board of Directors will be integrated by 15 Proprietary members and if the case, by their respective Alternates, appointing the following persons and their duties for the year 2012, qualifying the corresponding members' independence since they do not fall within the restrictions outlined in the Securities Market Law. Also the Patrimonial and Related members were identified under the terms outlined by the Best Corporate Practices' Code.

The following Members were submitted to an independent vote each:

- i. Roberto Gonzalez Barrera was appointed as Chairman Emeritus and Patrimonial Member of the Board of Directors.
- ii. Guillermo Ortiz Martinez was appointed as Chairman of the Board and Related Member of the Board of Directors.
- iii. Bertha Gonzalez Moreno was appointed as Patrimonial Member of the Board of Directors.
- iv. David Villarreal Montemayor was appointed as Patrimonial Member of the Board of Directors.
- v. Manuel Saba Ades was appointed as Patrimonial Member of the Board of Directors.
- vi. Alfredo Elías Ayub was appointed as Independent Member of the Board of Directors.
- vii. Herminio Blanco Mendoza was appointed as Independent Member of the Board of Directors.
- viii. Everardo Elizondo Almaguer was appointed as Independent Member of the Board of Directors.
- ix. Patricia Armendariz Guerra was appointed as Independent Member of the Board of Directors.
- x. Armando Garza Sada was appointed as Independent Member of the Board of Directors.
- xi. Hector Reyes Retana was appointed as Independent Member of the Board of Directors.
- xii. Juan Carlos Braniff Hierro was appointed as Independent Member of the Board of Directors.
- xiii. Eduardo Livas Cantu was appointed as Independent Member of the Board of Directors.
- xiv. Enrique Castillo Sánchez Mejorada was appointed as Related Member of the Board of Directors.
- xv. Alejandro Valenzuela del Río was appointed as Related Member of the Board of Directors.

- xvi. Jesus O. Garza Martinez was appointed as Related Alternate Member of the Board of Directors.
- xvii. Juan Antonio Gonzalez Moreno was appointed as Patrimonial Alternate Member of the Board of Directors.
- xviii. Jose G. Garza Montemayor was appointed as Patrimonial Alternate Member of the Board of Directors.
- xix. Alberto Saba Ades was appointed as Patrimonial Alternate Member of the Board of Directors.
- xx. Isaac Becker Kabacnik was appointed as Independent Alternate Member of the Board of Directors.
- xxi. Manuel Aznar Nicolin was appointed as Independent Alternate Member of the Board of Directors.
- xxii. Javier Martinez Abrego was appointed as Independent Alternate Member of the Board of Directors.
- xxiii. Carlos Chavarria Garza was appointed as Independent Alternate Member of the Board of Directors.
- xxiv. Ramon A. Leal Chapa was appointed as Independent Alternate Member of the Board of Directors.
- xxv. Julio Cesar Mendez Rubio was appointed as Independent Alternate Member of the Board of Directors.
- xxvi. Guillermo Mascareñas Milmo was appointed as Independent Alternate Member of the Board of Directors.
- xxvii. Alfredo Livas Cantu was appointed as Independent Alternate Member of the Board of Directors.
- xxviii. Javier Molinar Horcasitas was appointed as Related Alternate Member of the Board of Directors.
- xxix. Jose Marcos Ramirez Miguel was appointed as Related Alternate Member of the Board of Directors.

\*The Chairman Emeritus has no Alternate

**Ninth.-** In accordance with Article Forty of the Corporate By-Laws, Board Members are exempt from the responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.

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

**Eleventh.-** It is determined to pay Proprietary and Alternate Board Members, 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.

**Twelfth.-** The following persons were appointed as members of the Committee that will have the functions of the Audit and Corporate Practices, including its Chairman:

Hector Reyes Retana- Chairman

Herminio Blanco Mendoza

Manuel Aznar Nicolín

Patricia Armendariz Guerra

Julio Cesar Mendez Rubio

**Thirteenth.-** The Board of Directors’ Report regarding the purchase and sale of proprietary shares carried out within the terms of the Treasury’s Policy for the Acquisition and Sale of Shares during 2011, was approved, which resulted in a profit of Ps. \$5’061,352.00 (Five Million Sixty-One Thousand Three Hundred and Fifty Two Pesos 00/100). The year-end price of the Company’s shares was Ps. \$ 42.32 and the fund held zero shares at yearend.

**Fourteenth.-** It was approved to allocate the amount of Ps. \$1,500’000,000.00 (One Thousand Five Hundred Million Pesos 00/100), equivalent to 1.5% of the Financial Groups’ market capitalization at yearend, charged against equity, to purchase Company’s shares during 2012, subject to the Treasury’s Policy for Acquisition and Sale of Shares.

**Fifteenth.-** It is proposed to certify the by-laws of Grupo Financiero Banorte S.A.B. de C.V.

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

**Seventeenth.-** The minutes of this Meeting were approved.

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

Management Proposals	Vote	No. of Shares	Percentage of the shares represented in the Shareholders' Meeting	Percentage of total shareholders' equity
I. Approval of the reports referred in section IV, Article 28 of the Securities Market Law, corresponding to the year ended December 31st, 2011.	In Favor	1,669,221,366	78.9%	71.8%
	Abstain & Against	447,704,028	21.1%	19.2%
II. Distribution of profits.	In Favor	1,351,965,301	63.9%	58.1%
	Abstain & Against	764,960,093	36.1%	32.9%
III. Approval of a proposed cash dividend payment, equivalent to Ps \$0.18 per share.	In Favor	1,351,965,301	63.9%	58.1%
	Abstain & Against	764,960,093	36.1%	32.9%
IV. Appointment of the members of the Company's Board of Directors and qualification of their independence.	In Favor	1,738,681,749	82.1%	74.7%
	Abstain & Against	447,704,028	21.1%	19.2%
V. Determine the compensation for the Members of the Company's Board of Directors.	In Favor	1,729,737,049	81.7%	74.4%
	Abstain & Against	387,188,345	18.3%	16.6%
VI. Designation of the Members of the Audit and Corporate Practices' Committee.	In Favor	1,736,136,018	82.0%	74.6%
	Abstain & Against	380,789,376	18.0%	16.4%
VII. Board of Directors' Report Regarding Shares' Repurchase Transactions carried out during 2011 and Determination of the maximum amount of Financial Resources that will be applied for share repurchases during 2012.	In Favor	1,736,136,018	82.0%	74.6%
	Abstain & Against	380,789,376	18.0%	16.4%

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Management Proposals	Vote	No. of Shares	Percentage of the shares represented in the Shareholders' Meeting	Percentage of total shareholders' equity
VIII. Approval to Certify the Company's By-Laws.	In Favor	1,736,136,018	82.0%	74.6%
	Abstain & Against	380,789,376	18.0%	16.4%
IX. Designation of delegate(s) to formalize and execute the resolutions passed by the assembly.	In Favor	1,746,729,054	82.5%	75.1%
	Abstain & Against	370,196,340	17.5%	15.9%
X. Drafting, reading and approval of the Assembly's minutes.	In Favor	1,746,297,554	82.5%	75.1%
	Abstain & Against	370,627,840	17.5%	15.9%