

## **GRUPO FINANCIERO BANORTE, S.A.B. DE C.V.**

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### MANAGEMENT PROXY OF THE CORPORATION FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING

This is to certify that the undersigned, a voting member of Grupo Financiero Banorte, S.A.B. de C.V. (“GFNORTE”), has designated Mr. Diego González Cheboux, Director of Legal Corporate Governance, or Mrs. Ursula Wilhelm Nieto, Head of Investor Relations and Financial Intelligence, or \_\_\_\_\_ as his representative to cast all votes and express all approvals or disapprovals that said member may be entitled to cast or express at the Annual General Shareholders' Meeting to be held on April 28<sup>th</sup>, 2017, at 11:00 am, at the Company's offices located at David Alfaro Siqueiros 106, Colonia Valle Oriente, San Pedro Garza García, Nuevo Leon, Mexico, and any lawfully adjourned meetings thereof, and for all purposes provided by the Articles of Incorporation, the By-Laws and the Annual Meeting call of GFNORTE.

The shares represented by this Proxy amounting to \_\_\_\_\_ shares will be voted pursuant to the instructions given below. All of the shares represented by this proxy will be voted as specified by the shareholder. However, if no instructions are given, this proxy will be voted IN FAVOR OF the proposals set out herein. In no event shall this proxy be valid for a period longer than 30 days after the first meeting for which it is given.

For further details related to the following points of the agenda, please consult the attached document: “AGM Resolution Proposals April 28<sup>th</sup>, 2017”.

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## Annual General Shareholders' Meeting

<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 31<sup>st</sup>, 2016.</b>	
I. Approval of the Chief Executive Officer's Annual Report 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.	In favor: Abstain: Against:
II. Approval of the Board of Directors' Annual Report, 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 "Ley General de Sociedades Mercantiles" (General Corporate's Law).	In favor: Abstain: Against:
III. Approval of the Board of Directors' Annual Report, 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 "Ley General de Sociedades Mercantiles" (General Corporate's Law).	In favor: Abstain: Against:
IV. Approval of the Annual Report regarding the activities of the Audit and Corporate Practices Committee.	In favor: Abstain: Against:
V. Approval of each and every one of the operations carried out by the Company during the year ended December 31 <sup>st</sup> , 2016 and to ratify the Minutes elaborated by the Board of Directors, the Chief Executive Officer and the Audit and Corporate Practices Committee during the same period.	In favor: Abstain: Against:
<b>2. Distribution of profits.</b>	In favor: Abstain: Against:
<b>3. Appointment of the members of the Company's Board of Directors proposed by the Designations Committee and qualify their independence.</b>  <b>a) It is submitted to vote independently for each of the following Members:</b>	
<b>Members</b>	
I. Carlos Hank Gonzalez, Chairman.	In favor: Abstain: Against:
II. Juan Antonio Gonzalez Moreno.	In favor: Abstain: Against:
III. David Juan Villarreal Montemayor.	In favor: Abstain: Against:
IV. Jose Marcos Ramirez Miguel.	In favor: Abstain: Against:
V. Everardo Elizondo Almaguer, Independent.	In favor: Abstain: Against:
VI. Carmen Patricia Armendariz Guerra, Independent.	In favor: Abstain: Against:

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VII. Hector Federico Reyes-Retana y Dahl, Independent.	In favor: Abstain: Against:
VIII. Eduardo Livas Cantu, Independent.	In favor: Abstain: Against:
IX. Alfredo Elias Ayub, Independent.	In favor: Abstain: Against:
X. Adrian Sada Cueva, Independent.	In favor: Abstain: Against:
XI. Alejandro Burillo Azcarraga, Independent.	In favor: Abstain: Against:
XII. Jose Antonio Chedraui Eguia, Independent.	In favor: Abstain: Against:
XIII. Alfonso de Angoitia Noriega, Independent.	In favor: Abstain: Against:
XIV. Olga Maria del Carmen Sánchez Cordero Dávila, Independent.	In favor: Abstain: Against:
XV. Thomas Stanley Heather Rodriguez, Independent.	In favor: Abstain: Against:
<b>Substitute Members</b>	
XVI. Graciela Gonzalez Moreno.	In favor: Abstain: Against:
XVII. Juan Antonio Gonzalez Marcos.	In favor: Abstain: Against:
XVIII. Carlos de la Isla Corry.	In favor: Abstain: Against:
XIX. Clemente Ismael Reyes Retana Valdés, Independent.	In favor: Abstain: Against:
XX. Alberto Halabe Hamui, Independent.	In favor: Abstain: Against:
XXI. Manuel Aznar Nicolin, Independent.	In favor: Abstain: Against:
XXII. Roberto Kelleher Vales, Independent.	In favor: Abstain: Against:
XXIII. Robert William Chandler Edwards, Independent.	In favor: Abstain: Against:
XXIV. Isaac Becker Kabacnik, Independent.	In favor: Abstain: Against:

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XXV. José Maria Garza Treviño, Independent.	In favor: Abstain: Against:
XXVI. Javier Braun Burillo, Independent .	In favor: Abstain: Against:
XXVII. Rafael Contreras Grosskelwing, Independent.	In favor: Abstain: Against:
XXVIII. Guadalupe Phillips Margain, Independent.	In favor: Abstain: Against:
XXIX. Eduardo Alejandro Francisco Garcia Villegas, Independent .	In favor: Abstain: Against:
XXX. Ricardo Maldonado Yañez, Independent .	In favor: Abstain: Against:
<b>b) It is proposed to appoint Hector Avila Flores as Secretary to the Board of Directors, who will not be part of the Board.</b>	In favor: Abstain: Against:
<b>c) It is proposed in accordance with Article Forty-nine of the Corporate By-Laws, that the Board Members be exempt from the responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.</b>	In favor: Abstain: Against:
<b>4. Determine the compensation for the Members of the Company's Board of Directors.</b>	In favor: Abstain: Against:
<b>5. Designation of the Chairman of the Audit and Corporate Practices Committee.</b> The proposal is to designate Hector Federico Reyes-Retana y Dahl as Chairman of the Committee.	In favor: Abstain: Against:
<b>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.</b>	In favor: Abstain: Against:
<b>7. Approval to certify the Company's By-Laws.</b> It is proposed to approve the certification of 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.	In favor: Abstain: Against:
<b>8. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly</b>	In favor: Abstain: Against:

This Proxy shall be revocable, at any time, at the request of the undersigned voting member.

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Signed by:

Firm:

Date: