

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

MANAGEMENT PROXY OF THE CORPORATION FOR THE EXTRAORDINARY AND ORDINARY GENERAL SHAREHOLDERS' MEETINGS

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 Extraordinary and Ordinary General Shareholders' Meetings to be held on August 19th, 2016, at 11:00 and 11:30 am, respectively, in the building located at Avenida Revolucion #3,000 Sur, Colonia Primavera, in Monterrey, 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 Grupo Financiero Banorte.

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: "Resolution Proposals EGM and OGM - August 19th, 2016".

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

Extraordinary General Shareholders' Meeting

<p>1. Proposal, discussion, and if the case, approval of the amendment to the Corporate Bylaws. It is proposed to modify Article Five.- Domicile, Article Nineteen.- General Meetings and Article Forty-Four.- Nomination Committee of the Corporate Bylaws</p>	
<p>First.- It is proposed to amend Article Five of the Corporate Bylaws aiming to change the corporate domicile to the Municipality of San Pedro Garza García, Nuevo León from the city of Monterrey, Nuevo León.</p>	<p>In favor: Abstain: Against:</p>
<p>Second.- It is proposed to amend Article Nineteen of the Corporate Bylaws aiming that the approval of operations implying asset acquisitions by the Company or its controlled companies be through an Ordinary General Shareholders' Meeting if: (i) the amount of the operation represents 5% or more of the Company's consolidated assets; and (ii) the counterparties are Related Parties.</p>	<p>In favor: Abstain: Against:</p>
<p>Third.- It is proposed to amend Article Forty-Four of the Corporate Bylaws, so that the Nomination Committee be comprised of 7 members of the Board of Directors, being 4 of them Independent Members and the Chairman of the Board, who will preside the Nomination Committee.</p>	<p>In favor: Abstain: Against:</p>
<p>Fourth.- Resolutions in the first point of the agenda are subject to the suspense consistent condition by which the authorization referred to in article 20 of the Law Regulating Financial Groups by the Public Ministry is granted, prior opinion of the National Banking and Securities Commission and Banco de México, in the understanding that designated Delegates in this Assembly may adjust or modify such resolutions as stated by the authorities previously mentioned.</p>	<p>Not subject to vote.</p>
<p>2. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.</p>	<p>In favor: Abstain: Against</p>

Ordinary General Shareholders' Meeting

<p>1. Discussion, and if the case, approval of a proposed cash dividend payment.</p>	
<p>First.- It is proposed to modify the First Resolution of the Ordinary General Shareholders' Meeting held on June 28th 2016, in order to make an advanced payment on August 31st, 2016 of the dividend that would be disbursed on October 31st, 2016 amounting to Ps 0.45750654921773000 per share, against delivery of coupon 4.</p>	<p>In favor: Abstain: Against:</p>
<p>Second.- It is proposed that the fourth and last disbursement of the dividend of 2014 be paid on August 31st, 2016.</p>	<p>In favor: Abstain: Against:</p>
<p>Third.- It is proposed to distribute a cash dividend of Ps 3,421'543,968.23 (three billion, four hundred and twenty-one million, five hundred and forty-three thousand, nine hundred and sixty-eight pesos 23/100) or Ps 1.233553556868510 per share, against delivery of coupon 5. This payment corresponds to the first of two disbursements of the dividend approved by the Group's Board of Directors last July 21st, 2016 and represents 40% of the net profits of 2015, derived from the Fiscal Net Income as of December 31st, 2013.</p>	<p>In favor: Abstain: Against:</p>
<p>Fourth.- It is proposed that the first disbursement of the dividend of 2015 be paid on August 31st, 2016.</p>	<p>In favor: Abstain: Against:</p>
<p>Fifth.- It is proposed that the second disbursement of the dividend of 2015 be paid in May 2017, according to Shareholders' Assemblies approval.</p>	<p>In favor: Abstain: Against:</p>

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2. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	In favor: Abstain: Against
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This Proxy shall be revocable, at any time, at the request of the undersigned voting member.

Signed by:

Firm:

Date: