

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

---

### MANAGEMENT PROXY OF THE CORPORATION FOR THE EXTRAORDINARY AND ORDINARY MEETINGS OF SHAREHOLDERS

This is to certify that the undersigned, a voting member of Grupo Financiero Banorte, S.A.B. de C.V., has designated Mr. Alejandro Valenzuela, Chief Executive Officer, or in his absence, Mr. David Suarez, Head of Investor Relations and Corporate Development, or in their place \_\_\_\_\_ as his or her 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 October 17<sup>th</sup>, 2011, at 10:00 am and 10:15 am, respectively, in the building located at Avenida Revolucion 3000 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.

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

---

For further details related to the following points of the agenda, please consult the attached document: "EGM-OGM Resolution Proposals October 17, 2011"

### Extraordinary General Shareholders' Meeting

<p><b>1. Changes to the Corporate By-laws of the Company, in order to establish the creation and operation of the Designation Committee.</b></p> <p>The proposal is to include Article Thirty-seven Bis-1 in the Corporate By-Laws in order to create the Designation Committee and establish its functions.</p>	<p>In favor: Abstain: Against:</p>
<p><b>2. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.</b></p>	<p>In favor: Abstain: Against:</p>
<p><b>3. Drafting, reading and approval of the Assembly's minutes.</b></p>	<p>In favor: Abstain: Against:</p>

### Ordinary General Shareholders' Meeting

<p><b>1. Approval to modify the Dividend Policy.</b></p> <p>i. 16% of recurring net income in the event that profit growth is between 0% and 10% during the year. ii. 18% of recurring net income in the event that profit growth is between 11% and 20% during the year. iii. 20% of recurring net income in the event that profit growth is greater than 21%.</p>	<p>In favor: Abstain: Against:</p>
<p><b>2. Approval of a proposed cash dividend payment equivalent to Ps. \$0.17 per share.</b></p> <p>It is proposed to distribute a cash dividend of Ps. \$ 0.17 per share, derived from the retained earnings of previous years. This dividend corresponds to the first of three payments that</p>	<p>In favor: Abstain: Against:</p>

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

---

will be made for a total amount of Ps \$ 0.52 per share.	
<p><b>3. Approval in order to increase the maximum amount of financial resources that may be applied for share repurchases during 2011.</b></p> <p>Increase the maximum amount of financial resources that may be applied for share repurchases during 2011 to Ps. \$1,850'000,000.00 (One thousand, Eight Hundred Fifty Million Pesos 00/100).</p>	<p>In favor:</p> <p>Abstain:</p> <p>Against:</p>
<p><b>4. External Auditor's Report regarding the Company's tax status.</b></p>	Not voted
<p><b>5. Designate the delegate(s) to formalize and execute the resolutions passed by the Assembly.</b></p>	<p>In favor:</p> <p>Abstain:</p> <p>Against:</p>
<p><b>6. Drafting, reading and approval of the Assembly's minutes.</b></p>	<p>In favor:</p> <p>Abstain:</p> <p>Against:</p>

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

\_\_\_\_\_

Signed by:

Firm:

Dated: