

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

MANAGEMENT PROXY OF THE CORPORATION FOR THE ANNUAL GENERAL SHAREHOLDER'S MEETING

This is to certify that the undersigned, a voting member of Grupo Financiero Banorte, S.A.B. de C.V., has designated 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 Annual General Shareholders' Meeting to be held on April 27th, 2012, at 10:00 am, 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.

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.

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For further details related to the following points of the agenda, please consult the attached document: "AGM - Resolution Proposals April 27, 2012"

Annual General Shareholder's Meeting

<p>1. Approval of the reports referred in section IV, Article 28 of the Securities Market Law, corresponding to the year ended December 31st, 2011.</p>	<p>In favor: Abstain: Against:</p>
<p>2. Distribution of profits.</p>	<p>In favor: Abstain: Against:</p>
<p>3. Approval of a proposed cash dividend payment, equivalent to Ps \$0.18 per share.</p>	<p>In favor: Abstain: Against:</p>
<p>4. Appointment of the members of the Company's Board of Directors and qualify their independence.</p> <p>a) It is submitted to vote independently for each of the following Members:</p>	
<p>Proprietary Members</p>	
<p>I. Roberto Gonzalez Barrera, Chairman Emeritus, Patrimonial</p> <p>II. Guillermo Ortiz Martinez, Chairman, Related</p> <p>III. Bertha Gonzalez Moreno, Patrimonial</p> <p>IV. David Villarreal Montemayor, Patrimonial</p>	<p>In favor: Abstain: Against:</p> <p>In favor: Abstain: Against:</p> <p>In favor: Abstain: Against:</p> <p>In favor: Abstain:</p>

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V.	Manuel Saba Ades, Patrimonial	Against: In favor: Abstain:
VI.	Alfredo Elías Ayub, Independent	Against: In favor: Abstain:
VII.	Herminio Blanco Mendoza, Independent	Against: In favor: Abstain:
VIII.	Everardo Elizondo Almaguer, Independent	Against: In favor: Abstain:
IX.	Patricia Armendariz Guerra, Independent	Against: In favor: Abstain:
X.	Armando Garza Sada, Independent	Against: In favor: Abstain:
XI.	Hector Reyes Retana, Independent	Against: In favor: Abstain:
XII.	Juan Carlos Braniff Hierro, Independent	Against: In favor: Abstain:
XIII.	Eduardo Livas Cantu, Independent	Against: In favor: Abstain:
XIV.	Enrique Castillo Sanchez Mejorada, Related	Against: In favor: Abstain:
XV.	Alejandro Valenzuela del Rio, Related	Against: In favor: Abstain:

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Alternate Members		
XVI.	Jesus O. Garza Martinez, Related	In favor: Abstain: Against:
XVII.	Juan Antonio Gonzalez Moreno, Patrimonial	In favor: Abstain: Against:
XVIII.	Jose G. Garza Montemayor, Patrimonial	In favor: Abstain: Against:
XIX.	Alberto Saba Ades, Patrimonial	In favor: Abstain: Against:
XX.	Isaac Becker Kabacnik, Independent	In favor: Abstain: Against:
XXI.	Manuel Aznar Nicolin, Independent	In favor: Abstain: Against:
XXII.	Javier Martinez Abrego, Independent	In favor: Abstain: Against:
XXIII.	Carlos Chavarria Garza, Independent	In favor: Abstain: Against:
XXIV.	Ramon A. Leal Chapa, Independent	In favor: Abstain: Against:
XXV.	Julio Cesar Mendez Rubio, Independent	In favor: Abstain: Against:
XXVI.	Guillermo Mascareñas Milmo, Independent	In favor: Abstain: Against:

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XVII. Alfredo Livas Cantu, Independent	In favor: Abstain: Against:
XVIII. Javier Molinar Horcasitas, Related	In favor: Abstain: Against:
XIX. Jose Marcos Ramirez Miguel, Related	In favor: Abstain: Against:
b) It is proposed in accordance with Article Forty of the Corporate By-Laws, that the Board Members are exempt from the responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.	In favor: Abstain: Against:
c) It is proposed to appoint Hector Avila Flores as Secretary to the Board of Directors, who will not be part of the Board.	In favor: Abstain: Against:
5. Determine the compensation for the Members of the Company's Board of Directors.	In favor: Abstain: Against:
6. Designation of the Members of the Audit and Corporate Practices' Committee. The proposal is to designate the following persons as members of the Committee:	
Hector Reyes Retana- Chairman	In favor: Abstain: Against:
Herminio Blanco Mendoza	In favor: Abstain: Against:
Manuel Aznar Nicolin	In favor: Abstain: Against:
Patricia Armendariz Guerra	In favor: Abstain: Against:

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7. 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: Abstain: Against:
8. Approval to Certify the Company's By-Laws.	In favor: Abstain: Against:
9. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	In favor: Abstain: Against:
10. Drafting, reading and approval of the Assembly's minutes.	In favor: Abstain: Against:

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

Signed by:
Firm:
Dated: