

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

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### SUMMARY OF RESOLUTIONS APPROVED BY THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON FEBRUARY 17, 2012.

Represented Shares: 2,124'001,640 Series "O" shares of a total of 2,326'357,782 representing 91.3% of the total subscribed and paid shares of the Company's capital.

**FIRST:** As a result of the merger of Ixe Casa de Bolsa, S.A. de C.V., Grupo Financiero Banorte, as merging entity with Casa de Bolsa Banorte, S.A. de C.V., Grupo Financiero Banorte, as the merged entity, it was approved to modify Article Second of the Corporate By-laws of the Company, in order to be worded as follows:

**"ARTICLE SECOND:- SHAREHOLDING.** Under the terms of Article 15 of the Law to Regulate Financial Groups, the Company participates in the following financial institutions:

- 1.- Banco Mercantil del Norte, S.A., Institución de Banca Múltiple, Grupo Financiero Banorte.
- 2.- Arrendadora y Factor Banorte, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte.
- 3.- Almacenadora Banorte, S.A. de C.V., Organización Auxiliar del Crédito, Grupo Financiero Banorte.
- 4.- Pensiones Banorte Generali, S.A. de C.V., Grupo Financiero Banorte.
- 5.- Seguros Banorte Generali, S.A. de C.V., Grupo Financiero Banorte.
- 6.- Ixe Banco, S.A., Institución de Banca Múltiple, Grupo Financiero Banorte
- 7.- Fincasa Hipotecaria, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte.
- 8.- Ixe Automotriz, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte.
- 9.- Ixe Casa De Bolsa, S.A. de C.V., Grupo Financiero Banorte.
- 10.- Ixe Fondos, S.A. de C.V., Sociedad Operadora de Sociedades de Inversión, Grupo Financiero Banorte.
- 11.- Ixe Soluciones, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte.

The Company may participate, upon authorization from the Ministry of Finance and Public Credit in the capital of other financial institutions or companies that provide complementary or auxiliary services to one or more of the group's financial institutions, as well as other companies authorized by the Ministry of Finance and Public Credit through general dispositions."

**SECOND:** The text was approved and it was authorized to subscribe the Agreement of Shared Responsibilities including all of Grupo Financiero Banorte, S.A.B. de C.V.

**THIRD:** This statutory reform is conditional upon obtaining approval from the Ministry of Finance and Public Credit (SHCP), with the understanding that the delegates appointed by the Assembly may carry out the adjustments or amendments to that resolution specified by the SHCP.

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

**FIFTH:** The minutes of this Meeting were approved.

**SIXTH:** The Meeting's minutes and all documents related to the development of the Assembly were filed.

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

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

Management Proposals	Vote	No. of Shares	Percentage of the shares represented in the Shareholders' Meeting	Percentage of total shareholders' equity
I. Approval to modify Article Second of the Corporate By-laws of the Company, in order to exclude Casa de Bolsa Banorte as an integrated entity of GFNorte, as a result of its merger with Ixe Casa de Bolsa, and the authorization to subscribe the Agreement of Shared Responsibilities.	In Favor	1,791,181,320	84.3%	77.0%
	Abstain & Against	332,820,320	15.7%	14.3%
II. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	In Favor	1,791,181,320	84.3%	77.0%
	Abstain & Against	332,820,320	15.7%	14.3%
III. Drafting, reading and approval of the Assembly's minutes.	In Favor	1,791,181,320	84.3%	77.0%
	Abstain & Against	332,820,320	15.7%	14.3%

**SUMMARY OF RESOLUTIONS APPROVED BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON FEBRUARY 17, 2012.**

Represented Shares: 2,124'001,640 Series "O" shares of a total of 2,326'357,782 representing 91.3% of the total subscribed and paid shares of the Company's capital.

**FIRST:** It was approved to distribute a cash dividend of Ps. \$ 0.17 per share, against delivery of coupon 3, derived from the retained earnings of previous years. This dividend corresponds to the second of three payments 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 during the on February 29th, 2012, through S.D. Indeval, Institucion para el Deposito de Valores, S.A. de C.V. (Institution for the Securities' Deposit), 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.

**SECOND:** The payment of the remainder of the dividend proposed by the Company's Board of Directors, amounts to \$ 0.18 per share, to be covered in the month of May 2012, with previous resolutions taken by the Shareholders' Meeting to be held for this purpose.

**THIRD:** It was approved to modify the Regional Boards' functions to be as follows:

a) Each Regional Board will be constituted by the number of members determined by the Chairman of the Board of Directors.

b) Members of the Regional Boards will be elected and, if the case, removed by the Chairman of the Board of Directors and will remain in office for 2 years, with the possibility of being reelected for any number of times.

c) The Regional Boards will meet 3 times a year or when convened by the Chairman of the Board of Directors.

Aside from this changes, the rest of the faculties, duties and other operational rules of the Regional Boards, which were constituted by the Annual Ordinary General Shareholders' Meeting held on July 21st, 2011, will continue to be valid for all the corresponding effects.

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

**FIFTH:** The minutes of this Meeting were approved.

**SIXTH:** The Meeting's minutes and all documents related to the development of the Assembly were filed.

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

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

Management Proposals	Vote	No. of Shares	Percentage of the shares represented in the Shareholders' Meeting	Percentage of total shareholders' equity
I. Approval of a proposed cash dividend payment equivalent to Ps. \$0.17 per share.	In Favor	1,791,181,320	84.3%	77.0%
	Abstain & Against	332,820,320	15.7%	14.3%
II. Approval to modify the functions of the Regional Boards.	In Favor	1,791,181,320	84.3%	77.0%
	Abstain & Against	332,820,320	15.7%	14.3%
III. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	In Favor	1,791,181,320	84.3%	77.0%
	Abstain & Against	332,820,320	15.7%	14.3%
IV. Drafting, reading and approval of the Assembly's minutes.	In Favor	1,791,181,320	84.3%	77.0%
	Abstain & Against	332,820,320	15.7%	14.3%