

**SUMMARY OF RESOLUTIONS APPROVED BY THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON APRIL 29th, 2011.**

Represented Shares: 1,796,673,283 Series "O" shares of a total of 2,326'357,782 representing 77.23% of the total subscribed and paid shares of the Company's stock capital.

**First:** The Chief Executive Officer's Annual Report was approved with a prior opinion provided by the Board of Directors. The report was prepared according to Article 44, Section XI of the "Ley del Mercado de Valores" (Securities Market Law), which contains among other things, the balance sheet, the income statement, the statement of changes in the financial position and statement of changes in the Company's stockholders' equity as of December 31st, 2010.

**Second:** The Board of Directors' Annual Report was approved, in accordance with Article 172, paragraph b) of the General Corporate's Law, which declares and explains the main policies and accounting information and criteria followed in preparing the financial information to December 31st, 2010.

**Third:** The Annual Report regarding the operations and activities in which the Board of Directors was involved, was approved.

**Fourth:** The Annual Report regarding the activities of the Audit and Corporate Practices' Committee was approved.

**Fifth:** Each and every one of the operations carried out by the Company during the year ended December 31st, 2010 were approved and the actions carried out by the Board of Directors, the Chief Executive Officer and the Audit and Corporate Practices' Committee during the same period, were ratified.

**Sixth:** It was approved to fully apply into the account "Retained Earnings from prior Years" the amount provided by the Company's financial statements of Ps. \$ 6,705,043,285.33 (Six Thousand Seven Hundred Five Million Forty Three Thousand Two Hundred and Eighty Five Pesos 33/100), which represents the net income for 2010.

The Company has fully constituted the "Reserve Fund", according to Article Forty-Fourth of its by-laws, so it is not required to set aside any amount for this item.

**Seventh:** It was approved to distribute a cash dividend of Ps. \$ 0.18 per share derived from the retained earnings of previous years against the delivery of Coupon 1, which corresponds to the third and last payment to cover a total amount

of Ps. \$ 0.52 per share, which was approved by the Group's Board of Directors.

The dividend will be paid on May 10<sup>th</sup>, 2011, 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 or Assistant 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.

**Eighth:** It was approved that the Board of Directors will be integrated by 16 regular members and if the case, by their respective alternates. To that effect, the following persons were appointed with their respective duties for the year 2011, and the corresponding members' independence was qualified since they do not fall within the restrictions outlined in the Securities Market Law. Also the quality of the Patrimonial and Related members was identified under the terms outlined by the Best Corporate Practices Code.

The following Members were submitted to an independent vote each:

- i. Roberto Gonzalez Barrera was appointed as Chairman Emeritus and Patrimonial Member of the Board of Directors\*.
- ii. Guillermo Ortiz Martinez was appointed as Chairman of the Board and Related Member of the Board of Directors.
- iii. Rodolfo Barrera Villarreal was appointed as Patrimonial Member of the Board of Directors.
- iv. Bertha Gonzalez Moreno was appointed as Patrimonial Member of the Board of Directors.
- v. Jose G. Garza Montemayor was appointed as Patrimonial Member of the Board of Directors.
- vi. David Villarreal Montemayor was appointed as Patrimonial Member of the Board of Directors.
- vii. Francisco Alcala de Leon was appointed as Independent Board Member of the Board of Directors.
- viii. Eduardo Livas Cantu was appointed as Related Member of the Board of Directors.
- ix. Eugenio Clariond Reyes-Retana was appointed as Independent Member of the Board of Directors.
- x. Herminio Blanco Mendoza was appointed as Independent Member of the Board of Directors.
- xi. Manuel Aznar Nicolin was appointed as Independent Member of the Board of Directors.
- xii. Jacobo Zaidenweber Cvilich was appointed as Independent Member of the Board of Directors.

- xiii. Alejandro Valenzuela del Río was appointed as Related Member of the Board of Directors.
- xiv. Isaac Hamui Mussali was appointed as Independent Member of the Board of Directors.
- xv. Everardo Elizondo Almaguer was appointed as Independent Member of the Board of Directors.
- xvi. Patricia Armendariz Guerra was appointed as Independent Member of the Board of Directors.
- xvii. Roberto Gonzalez Moreno was appointed as Patrimonial Alternate Member of the Board of Directors.
- xviii. Jesus L. Barrera Lozano was appointed as Patrimonial Alternate Member of the Board of Directors.
- xix. Juan Antonio Gonzalez Moreno was appointed as Patrimonial Alternate Member of the Board of Directors.
- xx. Javier Martinez Abrego was appointed as Patrimonial Alternate Member of the Board of Directors.
- xxi. Carlos Chavarria Garza was appointed as Patrimonial Alternate Member of the Board of Directors.
- xxii. Luis Manuel Merino Villasante was appointed as Independent Alternate Member of the Board of Directors.
- xxiii. Alfredo Livas Cantu was appointed as Related Alternate Member of the Board of Directors.
- xxiv. Benjamin Clariond Reyes-Retana was appointed as Independent Alternate Member of the Board of Directors.
- xxv. Simon Nizri Cohen was appointed as Independent Alternate Member of the Board of Directors.
- xxvi. Cesar Verdes Quevedo was appointed as Independent Alternate Member of the Board of Directors.
- xxvii. Isaac Becker Kabacnik was appointed as Independent Alternate Member of the Board of Directors.
- xxviii. Sergio Garcia Robles Gil was appointed as Related Alternate Member of the Board of Directors.

\*According to the Corporate By-laws, the Chairman Emeritus has no Alternate.

**Ninth:** In accordance with Article Forty of the Corporate By-Laws, Board Members included in the preceding paragraph are exempt from the obligation of providing a bond or monetary guarantee for backing their performance when carrying out their duties.

**Tenth:** It is determined to pay Regular and Alternate Board Members, as compensation for each attended meeting, a net amount of taxes equivalent to two gold coins with a nominal value of Fifty Pesos (commonly referred to as

“centenarios”), priced according to the corresponding market quote on the date of each session.

**Eleventh:** The following persons were appointed as members of the Committee that will have the functions of the Audit and Corporate Practices, including its Chairman:

Francisco Alcala de Leon - Chairman  
Herminio Blanco Mendoza  
Manuel Aznar Nicolin  
Patricia Armendariz Guerra

**Twelfth:** The Board of Directors’ Report regarding the purchase and sale of proprietary shares carried out during 2010 within the terms of the Treasury’s Policy for Share Acquisition and Sale was approved, which resulted in a profit of Ps. \$ 4,588,963.67 (Four Million Five Hundred Eighty Eight Thousand Nine Hundred and Sixty Three Pesos 67/100). The year-end price of the Company’s shares was Ps. \$ 58.86 and the fund held zero shares at yearend.

**Thirteenth:** It was approved to allocate the amount of Ps. \$500,000,000.00 (Five Hundred Million Pesos 00/100), charged against shareholders’ equity, to purchase Company’s shares during 2011, subject to the Treasury’s Policy for Share Acquisition and Sale.

**Fourteenth:** It was approved to certify the by-laws of Grupo Financiero Banorte S.A.B. de C.V.

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

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

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

Management Proposals	Vote	No. of Shares	Percentage of the shares represented in the Shareholders' Meeting	Percentage of total shareholders' equity
I. Approval of the Reports year ended December 31st, 2010.	In Favor	1,731,797,130	96.4%	74.4%
	Against	291,576	0.0%	0.0%
	Abstain	64,584,577	3.6%	2.8%
II. Distribution of Profits	In Favor	1,795,568,945	99.9%	77.2%
	Against	575,363	0.0%	0.0%
	Abstain	528,975	0.0%	0.0%
III. Approval of a Cash Dividend Payment equivalent to Ps \$0.18 per share.	In Favor	1,795,568,945	99.9%	77.2%
	Against	575,363	0.0%	0.0%
	Abstain	528,975	0.0%	0.0%
IV. Appointment of the Company's Board of Directors Members and qualify their Independence.	In Favor	1,760,698,923	98.0%	75.7%
	Against	35,445,385	2.0%	1.5%
	Abstain	528,975	0.0%	0.0%
V. Determine the Compensation for the Company's Board of Directors Members.	In Favor	1,794,637,745	99.9%	77.1%
	Against	291,576	0.0%	0.0%
	Abstain	1,743,962	0.1%	0.1%
VI. Designation of the Audit and Corporate Practices' Committee Members.	In Favor	1,781,918,739	99.2%	76.6%
	Against	13,941,782	0.8%	0.6%
	Abstain	812,762	0.0%	0.0%
VII. Board of Directors' Report Regarding Shares Repurchase Transactions carried out during 2010 and the determination of the maximum amount of Financial Resources that will be applied for Share Repurchases during 2011.	In Favor	1,787,913,004	99.5%	76.9%
	Against	7,300,104	0.4%	0.3%
	Abstain	1,460,175	0.1%	0.1%

Management Proposals	Vote	No. of Shares	Percentage of the shares represented in the Shareholders' Meeting	Percentage of total shareholders' equity
VIII. Approval to certify the Company's By-Laws.	In Favor	1,734,192,949	96.5%	74.5%
	Against	13,502,668	0.8%	0.6%
	Abstain	48,977,666	2.7%	2.1%
IX. Designation of Delegate(s) to formalize and execute the Resolutions passed by the Assembly.	In Favor	1,795,568,945	99.9%	77.2%
	Against	291,576	0.0%	0.0%
	Abstain	812,762	0.0%	0.0%
X. Approval of the Assembly's Minutes.	In Favor	1,796,654,483	100.0%	77.2%
	Against	0	0.0%	0.0%
	Abstain	18,800	0.0%	0.0%