

**SUMMARY OF RESOLUTIONS APPROVED BY THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON JULY 21, 2011.**

Represented Shares: 1,947,161,464 Series "O" shares of a total of 2,326'357,782 representing 83.7% of the total subscribed and paid shares of the Company's capital.

**FIRST:** It was approved to reform Article Twenty-Nine of the Corporate By-Laws, so that the Board of Directors is comprised of 15 members, and if the case, by their respective alternates.

Board Members may be appointed for defined periods of 3 years with the possibility of reelection, seeking a generational balance, ensuring that at least 50% of the Members are independent in accordance to international best practices.

**SECOND:** The statutory reform will be conditional upon obtaining approval from the Ministry of Finance and Public Credit (SHCP), in terms of Article 17 of the Law to Regulate Financial Groups.

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

**FOURTH:** 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 changes to the Corporate By-laws of the Company.	In Favor	1,570,756,774	80.7%	67.5%
	Abstain & Against	376,404,689	19.3%	16.2%
II. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	In Favor	1,579,829,570	81.1%	67.9%
	Abstain & Against	367,331,894	18.9%	15.8%
III. Drafting, reading and approval of the Assembly's minutes.	In Favor	1,579,829,570	81.1%	67.9%
	Abstain & Against	367,331,894	18.9%	15.8%

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Represented Shares: 1,947,161,464 Series "O" shares of a total of 2,326'357,782 representing 83.7% of the total subscribed and paid shares of the Company's capital.

**FIRST:** It was approved that the Board of Directors will be integrated by 15 regular members and if the case, by their respective alternates. As a result, the following new members are designated:

- i. Héctor Reyes Retana was appointed as Proprietary Independent Member of the Board.
- ii. Juan Carlos Braniff Hierro was appointed as Proprietary Independent Member of the Board.
- iii. Armando Garza Sada was appointed as Proprietary Independent Member of the Board.
- iv. Manuel Saba Ades was appointed as Proprietary Patrimonial Member of the Board.
- v. Enrique Castillo Sánchez Mejorada was appointed as Proprietary Related Member of the Board.
- vi. José G. Garza Montemayor was appointed as Alternate Patrimonial Member of the Board.
- vii. Manuel Aznar Nicolín was appointed as Alternate Independent Member of the Board.
- viii. Javier Molinar Horcasitas was appointed as Alternate Related Member of the Board.
- ix. Alberto Saba Ades was appointed as Alternate Patrimonial Member of the Board.
- x. Ramón A. Leal Chapa was appointed as Alternate Independent Member of the Board.
- xi. Julio César Méndez Rubio was appointed as Alternate Independent Member of the Board.
- xii. Guillermo Mascareñas Milmo was appointed as Alternate Independent Member of the Board.
- xiii. José Marcos Ramírez Miguel was appointed as Related Alternate Member of the Board.

**SECOND:** It was approved to qualify the corresponding members' independence as long as they do not fall within the restrictions outlined in the Mexican Securities Market Law. Also the Patrimonial and Related members are identified under the terms outlined by the Best Corporate Practices Code.

**THIRD:** 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.

**FOURTH:** The following persons will no longer serve on the Board of Directors and are liberated from any future legal responsibility for carrying out their duties:

- i. Rodolfo F. Barrera Villarreal.
- ii. Eugenio Clariond Reyes-Retana.

- iii. Jacobo Zaidenweber Cvilich.
- iv. Isaac Hamui Mussali.
- v. Jesús L. Barrera Lozano.
- vi. Luis Manuel Merino de Villasante.
- vii. Benjamín Clariond Reyes-Retana.
- viii. Simón Nizri Cohen.
- ix. César Verdes Quevedo.
- x. Sergio García Robles Gil.

**FIFTH:** Except for the aforementioned changes, the other members of the Board designated in the Annual Ordinary General Shareholders' Meeting held on April 29, 2011, will continue to exercise their functions.

**SIXTH:** As a consequence this, the Board would be integrated as follows:

#### PROPRIETARY MEMBERS

1.	Roberto González Barrera	Chairman Emeritus	Patrimonial
2.	Guillermo Ortiz Martínez	Chairman	Related
3.	Bertha González Moreno		Patrimonial
4.	David Villarreal Montemayor		Patrimonial
5.	Manuel Saba Ades		Patrimonial
6.	Francisco Alcalá de León		Independent
7.	Herminio Blanco Mendoza		Independent
8.	Everardo Elizondo Almaguer		Independent
9.	Patricia Armendáriz Guerra		Independent
10.	Armando Garza Sada		Independent
11.	Héctor Reyes Retana		Independent
12.	Juan Carlos Braniff Hierro		Independent
13.	Eduardo Livas Cantú		Independent
14.	Enrique Castillo Sánchez Mejorada		Related
15.	Alejandro Valenzuela del Río		Related

#### ALTERNATE MEMBERS

1.	*	
2.	Roberto González Moreno	Patrimonial
3.	Juan Antonio González Moreno	Patrimonial
4.	José G. Garza Montemayor	Patrimonial
5.	Alberto Saba Ades	Patrimonial
6.	Isaac Becker Kabacnik	Independent
7.	Manuel Aznar Nicolin	Independent
8.	Javier Martínez Abrego	Independent
9.	Carlos Chavarría Garza	Independent
10.	Ramón A. Leal Chapa	Independent
11.	Julio Cesar Méndez Rubio	Independent
12.	Guillermo Mascareñas Milmo	Independent
13.	Alfredo Livas Cantú	Independent
14.	Javier Molinar Horcasitas	Related

## ALTERNATE MEMBERS

### 15. José Marcos Ramírez Miguel

Related

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

**SEVENTH:** It was approved to constitute an Advisory Board to be denominated as so, or as determined by the Chairman of the Board, and it will serve as a consultative and advisory body to the Chairman of the Board.

- i. **Members:** It was approved that the Advisory Board should be constituted by 10 members, who must have the technical quality, honesty and satisfactory credit history, as well as extensive knowledge and experience in the financial, legal or administrative fields, and who may, may not be or have been members of the Board of Directors. The members of the Advisory Board should be elected by the Shareholders' Assembly or by the Board of Directors, as a proposal of its Chairman and Chairman Emeritus.

Members will remain in office for a period of 3 years, with the possibility of being reelected in various occasions (although the Shareholders' Assembly or the Board of Directors may remove any of these members) and will receive the compensation that the Shareholders' Assembly or the Board of Directors establishes.

- ii. **Meetings:** It was approved that the Advisory Board meets when convened by its Chairman.
- iii. **Faculties:** It was approved that the Advisory Board will only function as a consultative and advisory body to the Board of Directors through the Chairman of the Board. Its functions will be to give opinions and advice to the Board on issues related to the development of the Company, new business opportunities or issues that the Board of Directors' Chairman submits to their consideration. These opinions will be delivered to the Board of Directors' Chairman, who may refer them to the Board of Directors.

**EIGHTH:** It was approved to constitute Regional Boards of the Company, primarily in the Northwestern region and subsequently in the cities of Monterrey, Nuevo Leon, Guadalajara, Jalisco, Merida, Yucatan, and Mexico City, and they will be named as determined by the Chairman of the Board, in order to serve as consultative and advisory bodies to the Chairman of Board of Directors.

- i. **Members:** It was approved that each Regional Board will be constituted by 20 members, who must have the technical quality, honesty and satisfactory credit history, as well as extensive knowledge and experience in the financial, legal or administrative fields, develop their activities in the respective regions and are not be members of the Board of Directors. Members of each Regional Board shall be elected by the Chairman of the Board of Directors.

It was approved that the members remain in office for 1 year, with the possibility of being reelected for any number of times and will receive the compensation that the Shareholders' Assembly or the Board of Directors' establishes.

- ii. **Meetings:** It was approved that each Regional Board meets semi-annually or when convened by the Chairman of the Board of Directors. In all sessions, an executive from Grupo Financiero Banorte S.A.B. de C.V. must attend, who will be assigned by the

Chairman of the Board of Directors.

- iii. **Faculties:** It was approved that each Regional Board will only function as a consultative and advisory body to the Board of Directors, therefore its functions will be to give opinions and advice on trends and opportunities in their region, as well as those issues that the Board of Directors submit to their consideration. In addition, it will function as an organism to reach the business community in each region.

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

**TENTH:** 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 proposed changes in the composition of the Board of Directors.	In Favor	1,561,234,061	80.2%	67.1%
	Abstain & Against	385,927,402	19.8%	16.6%
II. Approval of the proposal to constitute an Advisory Board, determination of its faculties, duties and other operational rules.	In Favor	1,568,827,991	80.6%	67.4%
	Abstain & Against	378,333,472	19.4%	16.3%
III. Approval of the proposal to constitute Regional Boards, determination of their faculties, duties and other operational rules.	In Favor	1,568,633,275	80.6%	67.4%
	Abstain & Against	378,528,189	19.4%	16.3%
IV. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	In Favor	1,570,191,004	80.6%	67.5%
	Abstain & Against	376,970,459	19.4%	16.2%
V. Drafting, reading and approval of the Assembly's minutes.	In Favor	1,570,191,004	80.6%	67.5%
	Abstain & Against	376,970,459	19.4%	16.2%