

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

### SUMMARY OF RESOLUTIONS APPROVED BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON JANUARY 21, 2015.

Shares Represented: 2,344,038,672 Series "O" shares, representing 84.52% of a total of 2,773,441,717 subscribed, paid and voting shares of the Company's capital.

**FIRST:** Approval to distribute a cash dividend from the Retained Earnings of Prior Years of Ps. 0.2435 per share, against delivery of coupon No. 14. This dividend is the second of four payments to be made for a total amount of Ps. 0.9740 per share, equivalent to Ps. 2.70 billion. This amount was approved by the Group's Board of Directors on July 24, 2014; thereby, it will be proposed in subsequent Shareholders' Assemblies to decree additional dividends for a total amount of Ps. 0.4870 per share, to be covered in two installments of Ps. 0.2435 in April and July 2015.

The total amount of the dividend to be paid represents 20% of the recurring profits of 2013 and the payout ratio was determined according to the dividend policy approved in October 2011, which establishes a payment of 20% of recurring net income in the event that annual profit growth is greater than 20%.

The second disbursement will be paid on January 30, 2015, through S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V. (Institution for 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 Electrónico de Envío y Difusión de Información" (SEDI) of the Mexican Stock Exchange.

**SECOND:** Designation of Special Delegates in this Assembly.

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 (voting shares)
I. Approval of a proposed cash dividend payment equivalent to Ps 0.2435 per share.	In Favor	1,856,120,305	79.2%	66.9%
	Abstain & Against	487,918,367	20.8%	17.6%
II. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	In Favor	1,842,211,686	78.6%	66.4%
	Abstain & Against	501,826,986	21.4%	18.1%