

SUMMARY OF RESOLUTIONS APPROVED BY THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON APRIL 24 , 2015.

Shares Represented: 1,777'260,231 Series "O" shares, representing 64.07% of a total of 2,773'729,563 subscribed, paid and voting shares of the Company's capital.

FIRST: The Chief Executive Officer's Annual Report was approved with 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 stockholders' equity and the statement of changes in the Company's cash flow as of December 31st, 2014.

SECOND: The Board of Directors' Annual Report was approved, in which the main policies and accounting information and criteria are declared and explained, followed by the financial information as of December 31st, 2014, in accordance with Article 172, paragraph b) of the "Ley General de Sociedades Mercantiles" (General Corporate's Law).

THIRD: The Annual Report regarding 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, 2014 were approved and the acts 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 apply the total amount provided by the Company's financial statements of Ps. 15,353'582,612.13 (FIFTEEN BILLION, THREE HUNDRED FIFTY-THREE MILLION, FIVE HUNDRED EIGHTY-TWO THOUSAND, SIX HUNDRED AND TWELVE PESOS 13/100), which represents the net income for 2014, into the account "Retained Earnings from prior Years", it was not necessary to allocate resources into the account "Legal Reserve" as it is fully constituted.

SEVENTH: It was approved to distribute a cash dividend of Ps. 0.4870 per share, derived from the fiscal net income as of December 31, 2013, and which will be paid in two installments of Ps. 0.2435, against delivery of coupons No. 15 and 16. These dividends correspond to the third and fourth of four payments that will be made for a total amount of Ps. 0.9740 per share, equivalent to Ps. 2.70 billion, amount approved by the Group's Board of Directors on July 24th, 2014.

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%.

It was approved that the third and fourth disbursements be paid on April 30th, and July 31st, 2015, through S.D. Indeval, Institución para el Depósito 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 León and through Sistema Electrónico de Envío y Difusión de Información (Electronic Delivery and Information Diffusion System) of the Mexican Stock Exchange.

EIGHTH: It was approved that the Board of Directors be integrated by 15 Proprietary members and if the case, by their respective Alternates, appointing the following people and their duties for the year 2015, qualifying the corresponding members' independence since they do not fall within the restrictions outlined in the Securities Market Law:

- i. **Carlos Hank Gonzalez** was appointed as Chairman and Proprietary Member of the Board of Directors.
- ii. **Juan Antonio Gonzalez Moreno** was appointed as Proprietary Member of the Board of Directors.
- iii. **David Villarreal Montemayor** was appointed as Proprietary Member of the Board of Directors.
- iv. **Jose Marcos Ramirez Miguel** was appointed as Proprietary Member of the Board of Directors.
- v. **Everardo Elizondo Almaguer** was appointed as Independent Proprietary Member of the Board of Directors.
- vi. **Patricia Armendariz Guerra** was appointed as Independent Proprietary Member of the Board of Directors.
- vii. **Hector Reyes-Retana y Dahl** was appointed as Independent Proprietary Member of the Board of Directors.
- viii. **Juan Carlos Braniff Hierro** was appointed as Independent Proprietary Member of the Board of Directors.
- ix. **Armando Garza Sada** was appointed as Independent Proprietary Member of the Board of Directors.
- x. **Alfredo Elias Ayub** was appointed as Independent Proprietary Member of the Board of Directors.
- xi. **Adrian Sada Cueva** was appointed as Independent Proprietary Member of the Board of Directors.
- xii. **Miguel Aleman Magnani** was appointed as Independent Proprietary Member of the Board of Directors.
- xiii. **Alejandro Burillo Azcarraga** was appointed as Independent Proprietary Member of the Board of Directors.
- xiv. **Jose Antonio Chedraui Eguia** was appointed as Independent Proprietary Member of the Board of Directors.
- xv. **Alfonso de Angoitia Noriega** was appointed as Independent Proprietary Member of the Board of Directors.
- xvi. **Graciela Gonzalez Moreno** was appointed as Alternate Member of the Board of Directors.
- xvii. **Juan Antonio Gonzalez Marcos** was appointed as Alternate Member of the Board of Directors.
- xviii. **Jose Maria Garza Treviño** was appointed as Independent Alternate Member of the Board of Directors.
- xix. **Robert William Chandler Edwards** was appointed as Independent Alternate Member of the Board of Directors.
- xx. **Alberto Halabe Hamui** was appointed as Independent Alternate Member of the Board of Directors.
- xxi. **Roberto Kelleher Vales** was appointed as Independent Alternate Member of the Board of Directors.
- xxii. **Manuel Aznar Nicolín** was appointed as Independent Alternate Member of the Board of Directors.

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- xxiii. **Guillermo Mascareñas Milmo** was appointed as Independent Alternate Member of the Board of Directors.
- xxiv. **Ramon A. Leal Chapa** was appointed as Independent Alternate Member of the Board of Directors.
- xxv. **Isaac Becker Kabacnik** was appointed as Independent Alternate Member of the Board of Directors.
- xxvi. **Eduardo Livas Cantu** was appointed as Independent Alternate Member of the Board of Directors.
- xxvii. **Lorenzo Lazo Margain** was appointed as Independent Alternate Member of the Board of Directors.
- xxviii. **Javier Braun Burillo** was appointed as Independent Alternate Member of the Board of Directors.
- xxix. **Rafael Contreras Grosskelwing** was appointed as Alternate Independent Member of the Board of Directors.
- xxx. **Guadalupe Phillips Margain** was appointed as Alternate Member of the Board of Directors.

NINTH: Hector Avila Flores was appointed as Secretary to the Board of Directors, who will not be part of the Board.

TENTH: In accordance with Article Forty of the Corporate By-Laws, it was approved to exempt Board Members from responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.

ELEVENTH: It was determined to pay Proprietary and Alternate Board Members, if the case, 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.

TWELFTH: It is approved to designate Hector Reyes-Retana y Dahl as Chairman of the Audit and Corporate Practices Committee.

THIRTEENTH: The Board of Directors' Report regarding the purchase and sale of proprietary shares during 2014 was approved.

FOURTEENTH: It was approved to allocate the amount of Ps. 3,373'000,000.00 (THREE BILLION, THREE HUNDRED SEVENTY THREE MILLION PESOS 00/100), equivalent to 1.5% of the Financial Groups' market capitalization value as of December 2014, charged against equity, to purchase Company's shares during 2015, and will consider those transactions to be carried out in 2015 and until April 2016, subject to the Treasury's Policy for Transactions with Shares.

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

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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. Presentation and if the case, approval of the reports referred in section IV, Article 28 of the Securities Market Law, corresponding to the year ended December 31st, 2014.	In Favor	1,658,399,612	93.31%	59.79%
	Abstain & Against	118,860,619	6.69%	4.29%
II. Distribution of profits.	In Favor	1,706,985,820	96.05%	61.54%
	Abstain & Against	70,274,411	3.95%	2.53%
III. Discussion, and if the case, approval of a proposed cash dividend payment.	In Favor	1,706,985,820	96.05%	61.54%
	Abstain & Against	70,274,411	3.95%	2.53%
IV. Appointment of the members of the Company's Board of Directors proposed by the Designations Committee and qualify their independence.	In Favor	1,700,820,929	95.70%	61.32%
	Abstain & Against	76,439,302	4.30%	2.76%
V. Determine the compensation for the Members of the Company's Board of Directors..	In Favor	1,699,746,592	95.64%	61.28%
	Abstain & Against	77,513,639	4.36%	2.79%
VI. Designation of the Chairman of the Audit and Corporate Practices Committee.	In Favor	1,705,560,906	95.97%	61.49%
	Abstain & Against	71,699,325	4.03%	2.58%
VII. Board of Directors' Report regarding shares repurchase transactions carried out during 2014 and determination of the maximum amount of financial resources that will be applied for share repurchases during 2015.	In Favor	1,705,915,849	95.99%	61.50%
	Abstain & Against	71,344,382	4.01%	2.57%
VIII. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	In Favor	1,706,985,820	96.05%	61.54%
	Abstain & Against	70,274,411	3.95%	2.53%