

**SUMMARY OF RESOLUTIONS APPROVED BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON FEBRUARY 18<sup>th</sup>, 2011.**

Represented Shares: 1,801'404,602 Series "O" shares of a total of 2,018,347,548, representing 89.25% of the total shareholders' equity.

**FIRST:** Don Guillermo Ortiz Martinez was appointed as Chairman and Related Proprietary Member of the Board of Directors.

**SECOND:** Don Roberto Gonzalez Barrera was appointed as Chairman Emeritus of the Board of Directors, in the knowledge that his functions as Chairman Emeritus are subject to the approval by the Mexican Ministry of Finance and Public Credit to modify the Corporate By-Laws, in order to define the scope of his responsibilities.

**THIRD:** Apart from the changes formalized in the previous resolution, the rest of the members of the Board of Directors appointed by the Annual Ordinary General Shareholders' Meeting and the Ordinary General Shareholders' Meeting held on April 23<sup>rd</sup> and October 4<sup>th</sup>, 2010 respectively, will continue to hold the same positions.

**FOURTH:** 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.

**FIFTH:** A cash dividend of Ps 0.17 per share outstanding was approved to be paid to existing shareholders from retained earnings against the delivery of Coupon 13, corresponding to the second of three payments to cover the amount of Ps. \$ 0.52 per share, approved by the Group's Board of Directors.

Payment will be made through S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V (Institution for the Securities' Deposit) on February 28th, 2011 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 Electrónico de Envío y Difusión de Información” (SEDI) of the Mexican Stock Exchange.

**SIXTH:** The remaining dividend proposed by the Board of Directors in the amount of Ps 0.18 per share, will be paid in May 2011, subject to the approval through resolutions of the Shareholders' Meeting to be held for such purpose.

**SEVENTH:** Special delegates were appointed, to jointly or separately, carry out all the necessary steps to execute and to formalize the resolutions taken in this Meeting.

**EIGHTH:** 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
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<b>I. Changes in the Board of Directors</b>	In Favor	1,549'824,480	86.03%
	Against	11'379,436	0.63%
	Abstain	240'200,686	13.33%
<b>II. Approval of a proposal to pay a cash dividend.</b>	In Favor	1,567'250,917	87.00%
	Against	2'062,067	0.11%
	Abstain	232'091,618	12.88%
<b>III. Appointment of Delegates</b>	In Favor	1,560'750,849	86.64%
	Against	175,000	0.01%
	Abstain	240'478,753	13.35%
<b>IV. Approval of the Assembly's minutes</b>	In Favor	1,560'750,849	86.64%
	Against	175,000	0.01%
	Abstain	240'478,753	13.35%