

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

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### MANAGEMENT PROXY OF THE CORPORATION FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING

(According to the Update of Resolution Proposals submitted on April 9<sup>th</sup>, 2015)

This is to certify that the undersigned, a voting member of Grupo Financiero Banorte, S.A.B. de C.V. ("GFNORTE"), has designated Mr. Rafael Arana de la Garza, Chief Operating Officer, or Mrs. Ursula Wilhelm Nieto, Head of Investor Relations and Financial Intelligence, or \_\_\_\_\_ as her representative to cast all votes and express all approvals or disapprovals that said member may be entitled to cast or express at the Annual General Shareholders' Meeting to be held on April 24<sup>th</sup>, 2015, at 11:00 am, in the building located at Avenida Revolucion #3,000 Sur, Colonia Primavera, in Monterrey, Nuevo Leon, Mexico, and any lawfully adjourned meetings thereof, and for all purposes provided by the Articles of Incorporation, the By-Laws and the Annual Meeting call of Grupo Financiero Banorte.

The shares represented by this Proxy amounting to \_\_\_\_\_ shares will be voted pursuant to the instructions given below. All of the shares represented by this proxy will be voted as specified by the shareholder. However, if no instructions are given, this proxy will be voted IN FAVOR OF the proposals set out herein. In no event shall this proxy be valid for a period longer than 30 days after the first meeting for which it is given.

For further details related to the following points of the agenda, please consult the documents: "AGM Resolution Proposals April 24, 2015" (available at [www.banorte.com](http://www.banorte.com)) and the attached document "AGM Update Resolution Proposals April 24, 2015".

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

## Annual General Shareholders' Meeting

<b>1. 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 31<sup>st</sup>, 2014.</b>	In favor: Abstain: Against:
<b>2. Distribution of profits.</b>	In favor: Abstain: Against:
<b>3. Discussion, and if the case, approval of a proposed cash dividend payment.</b> It is proposed to distribute a cash dividend of Ps. 0.4870 per share, derived from the Retained Earnings of Previous Years, which will be covered in two installments of Ps. 0.2435 per share, respectively, in April 30 <sup>th</sup> and July 31 <sup>st</sup> , 2015 against delivery of coupons number 15 and 16, respectively.	In favor:  Abstain:  Against:
<b>4. Appointment of the members of the Company's Board of Directors proposed by the Designations Committee and qualify their independence.</b>	
<b>a) It is submitted to vote independently for each of the following Members:</b>	
<b>Proprietary Members</b>	
I. Carlos Hank Gonzalez, Chairman.	In favor: Abstain: Against:
II. Juan Antonio Gonzalez Moreno.	In favor: Abstain: Against:
III. David Villarreal Montemayor.	In favor: Abstain: Against:
IV. Jose Marcos Ramirez Miguel.	In favor: Abstain: Against:
V. Everardo Elizondo Almaguer, Independent.	In favor: Abstain: Against:
VI. Patricia Armendariz Guerra, Independent.	In favor: Abstain: Against:
VII. Hector Reyes-Retana y Dahl, Independent.	In favor: Abstain: Against:
VIII. Juan Carlos Braniff Hierro, Independent.	In favor: Abstain: Against:
IX. Armando Garza Sada, Independent.	In favor: Abstain: Against:
X. Alfredo Elias Ayub, Independent.	In favor: Abstain: Against:
XI. Adrian Sada Cueva, Independent.	In favor: Abstain: Against:

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XII. Miguel Aleman Magnani, Independent.	In favor: Abstain: Against:
XIII. Alejandro Burillo Azcarraga, Independent.	In favor: Abstain: Against:
XIV. Jose Antonio Chedraui Eguia, Independent.	In favor: Abstain: Against:
XV. Alfonso de Angoitia Noriega, Independent.	In favor: Abstain: Against:
<b>Alternate Members</b>	
XVI. Graciela Gonzalez Moreno.	In favor: Abstain: Against:
XVII. Juan Antonio Gonzalez Marcos.	In favor: Abstain: Against:
XVIII. Jose Maria Garza Treviño, Independent.	In favor: Abstain: Against:
XIX. Robert William Chandler Edwards, Independent.	In favor: Abstain: Against:
XX. Alberto Halabe Hamui, Independent.	In favor: Abstain: Against:
XXI. Roberto Kelleher Vales, Independent.	In favor: Abstain: Against:
XXII. Manuel Aznar Nicolin, Independent.	In favor: Abstain: Against:
XXIII. Guillermo Mascareñas Milmo, Independent.	In favor: Abstain: Against:
XXIV. Ramon A. Leal Chapa, Independent.	In favor: Abstain: Against:
XXV. Isaac Becker Kabacnik, Independent.	In favor: Abstain: Against:
XXVI. Eduardo Livas Cantu, Independent.	In favor: Abstain: Against:
XXVII. Lorenzo Lazo Margain, Independent.	In favor: Abstain: Against:
XXVIII. Javier Braun Burillo, Independent.	In favor: Abstain: Against:
XXIX. Rafael Contreras Grosskelwing, Independent.	In favor: Abstain: Against:

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XXX. Guadalupe Phillips Margain, Independent.	In favor: Abstain: Against:
<b>b) It is proposed to appoint Hector Avila Flores as Secretary to the Board of Directors, who will not be part of the Board.</b>	In favor: Abstain: Against:
<b>c) It is proposed in accordance with Article Forty of the Corporate By-Laws, that the Board Members be exempt from the responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.</b>	In favor: Abstain: Against:
<b>5. Determine the compensation for the Members of the Company's Board of Directors.</b>	In favor: Abstain: Against:
<b>6. Designation of the Chairman of the Audit and Corporate Practices Committee.</b> The proposal is to designate Hector Reyes-Retana y Dahl as Chairman of the Committee.	In favor: Abstain: Against:
<b>7. 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.</b>	In favor: Abstain: Against:
<b>8. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.</b>	In favor: Abstain: Against:

This Proxy shall be revocable, at any time, at the request of the undersigned voting member.

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Signed by:

Firm:

Date: