

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

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

(According to the Update of Resolution Proposals submitted on April 10, 2014)

This is to certify that the undersigned, a voting member of Grupo Financiero Banorte, S.A.B. de C.V., has designated Mr. David Suarez Cortazar, CFO and Head of Investor Relations, or _____ as his 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 25, 2014, at 11:00 am, in the building located at Avenida Revolucion 3000 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 attached document: "Update AGM Resolution Proposals April 25, 2014"

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

Annual General Shareholders' Meeting

1. Approval of the reports referred in section IV, Article 28 of the Securities Market Law, corresponding to the year ended December 31, 2013.	In favor: Abstain: Against:
2. Distribution of profits.	In favor: Abstain: Against:
3. Appointment of the members of the Company's Board of Directors and qualify their independence.	
a) It is submitted to vote independently for each of the following Members:	
Proprietary Members	
I. Guillermo Ortiz Martinez, Chairman, Related.	In favor: Abstain: Against:
II. Graciela Gonzalez Moreno, Patrimonial.	In favor: Abstain: Against:
III. David Villarreal Montemayor, Patrimonial.	In favor: Abstain: Against:
IV. Everardo Elizondo Almaguer, Independent.	In favor: Abstain: Against:
V. Alfredo Elias Ayub, Independent.	In favor: Abstain: Against:
VI. Herminio Blanco Mendoza, Independent.	In favor: Abstain: Against:
VII. Adrian Sada Cueva, Independent.	In favor: Abstain: Against:
VIII. Patricia Armendariz Guerra, Independent.	In favor: Abstain: Against:

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IX. Armando Garza Sada, Independent.	In favor: Abstain: Against:
X. Hector Reyes Retana y Dahl, Independent.	In favor: Abstain: Against:
XI. Juan Carlos Braniff Hierro, Independent.	In favor: Abstain: Against:
XII. Miguel Aleman Magnani, Independent.	In favor: Abstain: Against:
XIII. Alejandro Burillo Azcarraga, Independent.	In favor: Abstain: Against:
XIV. Juan Antonio Gonzalez Moreno, Patrimonial.	In favor: Abstain: Against:
XV. Alejandro Valenzuela del Rio, Related.	In favor: Abstain: Against:
Alternate Members	
XVI. Jesus O. Garza Martinez, Related.	In favor: Abstain: Against:
XVII. Alejandro Hank Gonzalez, Patrimonial.	In favor: Abstain: Against:
XVIII. Jose Maria Garza Treviño, Independent.	In favor: Abstain: Against:
XIX. Alberto Halabe Hamui, Independent.	In favor: Abstain: Against:
XX. Isaac Becker Kabacnik, Independent.	In favor: Abstain: Against:

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XXI. Manuel Aznar Nicolin, Independent.	In favor: Abstain: Against:
XXII. Eduardo Livas Cantu, Independent.	In favor: Abstain: Against:
XXIII. Roberto Kelleher Vales, Independent.	In favor: Abstain: Against:
XXIV. Ramon A. Leal Chapa, Independent.	In favor: Abstain: Against:
XXV. Julio Cesar Mendez Rubio, Independent.	In favor: Abstain: Against:
XXVI. Guillermo Mascareñas Milmo, Independent.	In favor: Abstain: Against:
XXVII. Lorenzo Lazo Margain, Independent.	In favor: Abstain: Against:
XXVIII. Alejandro Orvañanos Alatorre, Independent.	In favor: Abstain: Against:
XXIX. Juan Antonio Gonzalez Marcos, Patrimonial.	In favor: Abstain: Against:
XXX. Jose Marcos Ramirez Miguel, Related.	In favor: Abstain: Against:
b) It is proposed in accordance with Article Forty of the Corporate By-Laws, that the Board Members are exempt from the responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.	In favor: Abstain: Against:
c) It is proposed to appoint Hector Avila Flores as Secretary to the Board of Directors, who will not be part of the Board.	In favor: Abstain: Against:

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<p>4. Determine the compensation for the members of the Company's Board of Directors.</p>	<p>In favor: Abstain: Against:</p>
<p>5. Designation of the members of the Audit and Corporate Practices Committee.</p> <p>The proposal is to designate the following persons as members of the Committee (it is submitted to vote independently for each of the following members):</p>	
<p>Hector Reyes Retana y Dahl - Chairman.</p>	<p>In favor: Abstain: Against:</p>
<p>Herminio Blanco Mendoza.</p>	<p>In favor: Abstain: Against:</p>
<p>Manuel Aznar Nicolin.</p>	<p>In favor: Abstain: Against:</p>
<p>Patricia Armendariz Guerra.</p>	<p>In favor: Abstain: Against:</p>
<p>Julio Cesar Mendez Rubio.</p>	<p>In favor: Abstain: Against:</p>
<p>6. Designation of the members of the Risk Policies Committee.</p> <p>The proposal is to designate the following persons as members of the Committee (it is submitted to vote independently for each of the following members):</p>	
<p>Juan Carlos Braniff Hierro – Chairman.</p>	<p>In favor: Abstain: Against:</p>
<p>Alfredo Elias Ayub.</p>	<p>In favor: Abstain: Against:</p>
<p>Hector Reyes Retana y Dahl.</p>	<p>In favor: Abstain: Against:</p>
<p>Everardo Elizondo Almaguer.</p>	<p>In favor: Abstain: Against:</p>

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Eduardo Livas Cantu.	In favor: Abstain: Against:
Manuel Aznar Nicolin.	In favor: Abstain: Against:
Alejandro Valenzuela del Rio.	In favor: Abstain: Against:
Manuel Romo Villafuerte.	In favor: Abstain: Against:
Fernando Solis Soberon.	In favor: Abstain: Against:
Gerardo Zamora Nañez.	In favor: Abstain: Against:
Jose Marcos Ramirez Miguel.	In favor: Abstain: Against:
David Aaron Margolin Schabes – Secretary.	In favor: Abstain: Against:
7. Board of Directors' Report regarding shares repurchase transactions carried out during 2013 and determination of the maximum amount of financial resources that will be applied for share repurchases during 2014.	In favor: Abstain: Against:
8. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	In favor: Abstain: Against:

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

Signed by:

Firm:

Date: