

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

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

This is to certify that the undersigned, a voting member of Grupo Financiero Banorte, S.A.B. de C.V. (“GFNORTE”), has designated Mr. David Suarez, CFO, or _____ as his or her representative to cast all votes and express all approvals or disapprovals that said member may be entitled to cast or express at the Extraordinary General Shareholders' Meeting to be held on July 4, 2014, at 11:00 am, in the building located at Avenida Revolución 3000 Sur, Colonia Primavera, in Monterrey, Nuevo Leon, Mexico, and any lawfully adjourned meetings thereof, and for all purposes provided by 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: “EGM- Resolution Proposals July 4, 2014”

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

Extraordinary General Shareholders' Meeting

I. Discussion, and if the case, approval of changes to Article Second of the Corporate By-laws of the Company, in order to modify the legal denomination of Seguros Banorte Generali, S.A. de C.V., Grupo Financiero Banorte, and Pensiones Banorte Generali, S.A. de C.V., Grupo Financiero Banorte, to Seguros Banorte, S.A. de C.V., Grupo Financiero Banorte and Pensiones Banorte, S.A. de C.V., Grupo Financiero Banorte, respectively, and as a result, authorization to subscribe a new Agreement of Shared Responsibilities.	In favor: Abstain: Against:
II. Discussion, and if the case, approval to reform the Company's By-laws in order to adapt them to the Decree whereby various provisions in financial matters are reformed, added and repealed, and to the issuance of the Law Regulating Financial Groups published in the Official Gazette (Diario Oficial de la Federacion) on January 10, 2014, and as a result, authorization to subscribe a new Agreement of Shared Responsibilities; furthermore, to approve the total exchange of shares representing company's equity, so these comply with the requirements set forth in Article Eleventh of the By-laws.	In favor: Abstain: Against::
III. 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: