

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

MANAGEMENT PROXY OF THE CORPORATION FOR THE ORDINARY 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 Cortazar, CFO, 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 Ordinary General Shareholders' Meeting to be held on October 22, 2014, 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 attached document: “OGM Resolution Proposals October 22, 2014”

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

Ordinary General Shareholders' Meeting

<p>1. Discussion, and if the case, approval of the change of a Proprietary Member and his Alternate.</p> <p>At request of the Gonzalez Moreno family, it is proposed to appoint Carlos Hank Gonzalez as Proprietary Member, whereas Graciela Gonzalez Moreno (former Proprietary Member) would be his Alternate. Consequently, Alejandro Hank Gonzalez would no longer carry out his functions as Alternate Member, who is relieved from all responsibility for the legal performance of his position. It is submitted to independent voting:</p>	
<p>i. It is proposed to appoint Carlos Hank Gonzalez as Proprietary Member of the Board substituting Graciela Gonzalez Moreno.</p>	<p>In favor: Abstain: Against:</p>
<p>ii. It is proposed to appoint Graciela Gonzalez Moreno as Alternate Member of the Board substituting Alejandro Hank Gonzalez, who is relieved from all responsibility for the legal performance of his position.</p>	<p>In favor: Abstain: Against:</p>
<p>iii. Based on the Article Forty of the Corporate By-Laws, it is proposed that the formerly mentioned Members of de Board are exempt from the responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.</p>	<p>In favor: Abstain: Against:</p>
<p>2. Discussion, and if the case, approval of a proposed cash dividend payment equivalent to Ps 0.2435 per share.</p> <p>It is proposed to distribute a cash dividend of Ps. 0.2435 per share, derived from the Retained Earnings of Prior Years. This dividend corresponds to the first of four payments that will be made for a total amount of Ps. 0.9740 per share. It is proposed that the first disbursement be paid on October 31, 2014. The total amount of the dividend to be paid in four disbursements represents 20% of the recurring profits generated in 2013.</p>	<p>In favor: Abstain: Against:</p>
<p>3. Discussion, and if the case, approval of the establishment and operation of a share purchase plan to pay the incentive plans, according to the authorization of the Board of Directors.</p> <p>It is proposed to establish an incentive Plan for the employees of the Company and its Subsidiaries to be paid through representative shares of the Company's equity according to articles 57, 366 and 367 of the Securities Market Law.</p> <p>The objective of this Plan is to continue aligning the incentives between the management of the Financial Group and its shareholders, granting stock plans to executives as part of their total compensation in order to promote the achievement of the institutions' strategic goals. To operate the Plan, it is required to allocate funds for the acquisition of representative shares of the Company's equity. This may be operated through the share repurchase fund.</p> <p>It is proposed to delegate to the Human Resources Committee, acting through the Assignations' Committee, the faculty to establish the terms and conditions of the Plan. Furthermore, it is requested to ratify certain resolutions agreed formerly by the Board of Directors related to the implementation of the Plan.</p>	<p>In favor:</p> <p>Abstain:</p> <p>Against:</p>
<p>4. External Auditor's report on the Company's tax situation.</p>	<p>In favor: Abstain: Against</p>
<p>5. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.</p>	<p>In favor: Abstain: Against</p>

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

Signed by:

Firm:

Date: