

SUMMARY OF RESOLUTIONS APPROVED BY THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON APRIL 25 , 2014.

Represented Shares: 2,526'236,359 Series "O" shares of a total of 2,773'729,563 representing 91.08% of the total subscribed and paid shares of the Company's capital.

FIRST: The Chief Executive Officer's Annual Report was approved with prior opinion provided by the Board of Directors. The report was prepared according to Article 44, Section XI of the "Ley del Mercado de Valores" (Securities Market Law), which contains among others, the balance sheet, the income statement, the statement of changes in the stockholders' equity and the Company's cash flow statement as of December 31, 2013.

SECOND: The Board of Directors' Annual Report was approved, in which the main policies and accounting information and criteria are declared and explained, followed by the financial information as of December 31, 2013, in accordance with Article 172, paragraph b) of the General Law of Business Corporations.

THIRD: The Annual Report regarding operations and activities in which the Board of Directors was involved, was approved.

FOURTH: The Annual Report regarding the activities of the Audit and Corporate Practices Committee was approved.

FIFTH: Each and every one of the operations carried out by the Company during the year ended December 31, 2013 were approved and the acts carried out by the Board of Directors, the Chief Executive Officer and the Audit and Corporate Practices Committee during the same period, were ratified.

SIXTH: It was approved to apply the total amount provided by the Company's financial statements of Ps. 13,754'489,346.71 (thirteen billion, seven hundred fifty-four million, four hundred eighty-nine thousand, three hundred forty-six pesos 71/100), which represents the net income for 2013, into the account "Legal Reserve" for the amount of Ps. 313'160,246.70 (three hundred thirteen million, one hundred sixty thousand, two hundred forty-six pesos 70/100) and into the account "Retained Earnings from prior Years" the amount of Ps 13,441'329,100.01 (thirteen billion, four hundred forty-one million, three hundred twenty-nine thousand, one hundred pesos 1/100).

SEVENTH: It was approved that the Board of Directors be integrated by 15 Proprietary members and if the case, by their respective Alternates, appointing the following persons and their duties for the year 2014, qualifying the corresponding members' independence since they do not fall within the restrictions outlined in the Securities Market Law. Also the Patrimonial and Related members were identified under the terms outlined by the Best Corporate Practices' Code. The following Members were designated:

- i. Guillermo Ortiz Martinez was appointed as Chairman of the Board and Related Proprietary Member of the Board of Directors.
- ii. Graciela Gonzalez Moreno was appointed as Patrimonial Proprietary Member of the Board of Directors.
- iii. David Villarreal Montemayor was appointed as Patrimonial Proprietary Member of the Board of Directors.
- iv. Everardo Elizondo Almaguer was appointed as Independent Proprietary Member of the Board of Directors.
- v. Alfredo Elias Ayub was appointed as Independent Proprietary Member of the Board of Directors.

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

- vi. Herminio Blanco Mendoza was appointed as Independent Proprietary Member of the Board of Directors.
- vii. Adrian Sada Cueva was appointed as Independent Proprietary Member of the Board of Directors.
- viii. Patricia Armendariz Guerra was appointed as Independent Proprietary Member of the Board of Directors.
- ix. Armando Garza Sada was appointed as Independent Proprietary Member of the Board of Directors.
- x. Hector Reyes Retana y Dahl was appointed as Independent Proprietary Member of the Board of Directors.
- xi. Juan Carlos Braniff Hierro was appointed as Independent Proprietary Member of the Board of Directors.
- xii. Miguel Aleman Magnani was appointed as Independent Proprietary Member of the Board of Directors.
- xiii. Alejandro Burillo Azcarraga was appointed as Independent Proprietary Member of the Board of Directors.
- xiv. Juan Antonio Gonzalez Moreno was appointed as Patrimonial Proprietary Member of the Board of Directors.
- xv. Alejandro Valenzuela del Rio was appointed as Related Proprietary Member of the Board of Directors.
- xvi. Jesus O. Garza Martinez was appointed as Related Alternate Member of the Board of Directors.
- xvii. Alejandro Hank Gonzalez was appointed as Patrimonial Alternate Member of the Board of Directors.
- xviii. Jose Maria Garza Treviño was appointed as Independent Alternate Member of the Board of Directors.
- xix. Alberto Halabe Hamui was appointed as Independent Alternate Member of the Board of Directors.
- xx. Isaac Becker Kabacnik was appointed as Independent Alternate Member of the Board of Directors.
- xxi. Manuel Aznar Nicolín was appointed as Independent Alternate Member of the Board of Directors.
- xxii. Eduardo Livas Cantu was appointed as Independent Alternate Member of the Board of Directors.
- xxiii. Roberto Kelleher Vales was appointed as Independent Alternate Member of the Board of Directors.
- xxiv. Ramon A. Leal Chapa was appointed as Independent Alternate Member of the Board of Directors.
- xxv. Julio Cesar Mendez Rubio was appointed as Independent Alternate Member of the Board of Directors.
- xxvi. Guillermo Mascareñas Milmo was appointed as Independent Alternate Member of the Board of Directors.
- xxvii. Lorenzo Lazo Margain was appointed as Independent Alternate Member of the Board of Directors.
- xxviii. Alejandro Orvañanos Alatorre was appointed as Independent Alternate Member of the Board of Directors.
- xxix. Juan Antonio Gonzalez Marcos was appointed as Patrimonial Alternate Member of the Board of Directors.
- xxx. Jose Marcos Ramirez Miguel was appointed as Related Alternate Member of the Board of Directors.

EIGHTH: In accordance with Article Forty of the Corporate By-Laws, it was approved to exempt Board Members from responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.

NINTH: Hector Avila Flores was appointed as Secretary to the Board of Directors, who will not be part of the Board.

TENTH: It was determined to pay Proprietary and Alternate Board Members, if the case, as compensation for each attended meeting, a net amount of taxes equivalent to two gold coins with a nominal value of Fifty Pesos (commonly referred to as “centenarios”), priced according to the corresponding market quote on the date of each session.

ELEVENTH: The following persons were appointed as members of the Audit and Corporate Practices Committee, including its Chairman:

Hector Reyes Retana y Dahl - Chairman
Herminio Blanco Mendoza
Manuel Aznar Nicolin
Patricia Armendariz Guerra
Julio Cesar Mendez Rubio

TWELFTH: The following persons were appointed as members of the Risk Policies Committee, including its Chairman:

Juan Carlos Braniff Hierro - Chairman
Alfredo Elias Ayub
Hector Reyes Retana y Dahl
Everardo Elizondo Almaguer
Eduardo Livas Cantu
Manuel Aznar Nicolin
Alejandro Valenzuela del Rio
Manuel Romo Villafuerte
Fernando Solis Soberon
Gerardo Zamora Nañez
Jose Marcos Ramirez Miguel
David Aaron Margolin Schabes – Secretary

THIRTEENTH: The Board of Directors’ Report regarding the purchase and sale of proprietary shares was approved; it was informed that during 2013 there were no repurchase transactions registered.

FOURTEENTH: It was approved to allocate the amount of Ps. 3,801’000,000.00 (three billion, eight hundred one million pesos 00/100), equivalent to 1.5% of the Financial Groups’ market capitalization at yearend 2013, charged against equity, to purchase Company’s shares during 2014, subject to the Treasury’s Policy for Acquisition and Sale of Shares.

FIFTEENTH: Delegates were appointed to carry out all the necessary steps to execute and to formalize the resolutions taken in this Meeting.

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

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	Percentage of total shareholders' equity
I. 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	1,725,050,318	68.3%	62.2%
	Abstain & Against	801,186,041	31.7%	28.9%
II. Distribution of profits.	In Favor	1,852,187,899	73.3%	66.8%
	Abstain & Against	674,048,460	26.7%	24.3%
III.- Appointment of the members of the Company's Board of Directors and qualify their independence.	In Favor	1,813,040,257	71.8%	65.4%
	Abstain & Against	713,196,102	28.2%	25.7%
IV.- Determine the compensation for the members of the Company's Board of Directors.	In Favor	1,835,415,843	72.7%	66.2%
	Abstain & Against	690,820,516	27.3%	24.9%
V. Designation of the members of the Audit and Corporate Practices Committee.	In Favor	1,857,294,945	73.5%	67.0%
	Abstain & Against	668,941,414	26.5%	24.1%
VI. Designation of the members of the Risk Policies Committee.	In Favor	1,857,214,445	73.5%	67.0%
	Abstain & Against	669,021,914	26.5%	24.1%

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

Management Proposals	Vote	No. of Shares	Percentage of the shares represented in the Shareholders' Meeting	Percentage of total shareholders' equity
	In Favor	1,860,145,743	73.6%	67.1%
VII. 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.	Abstain & Against	666,090,616	26.4%	24.0%
	In Favor	1,860,401,660	73.6%	67.1%
VIII. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	Abstain & Against	665,834,699	26.4%	24.0%