

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

SUMMARY OF RESOLUTIONS APPROVED BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON OCTOBER 22, 2014.

Shares Represented: 2,426,824,845 Series "O" shares, representing 87.52% of a total of 2,772,729,563 subscribed, paid and voting shares of the Company's capital.

FIRST: Appointment of Carlos Hank Gonzalez as Proprietary Member of the Board; substituting Graciela Gonzalez Moreno.

SECOND: Appointment of Graciela Gonzalez Moreno as Alternate Member of the Board substituting Alejandro Hank Gonzalez, who is relieved from all legal responsibility for the performance of his position.

THIRD: Based on Article Forty of the Corporate By-Laws, the formerly mentioned Members of de Board are exempt from the responsibility of providing a bond or monetary guarantee to back their performance upon performance of their duties.

FOURTH: Approval to distribute a cash dividend from the Retained Earnings of Prior Years of Ps. 0.2435 per share, against delivery of coupon No. 13. This dividend is the first of four payments to be made for a total amount of Ps. 0.9740 per share, equivalent to Ps. 2.70 billion. This amount was approved by the Group's Board of Directors last July 24; thereby, in subsequent Shareholders' Assemblies it will be proposed to decree additional dividends for a total amount of Ps. 0.7305 per share, to be covered in three installments of Ps. 0.2435 in January, April and July 2015, respectively.

The total amount of the dividend to be paid represents 20% of the recurring profits of 2013 and the payout ratio was determined according to the dividend policy approved in October 2011, which establishes a payment of 20% of recurring net income in the event that annual profit growth is greater than 20%.

The first disbursement will be paid on October 31, 2014, through S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V. (Institution for Securities' Deposit), with previous notice published by the Secretary of the Board of Directors in one of the most circulated newspapers in the city of Monterrey, Nuevo Leon and through the Electronic Delivery and Information Diffusion System "Sistema Electrónico de Envío y Difusión de Información" (SEDI) of the Mexican Stock Exchange.

FIFTH: Authorization for the creation and operation of an incentive Plan for 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 (the "Plan").

SIXTH: Authorization for the Company to acquire up to 3% of the representative shares of its equity to be allocated to the Plan.

SEVENTH: Ratification of the agreements of the Board of Directors' meetings held on January 23, 2012 and January 17, 2013, in which the acquisition of 21 million shares and 7.2 million shares were approved, respectively, to be allocated to the Plan, as well as Company's transactions carried out previous to this date and related to such resolutions.

EIGHTH: Delegation to the Human Resources Committee, acting through the Assignations' Committee, the faculty to establish the terms and conditions of the Plan.

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- *Regarding the fourth point of the Agenda, no resolution was taken thereon, it was only recorded that in compliance with Article 76, section XIX of the Income Tax Law, the Auditor's Report on the fiscal situation of the Company at December 31st, 2013 was distributed and read among shareholders attending the meeting.*

NINTH: Designation of Special Delegates in this Assembly.

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 (voting shares)
I. Approval of the change of a Proprietary Member and his Alternate.	In Favor	1,842,103,476	75.9%	66.4%
	Abstain & Against	584,721,369	24.1%	21.1%
II. Approval of a proposed cash dividend payment equivalent to Ps 0.2435 per share.	In Favor	1,881,477,231	77.5%	67.9%
	Abstain & Against	545,347,614	22.5%	19.7%
III. 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.	In Favor	1,893,369,181	78.0%	68.3%
	Abstain & Against	533,455,664	22.0%	19.2%
IV. External Auditor's report on the Company's tax situation.		Not subject to votation		
V. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.	In Favor	1,911,401,824	78.8%	68.9%
	Abstain & Against	515,423,021	21.2%	18.6%