

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

SUMMARY OF RESOLUTIONS APPROVED BY THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF GRUPO FINANCIERO BANORTE, S.A.B. DE C.V., HELD ON APRIL 30th, 2019.

Shares represented: 2,124,942,572 Series "O" shares, representing 74.63% of a total of 2,878,956,594 subscribed, paid and voting shares of the Company's capital.

FIRST.- The Chief Executive Officer's Annual Report was approved with prior opinion of the Board of Directors. The report was prepared pursuant to the provisions of Article 44, Section XI of the Securities Market Law and Article 59, Section X of the Law to Regulate Financial Groups, which includes, among other items: (i) the balance sheet; (ii) the profit and loss statement; (iii) the statement of changes in the shareholders' equity; and (iv) the statement of cash flows of the Company as of December 31st, 2018.

SECOND.- The Annual Report of the Board of Directors was approved in which the main accounting and information policies and criteria are stated and explained, followed by the preparation of financial information as of December 31st, 2018, pursuant to the provisions of Article 172, paragraph b) of the General Law of Business Corporations.

THIRD.- The Annual Report of the Board of Directors on the operations and activities in which it participated was approved.

FOURTH.- The Annual Report on the Activities of the Audit and Corporate Practices Committee was approved.

FIFTH.- Each and all operations performed by the Company during the fiscal year ended December 31, 2018, and the actions taken by the Board of Directors, the Director General and the Audit and Corporate Practices Committee during the same period were approved.

SIXTH.- The amount of \$31,957'754,497.84 (thirty-one billion nine hundred fifty-seven million seven hundred fifty-four thousand four hundred and ninety-seven pesos 84/100 Mexican currency) reflected in the financial statements of the Company will be applied as follows:

1. The amount of \$61'715,854.20 (sixty-one million seven hundred fifteen thousand eight hundred and fifty-four pesos 20/100 Mexican currency) to the "Legal Reserve".
2. The amount of \$31,896'038,643.64 (thirty-one billion eight hundred ninety-six million thirty-eight thousand six hundred and forty-three pesos 64/100 Mexican currency) to the account of "Retained earnings".

SEVENTH.- It was approved to amend the Dividend Payout Policy in order for the payment of dividends to be a percentage pursuant to the following:

- 1. Between 16% and up to 50% of the net profit of the previous fiscal year.

With respect to this item of the Agenda, no resolution is passed, it is only evidenced that, in compliance with the provisions of section XIX of Article 76 of the Income Tax Law, the Report of the External Auditor on the tax position of the Company as of December 31, 2017 shall be distributed among the participants of the Shareholders Meeting and be read.

EIGHTH.- It was approved that the Board of Directors will be comprised of 14 Regular members and, as the case may be, their respective Alternates, with the independence of the directors being qualified, since they are not within the restrictions provided by the Securities Market Law and the Law to Regulate Financial Groups.

NINTH.- It was approved to designate Mr. Carlos Hank González as Chairman and as Regular Director of the Board of Directors.

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TENTH.- It was approved to designate Mr. Juan Antonio González Moreno as Regular Director of the Board of Directors.

ELEVENTH.- It was approved to designate Mr. David Juan Villarreal Montemayor as Regular Director of the Board of Directors.

TWELFTH.- It was approved to designate Mr. José Marcos Ramírez Miguel as Regular Director of the Board of Directors.

THIRTEENTH.- It was approved to designate Mr. Everardo Elizondo Almaguer as Independent Regular Director of the Board of Directors.

FOURTEENTH.- It was approved to designate Mrs. Carmen Patricia Armendáriz Guerra as Independent Regular Director of the Board of Directors.

FIFTEENTH.- It was approved to designate Mr. Héctor Federico Reyes Retana y Dahl as Independent Regular Director of the Board of Directors.

SIXTEENTH.- It was approved to designate Mr. Eduardo Livas Cantú as Independent Regular Director of the Board of Directors.

SEVENTEENTH.- It was approved to designate Mr. Alfredo Elías Ayub as Independent Regular Director of the Board of Directors.

EIGHTEENTH.- It was approved to designate Mr. Adrián Sada Cueva as Independent Regular Director of the Board of Directors.

NINETEENTH.- It was approved to designate Mr. David Peñaloza Alanís as Independent Regular Director of the Board of Directors.

TWENTIETH.- It was approved to designate Mr. José Antonio Chedraui Eguía as Independent Regular Director of the Board of Directors.

TWENTY FIRST.- It was approved to designate Mr. Alfonso de Angoitia Noriega as Independent Regular Director of the Board of Directors.

TWENTY SECOND.- It was approved to designate Mr. Thomas Stanley Heather Rodríguez as Independent Regular Director of the Board of Directors.

TWENTY THIRD.- It was approved to designate Mrs. Graciela González Moreno as Alternate Director of the Board of Directors.

TWENTY FOURTH.- It was approved to designate Mr. Juan Antonio González Marcos as Alternate Director of the Board of Directors.

TWENTY FIFTH.- It was approved to designate Mr. Alberto Halabe Hamui as Independent Alternate Director of the Board of Directors.

TWENTY SIXTH.- It was approved to designate Mr. Carlos de la Isla Corry as Alternate Director of the Board of Directors.

TWENTY SEVENTH.- It was approved to designate Mr. Diego Martínez Rueda-Chapital as Independent Alternate Director of the Board of Directors.

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TWENTY EIGHTH.- It was approved to designate Mr. Gerardo Salazar Viezca as Independent Alternate Director of the Board of Directors.

TWENTY NINTH.- It was approved to designate Mr. Clemente Ismael Reyes Retana Valdés as Independent Alternate Director of the Board of Directors.

THIRTIETH.- It was approved to designate Mr. Roberto Kelleher Vales as Independent Alternate Director of the Board of Directors.

THIRTY FIRST.- It was approved to designate Mr. Isaac Becker Kabacnik as Independent Alternate Director of the Board of Directors.

THIRTY SECOND.- It was approved to designate Mr. José María Garza Treviño as Independent Alternate Director of the Board of Directors.

THIRTY THIRD.- It was approved to designate Carlos Cesarman Koltenuik as Independent Alternate Director of the Board of Directors.

THIRTY FOURTH.- It was to approved to designate Mr. Humberto Tafolla Núñez as Independent Alternate Director of the Board of Directors.

THIRTY FIFTH.- It was approved to designate Mrs. Guadalupe Phillips Margain as Independent Alternate Director of the Board of Directors.

THIRTY SIXTH.- It was approved to designate Mr. Ricardo Maldonado Yáñez as Independent Alternate Director of the Board of Directors.

THIRTY EIGHTH.- Pursuant on the Fortieth Ninth Article of the Bylaws it is exempt from the obligation to guarantee the performance of its duties to the Board of Directors of the Company.

THIRTY NINTH.- It was approved to pay Board Members and their Substitutes, 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.

FORTIETH.- Mr. Héctor Federico Reyes Retana y Dahl was approved as Chairman of the Audit and Corporate Practices Committee

FORTY FIRST.- The Board of Directors' Report regarding the purchase and sale of proprietary shares during 2018 was approved.

FORTY SECOND.- It was approved to earmark up to \$4,142,000,000.00 (four billion one hundred forty-two million pesos, 00/100 Mexican currency), equivalent to 1.5% of the capitalization value of Grupo Financiero as of the closing of 2018, charged against the Net Worth, for the purchase of the Company's own shares, for fiscal year 2019, including any operations made from 2019 to April 2020, subject to the Company's Own Share Acquisition and Placement Policy.

FORTY THIRD.- It was approved the designation of delegates to formalize and execute the resolutions passed by the Meeting.

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The resolutions were passed by majority vote, as shown in the following table:

| Items of the Agenda | Votes | | Shares Represented | |
|--|---------------|-------------------|--------------------|-------------------|
| | For | Abstain & Against | For | Abstain & Against |
| I Approval of the reports | | | | |
| 1.1 Annual Report of the Director General | 1,967,841,557 | 180,644,567 | 91.59% | 8.41% |
| 1.2 Annual Report of the Board of Directors, in which the main accounting and information policies and criteria are stated and explained | 2,127,242,521 | 21,243,603 | 99.01% | 0.99% |
| 1.3 Annual Report of the Board of Directors on the operations and activities in which it participated | 2,127,242,521 | 21,243,603 | 99.01% | 0.99% |
| 1.4 Annual Report on the Activities of the Audit and Corporate Practices Committee. | 2,127,242,521 | 21,243,603 | 99.01% | 0.99% |
| 1.5 Ratify the actions taken by the Board of Directors, the Director General and the Audit and Corporate Practices Committee | 2,120,581,509 | 27,904,615 | 98.70% | 1.30% |
| II Application of profits. | 2,148,411,826 | 74,298 | 100.00% | 0.00% |
| III Approval to the Dividend Payout Policy | 2,148,110,026 | 376,098 | 99.98% | 0.02% |
| IV Report of the External Auditor on the tax position of the Company | 0 | 0 | 0.00% | 0.00% |
| V Designation of the members of the Board of Directors of the Company | 0 | 0 | 0.00% | 0.00% |
| 5.a.1 Don Carlos Hank González | 2,026,534,253 | 121,951,871 | 94.32% | 5.68% |
| 5.a.2 Don Juan Antonio González Moreno | 2,076,564,117 | 71,922,007 | 96.65% | 3.35% |
| 5.a.3 Don David Villarreal Montemayor | 2,028,025,781 | 120,460,343 | 94.39% | 5.60% |
| 5.a.4 Don Marcos Ramírez Miguel | 2,066,882,888 | 81,603,236 | 96.20% | 3.80% |
| 5.a.5 Don Everardo Elizondo Almaguer | 2,079,694,664 | 68,791,460 | 96.80% | 3.20% |
| 5.a.6 Doña Patricia Armendáriz Guerra | 2,127,125,662 | 21,360,462 | 99.01% | 1.00% |
| 5.a.7 Don Héctor Reyes Retana y Dahl | 2,123,088,529 | 25,397,595 | 98.82% | 1.18% |
| 5.a.8 Don Eduardo Livas Cantú | 1,986,089,804 | 162,396,320 | 92.44% | 7.55% |
| 5.a.9 Don Alfredo Elías Ayub | 2,134,540,923 | 13,945,201 | 99.35% | 0.65% |
| 5.a.10 Don Adrián Sada Cueva | 2,082,655,059 | 65,831,065 | 96.94% | 3.07% |
| 5.a.11 Don David Peñaloza Alanís | 2,136,818,139 | 11,667,985 | 99.46% | 0.54% |
| 5.a.12 Don José Antonio Chedraui Eguía | 2,134,534,432 | 13,951,692 | 99.35% | 0.65% |
| 5.a.13 Don Alfonso de Angoitia Noriega | 2,004,193,293 | 144,292,831 | 93.28% | 6.71% |
| 5.a.14 Don Thomas S. Heather Rodríguez | 2,120,733,762 | 27,752,362 | 98.71% | 1.29% |
| 5.a.15 Doña Graciela González Moreno | 2,039,725,913 | 108,760,211 | 94.94% | 5.06% |
| 5.a.16 Don Juan Antonio González Marcos | 2,038,105,231 | 110,380,893 | 94.86% | 5.14% |
| 5.a.17 Don Alberto Halabe Hamui | 2,039,530,963 | 108,955,161 | 94.93% | 5.07% |
| 5.a.18 Don Carlos de la Isla Cory | 2,039,530,963 | 108,955,161 | 94.93% | 5.07% |
| 5.a.19 Don Diego Martínez Rueda Chapital | 2,039,529,803 | 108,956,321 | 94.93% | 5.07% |
| 5.a.20 Don Gerardo Salazar Viezca | 2,039,530,963 | 108,955,161 | 94.93% | 5.07% |
| 5.a.21 Don Clemente Reyes Retana Valdés | 2,039,530,963 | 108,955,161 | 94.93% | 5.07% |
| 5.a.22 Don Roberto Kelleher Vales | 1,966,962,546 | 181,523,578 | 91.55% | 8.45% |
| 5.a.23 Don Isaac Becker Kabacnik | 1,892,049,638 | 256,436,486 | 88.06% | 11.94% |
| 5.a.24 Don José María Garza Treviño | 1,815,731,637 | 332,754,487 | 84.51% | 15.49% |
| 5.a.25 Carlos Césarman Koltieniuk | 1,815,731,637 | 332,754,487 | 84.51% | 15.49% |
| 5.a.26 Don Humberto Tafolla Núñez | 1,801,336,362 | 347,149,762 | 83.84% | 16.16% |
| 5.a.27 Doña Guadalupe Phillips Margain | 1,792,609,747 | 355,876,377 | 83.44% | 16.57% |
| 5.a.28 Don Ricardo Maldonado Yáñez | 1,654,576,720 | 493,909,404 | 77.01% | 22.99% |
| 5.b Designation of Secretary of the Board of Directors | 1,710,592,422 | 437,893,702 | 79.62% | 20.38% |

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|-------------|---|---------------|-------------|--------|--------|
| 5.c | Directors to be released from the obligation to post a bond or pecuniary guarantee to support the performance of their duties | 1,694,501,007 | 453,985,117 | 78.87% | 21.13% |
| VI | Determine the compensation for the Members of the Board of Directors. | 1,699,055,170 | 449,430,954 | 79.08% | 20.92% |
| VII | Designation of the Chairman of the Audit and Corporate Practices Committee. | 1,701,950,385 | 446,535,739 | 79.22% | 20.78% |
| VIII | Report of the Board of Directors on the operations made with its own shares. | 1,703,774,989 | 444,711,135 | 79.30% | 20.70% |
| IX | Designation of delegate or delegates. | 1,677,584,500 | 470,901,624 | 78.08% | 21.91% |