

**INDEPENDENCE STATEMENT FROM BOARD MEMBERS OF  
GRUPO FINANCIERO BANORTE, S.A.B. DE C.V.**

According with the applicable legislation, the Independent Board Members of Grupo Financiero Banorte, S.A.B. de C.V. (“GFNorte”) shall issue and deliver to GFNorte prior to their designation, and once a year, no later than January 15 of every year, a written statement that evidences compliance with the following independence criteria:

a) That they do not fall under any of the assumptions regarding impediment, inability, restriction or incompatibility to perform the activities inherent to the position, as provided by the Law to Regulate Financial Groups, the Law of Credit Institutions, the Securities Market Law and all other applicable laws, or in accordance with the policies of the Companies.

b) That they comply with the independence requirements provided by the Law to Regulate Financial Groups, the Law of Credit Institutions, the Securities Market Law and all other applicable laws.

c) That they have no labor, professional or business relationship with the External Auditor of GFNorte and subsidiaries.

d) That they do not hold any job, position or commission in any foreign financial entities which, as the case may be, hold an interest, either directly or indirectly, in the capital stock of GFNorte and subsidiaries, and in any subsidiary with respect to which such foreign financial entities may exercise the possibility, under any title, to impose any decisions at shareholders meetings, or may appoint or remove the majority of the members of the board of directors.

e) That they do not fall under any of the prohibition assumptions referred to in sections I to VII of Article 35 and sections I to VII of Article 37 of the Law to Regulate Financial Groups, I to XI of Article 22 and sections I to VIII of Article 23 of the Law of Credit Institutions and sections III to VII of Article 124 and sections I to VIII of Article 125 of the Securities Market Law detailed below:

I. Is not an officer or employee of GFNorte and subsidiaries, or relevant senior officers or directors of any Business Group or Consortium to which the Holding Company may belong, a statutory auditor of the entities belonging to the Financial Group or Subholding Companies, during the twelve months immediately prior to the date of appointment;

II. Is not the spouse or common law spouse of any director, and have no relationship either by blood, marriage or civil, up to the fourth degree, with more than two directors;

III. Do not have litigation pending with GFNorte and subsidiaries or with any or several of the financial entities or Subholding Companies belonging to the same financial group;

IV. Never has been judged for any deceitful crimes imposing a penalty of imprisonment of one year or longer, or for any deceitful wealth crimes, whichever the penalty; Has not been administratively or, as the case may be, criminally, disqualified or suspended, to exercise any trade or to hold an employment, charge or commission in the public service, or in the Mexican financial system;

- V. Has not been adjudged bankrupt without having been qualified again.
- VI. Is not a public official carrying out any functions of inspection and surveillance or regulation functions of GFNorte and subsidiaries, of the financial entities or Subholding Companies belonging to the same financial group;
- Does not perform any functions of inspection and surveillance of any credit institutions;
- Is not a public official carrying out any activities of inspection and surveillance or regulatory functions of any brokerage firms;
- VII. Does not carry out any regulation and supervision functions of any credit institutions;
- VIII. Has not held any position as external auditor of GFNorte and subsidiaries, of any of the financial entities or of the Subholding Companies or which are part of the same Consortium to which such GFNorte and subsidiaries belong, during the twelve months immediately prior to the appointment date;
- IX. Has not fulfilled any position as external auditor of the brokerage firm or of any of the companies which are a part of the business group to which the same belongs during the twelve months immediately prior to the date of appointment;
- X. Does not participate in the board of directors of any other multiple banking institution or a holding company of a financial group to which a multiple banking institution belongs;
- XI. Is not a shareholder with Decisionmaking Power in the Holding Company or in any of the financial entities or Subholding Companies which are a part of the Business Group or Consortium to which the such Holding Company belongs, nor is under any of the assumptions provided by Article 73 of the Law of Credit Institutions.
- XII. Is not a shareholder belonging to the Group of Persons that have Control of the Holding Company.
- XIII. Is not a service provider, client, supplier, debtor, creditor, partner, director or employee of a company providing services, supplier, debtor or creditor of GFNorte and subsidiaries, since the income derived from GFNorte and subsidiaries does not represent more than ten percent of their total sales during the twelve months prior to this date, and there are no credits in favor of or against GFNorte and subsidiaries in an amount exceeding fifteen percent of the assets of GFNorte and subsidiaries or their counterparties.
- XIV. Is not a partner or an individual holding an employment, position or commission in an important company or partnership providing services to Banco Mercantil del Norte, S.A. or the companies belonging to the same business group to which it is a party, since the income received for the provision of the services in their favor does not represent more than five percent of their total income.

XV. Is not a partner or employee of any companies or partnerships providing advisory or consultancy services to Casa de Bolsa Banorte Ixe, S.A. de C.V. or the companies belonging to the same business group, which received income does not represent more than ten percent or more of the total amount of its income.

XVI. Is not an employee of any foundations, associations or partnerships receiving donations from GFNorte and subsidiaries or from any of the financial entities or Subholding Companies that are a part of the Business Group or Consortium to which GFNorte and subsidiaries belong, which represent more than fifteen percent of the total amount of donations received by such entities.

XVII. Is not the Managing Director or a senior officer of a company in which Board of Directors a Relevant Officer of GFNorte and subsidiaries participates.

XVIII. Has no relationship by blood, marriage or civil, up to the fourth degree, nor is a spouse or common law spouse of the individuals listed in sections I to VI of Article 37 of the Law to Regulate Financial Groups.

XIX. Has no relationship by blood, marriage, civil up to the first degree, nor is a spouse or common law spouse of any of the individuals mentioned in sections III to VII of Article 22 of the Law of Credit Institutions, or up to the third degree of loophole of the individuals mentioned in sections I, II, IX and X of such Article 22 of the Law of Credit Institutions.

XX. Has no relationship by blood, marriage or civil, up to the first degree, nor is the spouse or common law spouse in respect of any loopholes of the individuals mentioned in sections III to VI of Article 125 of the Securities Market Law, or up to the fourth degree in connection with the persons mentioned in sections I, II and VIII of such Article 125 of the Securities Market Law.

XXI. Has no conflict of interest, nor is subject to any personal, wealth or economic interest of any of the persons having the control of the Companies or the Consortium or Business Group to which GFNorte and subsidiaries belong or the decisionmaking power in any of them.

XXII. That during the twelve months prior to this date is not in any of the abovementioned assumptions.

- f) That they are up to date in any kind of my credit obligations.
- g) That they are not subject to any criminal proceedings.
- h) That they have not been the beneficiary of any credits which payment shall have been defaulted.
- i) That they have not been adjudged under civil or commercial bankruptcy without having been qualified again.
- j) That they have not been subject to any enquiry or investigation procedures of an administrative nature due to any serious or criminal infringements, due to any violations to the national or foreign financial laws, which shall have ended in any kind of resolution or agreement that may expressly imply the acceptance of guilt or responsibility, or a final incriminatory judgment.

k) That they have no conflict of interest, or an interest opposing the interest of GFNorte and subsidiaries or with any of those companies that are a part of the financial group to which the same belong.

l) That they have no wealth, commercial or business, responsibility or relationship links with any shareholders of the Companies and, if applicable, other directors or the managing director and officers thereof. The above includes the entities forming part of the financial group to which GFNorte and subsidiaries belong, as well as the subsidiaries thereof.

m) That they have no commercial or business relationships with GFNorte. The above includes any entities which are a part of the financial group to which GFNorte and subsidiaries belong, as well as the subsidiaries thereof.