

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

**FIRST NOTICE  
ANNUAL GENERAL SHAREHOLDERS' MEETING**

As agreed by the Board of Directors, Shareholders of Grupo Financiero Banorte, S.A.B. de C.V. are hereby called to attend the Annual General Shareholders' Meeting to be held on April 27<sup>th</sup>, 2012, at 10:00 am, in the building located at Avenida Revolucion #3000 Sur, Colonia Primavera, in Monterrey, Nuevo Leon, to address the following issues:

**AGENDA**

**To inform and take the resolutions that the assembly deems appropriate regarding the following issues:**

**I. Presentation and if the case, approval of the reports referred in section IV, Article 28 of the Securities Market Law, corresponding to the year ended December 31st, 2011.**

**II. Distribution of profits.**

**III. Discussion and if the case, approval of a proposed cash dividend payment, equivalent to Ps \$0.18 per share.**

**IV. Appointment of the members of the Company's Board of Directors and qualify their independence.**

**V. Determine the compensation for the Members of the Company's Board of Directors.**

**VI. Designation of the Members of the Audit and Corporate Practices' Committee.**

**VII. Board of Directors' Report Regarding Shares Repurchase Transactions carried out during 2011 and Determination of the maximum amount of Financial Resources that will be applied for share repurchases during 2012.**

**VIII. Approval to Certify the Company's By-Laws.**

**Ix. Designation of delegate(s) to formalize and execute the resolutions passed by the assembly.**

**X. Drafting, reading and approval of the Assembly's minutes.**

We would like to inform all shareholders that admission cards to the Meetings will be delivered upon presenting the respective record of deposit issued by S.D. Indeval, Institucion para el Deposito de Valores, S.A. de C.V. (Central Securities' Depository) and where appropriate, with the supplementary listings referenced in the Securities Market Law. The corresponding admission cards must be requested and delivered during normal business hours at the office of the Board of Directors' Secretary, located at Avenida Revolucion #3000 Sur, Colonia Primavera, in the city of Monterrey, N.L., no later than one business day prior to the date of the scheduled meetings.

Shareholders may attend the Meetings in person or be represented by a Proxy, with previous notification as per the applicable forms issued by this Company, in accordance with Article 49 Section III of the Securities Market Law. The Power of attorney forms and other documentation related with the agenda are available to Shareholders in the Board of Directors' Secretary of the office mentioned above.

Monterrey, N.L., April 2nd, 2012.

**Lic. Hector Avila Flores**  
**Secretary to the Board of Directors**