

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

ANNUAL GENERAL SHAREHOLDER'S MEETING

With respect to the First Notice regarding the Annual General Shareholders' Meeting to be held on April 27th, 2012, shareholders are informed of the following for the Meeting's agenda:

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.

First.- It is submitted to the Assembly's consideration, with prior opinion by the Board of Directors, to approve the Chief Executive Officer's Annual Report prepared according to Article 44, Section XI of the "Ley del Mercado de Valores" (Securities Market Law), which contains among other things, the balance sheet, the income statement, the statement of changes in the stockholders' equity and statement of changes in the Company's cash flow as of December 31st, 2011.¹

Second.- It is submitted to the Assembly's consideration to approve the Board of Directors' Annual Report, in which the main policies and accounting information and criteria are declared and explained, followed by the financial information as of December 31st, 2011, in accordance with Article 172, paragraph b) of the General Corporate's Law.

Third.- It is proposed to approve the Annual Report regarding operations and activities in which the Board of Directors was involved.

Fourth.- It is proposed to approve the Annual Report regarding the activities of the Audit and Corporate Practices' Committee.

Fifth.- It is proposed to approve each and every one of the operations carried out by the Company during the year ended December 31st, 2011 and to ratify the Minutes elaborated by the Board of Directors, the Chief Executive Officer and the Audit and Corporate Practices' Committee during the same period.

II.- Distribution of profits.

It is proposed to apply the amount provided by the Company's financial statements of Ps. \$8,128'331,751.23 (Eight Thousand One Hundred Twenty-Eight Million Three Hundred Thirty-One Thousand Seven Hundred and Fifty One Pesos 23/100), which represents the net income for 2011, as follows:

1. Apply into the Company's legal reserve the amount of Ps. \$175'852,924.51 (One Hundred Seventy-Five Million Eight Hundred Fifty Two Thousand Nine Hundred Twenty-four Pesos 51/100).

¹ The Audited Financial Statement is available online (www.banorte.com) in Investor Relations/ Financial Information/ Annual Reports / 2011 / Audited Information 2011.

2. Apply into the account "Retained Earnings from prior Years" the amount of Ps. \$7,952'478,826.72 (Seven Thousand Nine Hundred Fifty-Two Million Four Hundred Seventy-eight Thousand Eight Hundred Twenty-six Pesos 72/100).

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

It is proposed to distribute a cash dividend of Ps. \$ 0.18 per share, derived from the retained earnings of previous years. This dividend corresponds to the third and last payment that will be made for a total amount of Ps \$ 0.52 per share, which was approved by the Group's Board of Directors.

It is proposed that the dividend will be paid during the month of May, 2012, through S.D. Indeval, Institucion para el Deposito de Valores, S.A. de C.V. (Central Securities' Depository), 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 Electronico de Envio y Difusion de Informacion" (SEDI) of the Mexican Stock Exchange.

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

It is proposed that the Board of Directors will be integrated by 15 Proprietary members and if the case, by their respective Alternates, proposing to that effect the appointment of the following persons and their duties for the year 2012, qualifying the corresponding members' independence as long as they do not fall within the restrictions outlined in the Securities Market Law. Also the Patrimonial and Related members are identified under the terms outlined by the Best Corporate Practices Code.

a) It is submitted to vote independently for each of the following Members:

Proprietary Members

First.- Roberto Gonzalez Barrera is proposed as Chairman Emeritus and Patrimonial Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in October 1993. He is the Chairman Emeritus of the Board of Directors of Grupo Financiero Banorte S.A.B. de C.V. Founder and Chairman of the Board of Directors of Gruma S.A.B. de C.V. (Grupo Maseca). He was also the Founder of Grupo Financiero Banorte and served as its Chairman since 1993 until March 2011. He is father of Bertha Gonzalez Moreno, Juan Gonzalez Moreno and Roberto Gonzalez Moreno.

Second.- Guillermo Ortiz Martinez is proposed as Chairman and Related Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in March 2011. He graduated in Economics from the Universidad Nacional Autonoma de Mexico (UNAM), has a master's degree and Ph.D in Economics both from Stanford University, California. He is Chairman of the Board of Directors of Grupo Financiero Banorte S.A.B. de C.V since March 2011, Chairman of the Board of Directors of the International Monetary Fund's (IMF) External Review Panel to Assess the Fund's Risk Management Framework. He was Governor of the Bank of Mexico, Chairman of

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the Board of Directors of the Bank for International Settlements (BIS), Mexico's Minister of Finance and Public Credit (SHCP) and Mexico's Minister of Communications and Transportation. He has taught Economics in the "Colegio de Mexico", the "Instituto Tecnológico Autónomo de México (ITAM)", and in the University of Stanford, California. He received the award "Rodrigo Gomez" given by the Center for Latin American Monetary Studies (CEMLA) and since 2001 he is member of the "Group of Thirty".

Third.- Bertha Gonzalez Moreno is proposed as Patrimonial Member of the Board of Directors.

She joined Grupo Financiero Banorte's Board in April 1999. She has a Bachelor's degree in Psychology from the University of Monterrey. She is Chief Executive Officer of the Patronato de Cerralvo A.B.P., a private charitable institution dedicated to the generation of social programs. Member of the Board of Directors of Adanec, Centro Educativo Universitario Panamericano, Grafo Industrial, S.A. de C.V., IGNIX, S.A. de C.V., among others. She is daughter of Roberto Gonzalez Barrera, sister of Juan Gonzalez Moreno and Roberto Gonzalez Moreno.

Fourth.- David Villarreal Montemayor is proposed as Patrimonial Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in October 1993. He is a Mechanical and Electrical Engineer from the Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM), holds a Master of Science in Automatic Control from the same institution, and participated in the Advanced Management program from the IPADE. He is Chief Executive Officer and major shareholder of Artefactos Laminados, S. A. de C.V. He is part of the Board of Inmobiliaria Montevis, S.A. de C.V. and Inmobiliaria Monyor S.A. de C.V. (both Real Estate Agencies). He is a regional Advisor of Banco Nacional de México, S.A. (Banamex) and a Financial Advisor and Business Developer for SISMEEX, Sistemas Mexicanos S.A. de C.V.

Fifth.- Manuel Saba Ades is proposed as Patrimonial Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in July 2011. He is Chairman of Grupo Casa Saba's Board of Directors, the Group is comprised of: Casa Saba, Drogueros, Citem, Centennial, Marproa, Daltem, Seadefarm, Farmacias Benavides, Farmacias ABC, Farmacias Peruanas (Peru), Farmacias Ahumada (Chile) and Drogasmil/Farmalife (Brazil). He is member of the Board of Grupo Xtra Textil S.A. de C.V. He was Member of the Board of Directors for companies such as: Casa de Bolsa Finamex, Estudios Mexicanos Telemundo, Banco Serfín, Banca Promex and Valores Finamex, as well as the Chairman of the Executive Committee of Grupo Kosa (Celanese), and former member of the Board of Ixe Grupo Financiero.

Sixth.- Alfredo Elías Ayub is proposed as Independent Member of the Board of Directors.

He is a Civil Engineer from the Universidad Anahuac, holds an MBA from Harvard University. He served as CEO of the Comisión Federal de Electricidad (Mexican Federal Electricity Commission CFE), as CEO of Aeropuertos y Servicios Auxiliares (Airports and Auxiliary Services -ASA) and held various positions within the Ministry of Energy. He was a member of the Alumni Council of the School of Business at Harvard University, Chairman of the Development Board at the Anahuac University and of the Mexico Foundation in Harvard.

Seventh.- Herminio Blanco Mendoza is proposed as Independent Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in April 2005. He graduated in Economics from Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM) and the University of Colorado, received his Ph.D. in Economics from the University of Chicago. He is Chairman and Chief Executive Officer of "Strategic Solutions". Member of the Board of Banco Latinoamericano de Exportaciones, Bladex and Cydsa, S. A., was Mr. Lakshmi Mittal's advisor (Chairman and CEO of Mittal Steel), Secretary of Commerce and Industrial Development and Chief Negotiator of the North American Free Trade Agreement (NAFTA).

Eighth.- Everardo Elizondo Almaguer is proposed as an Independent Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in April 2010. He graduated in Economics from the University of Nuevo Leon and has a Masters' and Ph.D. in Economics, both from the University of Wisconsin-Madison. He was Director of Economic Studies of Grupo Industrial Alfa (Alfa Group). He founded the Consulting Agency Index, Economía Aplicada S.A. He founded and is Director of the Graduate School of the Faculty of Economics, University of Nuevo Leon. He is Professor at the Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM) in the Faculty of Economics and Public Administration and was Deputy Governor of the Bank of Mexico.

Ninth.- Patricia Armendariz Guerra is proposed as Independent Member of the Board of Directors.

She joined Grupo Financiero Banorte's Board in April 2009. She is an Actuary Mathematician from the Universidad Nacional Autonoma de Mexico (UNAM), has a Masters in Economics from the same institution and a PhD in Economics from Columbia University in New York. She is Chief Executive Officer of Credipyme, S.A. de C.V. and President of Valores Financieros, S.A. (International Financial Consultancy).

Tenth.- Armando Garza Sada is proposed as an Independent Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in July 2011. Graduate from the Massachusetts Institute of Technology (MIT) with an MBA from Stanford University's Business School. He is Alfa's Chairman of the Board of Directors. He is member of the Board of: Banco de Mexico (Regional Board), Deutsche Bank (Latin-American Advisory Board), Femsa, Frisa, Liverpool, Proeza, member of the Advisory Board of Stanford University's Business School, and member of the Board of Stanford University. He was CEO of Selther, Polioles, Sigma and Versax, among others.

Eleventh.- Hector Reyes Retana is proposed as an Independent Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in July 2011. He is an Industrial Engineer from Universidad Iberoamericana, with an MBA from Cornell University, New York. He is an independent Advisor and Consultant. Currently he is Member of the Board of Banco del Ahorro Nacional (Bansefi). He has held various positions in the public sector, in the Ministry of Economy he founded the state organism "ProMexico, Inversion y Comercio"; also, he was the CEO of Banco Nacional de Comercio Exterior, S.N.C (Bancomext); International Operations' Director of Banco de Mexico (Banxico). In the private sector, he was CEO of Grupo Financiero Mifel and Banca Mifel, and was Vicepresident of the Mexican Banking Association (ABM), among others.

Twelfth.- Juan Carlos Braniff Hierro is proposed as an Independent Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in July 2011. He is Chairman and CEO of Capital I, Fondos de Inversión Inmobiliaria. He was Vicepresident of the Board of Directors of Grupo Financiero BBVA Bancomer, and Chairman of the Insurance, Annuities, Afore, Bancomer, also was Member of the Credit, Risk and Audit Committee. Also, was member of the Board of Directors of Femsa, Aeromexico, Maizoro, Hoteles Presidente Intercontinental, and former Member of the Compensation Committee of Ixe, among others.

Thirteenth.- Eduardo Livas Cantu is proposed as an Independent Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in October 1993. He graduated in Law from the Universidad Autonoma de Nuevo Leon, and has a Ph.D. in Economics from the University of Texas, Austin. He is an Independent Financial Adviser, Member of the Board of Directors of Gruma, Gimsa and Banco del Centro S.A.,

was a member of the Board of the Executive Committee of Gruma. Was Chief Corporate Officer of Gimsa and Gruma. He is brother of Alfredo Livas Cantu.

Fifth.- Enrique Castillo Sánchez Mejorada is proposed as Related Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in July 2011. He was Chairman of the Board of Directors of Ixe Grupo Financiero. He has a Bachelor of Business Administration from Universidad Anahuac. He is member of the Board of Directors of Grupo Industrial Herdez and Grupo Embotelladoras Unidas (Geupec). He was Director of Banco Nacional de Mexico, Casa de Bolsa Banamex, S.A. and Nacional Financiera. Also, he worked in Inverlat Casa de Bolsa, S.A, was CEO of Seguros América, S.A. and Director of Grupo Financiero Invermexico, S.A. de C. V. as well as Director of Credit Suisse First Boston.

Fifteenth.- Alejandro Valenzuela del Río is proposed as Related Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in October 2007. He has a Bachelor and Master's Degree in Economics from the University of California, Los Angeles and has a PhD in Management and Project Evaluation from the Université de Paris Dauphine and Ecole Supérieure de Commerce de Paris (ESCP). He is Chief Executive Officer of Grupo Financiero Banorte S.A.B. de C.V. since April 2008; in the same Group he has held the positions of Managing Director of Institutional Relations, Managing Director of Treasury and Investor Relations. He was Managing Director of the European Aeronautic Defense and Space Company (EADS), Member of the Board of Directors of The Laredo National Bank, Director of International Relations and Foreign Affairs of Banco de Mexico, Chief of Staff to the Minister and Spokesman of the Ministry of Finance and Public Credit and Managing Director of International Financial Affairs at the same Ministry.

Alternate Members²

Sixteenth.- Jesus O. Garza Martinez is proposed as Related Alternate Member of the Board of Directors.

Seventeenth.- Juan Antonio Gonzalez Moreno is proposed as Patrimonial Alternate Member of the Board of Directors.

Eighteenth.- Jose G. Garza Montemayor is proposed as Patrimonial Alternate Member of the Board of Directors.

Nineteenth.- Alberto Saba Ades is proposed as Patrimonial Alternate Member of the Board of Directors.

Twentieth.- Isaac Becker Kabacnik is proposed as Independent Alternate Member of the Board of Directors.

Twenty First.- Manuel Aznar Nicolin is proposed as Independent Alternate Member of the Board of Directors.

² For further information visit (www.banorte.com) in Investor Relations/ Financial Information/ Annual Reports / 2011 / CNBV 2011Annual Report.

Twenty Second.- Javier Martinez Abrego is proposed as Independent Alternate Member of the Board of Directors.

Twenty Third.- Carlos Chavarria Garza is proposed as Independent Alternate Member of the Board of Directors.

Twenty Fourth.- Ramon A. Leal Chapa is proposed as Independent Alternate Member of the Board of Directors.

Twenty Fifth.- Julio Cesar Mendez Rubio is proposed as Independent Alternate Member of the Board of Directors.

Twenty Sixth.- Guillermo Mascareñas Milmo is proposed as Independent Alternate Member of the Board of Directors.

Twenty Seventh.- Alfredo Livas Cantu is proposed as Independent Alternate Member of the Board of Directors.

Twenty Eighth.- Javier Molinar Horcasitas is proposed as Related Alternate Member of the Board of Directors.

Twenty Ninth.- Jose Marcos Ramirez Miguel is proposed as Related Alternate Member of the Board of Directors.

*The Chairman Emeritus has no Alternate

b) It is proposed in accordance with Article Forty of the Corporate By-Laws, that the Board Members are exempt from the responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.

c) It is proposed to appoint Hector Avila Flores as Secretary to the Board of Directors, who will not be part of the Board.

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

It is proposed to be paid to Proprietary and Alternate Board Members, 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.

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

It is proposed to designate the following persons as members of the Committee that will have the functions of the Audit and Corporate Practices, including its Chairman:

Hector Reyes Retana- Chairman

Herminio Blanco Mendoza

Manuel Aznar Nicolin

Patricia Armendariz Guerra

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.

First.- It is proposed to approve the Board of Directors' Report regarding the purchase and sale of proprietary shares carried out within the terms of the Treasury's Policy for Shares' Acquisition and Sale during 2011, which resulted in a profit of Ps. \$5'061,352.00 (Five Million Sixty-One Thousand Three Hundred and Fifty Two Pesos 00/100). The year-end price of the Company's shares was Ps. \$ 42.32 and the fund held zero shares at yearend.

Second.- The proposal is to allocate the amount of Ps. \$1,500'000,000.00 (One Thousand Five Hundred Million Pesos 00/100), equivalent to the Financial Groups' 1.5% capitalization, charged against equity, to purchase Company's shares during 2012, subject to the Treasury's Policy for Shares' Acquisition and Sale.

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

It is proposed to certify the by-laws of Grupo Financiero Banorte S.A.B. de C.V.

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.