

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 29, 2011, at 10:00 am, in the building located at Avenida Revolución 3,000 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 APPROVAL OF THE REPORTS REFERED IN SECTION IV, ARTICLE 28 OF THE SECURITIES MARKET LAW, CORRESPONDING TO THE YEAR ENDED DECEMBER 31ST, 2010.

II. DISTRIBUTION OF PROFITS.

III. DISCUSSION AND APPROVAL OF A PROPOSED CASH DIVIDEND PAYMENT EQUIVALENT TO Ps \$0.18 PER SHARE.

IV. APPOINTMENT OF THE COMPANY'S BOARD OF DIRECTORS MEMBERS AND QUALIFY THEIR INDEPENDENCE.

V. DETERMINE THE COMPENSATION FOR THE COMPANY'S BOARD OF DIRECTORS MEMBERS.

VI. DESIGNATION OF THE AUDIT AND CORPORATE PRACTICES' COMMITTEE MEMBERS..

VII. BOARD OF DIRECTORS' REPORT REGARDING SHARES REPURCHASE TRANSACTIONS CARRIED OUT DURING 2010 AND DETERMINATION OF THE MAXIMUM AMOUNT OF FINANCIAL RESOURCES THAT WILL BE APPLIED FOR SHARE REPURCHASES DURING 2011.

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 Meeting will be delivered upon presentation of a 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 in the South Mezzanine of the building 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 meeting.

Shareholders may attend the Meeting 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 8, 2011.

**LIC. JOSE LUIS LOZANO AGUILAR
ASSISTANT SECRETARY TO THE BOARD OF DIRECTORS**