

Monterrey, N.L., as of July 1st, 2011.

With respect to the First Notice published on June 30th, 2011 regarding the Extraordinary and Ordinary General Shareholders' Meetings to be held on July 21st, 2011, shareholders are informed of the following for the Meetings' agendas:

EXTRAORDINARY GENERAL SHAREHOLDER'S MEETING

I.- Discussion and if the case, approval of changes to the Corporate By-laws of the Company.

Currently Article Twenty-Nine of the Corporate By-Laws quotes:

"Article Twenty-Nine: Composition, Appointment and Term – The Board of Directors shall consist of a maximum of **21 (twenty-one)** members, as determined by the Ordinary Meeting that designates them, of which at least 25% (twenty five percent) shall be independent in terms of the applicable law. The Shareholders Assembly may designate an Alternate for each Proprietary Member, with the understanding that the Alternate Members' of Independent Members must have the same character..."

First.- It is proposed to reform Article Twenty-Nine of the Corporate By-Laws, to be worded as follows:

"Article Twenty-Nine: Composition, Appointment and Term – The Board of Directors shall consist of a maximum of **15 (fifteen)** members, as determined by the Ordinary Meeting that designates them, of which at least 25% (twenty five percent) shall be independent in terms of the applicable law. The Shareholders Assembly may designate an Alternate for each Proprietary Member, with the understanding that the Alternate Members' of Independent Members must have the same character..."

Board Members may be appointed for defined periods of 3 (three) years with the possibility of reelection. In order to reach a generational balance, the Board will be comprised by directors ranging from 40 (forty) to 50 (fifty) years of age, others from 50 (fifty) to 60 (sixty) years of age and another portion from 60 (sixty) years and onwards. There will be a maximum number of Board Members as established by national and international Best Corporate Practices. Efforts will be made to at least have a 50% (fifty percent) of independent members, in accordance to the best practices..."

This statutory reform will be conditional upon obtaining approval from the Ministry of Finance and Public Credit (SHCP), in terms of Article 17 of the Law to Regulate Financial Groups, with the understanding that the delegates appointed by the Assembly may carry out adjustments or amendments to that resolution specified by the SHCP.

II.- Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.

III.- Drafting, reading and approval of the Assembly's minutes.

ORDINARY GENERAL SHAREHOLDERS' MEETING

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

I.- Discussion and approval of proposed changes in the composition of the Board of Directors.

It is proposed that the Board of Directors will be integrated by 15 regular members and if the case, by their respective alternates, proposing to that effect changes to conduct the appointment of new members.

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

Proprietary Members

First.- Héctor Reyes Retana is proposed as an Independent Member of the Board of Directors.

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 y Banca Mifel, and was Vicepresident of the Mexican Banking Association (ABM), among others.

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

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 Famsa, Aeromexico, Maizoro, Hoteles Presidente Intercontinental, and former Member of the Compensation Committee of Ixe, among others.

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

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), Famsa, 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.

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

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 and ABC Aerolineas. He was Member of the Board of Directors for companies such as: Casa de Bolsa Finamex, Estudios Mexicanos Telemundo, Banco Serfin, 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.

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

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

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.

b) It is proposed to qualify the corresponding members' independence as long as they do not fall within the restrictions outlined in the Mexican Securities Market Law. Also the Patrimonial and Related members are identified under the terms outlined by the Best Corporate Practices Code.

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

d) Liberate the following individuals from any future legal responsibility for carrying out their duties since they will no longer be part of the Board of Directors:

Rodolfo F. Barrera Villarreal, Patrimonial Member.
Eugenio Clariond Reyes-Retana, Independent Member.
Jacobó Zaidenweber Cvilich, Independent Member.
Isaac Hamui Mussali, Independent Member.

Except for the aforementioned proposed changes, the other members of the Board designated in the Annual Ordinary General Shareholders' Meeting held on April 29, 2011, will continue to exercise their functions. As a consequence of these proposals, the Board would be integrated as follows:

Proprietary Members

1.	Roberto González Barrera	Chairman Emeritus	Patrimonial
2.	Guillermo Ortiz Martínez	Chairman	Related
3.	Bertha González Moreno		Patrimonial
4.	David Villarreal Montemayor		Patrimonial
5.	Manuel Saba Ades		Patrimonial
6.	Francisco Alcalá de León		Independent
7.	Herminio Blanco Mendoza		Independent
8.	Everardo Elizondo Almaguer		Independent
9.	Patricia Armendáriz Guerra		Independent
10.	Armando Garza Sada		Independent
11.	Héctor Reyes Retana		Independent
12.	Juan Carlos Braniff Hierro		Independent
13.	Enrique Castillo Sánchez Mejorada		Related
14.	Eduardo Livas Cantú		Related
15.	Alejandro Valenzuela del Río		Related

II.- Discussion and approval of the proposal to constitute an Advisory Board, determination of its faculties, duties and other operational rules.

It is proposed to constitute an Advisory Board to serve as a consultative and advisory body to GFNorte's Board of Directors, through its Chairman. Its functioning is proposed as follows:

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

a) It is proposed that the Advisory Board should be constituted by 10 members, who must have the technical quality, honesty and satisfactory credit history, as well as extensive knowledge and experience in the financial, legal or administrative fields, and who may, may not be or have been members of the Board of Directors. It is proposed that the members of the Advisory Board should be elected by the Shareholders' Assembly or by the Board of Directors, as a proposal of its Chairman and Chairman Emeritus.

It is proposed that the members remain in office for a period of 3 years, with the possibility of being reelected in various occasions (although the Shareholders' Assembly or the Board of Directors may remove any of these members) and will receive the compensation that the Shareholders' Assembly or the Board of Directors establishes.

b) It is proposed that the Advisory Board meets when convened by its Chairman.

c) It is proposed that the Advisory Board will only function as a consultative and advisory body to the Board of Directors through the Chairman of the Board. Its functions will be to give opinions and advice to the Board on issues related to the development of the Company, new business opportunities or issues that the Board of Directors' Chairman submits to their consideration. These opinions will be delivered to the Board of Directors' Chairman, who may refer them to the Board of Directors.

III.- Discussion and approval of the proposal to constitute Regional Boards, determination of their faculties, duties and other operational rules.

It is proposed to constitute Regional Boards of the Company in the cities of Monterrey, Nuevo Leon, Guadalajara, Jalisco, Merida, Yucatan, and Mexico City, in order to serve as consultative and advisory bodies to the Board of Directors. These boards will work as follows:

a) It is proposed that each Regional Board will be constituted by 20 members, who must have the technical quality, honesty and satisfactory credit history, as well as extensive knowledge and experience in the financial, legal or administrative fields, develop their activities in the respective regions and are not be members of the Board of Directors. Members of each Regional Board shall be elected by the Chairman of the Board of Directors.

It is proposed that the members remain in office for 1 year, with the possibility of being reelected for any number of times and will receive the compensation that the Shareholders' Assembly or the Board of Directors' establish.

b) It is proposed that each Regional Board meets semi-annually or when convened by the Chairman of the Board of Directors. In all sessions, an executive from Grupo Financiero Banorte S.A.B. de C.V. must attend, who will be assigned by the Chairman of the Board of Directors.

c) It is proposed that each Regional Board will only function as a consultative and advisory body to the Board of Directors, therefore its functions will be to give opinions and advice on trends and opportunities in their region, as well as those issues that the Board of Directors submit to their consideration. In addition, it will function as an organism to reach the business community in each region.

IV.- Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.

V.- Drafting, reading and approval of the Assembly's minutes.