

Monterrey, N.L., as of September 27th, 2011.

With respect to the First Notice published on September 26th, 2011 regarding the Extraordinary and Ordinary General Shareholders' Meetings to be held on October 17th, 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, in order to establish the creation and operation of the Designation Committee.

First.- It is proposed to include Article Thirty-seven Bis-1 in the Corporate By-Laws, to be worded as follows:

"ARTICLE THIRTY-SEVEN BIS-1: DESIGNATION COMMITTEE.- The Designation Committee will be appointed by the Shareholders' Assembly or by the Board of Directors, it will be constituted by 3 members, who are members of the Board of Directors and shall remain in office for 1 year with possibility of being reelected.

The Designation Committee will hold sessions at least once a year or when convened by its Chairman, and will have the following objectives:

- i. Propose for approval by the Shareholders' Assembly the appointment of the members of the Company's Board of Directors, as well as the Board members of any of the Financial Groups' subsidiaries.
- ii. Elaborate an opinion regarding the persons who will hold the position of CEO at the Company's and any of the Financial Group's subsidiaries, without prejudice to the faculties assigned to the Audit and Corporate Practices' Committee in terms of Article Thirty-three section d) of these bylaws.
- iii. Propose for approval by the Shareholders' Assembly or by the Board of Directors, the compensation for the members of the Company's Board of Directors and its Committees, as well as the Boards of the Financial Groups' Subsidiaries.
- iv. Propose for approval by the Shareholders' Assembly or by the Board of Directors, the removal of members of the Company's Board of Directors, as well as from the Board of any of the Financial Groups' Subsidiaries".

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 the 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

I.- Discussion and if the case, approval to modify the Dividend Policy.

In order to align the dividend payments to the Financial Groups' business performance, it is proposed to modify the dividend policy so that the payments as of this year are as follows:

- i. 16% of recurring net income in the event that profit growth is between 0% and 10% during the year.
- ii. 18% of recurring net income in the event that profit growth is between 11% and 20% during the year.
- iii. 20% of recurring net income in the event that profit growth is greater than 21%.

II.- Discussion and if the case, approval of a proposed cash dividend payment equivalent to Ps. \$0.17 per share.

It is proposed to distribute a cash dividend of Ps. \$ 0.17 per share, derived from the retained earnings of previous years. This dividend corresponds to the first of three payments that will be made for a total amount of Ps \$ 0.52 per share, which was approved by the Group's Board of Directors last July 25th, 2011. The Board of Directors will propose in subsequent Shareholders' Assemblies to decree additional dividends for a total amount of Ps. \$0.35 per share, to be covered in two installments of Ps. \$0.17 and Ps. \$0.18 in February and May of 2012, respectively.

It is proposed that the first disbursement will be paid during the month of October, 2011, through S.D. Indeval, Institucion para el Deposito de Valores, S.A. de C.V. (Institution for the Securities' Deposit), 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.

III.- Discussion and if the case, approval in order to increase the maximum amount of financial resources that may be applied for share repurchases during 2011.

In order to have a repurchase fund that represents a greater percentage of the Group's market capitalization, an increase is proposed to the maximum amount of financial resources that may be applied for share repurchases during 2011. The proposal is to allocate the amount of Ps. \$1,850'000,000.00 (One thousand, Eight Hundred Fifty Million Pesos 00/100), charged against equity, subject to the Treasury's Policy for Shares' Acquisition and Sale.

IV.- External Auditor's Report regarding the Company's tax status.

No resolution will be taken in regard to this point of the agenda, only record that in compliance with Article 86, Section XX of the Income Tax Law, the Auditor's Report on the fiscal situation of the Company at December 31st, 2010 will be distributed and read among shareholders attending the meeting.

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

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