

Monterrey, N.L., as of April 8th, 2011.

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

### **Annual General Shareholder's Meeting**

With respect to the First Notice published on April 8<sup>th</sup>, 2011 regarding the Annual General Shareholders' Meeting to be held on April 29<sup>th</sup>, 2011, shareholders are informed of the following for the Meeting's agenda:

#### **I. PRESENTATION AND APPROVAL OF THE REPORTS REFERED IN SECTION IV, ARTICLE 28 OF THE SECURITIES MARKET LAW, CORRESPONDING TO THE YEAR ENDED DECEMBER 31<sup>ST</sup>, 2010.**

**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 financial position and statement of changes in the Company's stockholders' equity as of December 31<sup>st</sup>, 2010.

**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 to December 31<sup>st</sup>, 2010, 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 31<sup>st</sup>, 2010 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 fully apply into the account "Retained Earnings from prior Years" the amount provided by the Company's financial statements of Ps. \$ 6,705,043,285.33 (Six Thousand Seven Hundred Five Million Forty Three Thousand Two Hundred and Eighty Five Pesos 33/100), which represents the net income for 2010.

The Company has fully constituted the "Reserve Fund", according to Article Forty-Fourth of its by-laws, so it is not required to set aside any amount for this item.

### **III. DISCUSSION AND 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 and that corresponds to the third and last payment to cover 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 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 or Assistant 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 COMPANY'S BOARD OF DIRECTORS MEMBERS AND QUALIFY THEIR INDEPENDENCE.**

It is proposed that the Board of Directors will be integrated by 16 regular 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 2011, 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.

It is submitted to vote independently for each of the following 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 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.-** Rodolfo Barrera Villarreal as Patrimonial Member of the Board of Directors.

*He joined Grupo Financiero Banorte’s Board in October 1993. He is a Chemical Engineer and Business Administrator Engineer from the Massachusetts Institute of Technology (MIT). He is Chairman of the Board of Directors of Grupo Quimmco, S. A. de C.V. He was Vice Chairman of the Board of Directors of Grupo Financiero Banorte, S.A.B de C.V. and President of the National Cement Chamber and the Chamber of the Manufacturing Industry of Nuevo Leon. He is father of Jesus L. Barrera Lozano.*

**Fourth.-** 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 and sister of Juan Gonzalez Moreno and Roberto Gonzalez Moreno.*

**Fifth.-** Jose G. Garza Montemayor is proposed as Patrimonial Member of the Board of Directors.

*He joined Grupo Financiero Banorte’s Board in October 1993. He is an Electronic and Communications’ Engineer from the Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM), holds a Master’s degree in Advanced Management from the IPADE. He is Chief Executive Officer of Productos Laminados de Monterrey, S. A. de C.V. He is member of the Board of Directors of Operadora de Fondos de Inversion, S.A., Camara de Propietarios de Bienes Raices S.A., and is member of the Advisory Council of Grupo Financiero BBVA Bancomer S.A. de C.V.*

**Sixth.-** 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 Montevi, 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 SISMEM, Sistemas Mexicano S.A. de C.V.*

**Seventh.-** Francisco Alcalá de León is proposed as Independent Board Member of the Board of Directors.

*He joined Grupo Financiero Banorte’s Board in April 2001. He is a Public Accountant and Auditor from the Instituto Tecnológico Autónomo de México “ITAM”. He is Executive Chairman of Frajal Consultores, S. C. and de Praxis Consultores Asociados S.C. (Consultant Agencies), he was Chief Executive Officer of Multibanco Comermex, S.A., Grupo Financiero Inverlat and was Deputy Managing Director of Retail Banking of Banco Nacional de México, S.A. (Banamex).*

**Eighth.-** Eduardo Livas Cantu is proposed as Related 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.*

**Ninth.-** Eugenio Clariond Reyes-Retana is proposed as Independent Member of the Board of Directors.

*He joined Grupo Financiero Banorte's Board in April 1996. He has a Bachelor and Master of Business Administration from the Instituto Tecnologico y de Estudios Superiores de Monterrey (ITESM). He is Executive Chairman of Grupo IMSA, S. A. C. V., he is member of the Board of Directors of Grupo Cydsa S.A., Grupo Industrial Saltillo S.A., Proeza S.A., Bombardier Concarril S.A., Grupo Financiero BBVA Bancomer S.A. de C.V, Alpek S.A. (Petrochemicals of Grupo ALFA), Banco Latinoamericano de Exportaciones (BLADDEX) and Texas Industries, Inc. He is the Vice President of the World Business Council for Sustainable Development (WBCSD) and Vice President of the Mexican Chapter of the Latin American Business Council. He is the brother of Benjamin Clariond Reyes-Retana.*

**Tenth.-** 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 Tecnologico 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 advisor Mr. Lakshmi Mittal (Chairman and CEO of Mittal Steel), Secretary of Commerce and Industrial Development and Chief Negotiator of the North American Free Trade Agreement (NAFTA).*

**Eleventh.-** Manuel Aznar Nicolin is proposed as Independent Member of the Board of Directors.

*He joined Grupo Financiero Banorte's Board in March 2007. He is an Attorney from the Escuela Libre de Derecho and has a Master's Degree from the University of Kent in Chicago. Founding partner of the Law Firm: Kuri Breña, Sanchez Ugarte, Corcuera y Aznar, S. C. He has a specialization in banking law and has an extensive experience in corporate and financial law, and has been an attorney for many national banks in syndicated loans in some of the largest debt restructurings in Mexico.*

**Twelfth.-** Jacobo Zaidenweber Cvilich is proposed as Independent Member of the Board of Directors.

*He joined Grupo Financiero Banorte's Board in October 1993. He studied at the Faculty of Medicine at the Universidad Nacional Autonoma de Mexico (UNAM). He is Chairman of the Board of Directors of Nustrat, S.A. de C.V., and is a member of the Board of Directors of Grupo Vision Care, S.A. de C.V. and Coordinadora de Organismos Empresariales de Comercio Exterior C. O. E. C. E. (Foreign Trade Business Organization), is Chairman of the US-Mexico bilateral C. E. M. A. I., was a member of the Committee on Social Security Budgeting Fund for Health Services and was a member of the Board of Banco de Comercio Exterior BANCOMEXT (Foreign Trade Bank).*

**Thirteenth.-** 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 y 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..*

**Fourteenth.-** Isaac Hamui Mussali is proposed as Independent Member of the Board of Directors.

*He joined Grupo Financiero Banorte's Board in October 1993. He is the Chief Executive Officer of Inmobiliaria IHM, S. A de C. V. and Fundidora de Metales Industriales, S.A. (Real Estate Agencies). He is Member of the Board of Directors of Bronces de Mexico, S.A., Textiles Marte, S.A., Aranzazu Textil S.A., Uridgon, S.A., among others.*

**Fifteenth.-** 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 was 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.*

**Sixteenth.-** 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 Autónoma de México (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).*

**Seventeenth.-** Roberto Gonzalez Moreno is proposed as Patrimonial Alternate Member of the Board of Directors.

**Eighteenth.-** Jesus L. Barrera Lozano is proposed as Patrimonial Alternate Member of the Board of Directors.

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

**Twentieth.-** Javier Martinez Abrego is proposed as Patrimonial Alternate Member of the Board of Directors.

**Twenty First.-** Carlos Chavarria Garza is proposed as Patrimonial Alternate Member of the Board of Directors.

**Twenty Second.-** Luis Manuel Merino Villasante is proposed as Independent Alternate Member of the Board of Directors.

**Twenty Third.-** Alfredo Livas Cantu is proposed as Related Alternate Member of the Board of Directors.

**Twenty Fourth.-** Benjamin Clariond Reyes-Retana is proposed as Independent Alternate Member of the Board of Directors.

**Twenty Fifth.-** Simon Nizri Cohen is proposed as Independent Alternate Member of the Board of Directors.

**Twenty Sixth.-** Cesar Verdes Quevedo is proposed as Independent Alternate Member of the Board of Directors.

**Twenty Seven.-** Isaac Becker Kabacnik is proposed as Independent Alternate Member of the Board of Directors.

**Twenty Eight.-** Sergio Garcia Robles Gil is proposed as Related Alternate Member of the Board of Directors.

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

It is proposed to be paid to Regular 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 AUDIT AND CORPORATE PRACTICES' COMMITTEE MEMBERS.**

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

Don Francisco Alcala de Leon - Chairman

Don Herminio Blanco Mendoza

Don Manuel Aznar Nicolin

Doña Patricia Armendariz Guerra

**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.**

**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 2010, which resulted in a profit of Ps. \$ 4,588,963.67 (Four Million Five Hundred Eighty Eight Thousand Nine Hundred and Sixty Three Pesos 67/100). The year-end price of the Company's shares was Ps. \$ 58.86 and the fund held zero shares at yearend.

**Second.-** The proposal is to allocate the amount of Ps. \$500,000,000.00 (Five Fundred Million Pesos 00/100), charged against equity, to purchase Company's shares during 2011, 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.**