

Grupo Financiero Banorte, S.A.B. de C.V.

FIRST NOTICE

As agreed by the Board of Directors, Shareholders of Grupo Financiero Banorte, S.A.B. de C.V. are hereby called to attend the Extraordinary and Ordinary General Shareholders' Meetings to be held on February 17th, 2012, at 10:00 am and 10:15 am, respectively, in the building located at Avenida Revolucion #3000 Sur, Colonia Primavera, in Monterrey, Nuevo Leon, to address the following issues:

**Extraordinary General Shareholders' Meeting
AGENDA**

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

- I.- Discussion and if the case, approval of changes to Article Second of the Corporate By-laws of the Company, in order to exclude Casa de Bolsa Banorte, S.A. de C.V., Grupo Financiero Banorte as an integrated entity of Grupo Financiero Banorte, S.A.B. de C.V., as a result of its merger with Ixe Casa de Bolsa, S.A. de C.V., Grupo Financiero Banorte, and therefore authorization to subscribe the Agreement of Shared Responsibilities.**
- 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
AGENDA**

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

- I.- Discussion and if the case, approval of a proposed cash dividend payment equivalent to Ps. \$0.17 per share.**
- II.- Discussion and if the case, approval to modify the functions of the Regional Boards.**
- III.- Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.**
- IV.- Drafting, reading and approval of the Assembly's minutes.**

We would like to inform all shareholders that admission cards to the Meetings will be delivered upon presenting the 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 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 meetings.

Shareholders may attend the Meetings 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., January 27th, 2011.

**Lic. Héctor Ávila Flores
Secretary to the Board of Directors**