

Monterrey, N.L., as of September 21, 2010

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

GENERAL SHAREHOLDERS MEETING

With respect to the First Notice of the General Shareholders Meeting to be held on October 4th, 2010 and published on September 17, 2010, shareholders are informed of the following for the Meeting's agenda:

I.- CHANGES TO THE COMPOSITION OF THE BOARD OF DIRECTORS.

Roberto González Moreno is proposed as Alternate Board Member of Roberto González Barrera; Bertha Gonzalez Moreno as Regular Member, and as her Alternate Board Member Juan González Moreno. The biographical information of these members is as follows:

Name	Position	With the company since	Professional Background	Relationship
Doña Bertha González Moreno	Proprietary Member	April 1999	• CEO of Patronato de Cerralvo A. B. P.	Daughter of Roberto González Barrera and sister of Juan González Moreno and Roberto González Moreno
Don Juan González Moreno	Alternate Patrimonial	April 2004	• Director of Special Projects of Mission Food (Grupo Maseca).	Son of Don Roberto González Barrera and brother of Doña Bertha González Moreno and Don Roberto González Moreno
Don Roberto González Moreno	Alternate Patrimonial	April 2004	• President of the Board of Directors and CEO of Corporación Noble, S.A. de C.V.	Son of Don Roberto González Barrera and brother of Doña Bertha González Moreno and Don Juan González Moreno

Regarding this proposal, it is important to consider:

1.- The proposed changes to the Board of Directors is mainly due to the following reasons:

- a) Periodic rotation among the controlling shareholders in order to give them adequate representation in the Board of Directors;
- b) Maintain a similar number of alternate members with respect to the number of regular members.

2.- Despite these adjustments, the proportion of independent board members with respect to total members remains unchanged at 53%.

With these adjustments, the Board of Directors would be constituted as follows:

REGULAR MEMBERS

1. Don Roberto González Barrera (President)	Patrimonial
2. Don Rodolfo Barrera Villarreal (Vice-president)	Patrimonial
3. Doña Bertha González Moreno	Patrimonial
4. Don José G. Garza Montemayor	Patrimonial
5. Don David Villarreal Montemayor	Patrimonial
6. Don Francisco Alcala de León	Independent
7. Don Eduardo Livas Cantu	Related
8. Don Eugenio Clariond Reyes-Retana	Independent
9. Don Herminio Blanco Mendoza	Independent
10. Don Manuel Aznar Nicolin	Independent
11. Don Jacobo Zaidenweber Cvilich	Independent
12. Don Alejandro Valenzuela del Rio	Related
13. Don Isaac Hamui Mussali	Independent
14. Don Everardo Elizondo Almaguer	Independent
15. Doña Patricia Armendáriz Guerra	Independent

ALTERNATE MEMBERS

1. Don Roberto González Moreno	Patrimonial
2. Don Jesús L. Barrera Lozano	Patrimonial
3. Don Juan González Moreno	Patrimonial
4. Don Javier Martínez Abrego	Patrimonial
5. Don Carlos Chavarria Garza	Patrimonial
6. Don Luis Manuel Merino Villasante	Independent
7. Don Alfredo Livas Cantu	Related
8. Don Benjamin Clariond Reyes-Retana	Independent
9. Don Simon Nizri Cohen	Independent
10. Don César Verdes Quevedo	Independent
11. Don Isaac Becker Kabacnik	Independent
12. Don Sergio Garcia Robles-Gil	Related
13. Don Miguel A. Quirós Pérez	Independent

II.- DISCUSION AND, IF POSSIBLE, APPROVAL OF A PROPOSAL FOR THE PAYMENT OF A CASH DIVIDEND EQUIVALENT TO Ps \$0.17 PER SHARE.

The proposal is to distribute a cash dividend of Ps \$ 0.17 per share to be paid on October 15th. 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. The Board of Directors will propose in subsequent Shareholders' Assemblies to decree additional dividends for a total amount of \$0.35 pesos per share, to be covered in two payments of Ps 0.17 and Ps 0.18, in February and May of 2011.

As a result of the above, the dividend payout ratio is 18.3%, higher than the 15% declared as the minimum payout in GFNorte's current dividend policy.