

Monterrey, N.L., as of February 2nd, 2011

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 February 18, 2011 and published on January 28, 2011, shareholders are informed of the following for the Meeting's agenda:

I. CHANGES IN THE BOARD OF DIRECTORS.

FIRST.- Guillermo Ortiz Martínez is proposed as Chairman and Independent Member of the Board of Directors.

The Shareholders Assembly will qualify the independence of the Director designated as Chairman of the Board, since the candidate is not within the restrictions stipulated in Article 26 of the Mexican Securities Market Law.

Name	Position	With the Company Since	Professional Background	Relationship
Guillermo Ortiz Martínez	Independent Member and Chairman of the Board		Resume Attached	Non

SECOND.- Roberto González Barrera is proposed as Chairman Emeritus of the Board of Directors.

The Chairman Emeritus' faculties are still subject to the approval by the Mexican Ministry of Finance and Public Credit (SHCP), in order to amend the Company's Bylaws, and define his responsibilities.

Name	Position	With the Company Since	Professional Background	Relationship
Roberto González Barrera	Chairman Emeritus	October 1993	Chairman of Grupo Maseca. Chairman of Banco Mercantil del Norte, S. A.	Father of Bertha González Moreno, and Juan González Moreno

Regarding this proposal, it is important to consider:

Grupo Financiero Banorte, S.A.B. de C.V. has pursued to adhere to best corporate governance practices. As part of this effort, by incorporating Guillermo Ortiz Martínez as an independent member, the bank seeks to designate an independent member as Chairman of the Board of Directors, and it also increases the representation of independent directors on the Board totaling 9 independent members (56% of the Board of Directors, much higher than the 25% required by the Mexican Securities Market Law). Guillermo Ortiz's professional trajectory and his national and international recognition within the financial and banking system will strengthen our Board of Directors and the entire financial Group.

Don Roberto González Barrera is designated Chairman Emeritus' of the Board of Directors, recognizing his contribution to the development of the Financial Group, positioning it as one of the leading institutions in Mexico and the achievements as the Group's Chairman since the acquisition of Banco Mercantil del Norte S.A. de C.V.

The Chairman Emeritus' faculties are subject to the approval by the Mexican Ministry of Finance.

Aside from these changes, the rest of the members of the Board of Directors appointed by the Annual General Shareholders' Meeting and Ordinary General Shareholders' Meeting held on April 23, 2010 and October 4, 2010 respectively, will continue to hold the same positions.

II. DISCUSSION AND APPROVAL OF A PROPOSAL FOR 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 February 28th, 2011. This dividend corresponds to the second 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 22, 2010.

The Board of Directors will propose in subsequent Shareholders' Assemblies to decree additional dividends for a total amount of Ps. \$0.18 per share, to be covered in May of 2011.

Guillermo Ortiz Martínez

Born July 21 1948 in Mexico City.

He graduated in Economics from the Universidad Nacional Autónoma de México (UNAM), has a master's degree and Ph.D in Economics both from Stanford University, California.

He has held various positions in the Public and Financial Sectors, nationally and internationally. Among some of these positions, it is worth highlighting:

- Chairman of the Board of Directors of the International Monetary Fund's (IMF) External Review Panel to Assess the Fund's Risk Management Framework (as of December 2010).
- Governor of the Bank of Mexico (From December 1st 1998, ratified in 2004, until December 2009).
- Chairman of the Board of Directors of the Bank for International Settlements (BIS) based in Basel, Switzerland. First Latin American ever to have such a high position in BIS. (Member of the board since 2006 and became Chairman in January 2009).
- Minister of Mexico's Finance and Public Credit (SHCP) for Ernesto Zedillo's government (December 1994 to December 1997).
- Minister of Mexico's Communications and Transportation. (December 1994).
- Undersecretary of Finance and Public Credit (SHCP). (From 1988 to 1994).
- Mexico's ambassador to the International Monetary Fund (IMF). While at the IMF he acted as executive director and represented seven countries, including Spain.

In the Academic environment, he has taught Economics in the "Colegio de Mexico" (College of Mexico), the "Instituto Tecnológico Autónomo de México (ITAM)" (Mexico's Autonomous Institute of Technology), and in the University of Stanford, California.

In 1978 received the award "Rodrigo Gómez" given by the Center for Latin American Monetary Studies (CEMLA).

In 2001 becomes a member of the Group of Thirty.

He has published two books and several articles on Economics and Finance.