

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

**FIRST NOTICE
GENERAL SHAREHOLDERS MEETING**

As agreed by the Board of Directors and in accordance with the provisions of articles 179, 183, 186 and 187 of the General Law of Commercial Companies and the Nineteenth, Twenty-first, Twenty-second and Forty-fourth of this Company's Bylaws, the shareholders of Grupo Financiero Banorte, S.A.B. de C.V. are hereby called to attend the General Ordinary Shareholders' Meeting that will be held on February 15th, 2010, at 12:00, in the building located at Avenida Revolución No.3000, Colonia Primavera, in Monterrey, Nuevo León, in order to address the following issues:

AGENDA

TO INFORM AND TAKE THE RESOLUTIONS THAT THE ASSEMBLY DEEMS APPROPRIATE REGARDING THE FOLLOWING ISSUES:

- I. DISCUSSION AND, IF POSSIBLE, APPROVAL OF A PROPOSAL TO PAY A CASH DIVIDEND EQUIVALENT TO Ps \$0.17 PER SHARE.**
- II. DESIGNATION OF DELEGATE(S) TO FORMALIZE AND EXECUTE THE RESOLUTIONS TAKEN BY THE ASSEMBLY.**
- III. DRAFT, READ AND APPROVE THE MINUTES OF THE ASSEMBLY.**

We would like to inform all shareholders that admission cards to assist the Meetings will be delivered after presenting the respective record of deposit issued by S.D. Indeval, S.A. de C.V., Central Securities Depository, and, where appropriate, with the supplementary listings referred to, by the Securities Market Law. The corresponding admission cards must be requested and delivered during normal business hours at the company's Secretary's office in the South Mezzanine of the building located at 3000 Avenida Revolución, Colonia Primavera in Monterrey, N.L., no later than one business day prior to the scheduled date of the meeting.

The shareholders may attend the Meetings personally 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 at the aforementioned office of the company Secretary.

Monterrey, N.L., January 29th, 2010.

**LIC. AURORA CERVANTES MARTINEZ
SECRETARY TO THE BOARD OF DIRECTORS**