

**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 18th, 2011, at 10:00 am, in the meeting room Salón Gran Fundición of Hotel Holiday Inn, Parque Fundidora located at Retorno Fundidora #100, Colonia Obrera, 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. CHANGES IN THE BOARD OF DIRECTORS.**
- II. DISCUSSION AND APPROVAL OF A PROPOSAL FOR PAYMENT OF A CASH DIVIDEND, EQUIVALENT TO Ps \$0.17 PER SHARE.**
- III. DESIGNATION OF DELEGATE(S) TO FORMALIZE AND EXECUTE THE RESOLUTIONS TAKEN BY THE ASSEMBLY.**
- IV. DRAFTING, READING AND APPROVAL OF THE ASSEMBLY'S MINUTES.**

We would like to inform all shareholders that admission cards to assist the Meetings will be delivered upon presentation of a respective record of deposit issued by S.D. Indeval, 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 company's Secretary located in the South Mezzanine of the building with address 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 in the Company's Secretary of the office mentioned above.

Monterrey, N.L., January 28th, 2011.

**LIC. JOSE LUIS LOZANO AGUILAR  
SECRETARY TO THE BOARD OF DIRECTORS**