

**Monterrey, N.L., as of April 1, 2015.**

With respect to the First Notice published today, regarding the Annual General Shareholders' Meeting to be held on April 24, 2015, shareholders are informed of the following for the Meeting's agenda:

**ANNUAL GENERAL SHAREHOLDERS' MEETING**

**I.- Presentation and if the case, approval of the reports referred in section IV, Article 28 of the Securities Market Law, corresponding to the year ended December 31, 2014.**

**First.-** It is submitted to the Assembly's consideration, with prior opinion by the Board of Directors, to approve the Chief Executive Officer's Annual Report prepared according to Article 44, Section XI of the Securities Market Law, which contains among other things, the balance sheet, the income statement, the statement of changes in the stockholders' equity and the statement of changes in the Company's cash flow as of December 31, 2014.<sup>1</sup>

**Second.-** It is submitted to the Assembly's consideration to approve the Board of Directors' Annual Report, in which the main policies and accounting information and criteria are declared and explained, followed by the financial information as of December 31, 2014, in accordance with Article 172, paragraph b) of the "Ley General de Sociedades Mercantiles" (General Corporate's Law).

**Third.-** It is proposed to approve the Annual Report regarding operations and activities in which the Board of Directors was involved.

**Fourth.-** It is proposed to approve the Annual Report regarding the activities of the Audit and Corporate Practices Committee.

**Fifth.-** It is proposed to approve each and every one of the operations carried out by the Company during the year ended December 31, 2014 and to ratify the Minutes elaborated by the Board of Directors, the Chief Executive Officer and the Audit and Corporate Practices Committee during the same period.

**II.- Distribution of profits.**

It is proposed to apply the total amount provided by the Company's financial statements of Ps. 15,353'582,612.13 (FIFTEEN BILLION, THREE HUNDRED FIFTY-THREE MILLION, FIVE HUNDRED EIGHTY-TWO THOUSAND, SIX HUNDRED AND TWELVE PESOS 13/100), which represents the net income for 2014, into the account "Retained Earnings from prior Years", it is not necessary to allocate resources into the account "Legal Reserve" as it is fully constituted.

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<sup>1</sup> The Audited Financial Statements are available online at [www.banorte.com](http://www.banorte.com) in Investor Relations/ Financial Statements / Grupo Financiero Banorte / Estados Financieros 2014 / Informacion Dictaminada 2014 ([http://www.banorte.com/doc/4T14/Dictamen\\_grupo\\_2014.pdf](http://www.banorte.com/doc/4T14/Dictamen_grupo_2014.pdf) - Spanish Version)

**III.- Discussion, and if the case, approval of a proposed cash dividend payment.**

As of today's Resolutions Proposal, the date of disbursement of the remaining dividend amounting to Ps. 0.4870 has not been defined. On April 8, 2015 at the latest, Grupo Financiero Banorte will announce the date through an Update of this Proposal. All the materials of this Meeting are available at [www.banorte.com](http://www.banorte.com) / Investor Relations/ Corporate Practices / Shareholders' Meetings.

**IV.- Appointment of the members of the Company's Board of Directors, proposed by the Designations Committee, and qualify their independence.**

Following the recommendation of the Designations Committee, the Board of Directors will be integrated by 15 Proprietary Members and if the case, by their respective Alternates, proposing to that effect the appointment of the following people and their duties for the year 2015, qualifying the corresponding members' independence as long as they do not fall within the restrictions outlined in the Securities Market Law.

**a) It is submitted to vote independently for each of the following Members:**

**Proprietary Members:**

**First.- Carlos Hank Gonzalez** is proposed as Chairman and Member of the Board of Directors.

*He has developed a solid career for more than 20 years in strategic management positions in the private sector. Two key features have distinguished his career: clear, measurable and convincing results and the development of long-term institutionalization. He is 43 years old and is recognized as an entrepreneur, financier, proud Mexican and family man. He holds a Bachelor's Degree in Business Management with specialization in Finance from Universidad Iberoamericana.*

*In 1997, he was appointed as CEO of Interacciones Casa de Bolsa, in 1999 as CEO of Banco Interacciones and in the year 2000 as CEO of Grupo Financiero Interacciones ("GFI"). At the beginning of 2003, he was designated as Deputy CEO of Grupo Financiero Banorte ("GFNorte") and by the end of the year, he returned to GFI as CEO to continue transforming it into a highly profitable financial group, specialized in state and municipal financing. He led a successful public offering in 2013 that consolidated GFI as a public company, achieving increasing liquidity of its shares in the stock market. Additionally, he was appointed CEO of Grupo Industrial Hermes in 2008, a group founded in 1978, with different business lines in infrastructure, energy, automotive, transportation and, since 2013, in tourism. Furthermore, in GRUMA, global leader in corn flour and tortilla production with operations in more than 100 countries, Carlos Hank Gonzalez has played a key role since December 2012, when he became Vice President of the Board of Directors and joined the Executive Committee to design a healthy and responsible financial strategy that generated value for the company.*

*On October 7, 2014 he renounced as CEO of Grupo Financiero Interacciones and on November 20, 2014 GFNorte's Board of Directors, by unanimous agreement, designated him as Chairman of this government body, effective as of January 1, 2015.*

**Second.- Juan Antonio Gonzalez Moreno** is proposed as Member of the Board of Directors.

*He graduated in Business Management from Universidad Regiomontana and holds an MBA from San Diego University. He is Chairman of the Board of Directors and CEO of GRUMA and GIMSA. He was Managing Director of GRUMA Asia and Oceania and Senior Vice President of Special Projects at GRUMA Corporation. Chairman of the Board of Directors and CEO of CarAmigo EE.UU., and Vice President of the Central and Eastern Regions of MissionFoods. Sales President and Vice President of Azteca Milling.*

**Third.- David Villarreal Montemayor** is proposed as Member of the Board of Directors.

*He joined GFNorte's Board in October 1993. He is a Mechanical and Electrical Engineer from Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM), holds a Master's Degree in Science in Automatic Control from the same institution, and participated in the Advanced Management program from IPADE. He is Chief Executive Officer and major shareholder of Artefactos Laminados, S.A. de C.V. He is Chairman of the Board and Deputy Managing Director of Inmobiliaria Montevi, S.A. de C.V. and Inmobiliaria Monyor S.A. de C.V. He is a regional Advisor of Banco Nacional de Mexico, S.A. (Banamex) and a Financial Advisor and Business Developer for SISMEEX, Sistemas Mexicanos S.A. de C.V.*

**Fourth.- Jose Marcos Ramirez Miguel** is proposed as Member of the Board of Directors.

*He holds a Bachelor's Degree in Actuarial Science from Universidad Anahuac, a Post-graduate Degree in Finance from Instituto Tecnológico Autónomo de México (ITAM) and an MBA from E.S.A.D.E. in Barcelona, Spain. He has been Chief Executive Officer of GFNorte since November 2014, prior to this appointment he held positions as Managing Director of Wholesale Banking and Chief Corporate Officer. Prior to joining GFNorte, he worked at Grupo Financiero Santander for 11 years where he held several positions such as CFO, Managing Director Wholesale Banking, Managing Director of Santander Brokerage and Executive Vice President of the Group. In 2007, he was appointed Chairman of Asociación Mexicana de Intermediarios Bursátiles. From 1993 to 1999 he was with Nacional Financiera, S.N.C. in the Development Banking area where he held various management positions. He also worked at Banque Nationale de Paris and Banque Indosuez Mexico as trader in the Mexican market. In 1989, he founded Finventia where he held an important role in the issuance of the first private Eurobond after the Mexican debt restructuring. Furthermore, he was interdisciplinary consultant at Peat Marwick Mexico, and subsequently entered to the Financial Engineering Area at Operadora de Bolsa.*

**Fifth.- Everardo Elizondo Almaguer** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2010. He graduated in Economics from the University of Nuevo Leon and holds a Master's Degree and Ph.D. in Economics, both from the University of Wisconsin-Madison. He was Director of Economic Studies at Grupo Industrial Alfa (Alfa Group). He founded the Consulting Agency Index, Economía Aplicada S.A. and was Deputy Governor of the Mexican Central Bank. He founded and was the first Director of the Graduate School of the Faculty of Economics at the University of Nuevo Leon. He is Professor of International Finance at EGADE, Business School, ITESM. Furthermore, he is member of several companies' Boards of Directors.*

**Sixth.- Patricia Armendariz Guerra** is proposed as Independent Member of the Board of Directors.

*She joined GFNorte's Board in April 2009. She is an Actuary from Universidad Nacional Autonoma de Mexico (UNAM), holds a Master's Degree in Economics from the same institution and a Ph.D. in Economics from Columbia University in New York. She was advisor to the Minister of Finance and Public Credit, position in which she coordinated the negotiation of financial services of the North American Free Trade Agreement (NAFTA), later she was Vice President of Supervision at the National Banking and Securities Commission, and Associated Director of the Bank for International Settlements, in charge of the analyzing the impact of Basel II in emerging markets. She was advisor to the Chairman Emeritus, Roberto Gonzalez Barrera, and Director of Special Projects at the same Institution. He is Managing Director at Financiera Sustentable, entity dedicated to finance micro companies and is Partner - Director and Founder of Valores Financieros, company dedicated to advise banking systems. She has been international advisor in banking crises, Economics professor at Instituto Tecnologico Autonomo de Mexico (ITAM) and author of several academic and specialized publications in Banking and Macroeconomics.*

**Seventh.- Hector Reyes-Retana y Dahl** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in July 2011. He is an Industrial Engineer from Universidad Iberoamericana and holds an MBA from Cornell University, New York. He is an independent Advisor and Consultant. Currently he is Member of the Board of Banco del Ahorro Nacional (Bansefi). He has held various positions in the public sector, in the Ministry of Economy he founded the organism "ProMexico, Inversion y Comercio"; also, was the CEO of Banco Nacional de Comercio Exterior, S.N.C (Bancomext), CEO of Banca Confia and Director of International Operations of Banco de Mexico (Banxico). In the private sector, he was CEO of Grupo Financiero Mifel and Banca Mifel, and was Vice President of the Mexican Banking Association (ABM), among others.*

**Eight.- Juan Carlos Braniff Hierro** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in July 2011. He is Chairman and CEO of Capital I, Fondos de Inversion Inmobiliaria. Member of the Board of Directors of Maxcom and Afore XXI Banorte. He was Vice President of the Board of Directors at Grupo Financiero BBVA Bancomer, where he held several executive positions such as Chairman of the Board of Insurance, Annuities and Afore, also served as member of the Credit, Risk and Audit Committees. Furthermore, he was member of the Board of Directors and Committees of Fomento Economico Mexicano (FEMSA), Coca Cola Femsa (KOF), Aeromexico, Maizoro, Hoteles Presidente Intercontinental and El Paso Corp., among others.*

**Ninth.- Armando Garza Sada** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in July 2011. He graduated from Massachusetts Institute of Technology (MIT) and holds an MBA from Stanford Business School. Currently he is Alfa's Chairman of the Board of Directors. He is member of the Board of: Banco de Mexico (Regional Board), Femsa, Frisa, Instituto Tecnologico y de Estudios Superiores de Monterrey (ITESM), Lamosa, Liverpool, Proeza, Stanford Business School and Stanford University.*

**Tenth.- Alfredo Elias Ayub** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2012. He is a Civil Engineer from Universidad Anahuac and holds an MBA from Harvard Business School. He served as CEO of Comision Federal de Electricidad (Mexican Federal Electricity Commission, CFE), as CEO of Aeropuertos y Servicios Auxiliares (Airports and Auxiliary Services, ASA) and held various positions within the Ministry of Energy and Mining. He was member of the Alumni Council at Harvard Business School, Nacional Financiera, Multibanco Mercantil de Mexico and Banco Internacional. Furthermore, he was Chairman of the Board of the Mexican Institute of Electric Research and of the Mexico Foundation at Harvard. Currently, he is Chairman of the Board of Promociones Metropolis S.A de C.V. and is member of the Board of Iberdrola USA and Rotoplas.*

**Eleventh.- Adrian Sada Cueva** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2013. He graduated in Business from Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM) and holds an MBA from Stanford Business School. He is Executive Manager Director of Vitro since March 2013 and is a member of the Board of Directors of Vitro, S.A.B. de C.V. since 2010. He was Director of Vitro Cristalglass (Spain), Managing Director of Vitro Automotive, Director of Internal Restructure, Director of Administration and Finance and Managing Director of the Containers Business in Vitro. Additionally, he is a Member of the Board of Directors of Comegua, Club Industrial de Monterrey, Universidad de Monterrey and Camara de la Industria de Transformacion (CAINTRA).*

**Twelfth.- Miguel Aleman Magnani** is proposed as Independent Member of the Board of Directors.

*He holds a Bachelor's Degree in Law from Universidad Anahuac and participated in the Advanced Management program from IPADE. He is Executive Chairman of ABC, Aerolineas-Interjet, Chairman of Grupo Aleman, and Chairman of the Committee of the Tourism Program of Fundacion Miguel Aleman, A. C. Furthermore, he participates in the Advisory Board of Mexico City's Tourism, the Consejo Coordinador Empresarial and in the Board of Mexican Tourism Promotion. He held various positions at Grupo Televisa as Director of Special Affairs of the Chairman, Vice President of Corporate Image and Proprietary Member of the Board.*

**Thirteenth.- Alejandro Burillo Azcarraga** is proposed as Independent Member of the Board of Directors.

*He is Chairman of the Board of Directors of Grupo Pegaso, which has presence in the technology, telecom, media, real estate, sports, culture and philanthropy, agribusiness, tourism, services and aeronautics sectors. He has participated as strategic partner in different companies and financial institutions such as: Ixe Banco, Laredo National Bank, Telefonica Movistar, Atlante Football Club, among others. He has also been independent member of the Board of Directors of Grupo Financiero BBVA Bancomer, S.A.*

**Fourteenth.- Jose Antonio Chedraui Eguia** is proposed as Independent Member of the Board of Directors.

*He holds a Bachelor's Degree in Accounting and Finance from Universidad Anahuac. Currently, he is CEO of Grupo Comercial Chedraui, which is integrated by diverse retail companies. Formerly, he was*

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Commercial Director and then CEO of Comercial Las Galas. Furthermore, he participates in the organizations Fundacion Chedraui, Young Presidents' Organization and Mexico Nuevo.

**Fifteenth.- Alfonso de Angoitia Noriega** is proposed as Independent Member of the Board of Directors.

*He holds a Bachelor's Degree in Law from the Universidad Autonoma de Mexico (UNAM). Currently holds the position of Executive Vice President and Chairman of the Finance Committee at Grupo Televisa, S.A.B. He has served on the Board and Executive Committee of the company since 1997 and from 1999 to 2003 served as Executive Vice President of Administration and Finance. Prior joining Grupo Televisa, he co-founded the Law firm Mijares, Angoitia, Cortes y Fuentes, S.C. He is also member of the Board of Directors of Cablevision, S.A. de C.V., Innova, S. de R.L. de C.V. (Sky), Cablemas Telecomunicaciones, S.A. de C.V., Operbes, S.A. de C.V. (Bestel), International Television, Inc. de C.V., Grupo Axo, S.A.P.I. de C.V. and The Americas Society. He was a member of the Board of Grupo Modelo, S.A.B. de C.V. from 2005 to 2013 and The American School Foundation from 2001 to 2010. He is currently Chairman of the Board of Kardias Foundation and member of the UNAM Foundation and the Mexican Health Foundation.*

### **Alternate Members<sup>2</sup>:**

**Sixteenth.- Graciela Gonzalez Moreno** is proposed as Member of the Board of Directors.

**Seventeenth.- Juan Antonio Gonzalez Marcos** is proposed as Member of the Board of Directors.

**Eighteenth.- Jose Maria Garza Treviño** is proposed as Independent Member of the Board of Directors.

**Nineteenth.- Robert William Chandler Edwards** is proposed as Independent Member of the Board of Directors.

**Twentieth.- Alberto Halabe Hamui** is proposed as Independent Member of the Board of Directors.

**Twenty First.- Roberto Kelleher Vales** is proposed as Independent Member of the Board of Directors.

**Twenty Second.- Manuel Aznar Nicolin** is proposed as Independent Member of the Board of Directors.

**Twenty Third.- Guillermo Mascareñas Milmo** is proposed as Independent Member of the Board of Directors.

**Twenty Fourth.- Ramon A. Leal Chapa** is proposed as Independent Member of the Board of Directors.

**Twenty Fifth.- Isaac Becker Kabacnik** is proposed as Independent Member of the Board of Directors.

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<sup>2</sup> For further information visit [www.banorte.com](http://www.banorte.com) in Investor Relations/ Financial Information/ Annual Reports / 2014 / CNBV 2014 Annual Report.

<http://www.banorte.com/doc/Annual-Report-CNBV-2014-FINAL.pdf>

**Twenty Sixth.- Eduardo Livas Cantu** is proposed as Independent Member of the Board of Directors.

**Twenty Seventh.- Lorenzo Lazo Margain** is proposed as Independent Member of the Board of Directors.

**Twenty Eighth.- Javier Braun Burillo** is proposed as Independent Member of the Board of Directors.

**Twenty Ninth.-Rafael Contreras Grosskelwing** is proposed as Independent Member of the Board of Directors.

**Thirtieth.- Guadalupe Phillips Margain** is proposed as Member of the Board of Directors.

- b) It is proposed to appoint Hector Avila Flores as Secretary to the Board of Directors, who will not be part of the Board.**
- c) It is proposed in accordance with Article Forty of the Corporate By-Laws, that the Board Members are exempt from the responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.**

**V.- Determine the compensation for the Members of the Company's Board of Directors.**

It is proposed to be paid to Proprietary and Alternate Board Members, if it is the case, as compensation for each attended meeting, a net amount of taxes equivalent to two gold coins with a nominal value of fifty pesos (commonly referred to as "centenarios"), priced according to the corresponding market quote on the date of each session.

**VI.- Designation of the Chairman of the Audit and Corporate Practices Committee.**

It is proposed by the Chairman of the Board of Directors, Carlos Hank Gonzalez, to designate Hector Reyes-Retana y Dahl as Chairman of the Audit and Corporate Practices Committee.

**VII.- Board of Directors' Report regarding shares repurchase transactions carried out during 2014 and determination of the maximum amount of financial resources that will be applied for share repurchases during 2015.**

**First.-** It is proposed to approve the Board of Directors' Report regarding the purchase and sale of proprietary shares during 2014.

**Second.-** The proposal is to allocate the amount of Ps. 3,373'000,000.00 (THREE BILLION, THREE HUNDRED SEVENTY THREE MILLION PESOS 00/100), equivalent to 1.5% of the Financial Groups' market capitalization value as of December 2014, charged against equity, to purchase Company's shares during 2015, and will consider those transactions to be carried out in 2015 and until April 2016, subject to the Treasury's Policy for Transactions with Shares.

**VIII.- Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.**