

**Grupo Financiero Banorte, S.A.B. de C.V.**

**First Notice**

**Annual General Shareholders' Meeting**

As agreed by the Board of Directors, shareholders of Grupo Financiero Banorte, S.A.B. de C.V. are hereby called to attend the Annual General Shareholders' Meeting to be held on April 24, 2015, at 11:00 am, in the building located at Avenida Revolucion #3000 Sur, Colonia Primavera, in Monterrey, Nuevo Leon, to address the following issues:

**AGENDA**

**To inform and take the resolutions that the Assembly deems appropriate regarding the following issues:**

- 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.**
- II.- Distribution of profits.**
- III.- Discussion, and if the case, approval of a proposed cash dividend payment.**
- IV.- Appointment of the members of the Company's Board of Directors proposed by the Designations Committee and qualify their independence.**
- V.- Determine the compensation for the Members of the Company's Board of Directors.**
- VI.- Designation of the 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.**
- VIII.- Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.**

We would like to inform all shareholders that admission cards to the Meeting will be delivered upon presenting the respective record of deposit issued by S.D. Indeval, Institucion para el Deposito de Valores, 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 Board of Directors' Secretary, located at Avenida Revolucion #3000 Sur, Colonia Primavera, in the city of Monterrey, N.L., no later than one business day prior to the date of the scheduled Meeting.

Shareholders may attend the Meeting in person or be represented by a Proxy, as per the applicable forms issued and delivered, for such purpose, by this Company, in accordance with Article 49 Section III of the Securities Market Law.

The Power of Attorney forms, reports and documentation related to the agenda, in accordance with Article 49 Section I of the Securities Market Law and Article 65 of the Law Regulating Financial Groups, will be available to shareholders at the Company's offices in normal business hours during the 15 calendar days previous to the Assembly, hence, 15 calendar days previous to April 24, 2015.

Monterrey, N.L., April 1, 2015.

**Lic. Hector Avila Flores**  
**Secretary to the Board of Directors**