

**Monterrey, N.L., as of April 4, 2014.**

With respect to the First Notice published today, regarding the Annual General Shareholders' Meeting to be held on April 25, 2014, shareholders are informed of the following for the Meeting' agenda:

**ANNUAL GENERAL SHAREHOLDER'S 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, 2013.**

**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 "Ley del Mercado de Valores" (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, 2013.<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 2013, 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, 2013 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. \$13,754'489,346.71 (THIRTEEN BILLION, SEVEN HUNDRED FIFTY-FOUR MILLION, FOUR HUNDRED EIGHTY-NINE THOUSAND, THREE HUNDRED FORTY-SIX PESOS 71/100), which represents the net income for 2013, into the account "Legal Reserve" for the amount of \$313'160,246.70 (THREE HUNDRED THIRTEEN MILLION, ONE HUNDRED SIXTY THOUSAND, TWO HUNDRED FORTY-SIX PESOS 70/100) and into the account "Retained Earnings from prior Years" the amount of \$13,441'329,100.01 (THIRTEEN BILLION, FOUR HUNDRED FORTY-ONE MILLION, THREE HUNDRED TWENTY-NINE THOUSAND, ONE HUNDRED PESOS 1/100).

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<sup>1</sup> The Audited Financial Statement is available online ([www.banorte.com](http://www.banorte.com)) in Investor Relations/ Financial Statements / Grupo Financiero Banorte / Estados Financieros 2013 / Información Dictaminada 2013 ([http://www.banorte.com/pv\\_obj\\_cache/pv\\_obj\\_id\\_6F561960F327F9A794EAB0793AA31CF06A5D1700/filename/Dictamen\\_grupo\\_2013.pdf](http://www.banorte.com/pv_obj_cache/pv_obj_id_6F561960F327F9A794EAB0793AA31CF06A5D1700/filename/Dictamen_grupo_2013.pdf))

**III.- Appointment of the members of the Company's Board of Directors and qualify their independence.**

Grupo Financiero Banorte (GFNORTE) has become one of the most public companies in the Mexican financial market, with 90% of its shares floating. Stemming from this, GFNORTE's minority shareholder base is ample, including global and local institutional funds, asset managers, mutual funds, retirement saving funds, wealth management and private banking clients, retail investors, among others. Aware of the growing presence of minority investors in GFNORTE's base of shareholders, the company has been adopting international best corporate practices, in order to provide certainty of the manner in which the business and the organization is conducted. In this context, the number of independent Board members has significantly increased during the last years, exceeding 50% of the total, above the 25% required by the Securities Market Law and above the 50% considered as international best practices. The percentage of independent Board members will remain in 67%, at the same level than that of the last year if these members were ratified, one of the highest percentages among Mexican and Latin American companies.

Stemming from the above, and 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 2014, qualifying the corresponding members' independence as long as they do not fall within the restrictions outlined in the Securities Market Law. Also the Patrimonial and Related members are identified under the terms outlined by the Best Corporate Practices Code.

As of today's Resolutions Proposal, one Proprietary Independent Member and three Alternate Members (one Patrimonial and two Independent) have not been defined. The Designations Committee will announce the name of the pending Board Members to be proposed to this Assembly, on April 10, 2014 at the latest, date in which Grupo Financiero Banorte will announce them 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.

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

**Proprietary Members**

**First.- Guillermo Ortiz Martinez** is proposed as Chairman and Related Member of the Board of Directors.

*He joined Grupo Financiero Banorte's Board in March 2011, and has been Chairman since then. He graduated in Economics from the Universidad Nacional Autonoma de Mexico (UNAM) and has a Master's degree and Ph.D in Economics, both from Stanford University, California. He is also a member of the Group of Thirty, of the Advisory Board of the Center for Financial Stability, of the Advisory Council of the SWIFT Institute and of the Advisory Board of the Globalization and Monetary Policy Institute at the Federal Reserve Bank of Dallas. He is Chairman of the Per Jacobsson Foundation, founder of GO & Asociados and member of the Quality of Life Advisory Board of the Government of Mexico City. Additionally, he serves as member of the International Advisory Council of Zurich Insurance Group Ltd., of the Board of Directors of Bombardier Inc., Weatherford International, Aeropuertos del Sureste, Grupo Comercial Chedraui, Mexichem and Vitro. He was Governor of the Mexican Central Bank, Chairman of the External Panel for the Review of the Fund's Risk Management Framework at the International Monetary Fund (IMF), Chairman of the Board of the Bank for International Settlements (BIS), Secretary of Finance and Public Credit and Secretary of Communications and Transportation. He has taught Economics in the Colegio de Mexico, the Instituto Tecnologico Autonomo de Mexico (ITAM), and in the University of Stanford. He received the award "Rodrigo Gomez" given by the Center for Latin American Monetary Studies (CEMLA).*

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

*She is accountant, graduated from the Universidad Labastida in Monterrey, N.L. Since September 1988 until 2010, she participated as founding partner and member of the Asociacion Gilberto, A.C. Board of Directors and*

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was Vice-president of it from 2007 to 2010. She is daughter of Roberto Gonzalez Barrera, sister of Bertha Gonzalez Moreno, Juan Gonzalez Moreno and Roberto Gonzalez Moreno.

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

*He joined Grupo Financiero Banorte's Board in October 1993. He is a Mechanical and Electrical Engineer from the 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 the 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 Monteví, S.A. de C.V. and Inmobiliaria Monyor S.A. de C.V. (both Real Estate Agencies). He is a regional Advisor of Banco Nacional de México, S.A. (Banamex) and a Financial Advisor and Business Developer for SISMEC, Sistemas Mexicanos S.A. de C.V.*

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

*He joined Grupo Financiero Banorte'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 of Grupo Industrial Alfa (Alfa Group). He founded the Consulting Agency Index, Economía Aplicada S.A. He founded and is Director of the Graduate School of the Faculty of Economics at the University of Nuevo Leon. He is Professor at the Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM) in the Faculty of Economics and Public Administration and was Deputy Governor of the Mexican Central Bank.*

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

*He joined Grupo Financiero Banorte's Board in April 2012. He is a Civil Engineer from the Universidad Anahuac and holds an MBA from Harvard University. He served as CEO of the Comisión 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 México 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 a member of the Dean's Advisory Council at Harvard Business School, of the Advisory Board of Papalote Museo del Niño and Fundación Miguel Alemán.*

**Sixth.- Herminio Blanco Mendoza** is proposed as Independent Member of the Board of Directors.

*He joined Grupo Financiero Banorte's Board in April 2005. He graduated in Economics from Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM) and the University of Colorado, and holds a Ph.D. in Economics from the University of Chicago. He is Chairman and Chief Executive Officer of "Strategic Solutions". He was Member of the Board of Banco Latinoamericano de Exportaciones, Bladex and Cydsa, S. A., was Mr. Lakshmi Mittal's advisor (Chairman and CEO of Mittal Steel), Secretary of Commerce and Industrial Development and Chief Negotiator of the North American Free Trade Agreement (NAFTA).*

**Seventh.- [Definition in process]** is proposed as Independent Member of the Board of Directors.

*[Definition in process]*

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

*She joined Grupo Financiero Banorte's Board in April 2009. She is an Actuary Mathematician from the Universidad Nacional Autónoma de México (UNAM), holds a Master's Degree in Economics from the same institution and a PhD in Economics from Columbia University in New York. She is Chief Executive Officer of Credipyme, S.A. de C.V. and President of Valores Financieros, S.A. (International Financial Consultancy).*

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

*He joined Grupo Financiero Banorte's Board in July 2011. He graduated from the Massachusetts Institute of Technology (MIT) and holds an MBA from Stanford Business School. He is Alfa's Chairman of the Board of Directors. He is member of the Board of: Banco de México (Regional Board), Femsa, Frisa, Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM), Lamosa, Liverpool and Proeza and is member of the Board of Stanford Business School. He was CEO of Selther, Polioles, Sigma and Versax, among others.*

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

*He joined Grupo Financiero Banorte'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) 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 Vicepresident of the Mexican Banking Association (ABM), among others.*

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

*He joined Grupo Financiero Banorte's Board in July 2011. He is Chairman and CEO of Capital I, Fondos de Inversion Inmobiliaria. He was Vicepresident of the Board of Directors at Grupo Financiero BBVA Bancomer, and Chairman of the Board of Insurance, Annuities and Afore at Bancomer, where also served as Member of the Credit, Risk and Audit Committee. Also, he was member of the Board of Directors at Femsa, Aeromexico, Maizoro, Hoteles Presidente Intercontinental, and former Member of the Compensation Committee at Ixe, among others.*

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

*He has 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 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., BBVA Bancomer, S.A. and BBVA Bancomer Servicios, S.A.*

**Fourteenth.- Juan Gonzalez Moreno** is proposed as Patrimonial Member of the Board of Directors.

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

**Fifteenth.- Alejandro Valenzuela del Rio** is proposed as Related Member of the Board of Directors.

*He joined Grupo Financiero Banorte's Board in October 2007. He holds Bachelor and Master's Degree in Economics from the University of California, Los Angeles and a PhD in Management and Project Evaluation from the Universite de Paris Dauphine and Ecole Superieure de Commerce de Paris (ESCP). He is Chief Executive Officer of Grupo Financiero Banorte S.A.B. de C.V. since April 2008; in the same Group he has held positions as Managing Director of Institutional Relations, Managing Director of Treasury and Investor Relations. He was Managing Director of the European Aeronautic Defense and Space Company (EADS), Member of the Board of Directors of The Laredo National Bank, Director of International Relations and Foreign Affairs of Banco de Mexico, Chief of Staff to the Minister and Spokesman of the Ministry of Finance and Public Credit and Managing Director of International Financial Affairs at the same Ministry.*

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

**Sixteenth.- Jesus O. Garza Martinez** is proposed as Related Alternate Member of the Board of Directors.

**Seventeenth.- Alejandro Hank Gonzalez** is proposed as Patrimonial Alternate Member of the Board of Directors.

**Eighteenth.- [Definition in process]** is proposed as Patrimonial Member of the Board of Directors.

**Nineteenth.- [Definition in process]** is proposed as Independent Member of the Board of Directors.

**Twentieth.- Isaac Becker Kabacnik** is proposed as Independent Alternate Member of the Board of Directors.

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

**Twenty Second.- Adrian Sada Cueva** is proposed as Independent Alternate Member of the Board of Directors.

**Twenty Third.- [Definition in process]** is proposed as Independent Member of the Board of Directors.

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

**Twenty Fifth.- Julio Cesar Mendez Rubio** is proposed as Independent Alternate Member of the Board of Directors.

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

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

**Twenty Eighth.- Alejandro Orvañanos Alatorre** is proposed as Independent Alternate Member of the Board of Directors.

**Twenty Ninth.- Enrique Castillo Sanchez Mejorada** is proposed as Related Alternate Member of the Board of Directors.

**Thirtieth.- Jose Marcos Ramirez Miguel** is proposed as Related Alternate Member of the Board of Directors.

**b) 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.**

**c) It is proposed to appoint Hector Avila Flores as Secretary to the Board of Directors, who will not be part of the Board.**

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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 / 2013 / CNBV 2013 Annual Report.



**IV.- 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.

**V.- Designation of the members of the Audit and Corporate Practices Committee.**

It is proposed to designate the following people as members of the Committee that will have the functions of Audit and Corporate Practices, including its Chairman (it is submitted to vote independently for each of the following members):

Hector Reyes Retana y Dahl - Chairman  
Herminio Blanco Mendoza  
Manuel Aznar Nicolin  
Patricia Armendariz Guerra  
Julio Cesar Mendez Rubio

**VI.- Designation of the members of the Risk Policies Committee, including the appointment of the Chairman of the Committee.**

By recommendation of Guillermo Ortiz, it is proposed to designate the following people as members of the Risk Policies Committee, including its Chairman (it is submitted to vote independently for each of the following members):

Juan Carlos Braniff Hierro - Chairman  
Hector Reyes Retana y Dahl  
Alfredo Elias Ayub  
Everardo Elizondo Almaguer  
Manuel Aznar Nicolin  
Alejandro Valenzuela del Rio  
Manuel Romo Villafuerte  
Fernando Solis Soberon  
Gerardo Zamora Nañez  
Marcos Ramirez Miguel  
David Aaron Margolin Schabes - Secretary

**VII.- Board of Directors' Report regarding shares repurchase transactions carried out during 2013 and determination of the maximum amount of financial resources that will be applied for share repurchases during 2014.**

**First.-** It is proposed to approve the Board of Directors' Report regarding the purchase and sale of proprietary shares, in which it is informed that the Repurchase Fund did not carry out any transactions with the company's shares during 2013.

**Second.-** The proposal is to allocate the amount of Ps. \$3,801'000,000.00 (THREE BILLION, EIGHT HUNDRED ONE MILLION PESOS 00/100), equivalent to 1.5% of the Financial Groups' market capitalization value as of December 2013, charged against equity, to purchase Company's shares during 2014, 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.**