

GRUPO FINANCIERO BANORTE, S.A.B. DE C.V.
Annual General Shareholders' Meeting

Monterrey, N.L., April 10, 2014.

As an Update to the Resolution Proposals submitted on April 4, referring to the Annual General Shareholders' Meeting to be held on April 25, we notify our shareholders through this document the following changes:

Resolution III of the Agenda “**Appointment of the members of the Company’s Board of Directors and qualify their independence.**”

The Designations Committee has defined the pending names of the Proprietary and Alternate Members of the Board to be proposed to this Assembly.

Proposed Changes:

Regarding Proprietary Members:

1. It is proposed to appoint Adrian Sada Cueva as Independent Proprietary Member of the Board of Directors, who formerly was an Independent Alternate Member.

Regarding Alternate Members:

1. It is proposed to appoint Jose Maria Garza Treviño as Independent Alternate Member of the Board of Directors.
2. It is proposed to appoint Alberto Halabe Hamui as Independent Alternate Member of the Board of Directors.
3. It is proposed to appoint Eduardo Livas Cantu as Independent Alternate Member of the Board of Directors, who formerly was an Independent Proprietary Member.
4. It is proposed to appoint Roberto Kelleher Vales as Independent Alternate Member of the Board of Directors.
5. It is proposed to appoint Juan Antonio Gonzalez Marcos as Patrimonial Alternate Member of the Board of Directors.
6. It is proposed to relieve all responsibility for the legal performance of their charges, since they stopped being part of the Board of Directors, to Manuel Saba Ades (Independent Proprietary Member of the Board of Directors), Alberto Saba Ades (Independent Alternate Member of the Board of Directors) and Enrique Castillo Sanchez Mejorada (Related Alternate Member of the Board of Directors).

Resolution VI of the Agenda “**Designation of the members of the Risk Policies Committee.**”

1. It is proposed to the Assembly that the Risk Policies Committee be integrated by 12 members, chaired by Juan Carlos Braniff Hierro, instead of Eduardo Livas Cantu, who will remain as member of this Committee.

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Given the **Proposed Changes**; we would like to inform our shareholders of the **options regarding the treatment that will be given to the votes** submitted to date, April 10, through your Depository Houses.

1. No action required if you did not vote and you do not intend to vote.
2. No action required if votes submitted were all "In Favor" to resolutions III and VI. Therefore, votes received will be cast in line with the proposed changes to the Board and the Risk Policies Committee.
3. No action required if votes submitted are not affected by the proposed changes and you agree to vote in line with the proposed changes to the Board and the Risk Policies Committee.
4. Notification is required if votes submitted were all "In Favor", "Abstain" or "Against" to resolutions III and VI but you desire to change it.
5. In any other case, if no notification is received, votes regarding resolutions III and VI will not be valid.

In case of selecting treatment option 4, we kindly ask GFNorte's shareholders to elaborate their notification with the following information: ownership of shares, amount of shares and custodian bank regarding the already submitted shares. These notifications should be addressed to the following people: Jose Morales Martinez (jose.morales@banorte.com) in the Legal Department, David Ricardo Suarez Cortazar (david.suarez@banorte.com) in the Finance and Investor Relations Department and Borja Miranda (b.miranda@sodali.com) at Sodali Advisors.

In case that no notification is received regarding resolutions III and VI of the Agenda, the following will be approved in the next Annual General Shareholders' Meeting on April 25:

III.- Appointment of the members of the Company's Board of Directors 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 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.

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 Proprietary 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

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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 Tecnológico Autónomo de México (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 Proprietary 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 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 Proprietary 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 Montevi, 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 Mexico, S.A. (Banamex) and a Financial Advisor and Business Developer for SISMEEX, Sistemas Mexicanos S.A. de C.V.

Forth.- Everardo Elizondo Almaguer is proposed as Independent Proprietary 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 Proprietary 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 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 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 Proprietary 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).

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Seventh.- Adrian Sada Cueva is proposed as Independent Proprietary Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in April 2013. He graduated in Business from the 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 the Confederación Patronal de la República Mexicana (Coparmex), Comegua, Club Industrial de Monterrey, Universidad de Monterrey and the Cámara de la Industria de Transformación (CAINTRA).

Eighth.- Patricia Armendariz Guerra is proposed as Independent Proprietary 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 Chairman of Valores Financieros, S.A. (International Financial Consultancy).

Ninth.- Armando Garza Sada is proposed as Independent Proprietary 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 Proprietary 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 "ProMéxico, Inversión y Comercio"; also, was the CEO of Banco Nacional de Comercio Exterior, S.N.C (Bancomext) and Director of International Operations of Banco de México (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 Proprietary 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 Inversión 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, Aeroméxico, Maizoro, Hoteles Presidente Intercontinental, and former Member of the Compensation Committee at Ixe, among others.

Twelfth.- Miguel Aleman Magnani is proposed as Independent Proprietary 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, Aerolíneas-Interjet, Chairman of Grupo Aleman, and Chairman of the Committee of the Tourism Program of Fundación 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.

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Thirteenth.- Alejandro Burillo Azcarraga is proposed as Independent Proprietary 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 Antonio Gonzalez Moreno is proposed as Patrimonial Proprietary 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 Projects at Corporation. Chairman of the Board of Directors and CEO of CarAmigo EE.UU., and Vicepresident of the Central and Eastern Regions of MissionFoods. Sales President and Vicepresident of Azteca Milling and CEO of GIMSA.

Fifteenth.- Alejandro Valenzuela del Rio is proposed as Related Proprietary 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 Members¹

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

Nineteenth.- Alberto Halabe Hamui is proposed as Independent Alternate 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.- Don Eduardo Livas Cantu is proposed as Independent Alternate Member of the Board of Directors.

¹ For further information about the Alternate Member of the Board of Directors, visit (www.banorte.com) in Investor Relations/ Financial Information/ Annual Reports / 2013 / CNBV 2013 Annual Report.

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Twenty Third.- Roberto Kelleher Vales is proposed as Independent Alternate 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.- Juan Antonio Gonzalez Marcos is proposed as Patrimonial 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.

VI.- Designation of the members of the Risk Policies 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
Alfredo Elias Ayub
Hector Reyes Retana y Dahl
Everardo Elizondo Almaguer
Eduardo Livas Cantu
Manuel Aznar Nicolin
Alejandro Valenzuela del Rio
Manuel Romo Villafuerte
Fernando Solis Soberon
Gerardo Zamora Nañez
Jose Marcos Ramirez Miguel
David Aaron Margolin Schabes - Secretary