

GRUPO FINANCIERO BANORTE, S.A.B. DE C.V.

Monterrey, N.L., as of April 5th, 2013.

With respect to the First Notice published today, regarding the Extraordinary and Annual General Shareholders' Meetings to be held on April 26th, 2013, shareholders are informed of the following for the Meetings' agendas:

EXTRAORDINARY GENERAL SHAREHOLDER'S MEETING

- I. **Discussion, and if the case, approval of changes to Article Second of the Corporate By-Laws of the Company, in order to (i) exclude Ixe Banco, S.A., Institución de Banca Múltiple, Grupo Financiero Banorte and Fincasa Hipotecaria, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte as integrated entities of Grupo Financiero Banorte, S.A.B. de C.V., and ii) modify the legal denomination of Ixe Soluciones, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte, to Sólida Administradora de Portafolios, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte, and of Ixe Fondos, S.A. de C.V., Sociedad Operadora de Sociedades de Inversión, Grupo Financiero Banorte, to Operadora de Fondos Banorte Ixe, S.A. de C.V., Sociedad Operadora de Sociedades de Inversión, Grupo Financiero Banorte, and as a result, authorization to subscribe a new Agreement of Shared Responsibilities.**

Regarding this point of the agenda, stemming from the merger of Banco Mercantil del Norte, S.A., Institución de Banca Múltiple, Grupo Financiero Banorte (Banorte) with Ixe Banco, S.A., Institución de Banca Múltiple, Grupo Financiero Banorte (Ixe Banco) and Fincasa Hipotecaria, S.A. de C.V., SOFOM, E.R., Grupo Financiero Banorte (Fincasa Hipotecaria), the last two being the merged entities, it is necessary to exclude Ixe Banco and Fincasa Hipotecaria from the integrated entities of Grupo Financiero Banorte, S.A.B. de C.V. (GFNorte).

First. It is proposed to modify Article Second of the Corporate By-Laws of GFNorte, in order to exclude Ixe Banco and Fincasa Hipotecaria as integrated entities of GFNorte, given their merger with Banorte; and modify the legal denomination of Ixe Soluciones, S.A. de C.V., SOFOM, E.R., Grupo Financiero Banorte (Ixe Soluciones), to Sólida Administradora de Portafolios, S.A. de C.V., SOFOM, E.R, Grupo Financiero Banorte (Sólida Administradora de Portafolios SOFOM) and of Ixe Fondos, S.A. de C.V., Sociedad Operadora de Sociedades de Inversión, Grupo Financiero Banorte (Ixe Fondos), to Operadora de Fondos Banorte Ixe, S.A. de C.V., Sociedad Operadora de Sociedades de Inversión, Grupo Financiero Banorte (Operadora de Fondos Banorte Ixe).

Therefore, it is proposed that Article Second to be worded as follows:

"ARTICLE SECOND:- EQUITY SHAREHOLDINGS. Under the terms of Article 15 of the Law to Regulate Financial Groups, the Company participates in the capital of the following financial institutions:

1. Banco Mercantil del Norte, S.A., Institución de Banca Múltiple, Grupo Financiero Banorte.
2. Arrendadora y Factor Banorte, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte.
3. Almacenadora Banorte, S.A. de C.V., Organización Auxiliar del Crédito, Grupo Financiero Banorte.
4. Pensiones Banorte Generali, S.A. de C.V., Grupo Financiero Banorte.
5. Seguros Banorte Generali, S.A. de C.V., Grupo Financiero Banorte.

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6. Casa de Bolsa Banorte Ixe, S.A. de C.V., Grupo Financiero Banorte.
7. Operadora de Fondos Banorte Ixe, S.A. de C.V., Sociedad Operadora de Sociedades de Inversión, Grupo Financiero Banorte.
8. Sólida Administradora de Portafolios, S.A. de C.V., Sociedad Financiera de Objeto Múltiple, Entidad Regulada, Grupo Financiero Banorte.

The Company may participate, upon authorization from the Ministry of Finance and Public Credit in the capital of other financial institutions or companies that provide complementary or auxiliary services to one or more of the group's financial institutions, as well as other companies authorized by the Ministry of Finance and Public Credit through general dispositions."

Second.- It is proposed to approve the text and to subscribe the new Agreement of Shared Responsibilities including all of GFNorte's entities.

This statutory reform will be conditional upon obtaining approval from the Ministry of Finance and Public Credit (SHCP), in terms of Article 17 of the Law to Regulate Financial Groups, with the understanding that the delegates appointed by the Assembly may carry out adjustments or amendments to that resolution specified by the SHCP.

Third.- It is proposed to designate delegate(s) to formalize and execute, if the case, the resolutions passed by the Assembly.

Forth.- It is proposed the drafting, reading and approval of the Assembly's minutes.

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 31st, 2012.

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 31st, 2012.¹

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 31st 2012, 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 31st, 2012 and to ratify the Minutes elaborated by the Board of

¹ The Audited Financial Statement is available online (www.banorte.com) in Investor Relations/ Financial Information/ Annual Reports / 2012 / Audited Financial Statement 2012 and CNBV 2012 Annual Report.

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. \$9,237'836,097.45 (NINE THOUSAND TWO HUNDRED THIRTY-SEVEN MILLION EIGHT HUNDRED THIRTY-SIX THOUSAND NINETY-SEVEN PESOS 45/100) into the account "Retained Earnings from prior Years", which represents the net income for 2012. Given that the Company has totally constituted the "Legal Reserve" as established in the Article 44 of the Corporate By-Laws, it is not necessary to distribute any amount to this heading.

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 81% 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. In this Assembly, it is proposed to appoint two new independent Board members, which represents another step forward in the adoption of international best corporate practices. The percentage of independent Board members will increase to 67% if this two new members are 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 2013, 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 Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in March 2011. He graduated in Economics from the Universidad Nacional Autonoma de Mexico (UNAM), has a master's degree and Ph.D in Economics both from Stanford University, California. He is Chairman of the Board of Directors of Grupo Financiero Banorte S.A.B. de C.V since March 2011, Chairman of the Board of Directors of the International Monetary Fund's (IMF) External Review Panel to Assess the Fund's Risk Management Framework. He was Governor of the Bank of Mexico, Chairman of the Board of Directors of the Bank for International Settlements (BIS), Mexico's Minister of Finance and Public Credit (SHCP) and Mexico's Minister 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, Palo Alto, California. He received the award "Rodrigo Gomez" given by the Center for Latin American Monetary Studies (CEMLA) and since 2001 he is member of the "Group of Thirty".

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

She joined Grupo Financiero Banorte's Board in April 1999. She has a Bachelor's degree in Psychology from the University of Monterrey. She is Chief Executive Officer of the Patronato de Cerralvo A.B.P., a private charitable institution dedicated to the generation of social programs. Member of the Board of Directors of Adanec, Centro Educativo Universitario Panamericano, Grafo Industrial, S.A. de C.V., IGNIX, S.A. de C.V., among others. She is daughter of Roberto Gonzalez Barrera, sister of 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 of 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 part of the Board 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 SISMEX, Sistemas Mexicanos S.A. de C.V.

Forth- Manuel Saba Ades is proposed as Independent Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in July 2011. He is Chairman of Grupo Casa Saba's Board of Directors, the Group is comprised of: Casa Saba, Drogueros, Citem, Centennial, Marproa, Daltem, Farmacias Benavides, Farmacias ABC, Farmacias Peruanas (Peru), Farmacias Ahumada (Chile) and Drogasmil/Farmalife (Brazil). He is member of the Board of Grupo Xtra S.A. de C.V. He was member of the Board of Directors for companies such as: Casa de Bolsa Finamex, Estudios Mexicanos Telemundo, Banco Serfin, Banca Promex and Valores Finamex, as well as the Chairman of the Executive Committee of Grupo Kosa (Celanese), and former member of the Board of Ixe Grupo Financiero, S.A. de C.V.

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, holds an MBA from Harvard University. He served as CEO of the 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. He was a member of the Alumni Council of the School of Business at Harvard University, Chairman of the Development Board at the Anahuac University and of the Mexico Foundation in Harvard.

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, received his Ph.D. in Economics from the University of Chicago. He is Chairman and Chief Executive Officer of "Strategic Solutions". 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- Everardo Elizondo Almaguer is proposed as an 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 has a Masters 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, Economia Aplicada S.A. He founded and is Director of the Graduate School of the Faculty of Economics, 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 Bank of Mexico.

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 Autonoma de Mexico (UNAM), has a Masters in Economics from the same institution and a

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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 an Independent Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in July 2011. Graduated from the Massachusetts Institute of Technology (MIT) with an MBA from Stanford University's Business School. He is Alfa's Chairman of the Board of Directors. He is member of the Board of: Banco de Mexico (Regional Board), Deutsche Bank (Latin-American Advisory Board), Femsa, Frisa, Liverpool, Proeza, member of the Advisory Board of Stanford University's Business School, and member of the Board of Stanford University. He was CEO of Selther, Polioles, Sigma and Versax, among others.

Tenth.- Hector Reyes Retana is proposed as an 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, with 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 state organism "ProMexico, Inversion y Comercio"; also, he 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 an 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 of Grupo Financiero BBVA Bancomer, and Chairman of the Insurance, Annuities, Afore, Bancomer, also was Member of the Credit, Risk and Audit Committee. Also, was member of the Board of Directors of Femsa, Aeromexico, Maizoro, Hoteles Presidente Intercontinental, and former Member of the Compensation Committee of Ixe, among others.

Twelfth.- Alejandro Burillo Azcarraga is proposed as an 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.

Thirteenth.- Miguel Aleman Magnani is proposed as an 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 the IPADE. He is Executive Chairman of Interjet, Chairman of Grupo Aleman, Honorary Chairman of Grupo Casa SABA, Chairman of the Metropolitan Board of Grupo Financiero Banorte and was Vice-Chairman of the Board of Directors of Grupo Televisa, S.A.

Fourteenth.- Enrique Castillo Sanchez Mejorada is proposed as Related Member of the Board of Directors.

He joined Grupo Financiero Banorte's Board in July 2011. He has a Bachelor's Degree in Business and Management from Universidad Anahuac. He was Chairman of the Board of Directors of Ixe Grupo Financiero. He is member of the Board of Directors of Grupo Industrial Herdez and Grupo Embotelladoras Unidas (Geupec). He was Director of Banco Nacional de Mexico, Casa de Bolsa Banamex, S.A. and Nacional Financiera. Also, he worked in Inverlat Casa de Bolsa, S.A, was CEO of Seguros America, S.A. and Director of Grupo Financiero Invermexico, S.A. de C. V. as well as Director of Credit Suisse First Boston.

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 has a Bachelor and Master's Degree in Economics from the University of California, Los Angeles and has 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 the positions of 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 Members²

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

Seventeenth.- Juan Antonio Gonzalez Moreno is proposed as Patrimonial Alternate Member of the Board of Directors.

Eighteenth.- Jose G. Garza Montemayor is proposed as Patrimonial Alternate Member of the Board of Directors.

Nineteenth.- Alberto Saba Ades 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.- Ramon A. Leal Chapa is proposed as Independent Alternate Member of the Board of Directors.

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

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

Twenty Fifth.- Javier Molinar Horcasitas is proposed as Related Alternate Member of the Board of Directors.

Twenty Sixth.- 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 and Jose Morales Martinez as Undersecretary, who will not be part of the Board.

² For further information visit (www.banorte.com) in Investor Relations/ Financial Information/ Annual Reports / 2012 / CNBV 2012 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- 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
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 2012 and determination of the maximum amount of financial resources that will be applied for share repurchases during 2013.

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 2012.

Second.- The proposal is to allocate the amount of Ps. \$2,912'000,000.00 (TWO THOUSAND NINE HUNDRED TWELVE MILLION PESOS 00/100), equivalent to 1.5% of the Financial Groups' market capitalization value as of December 2012, charged against equity, to purchase Company's shares during 2013, subject to the Treasury's Policy for Transactions with Shares.

VIII.- Discussion, and if the case, approval to modify the integration and duties of the Regional Boards.

First.- It is proposed to create a Sixth Regional Board located in Leon, Gto., which will comprise the states of Guanajuato, Aguascalientes, San Luis Potosi, Queretaro and Zacatecas. It is proposed to

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include new members from Mexico City, Puebla and Tlaxcala to the Metropolitan Board and from Veracruz and Tabasco to the Peninsular Board.

Second.- It is proposed that the Regional Boards meet at least 1 time a year or when convened by the Chairman or the Secretary of the Board of Directors.

Aside from these changes, the rest of the faculties, duties and other operational rules of the Regional Boards, which were constituted by the Annual Ordinary General Shareholders' Meeting held on July 21st, 2011, and functionally modified by the Ordinary General Shareholders' Meeting held on February 17th, 2012, will continue to be valid for all the corresponding effects.

IX.- Approval to certify the Company's By-Laws.

It is proposed to certify the By-Laws of Grupo Financiero Banorte S.A.B. de C.V.³

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

XI.- Drafting, reading and approval of the Assembly's minutes.

³ For further information visit (www.banorte.com) in Corporate Governance (Gobierno Corporativo)/ GFNorte's By-Laws (Compulsa GFNorte) / Grupo Financiero Banorte, S.A.B. de C.V.