

**Monterrey, N.L., as of June 12th, 2013.**

**EXTRAORDINARY GENERAL SHAREHOLDER'S MEETING**

With respect to the First Notice published today, regarding the Extraordinary General Shareholders' Meeting to be held on July 3<sup>rd</sup>, 2013, shareholders are informed of the following for the Meeting's agenda and resolution proposals:

- I. Proposal, discussion, and if the case, approval regarding the increase of the variable portion of the Company's equity, through the issuance of non-subscribed common shares to be placed among the investment public through a public primary offering, without the application of preferential subscription rights, in terms of Article 53 of the Securities Market Law, subject to the National Banking and Securities Commission authorization.**

It is proposed to increase the authorized variable portion of equity through the issuance of up to 400,000,000 (Four hundred million or the common shares equivalent of US \$3.0 billion, legal tender of the United States of America) common shares, nominative, with a face value of \$3.50 (Three pesos 50/100 National Currency) corresponding to Series "O", Class II, which would be deposited in the treasury of the Company, in order to be subscribed and paid through the public offering in Mexico through the Mexican Stock Exchange ("Bolsa Mexicana de Valores, S.A.B. de C.V" or "BMV") and/or outside Mexico through one or more offerings to the investment public pursuant to Rule 144 A and/or Regulation S of the Securities Act of 1993 of the United States of America and the applicable provisions of the different markets in which such offering ("Primary Offering") takes place, with previous authorization of the National Banking and Securities Commission ("CNBV") regarding the Primary Offering carried out in Mexico and that the registration of the representative shares of the Company's equity has been updated in the National Registry of Securities ("Registro Nacional de Valores" or "RNV"), maintained by the afore mentioned authority (RNV), pursuant to Article 53 of the Securities Market Law and Article 9 of the Corporate By-laws. *The proceeds of the proposed offering would be used to amortize GFNorte's syndicated loan, to strengthen Banco Mercantil del Norte's capital (Banorte) and to purchase the investments of the International Finance Corporation (IFC) in Banorte and of Generali Group in Seguros and Pensiones Generali, among other corporate purposes.*

It is notified and proposed that, in accordance with the provisions of the last paragraph of Article 53 of the Securities Market Law and Article 9 of the Corporate By-laws, shareholders do not have nor corresponds to them any preferential subscription rights referred to Article 132 of the General Corporation and Partnership Law, regarding the common shares to be issued according to the First Resolution, given that these common shares are intended to be subscribed through public offering, according to the mentioned legal and by-laws' provisions .

It is proposed that the common shares to be issued according to the First Resolution, in order to cover the proposed capital increase, are assigned to the Primary Offering, in accordance with the Resolutions adopted in sufficiency of the next item of the Agenda, having to report in due course to the General Shareholders' Meeting of the Company about the amount of common shares actually subscribed and paid through such Primary Offering and consequent increase in the paid-in capital of the Company.

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

As a result of the foregoing, subject to the completion and achievement of the Primary Offering and prior compliance with the conditions of the resolutions to which such Primary Offering is subject to and which are pointed out in the first paragraph of the next second point of the Agenda (the "Conditions"), considering the issuance of 400,000,000 (four hundred million) common shares, the maximum authorized sum of the Company's equity would amount to Ps. 9,542'252,237.00 (Nine billion, five hundred forty two million, two hundred fifty two thousand, two hundred thirty seven pesos 00/100 National Currency), which would be represented by up to 2,726,357,782 (Two billion, seven hundred twenty six million, three hundred fifty seven thousand, seven hundred eighty two) common nominative shares, with a face value of \$ 3.50 (Three pesos 50/100 National Currency), corresponding to Series "O" Class I shares, which represent the fixed portion of equity and Class II for the shares representing the variable portion of equity, distributed as follows:

(1)	Common Shares	Nominal Value	Amount
Fixed Portion <sup>(2)</sup>	252'157,233	\$3.50	\$882'550,315.50
Variable Portion <sup>(3)</sup>	2,074'200,549	\$3.50	\$7,259'701,921.50
Variable Portion <sup>(3)</sup>	400'000,000	\$3.50	\$1,400'000,000.00
<b>Total</b>	<b>2,726'357,782</b>	<b>\$3.50</b>	<b>\$9,542'252,237.00</b>

<sup>(1)</sup> On the understanding that of the subscription price per each of the shares subject to the Primary Offering, the amount of Ps. \$ 3.50 (Three pesos 50/100 National Currency) will be recorded as equity and the difference will correspond to "Premium of Subscribed & Issued Shares".

<sup>(2)</sup> The fixed portion of the Company's equity is represented by Class "I" shares.

<sup>(3)</sup> The variable portion of the Company's equity is represented by Class "II" shares".

It is proposed that provisional certificates and/or definitive securities issued by the Company in order to cover the issued shares according to the First proposal, are deposited in the S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. ("Indeval"), having carried out the previous corresponding procedures for updating the registration of the Company's common shares in the RNV, and with the objective that the Company may carry out and finalize the Primary Offering.

It is proposed to instruct the Secretary of the Board of Directors to: (i) issue the new certificates and/or securities that reflect the capital increase of the Company, (ii) perform the corresponding entries in the Company's books, including the book of common shares registration, in order to reflect what was agreed in the previous proposals, and (iii) carry out the necessary formalities, by himself or through any person with delegated faculty, to deposit in the Indeval the certificate representing the issued shares.

It is proposed to publish the Resolutions of this Extraordinary General Shareholders' Meeting, and disclose to Company's shareholders that they do not have preferential subscription rights with respect to the representative common shares of the proposed capital increase.

## **II. Proposal, discussion, and if the case, approval regarding the public primary offering of the representative common shares of Company's equity in Mexico, the United States and other foreign markets, under the applicable legislation.**

It is proposed that, subject to obtaining the corresponding approvals, including the CNBV's authorization (in order to conduct a public offering in Mexico and to update the registration of the Company's common shares in the RNV) and the favorable opinion of the BMV, if necessary, to

carry out such public offering, the Company proceeds to carry out the Primary Offering respect to the issued shares according to the First proposal, no later than December 31, 2014 subject to complying with established Conditions, consisting of: (i) the CNBV authorization to update the registration of the Company's common shares in the RNV maintained by this Commission, in order to reflect the capital increase, and (ii) obtaining any other required authorizations and registrations to carry out the Primary Offering, including the authorization of the CNBV to conduct it as a public offering in Mexico (as well as any necessary related authorizations). Common shares subject to the Primary Offering in Mexico may be offered through the BMV and abroad (United States of America and other foreign markets different to Mexico and the United States of America), pursuant to Rule 144A and Regulation S of the Securities Act of 1933 of the United States of America and the applicable provisions in markets where conducting the Primary Offering, on the understanding that these common shares will have to include those corresponding to any option of "over-allocation" that is granted to the involved intermediaries.

The issued common shares, according to the First proposal, that are not placed in the Primary Offering will be retained in the treasury and may, subject to the selling restrictions described in the "Plan of Distribution" section in the underwriting prospectus prepared and distributed for the Primary Offering and with the approval of the Company and their agents, be offered for subscription, subsequent to the date of the Primary Offering, provided it is done through a public offering process.

It is proposed that the Company enters into and/or subscribes all contracts, agreements, certifications and instruments of any nature and governed by applicable legislation in any jurisdiction, or to appear at the subscription of the necessary contracts, agreements, certifications or instruments, in order to implement and complete the Primary Offering, including, without limitation, (i) one or more underwriting agreements with Mexican brokerage houses acceptable to the Company, designated by Special Delegates (by signature), as underwriters, with the objective that representative shares of the Company's equity are placed in Mexico, that over-allocation option can be exercised, that stability operations are conducted, and that this/these contain(s) statements, conditions, obligations and compensation clauses commonly used in transactions of this nature and are acceptable for the Special Delegates, (ii) an underwriting agreement or similar with any financial institution in the United States of America or any other foreign jurisdiction acceptable to the Company, designated by Special Delegates (by signature), as intermediaries with the objective that shares are placed in the United States and other foreign markets, that the over-allocation option can be exercised, that stability operations are conducted, and this/these contain(s) statements, conditions, obligations and compensation clauses commonly used in transactions of this nature and are acceptable for the Special Delegates, (iii) contracts or agreements with stock exchanges and institutions for the deposit of securities and any lock-up agreement or similar, (iv) certifications regarding the Company, its operations and its equity, and (v) any inquiry, notice, certification or document of any kind, and governed by the law of any jurisdiction, that is necessary or appropriate, including necessary documentation to any competent authority, in order to carry out the Primary Offering. In addition, Special Delegates and officers of the Company shall be entitled to provide the necessary information to be included in the respective underwriting prospectuses for the Primary Offering (both for the portion to be placed in Mexico and the portion to be placed abroad) and approve those prospectuses, as well as other documents that are produced or distributed in connection with the issuance and underwriting of shares and that need to be submitted to the CNBV, the BMV and any other government or auto-regulatory authority, both in Spanish and English, as well as in any other necessary language, and it is proposed to ratify all the actions performed to

date by these agents and release the Special Delegates or any other agent of the Company from any liability.

It is proposed to delegate to Rafael Victorio Arana de la Garza, Carlos Alberto Arciniega Navarro, Francisco José González Tesillo, David Ricardo Suárez Cortazar, Héctor Martín Ávila Flores, Federico Santos Cernuda and José Morales Martínez (the "Special Delegates") the faculty to prepare, negotiate and approve, on behalf of the Company, any of the terms and conditions, including the dates applicable to the Primary Offering, as well as perform preliminary acts or derived thereof, including, but not limited to, those related to: (i) mandates and hiring domestic and foreign underwriters, the terms and conditions of applicable contract(s) or underwriting agreements (including statements, obligations, conditions and compensations), and governed by Mexican law or any foreign law, as well as any lock-up agreement or similar; (ii) the terms of the request(s) to be presented to any authority or competent body, as well as attention and compliance of requirements from the latter (through the filing of any necessary document); (iii) the offering price of the common shares subject of the Primary Offering, and consequently, the amount of the Company's capital increase; (iv) the amount of common shares to be assigned, if it is the case, to "over-allocation" options, as well as dates to be offered, registered and settled ; (v) the initial date, the duration term (in compliance with the minimum periods required by applicable regulations), the maturity date , the date of pricing, the date of the offering, the date of registration in the stock exchange and the settlement date of the Primary Offering; (vi) events and promotional or advertising activities of the offering, and (vii) other matters that are necessary or appropriate to establish in relation to the Primary Offering. For purposes of the foregoing, it is proposed to grant to the Special Delegates, in terms of Article 10 of the General Law of Mercantile Societies, and other applicable provisions contained in common legislation, a general power regarding the faculties but especially in terms of their purpose, to: (i) disputes and collections, acts of ownership and administration, as well as power to underwrite securities, pursuant to Section 2,554 of the Federal Civil Code and corresponding and/or related articles of the Civil Codes of the Federal District and other Federal Entities of Mexico and pursuant to Article 9 of the Law of Negotiable Instruments and Credit Transactions, and (ii) delegate all or part of the exercise of this power. The powers that were proposed to grant in this act to Special Delegates may be exercised jointly or separately by them and will be limited in terms of its purpose, to the following: (a) selecting, revoking and/or changing to the financial institution or institutions acting as intermediaries, underwriters, brokers, custodians, trustees and advisers involved in the Primary Offering; (b) execute on behalf of the Company necessary or appropriate agreements, contracts, requirements, statements, certifications and other documents with the referred people in subsection (a) and other third parties, including, if the case, the shareholders, all the agreements in the terms they deem appropriate and include, without limitation, statements, obligations to do something and compensation obligations; (c) if it is appropriate or necessary for the Company, to amend and agree on the terms, conditions and characteristics of the agreements, contracts, covenants and other documents referred to in subsection (b) or terminate the agreements or contracts; (d) conduct all the necessary procedures and formalities upon all sorts of people and institutions and federal, state, municipal or of any other nature, domestic or foreign authorities, in order to obtain the authorizations, licenses, consents, waivers, permits or corresponding records in relation to the Primary Offering, including any procedure or formality with the CNBV, or any other authority, the Indeval, and the BMV, related to the registration, listing and deposit of the common shares subject of the Primary Offering; (e) provide the necessary information to be included in the underwriting prospectuses or respective offering documents and approve and subscribe these underwriting prospectuses as well as other documents that are produced and/or distributed in connection with the issuance

and underwriting of shares proposed at this Assembly; (f) endorse in administration and deposit in the Indeval the provisional certificates and/or definitive securities that cover the shares subject to the Primary Offering; (g) determine the conditions for carrying out the Primary Offering as proposed in the Assembly (including the price applicable to the shares subject to the Primary Offering); and (h) conduct other convenient or necessary acts, regarding to the Primary Offering.

It is proposed that the Company prepares and subscribes the prospectus for the Primary Offering, in this case in English and Spanish, in preliminary and final versions, the negotiation of the terms with the competent authorities, the disclosure thereof to the investing public, as well as the preparation and disclosure of the corresponding materials to promote the offering abroad, in coordination with the involved underwriters and in compliance with the applicable legal requirements.

It is proposed to grant in favor of the company [CT Corporation System], located at [111 Eighth Avenue, 13th Floor, New York 10011, New York, United States of America] (the "Process Agent") an irrevocable special power for disputes and collections, in the terms of the last part of Article 2553, the first and fourth paragraphs of Article 2554 and Article 2596 of the Federal Civil Code and related articles of the Civil Codes of other Federal Entities of Mexico and the Federal District, limited as to its object, but as wide as necessary, so that, on behalf of the Company, the Process Agent receives any kind of notification and citation of any nature in connection with any lawsuit, action, proceeding or trial, including without limitation, any judicial, administrative or arbitral procedure, derived from the following documents to be held or entered into by the Company (i) the purchase agreement to be held in connection with the Primary Offering in the United States of America and other overseas locations previously proposed, (ii) the Prospectus (Offering Circular) or similar document by which the offering of the respective common shares will be carried out, (iii) any lock-up agreement or similar, and (iv) any other contract, instrument or document related to such offerings or any other fact or act related thereto. The Company designated as conventional address to receive any of the aforementioned notifications or citations at [111 Eighth Avenue, 13th Floor, New York 10011, New York, United States of America], or any other address that in the future the Process Agent designates. The special power contained in this act is irrevocable in accordance with Article 2596 of the Federal Civil Code and related articles of the Civil Codes of other Federal Entities of Mexico and the Federal District, since it is granted pursuant to a precedent condition and as a means of complying with foreseen obligations, which is expected to be contained according to the mentioned purchase agreement and any related contract.

It is proposed that in terms of Article 282 of the Securities Market Law, to grant in favor of Indeval, an irrevocable special power as broad as it is legally necessary, in accordance with the provisions of Article 9 of the General Law of Credit and Securities Operations in force, and the second and third paragraph of Article 2554 of the Federal Civil Code and related articles of the Civil Codes of the Federal Entities of Mexico and the Federal District, so that, on behalf of the Company, it carries out the acts referred to in Article 282 of the Securities Market Law. This power is proposed to be granted as irrevocable, as established in the last part of the first paragraph of article 2596 of the Federal Civil Code and related articles of the Civil Codes of the Federal Entities of Mexico and the Federal District, while Indeval holds in deposit the representative shares of the Company's equity, that are registered in the Registro Nacional de Valores. The Company also proposes to authorize Indeval to exercise the conferred powers proposed in this act, through its legal representatives.

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

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