

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

FIRST NOTICE

Extraordinary 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 Extraordinary General Shareholders' Meeting to be held on July 4, 2014, 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.- Discussion, and if the case, approval of changes to Article Second of the Corporate By-laws of the Company, in order to modify the legal denomination of Seguros Banorte Generali, S.A. de C.V., Grupo Financiero Banorte, and Pensiones Banorte Generali, S.A. de C.V., Grupo Financiero Banorte, to Seguros Banorte, S.A. de C.V., Grupo Financiero Banorte and Pensiones Banorte, S.A. de C.V., Grupo Financiero Banorte, respectively, and as a result, authorization to subscribe a new Agreement of Shared Responsibilities.**
- II.- Discussion, and if the case, approval to reform the Company's By-laws in order to adapt them to the Decree whereby various provisions in financial matters are reformed, added and repealed, and to the issuance of the Law Regulating Financial Groups published in the Official Gazette (Diario Oficial de la Federacion) on January 10, 2014, and as a result, authorization to subscribe a new Agreement of Shared Responsibilities; furthermore, to approve the total exchange of shares representing company's equity, so these comply with the requirements set forth in Article Eleventh of the By-laws.**
- III.- 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 Meetings 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 Meetings.

Shareholders may attend the Meetings in person or be represented by a Proxy, with previous notification as per the applicable forms issued by this Company, in accordance with Article 49 Section III of the Securities Market Law. The Power of attorney forms and other documentation related with the agenda are available to Shareholders in the Board of Directors' Secretary of the office mentioned above.

Monterrey, N.L., June 13, 2014.

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