Monterrey, N.L., as of October 1, 2014.

With respect to the First Notice regarding the Ordinary General Shareholders' Meeting to be held on October 22 2014, shareholders are informed of the following items for the Meeting´s agenda:

ORDINARY GENERAL SHAREHOLDERS' MEETING

I. Discussion, and if the case, approval of the change of a Proprietary Member and his Alternate.

The Gonzalez Moreno family, one of the main minority shareholders' groups, has requested that Carlos Hank Gonzalez, son of Graciela Gonzalez Moreno, takes her position as Proprietary Member in the Board of Directors, whereas Graciela Gonzalez Moreno will become his Alternate. Derived from the above it is proposed for individual voting:

First. To appoint Carlos Hank Gonzalez as Proprietary Member of the Board; substituting Graciela Gonzalez Moreno.

Carlos Hank Gonzalez *(CHG) has developed a solid career for more than 20 years in strategic management positions in the private sector. Two key features have distinguished his career: clear, measurable and convincing results and the development of long-term institutionalization. He is 43 years old and is recognized as an entrepreneur, financier, proud Mexican and family man. He holds a Bachelor's degree in Business Management with specialization in Finance from Universidad Iberoamericana.*

In 1997, he was appointed as CEO of Interacciones Casa de Bolsa, in 1999 as CEO of Banco Interacciones and in the year 2000 as CEO of Grupo Financiero Interacciones ("GFI"). At the beginning of 2003, he was designated as Deputy CEO of Grupo Financiero Banorte and by the end of the year, he returns to Grupo Financiero Interacciones as CEO to continue transforming GFI into a highly profitable financial group, specialized in state and municipal financing. He leaded a successful public offering in 2013 that consolidated GFI as a public company, achieving increasing liquidity of its shares in the stock market. Additionally, he was appointed CEO of Grupo Industrial Hermes in 2008, a group founded in 1978, with different business lines in infrastructure, energy, automotive, transportation and, since 2013, in tourism. Furthermore, in GRUMA, global leader in corn flour and tortilla production with operations in more than 100 countries, Carlos Hank Gonzalez has played a key role since December 2012, when he became Vice President of the Board of Directors and joined the Executive Committee to design a healthy and responsible financial strategy that generated value for the company.

Carlos Hank Gonzalez has always shown commitment to institutional strengthening, transforming GFI from a family business to a modern institution, with solid corporate governance and subject to the benefits of the contribution and scrutiny of more stakeholders. His actions are driven under the philosophy that no company can grow solidly without governance practices that guarantee confidence, protection of investors' interests, transparency, diversity of views and checks and balances. Half of GFI's Board of Directors is integrated by prestigious and recognized independent members, exceeding the minimum required by corporate governance best practices. The members of the Board of Directors have full participation in committees that make up the organization's structure, ensuring an objective perspective on the strategic and operational direction. Furthermore, Carlos Hank Gonzalez has shown a strong commitment to creating value for his shareholders.

The Mexican Stock Exchange (BMV, Bolsa Mexicana de Valores) appointed him as Independent Member of the Board several years ago due to his knowledge and professional career.

Second. To appoint Graciela Gonzalez Moreno as Alternate Member of the Board substituting Alejandro Hank Gonzalez, who is relieved from all responsibility for the legal performance of his position.

Third. Based on the Article Forty of the Corporate By-Laws, it is proposed that the formerly mentioned Members of de Board are exempt from the responsibility of providing a bond or monetary guarantee for backing their performance when carrying out their duties.

II. Discussion, and if the case, approval of a proposed cash dividend payment equivalent to Ps 0.2435 per share.

It is proposed to distribute a cash dividend of Ps. 0.2435 per share, against delivery of coupon No. 13, derived from the Retained Earnings of Prior Years. This dividend corresponds to the first of four payments that will be made for a total amount of Ps. 0.9740 per share, amount approved by the Group's Board of Directors last July 24, thereby, it will be proposed in subsequent Shareholders' Assemblies to decree additional dividends for a total amount of Ps. 0.7305 per share, to be covered in three installments of Ps. 0.2435 in January, April and July 2015, respectively.

The total amount of the dividend to be paid represents 20% of the recurring profits of 2013 and the payout was determined according to the dividend policy approved in October 2011, which establishes a payment of the 20% of recurring net income in the event that annual profit growth is greater than 20%.

It is proposed that the first disbursement be paid on October 31, 2014, through S.D. Indeval, Institucion para el Deposito de Valores, S.A. de C.V. (Institution for the Securities' Deposit), with previous notice published by the Secretary of the Board of Directors in one of the most circulated newspapers in the city of Monterrey, Nuevo Leon and through the Electronic Delivery and Information Diffusion System "Sistema Electronico de Envio y Difusion de Informacion" (SEDI) of the Mexican Stock Exchange.

III. Discussion, and if the case, approval of the establishment and operation of a share purchase plan to pay the incentive plans, according to the authorization of the Board of Directors.

It is proposed to establish an incentive Plan for the employees of the Company and its Subsidiaries to be paid through representative shares of the Company's equity according to articles 57, 366 and 367 of the Securities Market Law.

The objective of this Plan is to continue aligning the incentives between the management of the Financial Group and its shareholders, granting stock plans to executives as part of their total compensation in order to promote the achievement of the institutions' strategic goals. To operate the Plan, it is required to allocate funds for the acquisition of representative shares of the Company's equity. This may be operated through the share repurchase fund.

It is proposed to delegate to the Human Resources Committee, acting through the Assignations' Committee, the faculty to establish the terms and conditions of the Plan. Furthermore, it is requested to ratify certain resolutions agreed formerly by the Board of Directors related to the implementation of the Plan.

First. It is proposed to authorize the creation and operation of an incentive Plan for the employees of the Company and its Subsidiaries to be paid through representative shares of the Company's equity according to articles 57, 366 and 367 of the Securities Market Law (the "Plan").

Second. It is proposed to authorize the Company to acquire up to 3% of the representative shares of its equity to be allocated to the Plan.

Third. It is proposed to ratify the agreements of the Board of Directors' meetings held on January 23, 2012 and January 17, 2013, in which the acquisition of 21 million shares and 7.2 million shares were approved, respectively, to be allocated to the Plan, as well as Company's transactions carried out previous to this date and related to such resolutions.

Fourth. It is proposed to delegate to the Human Resources Committee, acting through the Assignations' Committee, the faculty to establish the terms and conditions of the Plan, according to:

a. The proposal of the general conditions of the Plan would consider the following options:

I. Deferred Bonus Plans: Would be paid depending on the fulfillment of annual objectives of the business areas and of the Institution, with a validity of up to 3 years.

II. Retention Plans: Would be paid depending on the permanence in the Company or in the Subsidiaries, with a validity of up to 4 years.

III. Performance Plans: Would be paid depending on the fulfillment of a series of variables, among others: i) net income growth; ii) ROE; iii) ROA; iv) Efficiency Ratio and v) Past Due Loan Ratio, with a validity of up to 5 years. Each one of these variables will have a specific weight according to its importance in the strategic objectives of the Financial Group.

b. Company's and Subsidiaries' employees that may be eligible for the Plan would be, among others: i) Managing Directors; ii) Deputy Managing Directors; iii) Territorial Directors; iv) Key Executives and Other Relevant Executives.

c. Shares would be acquired depending on market conditions. Initially, up to 32 million shares would be acquired in the next 4 years, using available resources of the Company, which would be generated mostly through the dividends paid by the Subsidiaries to the Holding Company.

IV. External Auditor's report on the Company's tax situation.

In compliance with Article 76, Section XIX of the Income Tax Law, the Auditor's Report on the fiscal situation of the Company at December 31, 2013 will be distributed and read among shareholders attending the meeting.

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