

**Monterrey, N.L., as of March 22<sup>nd</sup>, 2016.**

With respect to the First Notice published today calling to the Annual General Shareholders' Meeting to be held on April 22<sup>nd</sup>, 2016, shareholders are informed of the following for the Meeting's agenda:

**ANNUAL GENERAL SHAREHOLDERS' 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 31<sup>st</sup>, 2015.**

**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 Securities Market Law (Ley del Mercado de Valores) and Article 59, Section X of the Law Regulating Financial Groups (Ley para Regular las Agrupaciones Financieras), 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 31<sup>st</sup>, 2015.<sup>1</sup>

**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 31<sup>st</sup>, 2015, in accordance with Article 172, paragraph b) of the General Corporate's Law (Ley General de Sociedades Mercantiles).

**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 31<sup>st</sup>, 2015 and to ratify the Minutes elaborated by the Board of 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. 17,093'460,323.35 (Seventeen thousand, ninety-three million, four hundred sixty thousand, three hundred and twenty three pesos 35/100), which represents the net income for 2015, into the account "Retained Earnings from Prior Years", it is not necessary to allocate resources into the account "Legal Reserve" as it is fully constituted.

---

<sup>1</sup> The Audited Financial Statements are available online in Spanish Version at [www.banorte.com](http://www.banorte.com) in Investor Relations / Financial Statements / Grupo Financiero Banorte / Estados Financieros 2015 / Informacion Dictaminada 2015 ([https://www.banorte.com/cms/gfb/RI/EstadosFinancieros/archivos/Dictamen\\_grupo\\_2015.pdf](https://www.banorte.com/cms/gfb/RI/EstadosFinancieros/archivos/Dictamen_grupo_2015.pdf) )

**III. Appointment of the members of the Company's Board of Directors, proposed by the Designations Committee, 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 2016, qualifying the corresponding members' independence as long as they do not fall within the restrictions outlined in the Securities Market Law and the Law Regulating Financial Groups.

**a) It is submitted to vote independently for each of the following Members:**

**Proprietary Members:**

**First.- Carlos Hank Gonzalez** is proposed as Chairman and Member of the Board of Directors.

*He joined GFNorte's Board in November 2014.*

*He holds a Bachelor's Degree in Business Management with specialization in Finance from Universidad Iberoamericana.*

*Currently he is Chairman of GFNorte's Board of Directors, position he has held since January 1<sup>st</sup>, 2015. 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.*

*In 1997, he was appointed as CEO of Interacciones Casa de Bolsa, in 1999 as CEO of Banco Interacciones and in 2000 as CEO of Grupo Financiero Interacciones (GFI). At the beginning of 2003, he was designated as Deputy CEO of Grupo Financiero Banorte (GFNorte) and by the end of the year, he returned to GFI as CEO to continue transforming it into a highly profitable financial group, specialized in state and municipal financing. He led 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.*

**Second.- Juan Antonio Gonzalez Moreno** is proposed as Member of the Board of Directors.

*He joined GFNorte's Board in April 2004.*

*He graduated in Business Management from Universidad Regiomontana and holds an MBA from San Diego University.*

*He is Chairman of the Board of Directors and CEO of Gruma and Gimsa.*

*He was Managing Director of Gruma Asia and Oceania and Senior Vice President of Special Projects at Gruma Corporation. Chairman of the Board of Directors and CEO of CarAmigo U.S.A., and Vice President of the Central and Eastern Regions of Mission Foods. Sales President and Vice President of Azteca Milling.*

**Third.- David Juan Villarreal Montemayor** is proposed as Member of the Board of Directors.

*He joined GFNorte's Board in October 1993.*

*He is a Mechanical and Electrical Engineer from 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 Instituto Panamericano de Alta Dirección (IPADE).*

*He is Chief Executive Officer and major shareholder of Artefactos Laminados, S.A. de C.V. Currently, 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. He is a regional Advisor of Banco Nacional de México, S.A. (Banamex) and a Financial Advisor and Business Developer for SISMEM, Sistemas Mexicanos S.A. de C.V. Furthermore, he was Deputy Manager of Operations in Artefactos Laminados from 1972 to 1990.*

**Fourth.- Jose Marcos Ramirez Miguel** is proposed as Member of the Board of Directors.

*He joined GFNorte's Board in July 2011.*

*He holds a Bachelor's Degree in Actuarial Science from Universidad Anahuac, a Postgraduate Degree in Finance from Instituto Tecnológico Autónomo de México (ITAM) and an MBA from E.S.A.D.E. in Barcelona.*

*He is Chief Executive Officer of GFNorte and Banco Mercantil del Norte, S.A. since November 2014.*

*He held positions as Banorte's Chief Corporate Officer and Managing Director of Wholesale Banking. His professional experience is essentially in the banking industry. He began as interdisciplinary consultant at Peat Marwick Mexico, and subsequently entered to the Financial Engineering Area at Operadora de Bolsa. In 1989, he founded Finventia where he held an important role in the issuance of the first private Eurobond after the Mexican debt restructuring. He also worked at Banque Nationale de Paris and Banque Indosuez Mexico as trader in the Mexican market. From 1993 to 1999 he was with Nacional Financiera, S.N.C. in the Development Banking area where he held various management positions. Later on, he worked at Grupo Financiero Santander for 11 years where he served CFO, Managing Director of Wholesale Banking, Managing Director of Santander Brokerage and Executive Vice President of the Group. Furthermore, in 2007, he was appointed Chairman of Asociación Mexicana de Intermediarios Bursátiles.*

**Fifth.- Everardo Elizondo Almaguer** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2010.*

*He graduated in Economics from the University of Nuevo León and holds a Master's Degree and Ph.D. in Economics, both from the University of Wisconsin-Madison.*

*He is Professor of International Finance at EGADE, Business School, ITESM.*

*He was Director of Economic Studies at Grupo Industrial Alfa (Alfa Group). He founded the Consulting Agency Index, Economía Aplicada S.A. and was Deputy Governor of the Mexican Central Bank (Banco de México). He founded and was the first Director of the Graduate School of the Faculty of Economics at the University of Nuevo León.*

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

---

**Sixth.- Carmen Patricia Armendariz Guerra** is proposed as Independent Member of the Board of Directors.

*She joined GFNorte's Board in April 2009.*

*She is an Actuary from Universidad Nacional Autonoma de Mexico (UNAM), holds a Master's Degree in Economics from the same institution and a Ph.D. in Economics from Columbia University in New York.*

*She is Managing Director at Financiera Sustentable, entity dedicated to finance micro companies and is Partner - Director and Founder of Valores Financieros, company dedicated to advise banking systems.*

*She was advisor to the Secretary of the Minister of Finance and Public Credit (Secretaria de Hacienda y Crédito Público), position in which she coordinated the negotiation of financial services of the North American Free Trade Agreement (NAFTA), later on she was Vice President of Supervision at the National Banking and Securities Commission (Comisión Nacional Bancaria y de Valores), and Associated Director of the Bank for International Settlements, in charge of analyzing the impact of Basel II in emerging markets. She was advisor to GFNorte's Chairman Emeritus, Roberto Gonzalez Barrera, and Director of Special Projects at the same Institution.*

*She has been international advisor in banking crises, Economics professor at Instituto Tecnológico Autónomo de México (ITAM) and author of several academic and specialized publications in Banking and Macroeconomics.*

**Seventh.- Hector Federico Reyes-Retana y Dahl** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte'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 (Secretaria de Economía) he founded the organism "ProMexico, Inversion y Comercio"; also, was the CEO of Banco Nacional de Comercio Exterior, S.N.C (Bancomext), CEO of Banca Confía and Director of International Operations of Banco de México (Banxico). In the private sector, he was CEO of Grupo Financiero Mifel and Banca Mifel.*

*Furthermore, he held positions as Vice President of the Mexican Banking Association (Asociación de Bancos de México) and Vice President of the Mexican Bankers Association (Asociación de Banqueros de México), among others.*

**Eight.- Eduardo Livas Cantu** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 1999.*

*He holds a Bachelor's Degree in Law from the Universidad Autónoma de Nuevo León (UANL) and has a Ph.D. in Economics from the University of Austin, Texas.*

*Currently he is member of the Executive Committee of Gruma.*

*He was Chief Operating Officer of Gimsa (1975-1978) and Managing Director of Central America (1978-1982). He was CEO of Gruma Corp. (U.S.A. division from 1982 to 1994) and Chief Corporate Officer of Gimsa and Gruma (1994-1999). Additionally he served as adviser (1999-2014).*

**Ninth.- Thomas Stanley Heather Rodriguez** is proposed as Independent Member of the Board of Directors.

*He holds a Bachelor's Degree in Law from Escuela Libre de Derecho with specialization in Financial Law from Austin University, also holds a Bachelor's Degree in Business Management from Universidad Nacional Autonoma de Mexico (UNAM). Moreover, he has several Postgraduate degrees from Universidad Panamericana and New York University.*

*Currently, he is partner at Ritch Mueller, Heather and Nicolau, S.C. and specializes in external funding, restructurings and securities offerings. He is Legal Advisor of the Consejo Coordinador Empresarial (CCE) and is permanent member of the Committee for drafting the CCE's Code of Best Corporate Practices. He has served as Judge of the International Court of Arbitration and as Conciliator in the Federal Institute of Insolvency Specialists (IFECOM). Representative of the International Insolvency Institute at the United Nations Commission on International Trade Law (UNCITRAL) and member of the Barra Mexicana, Colegio de Abogados, A.C. Previously, he co-founded Heather & Heather, S.C. - from 2010 until its merger in 2013 to form Ritch Mueller, Heather and Nicolau, S.C. - and White & Case, LLP, in the Mexico City offices from 2005 to 2009.*

*He is member of the Board of Directors and of the Audit and Corporate Practices Committee (CAPS) of Grupo Bimbo, S.A.B. de C.V.; Independent member and Chairman of the CAPS at Gruma, S.A.B. de C.V. and Grupo Industrial Maseca, S.A.B. de C.V. He was Independent member of Grupo Modelo S.A.B. de C.V. (1997-2005), GSF Telecom Holdings, S.A.P.I. (2012-2014) and Nikko Hotels (until 2013). He also was independent member of Grupo Financiero Scotiabank and subsidiaries (2001-2016).*

*He is Professor at Escuela Libre de Derecho and Universidad Iberoamericana, invited speaker at University of California at Los Angeles (UCLA) and Columbia University, and author of several publications.*

**Tenth.- Alfredo Elias Ayub** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2012.*

*He is a Civil Engineer from Universidad Anahuac and holds an MBA from Harvard Business School.*

*Currently he is Chairman of the Board of Promociones Metropolis, S.A. de C.V. and member of the Board of Iberdrola USA and Rotoplas. Formerly he served as CEO of the Mexican Federal Electricity Commission (Comision Federal de Electricidad), CFE), CEO of Airports and Auxiliary Services (Aeropuertos y Servicios Auxiliares, ASA) and held various positions within the Ministry of Energy and Mining (Secretaria de Energia, Minas e Industria Paraestatal).*

*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 (Instituto Mexicano de Investigaciones Electricas) and of the Mexico Foundation at Harvard.*

**Eleventh.- Adrian Sada Cueva** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2013.*

*He holds a Bachelor's Degree in Business Management from Instituto Tecnologico 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, as well as Comegua, Club Industrial de Monterrey, Universidad de Monterrey, Camara de la Industria de Transformacion (CAINTRA) and GFNorte's Northern Regional Board.*

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

---

*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.*

**Twelfth.- Olga Maria del Carmen Sanchez Cordero Davila** is proposed as Independent Member of the Board of Directors.

*She holds a Bachelor's Degree in Law from Universidad Nacional Autonoma de Mexico (UNAM) with a Postgraduate Degree in Social Policy and Management from University College of Swansea in Great Britain. She was awarded Doctor Honoris Causa by Universidad Autonoma de Morelos and Universidad Autonoma de Nuevo Leon.*

*She is Public Notary 182 of Mexico City. She is member of the International Women's Forum, International Federation of University Women and International Association of Women Judges. She is also member of the Barra Mexicana, Colegio de Abogados, A.C., Colegio de Notarios del D.F., A.C. and Asociacion Nacional del Notariado Mexicano A.C. She is Board member of Fundacion UNAM and number one member of the 100 Innovation Centre, Development and Legal Research for Latin America Group.*

*She was appointed Minister of Mexico's Supreme Court (1995-2015) and Numerary Judge of the Superior Justice Court of the Federal District (1993 to January 1995).*

*Professor at UNAM and author of several publications. She served as Director of the General Sociology and Legal Seminar of the Law Faculty at UNAM (1980-1984).*

**Thirteenth.- Alejandro Burillo Azcarraga** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2013.*

*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.*

**Fourteenth.- Jose Antonio Chedraui Eguia** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2015.*

*He holds a Bachelor's Degree in Accounting and Finance from Universidad Anahuac.*

*Currently, he is CEO of Grupo Comercial Chedraui, Formerly, he was Commercial Director and then CEO of Comercial Las Galas. Furthermore, he participates in the organizations Fundacion Chedraui, Young Presidents' Organization and Mexico Nuevo.*

**Fifteenth.- Alfonso de Angoitia Noriega** is proposed as Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2015.*

*He holds a Bachelor's Degree in Law from Universidad Nacional Autonoma de Mexico (UNAM).*

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

---

*Currently holds the position of Executive Vice President and Chairman of the Finance Committee at Grupo Televisa, S.A.B. de C.V. He has served on the Board and Executive Committee of the company since 1997. He is also member of the Board of Directors of Cablevision, S.A. de C.V., Innova, S. de R.L. de C.V. (Sky), Cablemas Telecomunicaciones, S.A. de C.V., Operbes, S.A. de C.V. (Bestel), International Television, Inc. de C.V., Grupo Axo, S.A.P.I. de C.V. and The Americas Society. Furthermore, he is Chairman of the Board of Kardias Foundation and member of the UNAM Foundation and the Mexican Health Foundation.*

*Prior joining Grupo Televisa, he co-founded the Law firm Mijares, Angoitia, Cortes y Fuentes, S.C. He served as Executive Vice President of Administration and Finance from 1999 to 2003 and was member of the Boards of Grupo Modelo, S.A.B. de C.V. from 2005 to 2013 and The American School Foundation from 2001 to 2010.*

### **Alternate Members:**

**Sixteenth.- Graciela Gonzalez Moreno** is proposed as Alternate Member of the Board of Directors.

*She joined GFNorte's Board in April 2013.*

*She is Private Accountant, graduated from the Universidad Labastida in Monterrey, N.L.*

*She was accountant at the air conditioning factory Trane-Realven in Monterrey from 1967 to 1970. Additionally, was Vice President of Asociacion Gilberto, A.C. from 2007 to 2010 and participated as founding partner and member of the Board of Directors of this Association from 1988 to 2010.*

**Seventeenth.- Juan Antonio Gonzalez Marcos** is proposed as Alternate Member of the Board of Directors.

*He joined GFNorte's Board in April 2014.*

*He holds a Bachelor's Degrees in Audio Production from SAE Institute of Melbourne and in Fine Arts from the University of North Texas. Furthermore, holds a Master in Fine Arts from University of Texas at Dallas.*

*He was Director of Marketing Projects at Mission Foods.*

**Eighteenth.- Carlos de la Isla Corry** is proposed as Alternate Member of the Board of Directors.

*He is an Engineer in Electronics and Digital Systems from the Universidad Nacional Autonoma de Mexico (UNAM) and holds an MBA from Texas University in Austin.*

*He was Director of Administration and Finance of Hermes Group from 2003 to 2014, responsible for the industrial corporate, including tourism, transportation, construction and concessions' operations. He was member of the Board of Directors of the Industrial Group: Grupo Hermes, Cerrey, Hermer, La Peninsular, Codramsa, Controladora Playa Mujeres, Hermes Desarrollos Turisticos, Hermes Energia del Sureste, Grupo Transportes, etc.; and member of the Board of Directors of Grupo Financiero Interacciones' companies. He also served as Chairman of the Credit Committee of Banco Interacciones and in the Financial Group as Chairman of the Risk Committee and member of the Audit, Compensations and Corporate Practices Committees.*

**Nineteenth.- Juan Carlos Braniff Hierro** is proposed as Alternate Member of the Board of Directors.

*He joined GFNorte's Board in July 2011.*

*He holds a Bachelor's Degree in Industrial Design from Universidad Autonoma Metropolitana (UAM) and a Postgraduate Degree in Finance from Instituto Tecnologico Autonomo de Mexico (ITAM).*

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

---

*Currently he is Chairman of the Board and CEO of Corporacion Geo, S.A.B. de C.V. and member of the Board of Maxcom.*

*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 Fomento Economico Mexicano (FEMSA), Coca Cola Femsa (KOF), Aeromexico, Maizoro, Hoteles Presidente Intercontinental and El Paso Corp., among others.*

**Twentieth.- Alberto Halabe Hamui** is proposed as Alternate Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2014.*

*He holds a Bachelor's Degree in Economics from Instituto Tecnologico Autonomo de Mexico (ITAM) and a Construction and Real Estate Management Degree from the same Institution.*

*Currently he is Deputy Managing Director of Inmobiliaria IHM S.A. de C.V. and Director at Comercializadora de Viviendas Albatros S.A. de C.V. and Nueva Imagen Construcciones S.A. de C.V. Additionally, he is member of the Management and Operations Committee of St. Regis Mexico.*

*Formerly, he was member of the Board of Directors in Microfinanciera Finsol.*

**Twenty First.- Roberto Kelleher Vales** is proposed as Alternate Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2014.*

*He is Industrial and Systems Engineer from Instituto Tecnologico y de Estudios Superiores de Monterrey (ITESM) and has several financial and management specializations from the same institution, also participated in the Advanced Management program from Instituto Panamericano de Alta Direccion (IPADE).*

*Currently, he is Chairman and partner in Volkswagen, Seat, and Audi dealerships and a tire company in Merida. He is shareholder and Vice President of Inmobilia Desarrollos, a developer of megaprojects.*

*He was member and Chairman of the Volkswagen National Dealers Association from 1996 to 2004 and member of the Mexican Association of Car Dealers from 2002 to 2006.*

**Twenty Second.- Manuel Aznar Nicolin** is proposed as Alternate Independent Member of the Board of Directors.

*He joined GFNorte's Board in March 2007.*

*He holds a Bachelor's Degree in Law from Escuela Libre de Derecho and a Master in American Legal System from Chicago-Kent College of Law.*

*He is founder partner at Kuri Breña, Sánchez Ugarte y Aznar. He is attorney of Mexican banks in national and international funding operations. He has participated in securities issuances from Mexican companies and domestic and international offerings. He is leader in Corporate and Fiscal Law, as well as in several infrastructure projects, privatization processes, public tenders, mergers, acquisitions and co-investments.*

*Formerly, he worked at Baker & McKenzie in Mexico and New York (1983-1984). Moreover, from 1987 to 1990, he was international partner of this firm.*



**Twenty Third.- Robert William Chandler Edwards** is proposed as Alternate Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2015.*

*He holds an Art, Economics and Anthropology degree from Stanford University.*

*He is partner at Sanchez DeVanny Eseverri, S.C. since 1991. He has been officer in several financial entities such as: Chase Manhattan Bank, Banco Mercantil Agricola de Caracas, Banco de Comercio de Bogota and Banco Mercantil del Norte. He was member of the Board of Banco del Bajío and has participated in the Board of Directors of Banco del Centro, Banpais and Cydsa.*

**Twenty Fourth.- Ricardo Maldonado Yañez** is proposed as Alternate Independent Member of the Board of Directors.

*He holds a Bachelor's degree in Law from Universidad Nacional Autonoma de Mexico (UNAM) and a Master's degree in Law from the Law School of Chicago University.*

*He is a partner of the Law firm Mijares, Angoitia, Cortes y Fuentes, S.C. since 1999. Previously he was an Associate of the Law firm, White & Case, New York Office from 1993 to 1995.*

*He is member of the Barra Mexicana, Colegio de Abogados, A.C., Academia Mexicana de Derecho Energetico, Endeavor Mexico, A.C. and Association of International Petroleum Negotiators.*

*Additionally, he is member of the Board of Directors of several companies, such as: Biossman Group, Endeavor Mexico and Seadrill Couragious and Secretary of the Board of Directors of companies such as: Grupo Televisa, Consorcio Ara, Controladora Vuela Compañía de Aviacion (Volaris) and Cablevision.*

**Twenty Fifth.- Isaac Becker Kabacnik** is proposed as Alternate Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2002.*

*He is Civil Engineer graduated from Universidad Nacional Autonoma de Mexico (UNAM).*

*He is currently Chairman of the textile company Bechtel S.A. de C.V. and the jewelry company Becker e Hijos, S.A. de C.V.*

*He served as member of the Board of Directors of Multibanco Mercantil de Mexico. He participated as an active partner in Seguros Atlantida Multiba S.A. and as a member of its Executive Committee. He was member of the Board of Directors of Multifac, S.A. de C.V., advisor of Value Casa de Bolsa S.A., and member of the board of the Asociacion de Joyeros de Mexico A.C.*

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

*He joined GFNorte's Board in April 2014.*

*He is Civil Engineer from Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM) and holds an MBA from the same institution.*

*Currently, he is Chairman of Grupo Garza Ponce. He has over 33 years' experience in Real Estate and Construction Development. Since 1986 he has been responsible of the management and execution of industrial,*

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

---

*commercial and departmental towers constructions as well as in mergers, acquisitions and the development of real estate.*

*Formerly, he was member of the Board of Directors of several private and public organizations as: Grupo Financiero BITAL, Finanzas Monterrey, Banca Afirme and Banca Confia Abaco Grupo Financiero and served as Advisor of the: Mexican Camera of the Construction Industry (Vice President), Mexican Association of Industrial Parks A.M.P.I. P (Vice President), COPARMEX (member), Owners of Real Estate Camera (member) and Civil Engineers Ex a Tec (Chairman).*

**Twenty Seventh.- Eduardo Alejandro Francisco Garcia Villegas** is proposed as Alternate Independent Member of the Board of Directors.

*He holds a Bachelor's degree and a Ph.D in Law from Universidad Nacional Autonoma de Mexico (UNAM).*

*He is Public Notary 15 of Mexico City and Professor at the UNAM's Law faculty (Bachelor and Post Graduate studies), specializing in Notarial and Registry Law.*

*He was Academic Secretary of the Asociacion Nacional del Notariado Mexicano, S.A. from 2005 to 2006 and Advisor of the Notaries Association of Mexico City from 2002 to 2003.*

**Twenty Eighth.- Javier Braun Burillo** is proposed as Alternate Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2015.*

*He holds a Bachelor's degree in Economics from Universidad Iberoamericana and has an MBA from UCLA Anderson School of Management*

*Currently he is Director of Operations and member of the Board of Grupo Pegaso. Furthermore, he is responsible for managing and planning the sports, entertainment and technology expansion strategies for the Group.*

*Formerly, he launched the newspaper Ovaciones targeting Hispanic market in the U.S.A., he was Senior Commercial Manager in Pegaso PCS and responsible for launching the first WiFi service in Mexico.*

**Twenty Ninth.-Rafael Contreras Grosskelwing** is proposed as Alternate Independent Member of the Board of Directors.

*He joined GFNorte's Board in April 2015.*

*He is Industrial Engineer from Universidad Panamericana and participated in the Advanced Management program from Instituto Panamericano de Alta Direccion (IPADE).*

*Currently, he is Director of Administration and Finance at Grupo Comercial Chedraui, S.A. de C.V. and is member of the Advisory Board of Banco Nacional de Mexico, S.A.*

*He was General Manager of Aguas Termales el Carrizal (1987-1991), Manager of Mi Neumáticos de México, S.A. de C.V., Director of Administration and Finance of Grupo Domino's Pizza de México, S.A. de C.V., among others. He served as member of associations as Engineering Alumni of Universidad Panamericana. Member of the Advisory Board of the Mexican Institute of Finance Executives (Instituto Mexicano de Ejecutivos en Finanzas) and the Mexican Equestrian Federation (Federacion Ecuestre Mexicana).*

**Thirtieth.- Guadalupe Phillips Margain** is proposed as Alternate Independent Member of the Board of Directors.

*She joined GFNorte's Board in April 2015.*

*She holds a Bachelor's degree in Law from Instituto Tecnológico Autonomo de Mexico (ITAM) and a Master's degree and Ph.D. from Tufts University.*

*She is Restructuring Director at ICA. Currently, she is member of the Board of Directors of Mas Fondos, S.A. de C.V., Grupo Televisa, S.A.B. de C.V., Evercore Casa de Bolsa, S.A. and Innova, S. de R.L. de C.V.*

*She was Vice President of Finance and Risk at Grupo Televisa. She has held several positions such as Deputy Director of Foreigners Financial Intermediaries in the Minister of Finance (Secretaria de Hacienda y Crédito Público) from 1994-1996, Director of Risk Management in Grupo Televisa from 2000-2002, Finance Director in Empresas Cablevision de 2002-2004 and Director of Finance and Risk at Grupo Televisa from 2004 to 2013.*

- b) It is proposed to appoint Hector Avila Flores as Secretary to the Board of Directors, who will not be part of the Board.**
- c) 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.**

**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 Chairman of the Audit and Corporate Practices Committee.**

It is proposed by the Chairman of the Board of Directors, Carlos Hank Gonzalez, to designate Hector Reyes-Retana y Dahl as Chairman of the Audit and Corporate Practices Committee.

**VI. Board of Directors' Report regarding shares repurchase transactions carried out during 2015 and determination of the maximum amount of financial resources that will be applied for share repurchases during 2016.**

**First.-** It is proposed to approve the Board of Directors' Report regarding the purchase and sale of proprietary shares during 2015.

**Second.-** The proposal is to allocate the amount of Ps.3,952'000,000.00 (Three thousand, nine hundred fifty-two million pesos 00/100), equivalent to 1.5% of the Financial Groups' market capitalization value as of December 2015, charged against equity, to purchase Company's shares during 2016, and will consider those transactions to be carried out in 2016 and until April 2017, subject to the Treasury's Policy for Transactions with Shares.

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

It is proposed to designate the delegate(s) of the Assembly to perform the actions necessary to formalize and execute the resolutions passed by it.