

# GRUPO FINANCIERO BANORTE SIGNS AN AGREEMENT WITH BBVA GROUP IN ORDER TO ACQUIRE AFORE BANCOMER THROUGH AFORE XXI BANORTE

**27 Nov 2012**

**Monterrey, N.L. November 27th, 2012.-** As a follow up to the material event published on September 4th stating that Grupo Financiero Banorte, S.A.B. de C.V. ("GFNORTE") (BMV: GFNORTEO) is permanently analyzing strategic alternatives to consolidate its position as a leading Mexican financial institution, GFNORTE informs that it has reached an agreement with Banco Bilbao Vizcaya Argentaria, S.A. and BBVA Bancomer, S.A., Institución de Banca Múltiple, Grupo Financiero Bancomer ("Grupo BBVA") to acquire Administradora de Fondos para el Retiro Bancomer, S.A. de C.V. ("Afore Bancomer") through Afore XXI Banorte, S.A. de C.V. ("Afore XXI Banorte"), a subsidiary of Banco Mercantil del Norte, S.A. ("Banorte").

The value of the transaction amounts to U.S. 1.6 billion, of which Banorte will contribute 50% and the Mexican Social Security Institute ("IMSS") the remaining 50%. The final price shall be adjusted in view of the Afore Bancomer's available excess in capital at the closing date. Grupo Financiero Banorte has sufficient resources to cover its corresponding amount, using its capital and through other liquidity sources. The acquisition is still subject to the approval by the corresponding authorities, including the Federal Commission for Retirement Savings Funds (Comisión Nacional del Sistema de Ahorro para el Retiro - CONSAR) and the Federal Commission for Economic Competition (Comisión Federal de Competencia Económica - COFECO).

The operations of Afore Bancomer will be integrated into Afore XXI Banorte when the transaction is finalized, with the corporate identity and operations of Afore XXI Banorte subsisting, thus becoming the largest retirement savings manager in Mexico. In this respect, as of October 2012, Afore Bancomer manages resources amounting to \$279.30 billion pesos through 4.49 million accounts. When integrated to Afore XXI Banorte's operations, managed resources will amount to \$516.5 billion pesos and accounts will total 11.78 million (without considering the accounts with funds deposited at the central bank which are managed by Afore XXI Banorte). The combination of the two Afores will generate important synergies for the benefit of accountholders, including a lower fee on the assets managed.

Guillermo Ortiz Martínez, Chairman of GFNORTE's Board, mentioned "Grupo Financiero Banorte and the Mexican Social Security Institute create the largest Retirement Savings' Fund Manager through this acquisition, giving us the capacity to invest more resources to detonate further economic development in our country; likewise, this operation is another proof that Grupo Financiero Banorte continues with its growth strategy through acquisitions, that we are certain will generate more value to our shareholders, clients and will benefit all the workers integrating the retirement savings system". Alejandro Valenzuela, GFNORTE's CEO, stated "this acquisition becomes the most relevant to date in the retirement savings fund system, creating the most significant Afore in our country for the benefit of the working population through better returns on their retirement funds and one of the most competitive fees." GFNORTE reiterates to the investment public that it will continue adopting the best international corporate practices regarding Corporate Governance and information disclosure. Through its top management, the Financial Group will maintain its strategic and expansion plans to consolidate a leading institution in Mexico. The Investor Relations Department is available for any inquiry or comment regarding this material event at: [investor@banorte.com](mailto:investor@banorte.com) or in the number (55) 52.68.16.80.

## About Afore XXI Banorte

Afore XXI Banorte is a leading company in retirement savings fund management. As of October 2012, it managed 7,275,186 accounts (excluding 5,033,447 accounts deposited at the central bank - Banco de México), representing a market share of 16.9%, and its assets under management were \$237.25 billion pesos with a market share of 12.9%, according to the CONSAR, being one of the market leaders. As of September 30, 2012, Afore XXI Banorte reported accumulated net income of \$867.5 million pesos and Total Assets of \$3.1 billion pesos.

Banco Mercantil del Norte, S.A. and the Mexican Social Security Institute have a 50% equity participation each. Afore XXI Banorte manages five retirement funds: Siefore Básica 1 (XXI Banorte Protege), Siefore Básica 2 (XXI Banorte Consolida), Siefore Básica 3 (XXI Banorte Desarrolla), Siefore Básica 4 (XXI Banorte Crece) and Siefore Básica 5 (XXI Banorte Impulsa).

## **About Afore Bancomer**

Afore Bancomer is a leading company in retirement savings fund management. As of October 2012, it managed 4,492,474 accounts (including 913,945 accounts directly assigned by the CONSAR), representing a market share of 10.4% and it managed third party assets of \$277 billion pesos with a market share of 15.2%, according to the CONSAR, being one of the leaders in this segment. As of September 30, 2012, Afore Bancomer reported accumulated net income of \$1.23 billion pesos and total assets of \$4.19 billion pesos.

Grupo BBVA controls directly or indirectly 100% of Afore Bancomer's capital. Afore Bancomer currently manages eleven retirement savings funds: Siefore Básica 1 (Bancomer Protege), Siefore Básica 2 (Bancomer Real), Siefore Básica 3 (Bancomer Progresas), Siefore Básica 4 (Bancomer Adelante), Siefore Básica 5 (Bancomer Emprende), Ahorro Individual Bancomer, Bancomer Gubernamental Previsión Social Siefore, Bancomer Previsión Social Corto Plazo Siefore, Siefore ISSEMYM, Siefore PMX-SAR and Bancomer Previsional Siefore.