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

## **GENERAL SHAREHOLDERS' MEETING**

With respect to the First Notice published on January 28<sup>th</sup>, 2011 of the Ordinary General Shareholders' Meeting to be held on February 18<sup>th</sup>, 2011 and regarding the detailed proposal submitted on February 2<sup>nd</sup>, shareholders are informed of the following regarding the first item on the agenda:

## I. CHANGES IN THE BOARD OF DIRECTORS.

FIRST.- Guillermo Ortiz Martinez is proposed as Chairman and Related Proprietary Member of the Board of Directors.

This change was in response to a request from the Ministry of Finance and Public Credit (SHCP) to change the nature of the appointment of Guillermo Ortiz Martinez to Related Proprietary Member instead of Independent Proprietary Member as originally proposed. The nature of this request is in order to comply with current regulation in Mexico regarding the board members that can become Chairman of the Board.

Grupo Financiero Banorte, S.A.B. de C.V. has pursued to adhere to best corporate governance practices. After Mr. Ortiz' designation, independent board members will total 8 out of 16 members (50% of the Board of Directors, which is much higher than the 25% required by the Mexican Securities Market Law).