

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

**Ordinary General Shareholders Meeting**

**May 23, 2022**

**I. Introduction**

The shareholders are hereby informed that on April 29, 2022, a call to the Ordinary General Shareholders Meeting of Grupo Financiero Banorte, S.A.B. de C.V. ("**GF Banorte**" or the "**Company**"), to be held on May 23, 2022, at 11:00 a.m. (the "**Shareholders Meeting**") at the offices of the Company located at David Alfaro Siqueiros 106, Colonia Valle Oriente, San Pedro Garza García, Nuevo León, México. The latter was published in the newspapers El Norte, in Monterrey, N.L., and Reforma, in México City, as well as in the Business Corporations Publications System of the Ministry of Economy, in accordance with the provisions of Articles 179, 180, 181, 183, 186 and 187 of the General Law of Business Corporations ("**LGSM**") and Articles Nineteen, Twenty-One and Twenty-Two of the bylaws of GF Banorte.

The following is the agenda ("**Agenda**") to be discussed at the Shareholders Meeting

- I. Discussion, and if the case, approval of a proposed cash dividend payment.
- II. Designation of delegate or delegates to formalize and execute, if applicable, the resolutions passed by the Shareholders Meeting.

The purpose of this document is for our shareholders to have adequate and current information in order to make any decisions regarding the items to be discussed during the Shareholders Meeting. The resolution projects referred to in section II contain general terms on the understanding that the drafting and content thereof may vary according to the resolutions of the Shareholders Meeting and the respective minutes to be drafted by the Secretary of the Board of Directors.

We inform our shareholders that the information related to the obligations, powers, functions, representation of shareholders, installation, development, votes, and resolutions can be consulted in Chapter Three of the corporate bylaws ("**Corporate Bylaws**") as well as in the shareholders' meetings manual ("**Manual for Shareholders Meetings**"), which can be accessed through the links provided:

1. GF Banorte's Corporate Bylaws:

<https://investors.banorte.com/~media/Files/B/Banorte-IR/shareholders-meeting/en/2021/Compulsa%20Estatutos%20GFnorte%202021%20vf%20ingles.pdf>

2. Manual for Shareholders Meetings:

<https://investors.banorte.com/~media/Files/B/Banorte-IR/shareholders-meeting/en/2021/23-apr/Manual%20Asambleas%20GFNorte%20ingles.pdf>

## **II. Proposals for Shareholders Resolutions:**

This section breaks down each of the items of the Agenda, to be discussed at the Shareholders Meeting, including the justifying information that may be relevant for any decision-making by the shareholders and a resolution proposal for each item of the Agenda.

### **I. Discussion, and if the case, approval of a proposed cash dividend payment.**

In accordance with our Dividend Policy, the Board of Directors during its meeting held on April 21, 2022, approved a cash dividend in the amount equivalent to 50% of the net profits of 2021, which amounted to \$35,048'168,481.91 (thirty-five billion forty eight million one hundred sixty eight thousand four hundred eighty one pesos 91/100 Mexican currency). Therefore, the cash dividend for the fiscal year 2021 amounts to \$17,524'084,240.96 (seventeen billion five hundred twenty four million eighty four thousand two hundred forty pesos 96/100 Mexican currency), equivalent to \$6.077457270353830 pesos for each outstanding share, to be paid during May 2022.

- **Proposal**

Considering the above information, the Company hereby proposes the following resolutions:

**One.** Approve the distribution among the shareholders of a dividend equivalent to 50% of the net profit of 2021, amounting to \$17,524'084,240.96 (seventeen billion five hundred twenty four million eighty four thousand two hundred forty pesos 96/100 Mexican currency), or \$6.077457270353830 pesos for each outstanding share, to be paid on May 31, 2022, against the delivery of coupon number 4, and charged to earnings from previous years; for the purposes of the Income Tax Law, the amount of \$6,308'728,572.00 (six billion three hundred eight million seven hundred twenty eight thousand five hundred seventy two pesos 00/100 Mexican currency) comes from the net fiscal income account as of December 31, 2013, and the amount of \$11,215'355,668.96 (eleven billion two hundred fifteen million three hundred fifty five thousand six hundred sixty eight pesos

96/100 Mexican currency) comes from the net fiscal income account as of December 31, 2014, and subsequent.

**Two.** Approve that the dividend corresponding to the fiscal year 2021 will be paid on May 31, 2022, through the S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V., prior notice published by the Secretary of the Board of Directors in one of the most circulated newspapers in the city of Monterrey, Nuevo León and through the Electronic Delivery and Information Diffusion System (SEDI) of the Mexican Stock Exchange.

## **II. Designation of delegate or delegates to formalize and execute, if applicable, the resolutions passed by the Shareholders Meeting.**

In order to implement the resolutions to be passed by the Shareholders Meeting, it is necessary to appoint special delegates to carry them out.

- **Proposal**

Considering the information above, the Company hereby proposes the following resolution:

**Three.** Appoint the necessary Delegates to carry out all acts required to comply with and formalize the resolutions passed by the Shareholders Meeting.

## **III. Exhibits**

The following reports are available on-line at <https://investors.banorte.com> / Governance / Shareholders Meeting / May 23, 2022

- **Exhibit 1: Proxy Card.**