

**Grupo Financiero Banorte, S.A.B. de C.V.  
General Ordinary Shareholders' Meeting  
November 20, 2024**

**I. Introduction**

Shareholders are hereby informed that on October 30, 2024, a notice was published in the El Norte newspaper in Monterrey, N.L., in the Reforma newspaper in Mexico City, and on the Commercial Companies Publications System of the Ministry of Economy, calling for the General Ordinary Shareholders' Meeting of Grupo Financiero Banorte, S.A.B. de C.V. ("**GF Banorte**" or the "**Company**"), to be held on November 20, 2024, at 11:00 a.m. (the "**Meeting**") at the Company's offices located at David Alfaro Siqueiros #106, Colonia Valle Oriente, San Pedro Garza García, Nuevo León, Mexico. This notice is issued in accordance with Articles 179, 180, 181, 183, 186, and 187 of the General Law of Commercial Companies ("**LGSM**") and Articles Nineteenth, Twenty-First, and Twenty-Second of GF Banorte's bylaws.

The agenda ("**Agenda**") to be discussed during the Meeting shall be as follows:

- I. Analysis, discussion, and, if applicable, approval of a proposal to cancel common shares, corresponding to Series "O", Class II, representing the Company's share capital, acquired through the Share Repurchase Fund and, as a result, to reduce the variable portion of the Company's share capital.
- II. Appointment of delegate(s) to formalize and, if applicable, execute the resolutions adopted by the Meeting.

The purpose of this document is to ensure that our shareholders have adequate and timely information to assist in their decision-making regarding the matters to be proposed at the Meeting. The draft resolutions listed in Section II are presented in general terms, with the understanding that their wording and content may vary depending on the resolutions adopted at the Meeting and the corresponding minutes prepared by the Secretary of the Board of Directors.

Shareholders are informed that information related to obligations, powers, functions, shareholder representation, proceedings, and voting can be found in Chapter Three of the Company's bylaws ("**Bylaws**") and in the shareholder manual for attending shareholder meetings and exercising voting rights (the "**Shareholder Manual**"), both of which are available at the links provided below:

1. GF Banorte's Bylaws:  
<https://investors.banorte.com/~media/Files/B/Banorte-IR/documents/policies-and-documents/en/2023/Compulsa%20Estatutos%20Gfnorte%202022%20vf%20ingles.pdf>

2. Shareholder Manual for attending the Meeting and exercising voting rights:  
<https://investors.banorte.com/~media/Files/B/Banorte-IR/shareholders-meeting/en/2021/23-apr/Manual%20Asambleas%20GFNorte%20ingles.pdf>

## **II. Proposed resolutions for the Shareholders' Meeting:**

This section outlines each of the Agenda items to be addressed at the Meeting, including supporting information relevant for shareholder decision-making and a proposed resolution for each item on the Agenda.

- I. Analysis, discussion, and, if applicable, approval of a proposal to cancel common shares, corresponding to Series "O", Class II, representing the Company's share capital, acquired through the Share Repurchase Fund and, as a result, to reduce the variable portion of the Company's share capital.**

Shareholders are informed that the Annual General Ordinary Shareholders' Meeting of GF Banorte held on April 29, 2024, approved the allocation of up to \$32,344,000,000.00 (thirty-two billion, three hundred forty-four million pesos 00/100 Mexican currency) for the repurchase of the Company's own shares, to be drawn from the stockholders' equity, during the 2024 fiscal year and until April 2025.

As of today, the Company has acquired, through the Repurchase Fund, a total of 70,300,000 (seventy million three hundred thousand) Series "O", Class II, common shares representing the variable portion of the share capital, with par value of \$3.50 (three pesos 50/100 Mexican currency) each, which it holds as treasury stock (the "**Repurchased Shares**"). The Repurchased Shares amount to a value of \$246,050,000.00 (two hundred forty-six million fifty thousand pesos 00/100 Mexican currency) and represent 2.43% of the total share capital, which amounts to \$10,092,098,079.00 (ten billion ninety-two million ninety-eight thousand seventy-nine pesos 00/100 Mexican currency).

The Board of Directors, at its meeting held on October 29, 2024, approved submitting to the Meeting a proposal to cancel the Repurchased Shares and, as a result, to decrease the variable portion of the share capital by the amount of \$246,050,000.00 (two hundred forty-six million fifty thousand pesos 00/100 Mexican currency), thereby setting the variable portion at \$8,928,584,616.00 (eight billion nine hundred twenty-eight million five hundred eighty-four thousand six hundred sixteen pesos 00/100 Mexican currency).

- **Proposal**

In view of the aforementioned, we propose the adoption of the following resolutions:

It is approved to cancel 70,300,000 (seventy million three hundred thousand) Series "O", Class II, common shares representing the variable portion of the Company's share capital, each one with a par value of \$3.50 (three pesos 50/100 Mexican currency), which were acquired through the Repurchase Fund. Consequently, the variable portion of

the Company's capital will be reduced by \$246,050,000.00 (two hundred forty-six million fifty thousand pesos 00/100 Mexican currency), setting it at \$8,928,584,616.00 (eight billion nine hundred twenty-eight million five hundred eighty-four thousand six hundred sixteen pesos 00/100 Mexican currency).

The variable portion of the Company's capital will amount to \$8,928,584,616.00 (eight billion nine hundred twenty-eight million five hundred eighty-four thousand six hundred sixteen pesos 00/100 Mexican currency) and will be represented by a total of 2,551,024,176 (two billion five hundred fifty-one million twenty-four thousand one hundred seventy-six) common shares, Series "O", Class II, each one with par value of \$3.50 (three pesos 50/100 Mexican currency).

In this regard, authorization will be requested from the National Banking and Securities Commission ("**CNBV**") to update the registration in the National Securities Registry (the "**RNV**") managed by said authority for the shares representing the Company's share capital. Additionally, the exchange of the corresponding certificate or certificates that document these shares will be requested with S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. ("**Indeval**") to reflect the modifications to the share capital of GF Banorte previously stated, in accordance with Article 75 of the Securities Market Law ("**LMV**") and the applicable general regulations.

As a result of the above, the total share capital of GF Banorte is distributed as follows:

	Shares	Series - Class	Par Value	Amount
Fixed Capital	262'132,418	Series O Class I	\$3.50	\$917'463,463.00
Variable Capital	2,551',024,176	Series O Class II	\$3.50	\$8,928'584,616.00
Total	2,813'156,594			\$9,846'048,079.00

It is agreed that the stock certificates issued by the Company to cover the variable portion of the share capital resulting from the reduction previously stated will be deposited with Indeval once the corresponding procedure for updating the registration of the Company's shares in the RNV is completed.

The Secretary of the Board of Directors is instructed to: (i) issue the new definitive stock certificates reflecting the reduction in the variable portion of the Company's share capital, (ii) make the necessary entries in the Company's books, including the share register and capital variation records, to document the above indicated decisions, and (iii) carry out the necessary actions, either personally or through any person to whom this authority is delegated, aimed at obtaining CNBV authorization to update the registration of the Company's shares in the RNV, as well as to execute the exchange and deposit of the definitive certificate or certificates covering the respective shares with Indeval.

It is resolved that the Resolutions of this General Ordinary Shareholders' Meeting shall be made public, and shareholders of the Company be informed that (i) their number

of shares will remain unchanged as a result of the capital reduction, and (ii) their ownership percentage in the share capital of GF Banorte will increase proportionally due to the cancellation of the Repurchased Shares.

**II. Appointment of delegate(s) to formalize and, if applicable, execute the resolutions adopted by the Meeting.**

To implement the agreements to be adopted by the Meeting, special delegates must be appointed to carry out these actions.

- **Proposal**

In light of the above, the adoption of the following resolution is proposed:

To appoint Delegates to carry out all necessary actions to comply with and formalize the resolutions adopted at the Meeting.

**III. Exhibit.**

The following document is available online at <https://investors.banorte.com/Gobernanza/AsambleadeAccionistas/20denoviembrede2024>.

- **Exhibit 1: Voting Card.**