

**San Pedro Garza García, N.L., March 24, 2020.**

In connection with the First Notice for the Annual General Ordinary Shareholders Meeting to be held on April 24, 2020, details on the following items of the Agenda are hereby informed to the shareholders:

**ANNUAL GENERAL ORDINARY SHAREHOLDERS MEETING**

**I. Filing and, as the case may be, approval of the reports referred to in section IV of Article 28 of the Securities Market Law, and section IV of Article 39 of the Law to Regulate Financial Groups corresponding to the fiscal year ended December 31, 2019.**

*The following reports are available online at <https://investors.banorte.com> / Governance / Shareholders Meeting / April 24, 2020*

**One.-** Upon prior opinion of the Board of Directors, the approval of the Chief Executive Officer's Annual Report, prepared pursuant to the provisions of Article 44, section XI of the Securities Market Law and Article 59, section X of the Law to Regulate Financial Groups, which includes, among other items, the balance sheet, the profit and loss statement, the statement of changes in shareholder's equity and the statement of cash flows of the Company as of December 31, 2019, is submitted to this Meeting for its consideration. <sup>1</sup>

**Two.-** The approval of the Annual Report of the Board of Directors, in which the main accounting and information policies and criteria are stated and explained, followed by the preparation of the financial information as of December 31, 2019, pursuant to the provisions of Article 172, paragraph b) of the General Law of Business Corporations, is submitted to this Meeting for its consideration.

**Three.-** It is hereby proposed to approve the Annual Report of the Board of Directors on the operations and activities in which it participated.

**Four.-** It is hereby proposed to approve the Annual Report on the Activities of the Audit and Corporate Practices Committee.

**Five.-** It is hereby proposed to approve each and all operations performed by the Company during the fiscal year ended December 31, 2019, and It is proposed to ratify the actions taken by the Board of Directors, the Director General and the Audit and Corporate Practices Committee during the same period.

**II. Application of profits.**

**Sole.-** It is hereby proposed to apply the amount of \$36,527'973,356.61 (thirty-six billion five hundred twenty-seven million nine hundred seventy-three thousand three hundred and fifty-six pesos 61/100 Mexican currency) reflected in the financial statements of the Company as follows:

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<sup>1</sup> The Audited Consolidated Financial Statements may be verified at <https://investors.banorte.com> in the section of Financial Information / Financial Statements / Grupo Financiero Banorte / 2019 / Fourth Quarter / Audited Information 2019 [https://investors.banorte.com/-/media/Files/B/Banorte-IR/financial-information/financial-statements/es/grupo-financiero-banorte/2019/q4/Dictamen\\_grupo\\_2019.pdf](https://investors.banorte.com/-/media/Files/B/Banorte-IR/financial-information/financial-statements/es/grupo-financiero-banorte/2019/q4/Dictamen_grupo_2019.pdf)

- a) The amount of \$5'671,366.40 (five million six hundred seventy-one thousand three hundred sixty-six pesos 40/100 Mexican currency) shall be applied to the "Legal Reserve".
- b) The amount of \$36,522'301,990.21 (thirty-six billion five hundred twenty-two million three hundred and one thousand nine hundred and ninety pesos 21/100 Mexican currency) shall be applied to the account of "Result from Previous Years".

**III. Report of the External Auditor on the tax position of the Company.**

*The following report is available online at <https://investors.banorte.com> / Governance / Shareholders Meeting / April 24, 2020*

With respect to this item of the Agenda, no resolution shall be passed, it is only evidenced that, in compliance with the provisions of section XIX of Article 76 of the Income Tax Law, the Report of the External Auditor on the tax position of the Company as of December 31, 2018 shall be distributed among the participants of the Shareholders Meeting and be read.

**IV. Designation of the members of the Board of Directors of the Company as proposed by the Nominations Committee, and qualification of their independence.**

According to the proposal made by the Nominations Committee, it is hereby proposed that the Board of Directors shall be comprised of 14 Regular members and, as the case may be, their respective Alternates, proposing to designate for such purpose the following persons with the indicated positions for fiscal year 2020, with the independence of the directors mentioned below being qualified, since they are not within the restrictions provided by the Securities Market Law and the Law to Regulate Financial Groups.

- a) **Each of the following is submitted to independent voting:**

**Regular Directors:**

**One.-** It is hereby proposed to designate **Mr. Carlos Hank González** as **Chairman and as Regular Director** of the Board of Directors.

**Professional background**

Currently Chairman of the Board of Directors of GFNorte, a position he has held from January 1, 2015. In Gruma, corn flour and tortilla production world leader with presence in more than 100 countries, he played a fundamental role since December 2012, when he was Vice Chairman of the Board of Directors and became a member of the Executive Committee to design a healthy and responsible financial strategy which created value for the company. He's a member of the Board of Directors of Bolsa Mexicana de Valores and is an independent member of Televisa's Board of Directors, as well as Chairman of the Board of Directos of Cerrey. In 1997, he was appointed Director General of Interacciones Casa de Bolsa; in 1999, CEO of Banco Interacciones; and in 2000, CEO of Grupo Financiero Interacciones (GFI). At the beginning of 2003, he became the Assistant Managing Director of GFNorte, and at the end of the same year, he was again CEO of GFI, to position it as a financial group with high profitability, specialized in financing to states and municipalities; he led a successful public offering in 2013, which consolidated GFI as a public company with growing liquidity in the stock market. In 2008, he was also named CEO of Grupo Industrial Hermes, founded in 1978, with different business lines in infrastructure, energy, automotive, transportation and, as from 2013, tourism.

**Education**

Bachelor's Degree in Business Administration, specialized in Finance from Universidad Iberoamericana. He joined the Board of Directors of GFNorte in October 2014.

**Two.-** It is hereby proposed to designate **Mr. Juan Antonio González Moreno** as **Regular Director** of the Board of Directors.

**Professional background**

Chairman of the Board of Directors and CEO of Gruma and Gimsa. Formerly, CEO of Gruma Asia and Oceania, Senior Vice President of Special Projects of Gruma Corporation, Chairman of the Board and CEO of CarAmigo USA, Vice President of the Central and Eastern Regions of Mission Foods, President and Sales Vice President of Azteca Milling.

**Education**

Bachelor's Degree in Business Administration from Universidad Regiomontana and Master's Degree in Business Administration (MBA) from the University of San Diego, California. He joined the Board of Directors of GFNorte in April 2004.

**Three.-** It is hereby proposed to designate **Mr. David Juan Villarreal Montemayor** as **Regular Director** of the Board of Directors.

**Professional background**

CEO and controlling shareholder of Artefactos Laminados, S.A. de C.V. Currently, chairman of the Board of Directors and Assistant Managing Director of Inmobiliaria Montevi, S.A. de C.V. and Inmobiliaria Monyor, S.A. de C.V. Regional Advisory Director of Banco Nacional de México, S.A. (Banamex) and Financial Director and Business Developer in SISMEM, Sistemas Mexicanos, S.A. de C.V. Likewise, he was Deputy Manager of Operations from 1972 to 1990 in Artefactos Laminados.

**Education**

Mechanical Engineer Electrician from Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM), Master's Degree in Automated Control Sciences from the same Institution, he also participated in the Senior Management program of Instituto Panamericano de Alta Dirección (IPADE). He joined the Board of Directors of GFNorte in October 1993.

**Four.-** It is hereby proposed to designate **Mr. José Marcos Ramírez Miguel** as **Regular Director** of the Board of Directors.

**Professional background**

CEO of GFNorte and Banco Mercantil del Norte, S.A. since November 2014. Formerly, Corporate Managing Director and Managing Director of Corporate Banking of Banorte. His labor experience is essentially in banking. He started as interdisciplinary advisor in Peat Marwick México and, thereafter, he joined the Financial Engineering area in Operadora de Bolsa. In 1989, he founded Finventia, with an outstanding participation in the issuance of the first private Eurobond, after the restructuring of the Mexican public debt. He also worked in Banque Nationale de Paris and Banque Indosuez México as trader of the Mexican market. From 1993 to 1999, he collaborated in Nacional Financiera, S.N.C. in the Development Banking area, holding several management positions. Thereafter, he worked 11 years in Grupo Financiero Santander, as Chief Financial Officer, Managing Director of Corporate Banking, CEO of Casa de Bolsa Santander and Executive Vice

President of the Group. Also, in 2007, President of Asociación Mexicana de Intermediarios Bursátiles.

**Education**

Bachelor's Degree in Actuary from Universidad Anáhuac, Graduate studies in Finance from Instituto Tecnológico Autónomo de México (ITAM) and Master's Degree in Business Administration (MBA) from ESADE in Barcelona. He joined the Board of Directors of GFNorte in July 2011.

**Five.-** It is hereby proposed to designate **Mr. Carlos de la Isla Corry** as **Regular Director** of the Board of Directors.

**Professional background**

*Formerly, Managing Director Risk and Credit Management of GFNorte, as well as Management and Finance Director of Grupo Hermes from 2003 to 2014, being responsible for the industrial corporation, also including the areas of tourism, transportation, construction and operation of concessions. Member of the Board of Directors of the Industrial Group: Grupo Hermes, Cerrey, Hermer, La Peninsular, Codramsa, Controladora Playa Mujeres, Hermes Desarrollos Turísticos, Hermes Energía del Sureste, Grupo Transportes, etc.; and member of the Board of Directors of the companies of Grupo Financiero Interacciones. Also Chairman of the Credit Committee of Banco Interacciones and member of the Financial Group as Chairman of the Risk Committee and member of the Audit, Compensations and Corporate Practices Committees.*

**Education**

*Electronic and Digital Systems Engineer from Universidad Nacional Autónoma de México (UNAM), as well as Master's Degree in Business Administration (MBA) from the University of Texas in Austin. He joined the Board of Director of GFNorte in April 2016.*

**Six.-** It is hereby proposed to designate **Mr. Everardo Elizondo Almaguer** as **Independent Regular Director** of the Board of Directors.

**Professional background**

Teacher of International Finance at EGADE, Business School, ITESM. Director of Economics Studies of Grupo Industrial Alfa (today, Grupo Alfa). He founded the consulting company Index, Economía Aplicada, S.A. and was Deputy Governor of Banco de México. Founder and the first Rector of the Graduate School of the Economics School of Universidad Autónoma de Nuevo León. He's an independent member of the Board of Directors of Compañía Minera Autlán, Gruma and Cemex.

**Education**

Bachelor's Degree in Economics from Universidad Autónoma de Nuevo León. Master's Degree and candidate for PhD in Economics from the Wisconsin-Madison University. He joined the Board of Directors of GFNorte in April 2010.

**Seven.-** It is hereby proposed to designate **Mrs. Carmen Patricia Armendáriz Guerra** as **Independent Regular Director** of the Board of Directors.

**Professional background**

Currently, Managing Director of Financiera Sustentable, Sociedad Financiera Popuar, engaging in financing projects for micro-entrepreneurs, and Director and Founding Partner of Valores Financieros, a company engaging in consulting banking systems. Advisor to the Minister of Finance

and Public Credit, where she coordinated the negotiation work of the Free Trade Agreement in Financial Services; thereafter, Vice President of Supervision of the National Banking and Securities Commission; likewise, she was appointed as Deputy Director of Bank of International Settlements, in charge of the analysis of the impact of Basel II on emerging Markets. Advisor of the President for Life of GFNorte, Mr. Roberto González Barrera, and Director of Special Projects of the same Institution. She has been an international consultant in banking crises, teacher of Economics in Instituto Tecnológico Autónomo de México (ITAM), and autor of several academic and banking and macroeconomics specialized publications.

### **Education**

Mathematics Actuary from Universidad Nacional Autónoma de México (UNAM) and Master's Degree in Economics from the same Institution, as well as PhD in Economics from Columbia University of New York. She joined the Board of Directors of GFNorte in April 2009.

**Eight.-** It is hereby proposed to designate **Mr. Héctor Federico Reyes Retana y Dahl** as **Independent Regular Director** of the Board of Directors.

### **Professional background**

Consultant and Independent Director. He has held several public sector positions, in the Ministry of Economy, he was a founder of the quasi-governmental body ProMéxico, Inversión y Comercio. Director General of Banco Nacional de Comercio Exterior, S.N.C (Bancomext) and CEO of Banca Confía, as well as International Operations Director in Banco de México (Banxico). In the private sector, CEO of Grupo Financiero Mifel and Banca Mifel. Member of the Board of Banco del Ahorro Nacional (Bansefi). First Vice-President of the Mexican Bank Association and Vice President of the Mexican Bankers Association, among other positions.

### **Education**

Industrial Engineer from Universidad Iberoamericana and Master's Degree in Business Administration (MBA) from Cornell University in New York. He joined the Board of Directors of GFNorte in July 2011.

**Nine.-** It is hereby proposed to designate **Mr. Alfredo Elías Ayub** as **Independent Regular Director** of the Board of Directors.

### **Professional background**

Currently Chairman of the Board of Directors of Promociones Metrópolis, S.A. de C.V. and member of the Board of Iberdrola USA and Rotoplas. Previously, CEO of the Federal Electricity Commission (CFE), CEO of Airports and Auxiliary Services (ASA) and several positions in the Ministry of Energy, Mines and Quasi-governmental Industry. Member of the Boards of Alumni in the University of Harvard Business School, Nacional Financiera, Multibanco Mercantil de México and Banco Internacional. Also, Chairman of the Board of the Mexican Electric Research Institute and Chairman of the Board of the Harvard Foundation in Mexico.

### **Education**

Civil Engineer from Universidad Anáhuac, with Master's Degree in Business Administration from the University of Partner of the Law Firm Mijares, Angoitia, Cortés y Fuentes, S.C. since 1999. Formerly, Partner of the Law Firm White & Case, New York Office, from 1993 to 1995. Member of the Mexican Bar, Colegio de Abogados, A.C., Academia Mexicana de Derecho Energético, Endeavor México, A.C. and Association of International Petroleum Negotiators. Also, member of the Board of Directors of several companies, including: Biossman Group, Endeavor México and Seadrill Couragious, as well as Secretary of the Board of companies such as Grupo Televisa, Consorcio

Ara, Controladora Vuela Compañía de Aviación (Volaris) and Empresas Cablevisión. Business School. He joined the Board of Directors of GFNorte in April 2012.

**Ten.-** It is hereby proposed to designate **Mr. Adrián Sada Cueva** as **Independent Regular Director** of the Board of Directors.

**Professional background**

Executive Director of Vitro since March 2013, and member of the Board of Directors of Vitro, S.A.B. de C.V. since 2010. Formerly, Director of Vitro Cristalglass (Spain), CEO of Vitro Automotriz, Internal Restructure Director, Management and Finance Director and CEO of the packaging business in Vitro. Additionally, member of the Boards of Comegua, Club Industrial de Monterrey, Universidad de Monterrey, and of the Board of Trustees of the Transformation Industry Chamber (CAINTRA).

**Education**

Bachelor's Degree in Business from Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM) and Master's Degree in Business from the University of Stanford. He joined the Board of Directors of GFNorte in April 2013.

**Eleven.-** It is hereby proposed to designate **Mr. David Peñaloza Alanís** as **Independent Regular Director** of the Board or Directors.

**Professional background**

Currently, CEO and Chairman of the Board of Directors of Promotora y Operadora de Infraestructura, S.A.B. de C.V. (PINFRA), which positions he has held since 2001 and 2013, respectively. Formerly, worked at Soci t  G n rale, GBM and Serf n.

**Education**

Bachelor's Degree in Public Accounting from Universidad An huac and Graduate Degree in Business Administration from the University of Harvard. He joined the Board of Directors of GFNorte in April 2019.

**Twelve.-** It is hereby proposed to designate **Mr. Jos  Antonio Chedraui Egu a** as **Independent Regular Director** of the Board of Directors.

**Professional background**

CEO of Grupo Comercial Chedraui. Also, Commercial Director and, later on, Commercial Managing Director of Las Galas. He also is a member of Fundaci n Chedraui, Young Presidents' Organization and M xico Nuevo.

**Education**

Bachelor's Degree in Accounting and Finance from Universidad An huac. He joined the Board of Directors of GFNorte in April 2015.

**Thirteen.-** It is hereby proposed to designate **Mr. Alfonso de Angoit  Noriega** as **Independent Regular Director** of the Board of Directors.

**Professional background**

Currently, Executive Co-Chairman and Chairman of the Finance Committee of Grupo Televisa, S.A.B. Formerly, member of the Board and of the Executive Committee of the company since 1997. Also, member of the Board of Directors of Empresas Cablevisión, S.A. de C.V., Innova, S. de R.L. de C.V. (Sky), Cablemás Telecomunicaciones, S.A. de C.V., Operbes, S.A. de C.V. (Bestel), Televisión Internacional, S.A. de C.V. and Grupo Axo, S.A.P.I. de C.V., and The Americas Society. Additionally, Chairman of the Board of Trustees of Fundación Kardias and member of Fundación UNAM and Fundación Mexicana para la Salud. Before joining Grupo Televisa, founding partner of the legal firm Mijares, Angoitia, Cortés y Fuentes, S.C. Executive Management and Finance Vice Chairman from 1999 to 2003. Also member of the Board of Grupo Modelo, S.A.B. de C.V. from 2005 to 2013 and The American School Foundation from 2001 to 2010.

**Education**

Attorney-at-Law from Universidad Nacional Autónoma de México (UNAM). He joined the Board of Directors of GFNorte in April 2015.

**Fourteen.-** It is hereby proposed to designate **Mr. Thomas Stanley Heather Rodríguez** as **Independent Regular Director** of the Board of Directors.

**Professional background**

Currently, partner at Ritch, Mueller, Heather y Nicolau, S.C., specialized in external financing, restructuring and placement of securities. Legal Counsel to the Business Coordinator Council (CCE) and permanent member of the Committee in charge of the preparation of the Code of Best Corporate Practices of such Council. Formerly, Arbitrator in the International Court of Arbitration and Conciliator in the Federal Institute of Bankruptcy Specialists (IFECOM). Representative of the International Insolvency Institute before the United Nations Commission on International Trade Law (UNCITRAL) and member of the Mexican Bar, Colegio de Abogados, A.C. Formerly, founding partner of Heather & Heather, S.C. since 2010 to its merger in 2013, to become a part of Ritch, Mueller, Heather y Nicolau, S.C. and of White & Case, LLP., at the Mexico City offices from 2005 to 2009. 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 Director and Chairman of the CAPS of Gruma, S.A.B. de C.V. and Grupo Industrial Maseca, S.A.B. de C.V. Independent Director of Grupo Modelo, S.A.B. de C.V. (1997 to 2005), of GSF Telecom Holdings, S.A.P.I. (2012 to 2014) and of Nikko Hotels (until 2013). Also, Independent Director of Grupo Financiero Scotiabank and subsidiaries (2001 to 2016).

**Education**

Attorney-at-Law from Escuela Libre de Derecho, with Master's Degree from the University of Texas in Austin- Master of Comparative Jurisprudence- Financial Law. Likewise, several certification courses from Universidad Panamericana and the University of New York. He joined the Board of Directors of GFNorte in April 2016.

**Alternate Directors:**

**Fifteen.-** It is hereby proposed to designate **Mrs. Graciela González Moreno** as **Alternate Director** of the Board of Directors.

**Professional background**

*Accountant in the Trane-Realven air conditioning factory in Monterrey from 1967 to 1970. Also, Vice President from 2007 to 2010 of Asociación Gilberto, A.C. and founding partner and member of the Board of Directors thereof from 1988 to 2010.*

**Education**

*Private Accountant from Universidad Labastida of Monterrey, Nuevo León. She joined the Board of Directors of GFNorte in April 2013.*

**Sixteen.-** It is hereby proposed to designate **Mr. Juan Antonio González Marcos** as **Alternate Director** of the Board of Directors.

**Professional background**

*Marketing Projects Director at Mission Foods.*

**Education**

*Bachelor's Degree in Audio Production from SAE Institute of Melbourne and Bachelor's Degree in Fine Arts from the University of North Texas and Master's Degree in Fine Arts from the University of Texas in Dallas. He joined the Board of Directors of GFNorte in April 2014.*

**Seventeen.-** It is hereby proposed to designate **Mr. Alberto Halabe Hamui** as **Independent Alternate Director** of the Board of Directors.

**Professional background**

*Currently, Deputy Director General of Inmobiliaria IHM, S.A. de C.V. Director of Comercializadora de Viviendas Albatros, S.A. de C.V. and Nueva Imagen Construcciones, S.A. de C.V. Also, member of the Administration and Operations Committee of St. Regis México. Formerly, member of the Board of Directors of Micro Financiera Finsol.*

**Education**

*Bachelor's Degree in Economics from Instituto Tecnológico Autónomo de México (ITAM), and graduate studies in the Building and Real Estate Companies Management Program from such Institute. He joined the Board of Directors of GFNorte in April 2014.*

**Eighteen.-** It is hereby proposed to designate **Mr. Gerardo Salazar Viezca** as **Alternate Director** of the Board of Directors.

**Professional background**

*Currently, Managing Director Risk and Credit Management of GFNorte. Formerly, CEO of Banco Interacciones from 2004 to 2018 and Risk Management Corporate Director of Grupo Financiero Interacciones from 2002 to 2004. Previously, Corporate Banking Director, both at Bancomer and BBVA-Bancomer.*

*His professional background in the banking sector has been enhanced by professional experience in Banamex, Banco de México and the Ministry of Finance and Public Credit. Shareholder in several public and private companies, being the founder of four of them, and remains a life member of American Association of Individual Investors (AAII).*

**Education**

*Bachelor's Degree in Economics from Universidad Iberoamericana. He has also stood out in academics as teacher and by virtue of his graduate studies, including PhD, master's degrees and specializations in Economics, Business Administration, Finance and Social Science in institutions such as Tec de Monterrey, UIA (of which he was the Economics Department Director), ITAM, Harvard University and New York Institute of Finance. He has been the recipient of grants from*



*different Boards and Foundations such as Conacyt and Fulbright. In terms of Corporate Governance, he is certified by the National Association of Corporate Directors (NACD) and the Director Consortium of the Universities of Stanford, Chicago and Darmouth. He joined the Board of Director of GFNorte in April 2019.*

**Nineteen.-** It is hereby proposed to designate **Mr. Alberto Pérez-Jácome Friscione** as **Alternate Director** of the Board of Directors.

**Professional background**

*Currently, CEO of Hermes Infraestructura, S.A. de C.V., which was formed in 2012 as a result of the merger between Hermes Construcción, S.A. de C.V., Hermes Concesiones, S.A. de C.V. and Hermes Operación, S.A. de C.V. Formerly, CEO of Hermes Construcción, S.A. de C.V. from 2010 to 2012 and Executive Director of Hermes Corporativo, S.A. de C.V. from 2006 to 2010. He also held the position of Minister of Mexico's Permanent Representation in the Organization for Economic Co-operation and Development (OECD).*

**Education**

*Industrial Engineer with honors from Universidad Iberoamericana and holds a Master's Degree in Business Administration from the Massachusetts Institute of Technology and a Master's Degree in Public Administration from Harvard University (Fulbright).*

**Twenty.-** It is hereby proposed to designate **Mr. Diego Martínez Rueda-Chapital** as **Independent Alternate Director** of the Board of Directors.

**Professional background**

*Currently, Partner of the Law Firm DLA Piper México, S.C., specializing in Corporate Law, particularly Banking and Capital Markets. Expertise in mergers and acquisitions and real estate, especially in Tourism, Industrial and Housing. Formerly, Partner of the firm Cervantes Sainz, and Securities Exchange Projects Director at the National Banking and Securities Commission.*

**Education**

*Attorney-at-Law from Universidad Panamericana and Master's Degree in Law from the University of Georgetown, with banking, securities and financial entities regulation specialization. He joined the Board of Director of GFNorte in April 2019.*

**Twenty-One.-** It is hereby proposed to designate **Mr. Roberto Kelleher Vales** as **Independent Alternate Director** of the Board of Directors.

**Professional background**

*Currently, Chairman and partner of distributor agencies of Volkswagen, Seat and Audi, and of a tire company in the city of Mérida. Shareholder and vice chairman of Inmobiliaria Desarrollos, mega-project developer. Director and Chairman of Asociación Nacional de Distribuidores Volkswagen from 1996 to 2004. Also, director of the Mexican Association of Car Distributors from 2002 to 2008.*

**Education**

*Industrial and Systems Engineer from Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM) and holder of several financial and management specialties from the same institution, as well as certification course in Senior Management of Companies from Instituto Panamericano de Alta Dirección (IPADE). He joined the Board of Directors of GFNorte in April 2014.*

**Twenty-Two.-** It is hereby proposed to designate **Mr. Clemente Ismael Reyes Retana Valdés** as **Independent Alternate Director** of the Board of Directors.

**Professional background**

*Managing Partner of the firm Reyes Retana Consultores, S.C. since February 2008. Formerly, Management and Finance Director (from 1992 to 1994) and Assistant Managing Director (from 1994 to 2008) in Invex Grupo Financiero, S.A.B. de C.V.*

**Education**

*Bachelor's Degree in Actuary from Universidad Nacional Autónoma de México. He joined the Board of Directors of GFNorte in April 2017.*

**Twenty-Three.-** It is hereby proposed to designate **Mr. Isaac Becker Kabacnik** as **Independent Alternate Director** of the Board of Directors.

**Professional background**

*Currently, Chairman of the textile company Bechtel, S.A. de C.V. and of the jewelry company Becker e Hijos, S.A. de C.V. Member of the Board of Directors of Multibanco Mercantil de México. Formerly, active partner in Compañía de Seguros Atlántida Multiba, S.A. and member of its Executive Committee. Member of the Board of Directors of Empresa Multifac, S.A. de C.V. Director of the Company Value Casa de Bolsa, S.A. and member of the board of trustees of Asociación de Joyeros de México, A.C.*

**Education**

*Civil Engineering Bachelor's Degree from Universidad Nacional Autónoma de México (UNAM). He joined the Board of Directors of GFNorte in April 2002.*

**Twenty-Four.-** It is hereby proposed to designate **Mr. José María Garza Treviño** as **Independent Alternate Director** of the Board of Directors.

**Professional background**

*Currently, Chairman of Grupo Garza Ponce. More than 33 years of experience in Real Estate and Construction Development. Since 1986, responsible for the management and execution of industrial, commercial construction and apartment buildings, as well as mergers, acquisition and development of real estate. Formerly, member of the Board of Directors of private and governmental organizations, including Grupo Financiero BITAL, Fianzas Monterrey, Banca Afirme, Banca Confía Abaco Grupo Financiero, and in the Board of Trustees of the Mexican Chamber of the Construction Industry (Vice Chairman), Asociación Mexicana de Parques Industriales A.M.P.I.P. (Vice Chairman), COPARMEX (Director), Chamber of Real Estate Owners (Director) and Ex a Tec Civil Engineers (Chairman).*

**Education**

*Civil Engineer from Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM) and Master's Degree in Business Administration (MBA) from the same institution. He joined the Board of Directors of GFNorte in April 2014.*

**Twenty-Five.-** It is hereby proposed to designate **Carlos Cesarman Kolteniuk** as **Independent Alternate Director** of the Board of Directors.

**Professional background**

*Currently, Regular Director of the Board of Directors, Corporate Finance Director and Investor Relations Director of Promotora y Operadora de Infraestructura, S.A.B. de C.V. (PINFRA). He worked previously at Industrias Campos Hermanos and founded Inovamed, a company dedicated to the health industry.*

**Education**

*Bachelor's Degree in Economics from Universidad Anáhuac and is a professor in the Business Administration and Economics on the Universidad Iberoamericana.*

**Twenty-Six.-** It is hereby proposed to designate **Mr. Humberto Tafolla Núñez** as **Independent Alternate Director** of the Board of Directors.

**Professional background**

*Currently, Management and Finance Director of Grupo Comercial Chedraui, S.A.B. de C.V. More than 20 years of experience in financial areas and Chief Financial Officer of Industrias Mabe for 8 years.*

**Education**

*Bachelor's Degree in Business Administration from Instituto Tecnológico Autónomo de México (ITAM), certification course in Corporate Finance from Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM) and Graduate Degree in Business Administration from Instituto de Empresas (IE) de Madrid. He joined the Board of Directors of GFNorte in April 2018.*

**Twenty-Seven.-** It is hereby proposed to designate **Mrs. Guadalupe Phillips Margain** as **Independent Alternate Director** of the Board of Directors.

**Professional background**

*CEO of ICA and, formerly, in the same company, Restructure Director. Currently, member of the Boards of Directors of Más 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. Formerly, Finance and Risk Vice President of Grupo Televisa. Deputy Director of Foreign Financial Intermediaries in the Ministry of Finance and Public Credit from 1994 to 1996, Risk Management Director in Grupo Televisa from 2000 to 2002, Chief Financial Officer in Empresas Cablevisión from 2002 to 2004 and Finance and Risk Director in Grupo Televisa from 2004 to 2013.*

**Education**

*Attorney-at-Law from Instituto Tecnológico Autónomo de México (ITAM). Master's and PhD Degrees from Tufts University. She joined the Board of Directors of GFNorte in April 2015.*

**Twenty-Eight.-** It is hereby proposed to designate **Mr. Ricardo Maldonado Yáñez** as **Independent Alternate Director** of the Board of Directors.

**Professional background**

*Partner of the Law Firm Mijares, Angoitia, Cortés y Fuentes, S.C. since 1999. Formerly, Partner of the Law Firm White & Case, New York Office, from 1993 to 1995. Member of the Mexican Bar, Colegio de Abogados, A.C., Academia Mexicana de Derecho Energético, Endeavor México, A.C. and Association of International Petroleum Negotiators. Also, member of the Board of Directors of several companies, including: Biossman Group, Endeavor México and Seadrill Courageous, as well*

*as Secretary of the Board of companies such as Grupo Televisa, Consorcio Ara, Controladora Vuela Compañía de Aviación (Volaris) and Empresas Cablevisión.*

**Education**

*Bachelor's Degree in Law from Universidad Nacional Autónoma de México (UNAM) and Master's Degree in Law from the Law School of the University of Chicago. He joined the Board of Directors of GFNorte in April 2016.*

- b) It is hereby proposed to designate Mr. Héctor Ávila Flores as Secretary of the Board of Directors, who shall not be member of the Board of Directors.**
- c) It is hereby proposed, pursuant to Article Forty-Nine of the Corporate Bylaws, for Directors to be released from the obligation to post a bond or pecuniary guarantee to support the performance of their duties.**

**V. Determination of the compensation for members of the Board of Directors.**

**Sole.-** It is hereby proposed to determine as the compensation to be paid to Regular and Alternate Directors, as the case may be, for each meeting they attend, a net tax amount equivalent to two fifty golden peso coins, commonly known as "centenarios", at their quotation value on the date of each meeting.

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

**Sole.-** Mr. Carlos Hank González, Chairman of the Board of Directors, proposes to designate Mr. Héctor Federico Reyes Retana y Dahl as Chairman of the Audit and Corporate Practices Committee.

**VII. Report of the Board of Directors on the operations made with its own shares in 2019; as well as determination of the maximum amount of funds that may be earmarked to the purchase of the company's own shares for the fiscal year corresponding to 2020.**

*The following report is available online <https://investors.banorte.com> / Governace / Shareholders Meetings / April 24, 2020*

**One.-** It is hereby proposed to approve the report of the Board of Directors on the purchase and sale of the company's own shares for fiscal year 2019.

**Two.-** The proposal is to earmark up to \$7,500'000,000.00 (seven billion five hundred million pesos, 00/100 Mexican currency), equivalent to 2.5% of the capitalization value of Grupo Financiero as of the closing of 2019, charged against the Net Worth, for the purchase of the Company's own shares, for fiscal year 2020, including any operations made from 2020 to April 2021, subject to the Company's Own Share Acquisition and Placement Policy.

**VIII. Approval to certify the Company's By-Laws.**

*The By-Laws are available online <https://investors.banorte.com> / Governace / Shareholders Meetings / April 24, 2020*

**Sole.-** It is proposed to approve the certification of the Company's By-Laws in order to comply with Section V, Article 34 of the General Provisions Applicable to Issuers and Other Market Participants requiring the certification of the Company's By-Laws every three years. These By-Laws include the amendments approved by the Extraordinary Shareholders Meeting held on December 5, 2017.

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