

Date of Reception at the Mexican Stock Exchange: Tuesday, June 24th, 2008
17:42 PM

Preset

ACUEEXTR

Ticker Code

GFINBUR

Series

Corporate Name

GRUPO FINANCIERO INBURSA, S.A. DE C.V.

Type of Meeting

EXTRAORDINARY

Date

04/23/2008

Assistance Percentage

96.11

Payment Date

Resolutions

EXTRAORDINARY SHAREHOLDERS' MEETING
GRUPO FINANCIERO INBURSA, S.A. DE C.V.
JUNE 23, 2008
11:00 AM

I. Submission, discussion and, as the case may be, approval to cancel its own shares of the Corporation that were acquired according to the terms of Article 56 of the Securities Exchange Law and as a result the reduction to the fixed portion of the capital stock and amendment of Article 7 of the Corporate Bylaws.

FIRST. Subject to the fulfillment of the conditions precedents (as defined in the proceedings of the third issue on the agenda), the following is hereby approved: (i) the cancellation of 134,676,400 shares series "O" representing the capital stock of the Corporation and which the latter maintains in its position by virtue of the transactions to acquire its own shares that were carried out previously by the Corporation according to the provisions of Article 56 of the Securities Exchange Law; (ii) the subsequent reduction to the fixed portion of the capital stock of the Corporation to be sent in the amount of \$2,482, 391,097.22 (Two billion four hundred and eighty two million three hundred and ninety one thousand ninety

seven 22/100 MXP); additionally (iii) subject to compliance with the condition precedent and to the prior authorization by the Secretary of the Treasury and Public Credit, the amendment of Article Seven of the Corporate Bylaws of the Corporation is hereby approved in order to be worded according to the document that was previously distributed among the shareholders for their approval and that was set forth in the minutes of the shareholders' meeting. Consequently, as of the date in which the condition precedent is met within the aforementioned term and the authorization is granted, the following will be effective and enforceable: (i) the cancellation of the shares; (ii) the reduction of the capital; and (iii) the amendment to Article Seven of the Corporate Bylaws.

SECOND. The shareholders hereby recognize that the reduction to the authorized capital stock that is hereby approved does not imply a reimbursement for the shareholders or a release granted thereto regarding exhibitions that were not carried out because this was a cancellation of shares previously acquired by the Corporation according to the terms of Article 56 of the Securities Exchange Law; therefore, it is not necessary to publish notices as ordered by Article 9 of the General Corporations and Partnership Law.

II. Submission, discussion and, as the case may be, approval to partially amend the Corporate Bylaws of the Corporation. Resolutions were taken thereof.

FIRST. Subject to the prior authorization by the Secretary of the Treasury and Public Credit and fulfillment of the condition precedent (as defined in the proceedings of the third issue on the agenda), the amendment to Articles Eight and Thirty Four of the Corporate Bylaws is hereby approved in order to be worded according to the document that was previously distributed among the shareholders for their approval and that was set forth in the minutes of the shareholders' meeting. Consequently, as of the date in which the condition precedent is met within the aforementioned term and the authorization is granted, the amendment to Articles Eight and Thirty Four of the Corporate Bylaws will be effective and enforceable.

III. Submission, discussion and, as the case may be, approval to increase the fixed portion of the capital stock of the Corporation as a result of an amendment to Article Seven of the Corporate Bylaws. Resolutions were taken thereof.

FIRST. Subject to obtaining the corresponding authorization and that Criteria CaixaCorp, S.A. ("Criteria") acquires the number of shares that are necessary for it to own 20% of the capital stock of the Corporation no later than on December 31, 2008 through a combined plan comprising of the subscription of capital and the purchase of shares in the Mexican stock exchange through a public offer according to the terms of the Securities Exchange Law and any other applicable legal provisions (the "Conditions Precedent"), the increase is hereby approved and ordered in the amount of \$413,731,849.26 MXP (Four hundred and thirteen million seven hundred and thirty one thousand eight hundred and forty nine 26/100 MXP), which will be represented by 500,025,427 (Five hundred million and twenty five thousand four hundred twenty seven) shares series "O" that are common, registered and with a par value of \$0.827421620821 corresponds to the fixed portion of the capital stock of the Corporation.

SECOND. In exercise of the preferential right granted by the Corporate Bylaws of the Corporation, it is approved for the totality of the shares issued to represent this capital increase to be offered to all of the shareholders of the Corporation at \$38.50 (Thirty eight 50/100 MXP) per share as the price for their subscription and payment; whereby (i) \$0.827421620821 corresponds to the registered value per share and (ii) the remaining balance in the amount of \$37.67 (Thirty seven 67/100 MXP) corresponds to the premium for the subscription of each share.

THIRD. It is hereby determined that the shareholders who opt to exercise their preferential right to subscribe the capital increase proposed hereby may subscribe and pay the aforementioned increase in proportion of one new share for every six shares they hold; provided, however, that the shareholders that own five or less shares may not subscribe a new share. To exercise this right the shareholders must pay their contributions in a timely manner; subsequently, they will receive their corresponding shares according to the procedure established in the notice published by the Corporation in the following days through the Mexican securities exchange and in a widely read newspaper.

FOURTH. Subject to the fulfillment of the conditions precedents, it is hereby resolved that the shares issued to represent the capital increase that were not subscribed and paid by the shareholders of the Corporation in exercise of their preferential right will be offered to Criteria for its subscription and payment in the same conditions that were offered to the shareholders; however, Criteria may never be offered a number of shares that allows it to acquire a shareholding interest that is greater than 10% of the paid-in capital stock of the Corporation after the increase.

FIFTH. As a result of the foregoing resolutions, in the event that the condition precedent is complied with, the shares that are unsubscribed and unpaid by the shareholders of the Corporation and/or by Criteria according to the aforementioned terms will be cancelled automatically on January 1st, 2009.

SIXTH. Subject to the fulfillment of the conditions precedents, the fixed capital stock of the Corporation will ascend as of the date in which the conditions precedents are met up to the amount of \$2,896,122,946.48 MXP (Two billion eight hundred and ninety six million one hundred and twenty two thousand nine hundred and forty six 48/100 MXP) represented by up to 3,500,177,991 shares series "O", which are common, registered, representing the capital stock of the Corporation and with a par value of \$0.827421620821 each.

Since to date, it cannot be determined whether (i) the condition precedent will be met; (ii) the total number of shares subject to this increase that will be issued, subscribed and paid; and (iii) the total number of shares subject to this increase that will be cancelled; and therefore, the final amount of the capital stock of the Corporation resulting from this increase is unknown, the amendment of Article Seven of the Corporate Bylaws is hereby approved in order to indicate, as of the date in which the condition precedent is complied with, the final amount thereof.

SEVENTH. Msrss. Marco Antonio Slim Domit, Eduardo Valdes Acra, Javier Foncerrada Izquierdo, Raúl Humberto Zepeda Ruiz, Guillermo René Caballero Padilla and Verónica Ramírez Villela are hereby appointed as the Meeting's special delegates in order to jointly or separately carry out the necessary and appropriate

acts or proceedings to formalize the foregoing resolutions adopted by the Shareholders' Meeting.

IV. Submission, discussion and, as the case may be, approval to completely certify the corporate bylaws of the Corporation. Resolutions were taken thereof.

SOLE RESOLUTION. Subject to:

- (I) Obtaining the corresponding authorizations regarding the amendments to the Corporate Bylaws of the Corporation according to the terms approved in the proceedings of the first, second and third issue on the agenda;
- (II) Compliance with the condition precedent;
- (III) Determining the final amount of the fixed portion of the capital stock of the Corporation once the condition precedent was complied with and upon conclusion of the subscription and payment of the increase to the fixed portion of the capital stock of GFInbursa approved in the proceedings for the third issue on the agenda;

The certification of the Corporate Bylaws is hereby approved. Furthermore, it is hereby certified that the complete text of the Corporate Bylaws of Grupo Financiero Inbursa, S.A.B. de C.V. is the text distributed among the shareholders for their approval and which was established in the minutes of the shareholders' meeting.

I. Submission, discussion and, as the case may be, approval to split the financial leasing company, Arrendadora Financiera Inbursa, S.A. de C.V., SOFOM, E.R. Grupo Financiero Inbursa from the financial group. Consequently, Article 2 of the corporate bylaws will be amended. Resolutions were taken thereof.

FIRST. Subject to obtaining the corresponding authorizations, the split is hereby approved regarding the financial leasing company, Arrendadora Financiera Inbursa, S.A. de C.V., SOFOM, E.R. Grupo Financiero Inbursa from Grupo Financiero Inbursa, S.A.B. DE C.V. as a result of the purchase sale executed by Grupo Financiero Inbursa, S.A.B. DE C.V., as the seller, and Banco Inbursa, S.A., Institución de Banca Múltiple, Grupo Financiero Inbursa, as the buyer regarding all of the shares of capital stock of Arrendadora Financiera Inbursa, S.A. de C.V., SOFOM, E.R. Grupo Financiero Inbursa that are presently owned by the financial group.

SECOND. As a consequence of the previous resolution and subject to obtaining the corresponding authorizations, the amendment of Article Two of the Corporate Bylaws of the Corporation is hereby approved in order to be restated as follows:

"Article Two. The Corporation shall hold an interest in the following financial corporations and companies:

A) Financial Corporations:

1. Inversora Bursátil, S.A. De C.V., Casa De Bolsa, Grupo Financiero Inbursa;
2. Fianzas Guardianas Inbursa, S.A., Grupo Financiero Inbursa;
3. Seguros Inbursa, S.A., Grupo Financiero Inbursa;
4. Banco Inbursa, S.A., Institución De Banca Múltiple, Grupo Financiero Inbursa;
5. Operadora Inbursa De Sociedades De Inversión, S.A. De C.V., Grupo Financiero Inbursa;
6. Pensiones Inbursa, S.A., Grupo Financiero Inbursa;

B) Companies Offering Complementary Services:

1. OUT SOURCING INBURNET, S.A. DE C.V.;
2. ASESORÍA ESPECIALIZADA INBURNET, S.A. DE C.V."

THIRD. It is hereby certified that the remainder of the corporate bylaws of the Corporation have not been amended and will continue in force and effect according to the present terms.

FOURTH. Mr. Raúl Humberto Zepeda Ruiz and Ms. Verónica Ramírez Villela are hereby appointed as the Meeting's special delegates in order to jointly or separately carry out the necessary and appropriate acts so that the aforementioned resolutions are duly and totally executed; including without limitation, obtaining the necessary authorizations from the competent authorities, carrying out the publications required according to Article 10 and 11 of the Law to Regulate Financial Groups and any other proceeding that may be necessary or advisable to formalize these resolutions.

II. Submission, discussion and, as the case may be, approval to amend the Sole Liability Agreement. Resolutions were taken thereof.

SOLE RESOLUTION. Subject to authorization from the competent authorities, the amendment of Sole Liability Agreement is hereby approved, which is to be executed by the Corporation and the financial corporations included therein. The purpose of this document is exclusively to state that Arrendadora Financiera Inbursa, S.A. de C.V., SOFOM, E.R. Grupo Financiero Inbursa will cease to form part of the corporation subscribing the agreement once it splits from Grupo Financiero Inbursa, S.A.B. de C.V.

III. Submission, discussion and, as the case may be, approval to completely certify the corporate bylaws of the Corporation. Resolutions were taken thereof.

SOLE RESOLUTION. Subject to obtaining the corresponding authorizations regarding the amendment of Article Two of the Corporate Bylaws of the Corporation according to the terms of the first issue on the agenda, it is hereby certified that the complete text of the corporate bylaws of Grupo Financiero Inbursa, S.A.B. de C.V. continues to be the text that was previously distributed among the shareholders for their approval and that was established in the minutes of the shareholders'

V. Appointment of Delegates to carry out and formalize the resolutions adopted by the Meeting. Resolutions were taken thereof.

SOLE RESOLUTION. Msrss. Marco Antonio Slim Domit, Raúl Humberto Zepeda Ruiz and Verónica Ramírez Villela are hereby appointed as the Meeting's special delegates in order to jointly or separately carry out the necessary and appropriate acts so that the Meetings resolutions are duly and totally executed. They must issue certified copies of these minutes as may be needed so as to be formalized, totally or partially in one or more counterparts, by the Notary Public of their choice. Furthermore, said minutes must be filed before the Public Registry of Commerce, either personally or by proxy, for any legal purposes thereof. Said Special Delegates must prepare and file any necessary notifications regarding the resolutions being adopted. They must carry out any necessary amendments to the text of this Minutes as requested by the competent authorities. And in general, the foregoing must carry out any acts and filings that may be required in order for the resolutions hereof to be duly executed and formalized.

Time

11:00 am