

**Preset**

ACUEEXTR

**Ticker Code**

GFINBUR

**Series**

**Corporate Name**

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

**Type of Meeting**

EXTRAORDINARY

**Date**

11/11/2008

**Assistance Percentage**

96.44

**Payment Date**

**Resolutions**

GENERAL EXTRAORDINARY SHAREHOLDERS MEETING OF  
GRUPO FINANCIERO INBURSA, S.A.B. DE C.V.  
NOVEMBER 11, 2008

I. SUBMISSION OF THE TAX REPORT PREPARED BY THE EXTERNAL AUDITOR CORRESPONDING TO THE TAX YEAR 2007 IN COMPLIANCE WITH THE OBLIGATION ESTABLISHED BY ARTICLE 86, SUBSECTION XX OF THE INCOME TAX LAW. RESOLUTIONS WERE TAKEN THEREOF.

SOLE RESOLUTION. THE TAX REPORT OF THE CORPORATION CORRESPONDING TO THE TAX YEAR ENDING ON DECEMBER 31<sup>ST</sup>, 2007 IN COMPLIANCE WITH ARTICLE 86, SUBSECTION XX OF THE INCOME TAX LAW IS HEREBY ACKNOWLEDGED AND FILED.

II. PROPOSAL, DISCUSSION AND, AS THE CASE MAY BE, APPROVAL TO PARTIALLY AMEND THE BYLAWS OF THE CORPORATION. RESOLUTIONS WERE TAKEN THEREOF.

SOLE RESOLUTION. SUBJECT TO AUTHORIZATION FROM THE MINISTRY OF THE TREASURY AND PUBLIC CREDIT, IT IS HEREBY APPROVED TO AMEND ARTICLES EIGHT AND NINETEEN OF THE BYLAWS OF THE CORPORATION ACCORDING TO THE TERMS OF THE DOCUMENT THAT WAS DISTRIBUTED PREVIOUSLY AMONG THE SHAREHOLDERS FOR THEIR APPROVAL, WHICH TEXT WAS INCLUDED IN THE MINUTES OF THE SHAREHOLDERS MEETING.

III. PROPOSAL, DISCUSSION AND, AS THE CASE MAY BE, APPROVAL TO CANCEL THE UNSUBSCRIBED AND UNPAID SHARES RESULTING FROM THE INCREASE TO THE CAPITAL STOCK APPROVED BY THE SHAREHOLDERS MEETING HELD ON JUNE 23, 2008, CONSEQUENTLY RESULTING IN THE REDUCTION OF THE MINIMUM FIXED PORTION OF

THE CAPITAL STOCK AND THE AMENDMENT OF ARTICLE SEVEN OF THE BYLAWS. RESOLUTIONS WERE TAKEN THEREOF.

FIRST. THE FOLLOWING RESOLUTIONS ARE HEREBY APPROVED: (I) THE CANCELLATION OF 166'664,017 TREASURY SHARES SERIES "O" THAT WERE NOT SUSCRIBED AND PAID REPRESENTING THE CAPITAL STOCK OF THE CORPORATION; AND (II) CONSEQUENTLY, THE REDUCTION TO THE FIXED CAPITAL STOCK OF THE CORPORATION BY THE AMOUNT OF \$2,758'221,535.40 (TWO BILLION SEVEN HUNDRED AND FITY EIGHT MILLION TWO HUNDRED AND TWENTY ONE THOUSAND FIVE HUNDRED AND THIRTY FIVE PESOS 40/100 MXP) REPRESENTED BY 3,333'513,974 SHARES SERIES "O" COMPLETELY SUBSCRIBED AND PAID-IN, WHICH ARE COMMON, REGISTERED AND WITH A PAR VALUE OF \$0.827421620821 EACH, REPRESENTING THE FIXED PORTION OF THE CAPITAL STOCK OF GFINBURSA.

SECOND. THE SHAREHOLDERS HEREBY ACKNOWLEDGE THAT THE REDUCTION OF THE CAPITAL STOCK AUTHORIZED BY GFINBURSA AND APPROVED HEREIN DOES NOT IMPLY A REIMBURSEMENT FOR THE SHAREHOLDERS OR THE RELEASE GRANTED THERETO FROM UNPAID INSTALLMENTS SINCE IT IS A CANCELLATION OF TREASURY SHARES; THEREFORE, IT IS UNNECESSARY TO CARRY OUT THE PUBLICATIONS ESTABLISHED BY ARTICLE NINE OF THE GENERAL CORPORATION AND PARTNERSHIP LAW.

THIRD. SUBJECT TO AUTHORIZATION FROM THE MINISTRY OF THE TREASURY AND PUBLIC CREDIT, IT IS HEREBY APPROVED TO AMEND ARTICLE SEVEN OF THE BYLAWS OF THE CORPORATION ACCORDING TO THE TERMS OF THE DOCUMENT THAT WAS DISTRIBUTED PREVIOUSLY AMONG THE SHAREHOLDERS FOR THEIR APPROVAL, WHICH TEXT WAS INCLUDED IN THE MINUTES OF THE SHAREHOLDERS MEETING.

FOURTH. MESSRS. RAÚL HUMBERTO ZEPEDA RUIZ, GUILLERMO RENÉ CABALLERO PADILLA AND MS. VERÓNICA RAMÍREZ VILLELA ARE HEREBY APPOINTED AS SPECIAL DELEGATES OF THE SHAREHOLDERS MEETING SO THAT THEY MAY, JOINTLY OR INDIVIDUALLY, CARRY OUT THE NECESSARY FILINGS AND PROCEEDINGS BEFORE THE MINISTRY OF THE TREASURY AND PUBLIC CREDIT AND, IN GENERAL, TO EXECUTE ALL OF THE ACTIONS THAT ARE NECESSARY OR ADVISABLE FOR THE PROPER EXECUTION AND FORMALIZATION OF THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS MEETING.

IV. CANCELLATION OF THE RESOLUTIONS ADOPTED TO SPLIT THE LEASING COMPANY KNOWN AS ARRENDADORA FINANCIERA INBURSA, S.A. DE C.V., SOFOM, E.R., GRUPO FINANCIERO INBURSA FROM GRUPO FINANCIERO. RESOLUTIONS WERE TAKEN THEREOF.

SOLE RESOLUTION. IT IS HEREBY APPROVED TO RENDER NULL AND VOID RESOLUTIONS ONE TO THREE THAT WERE ADOPTED SUBSEQUENT TO THE PROCEEDINGS REGARDING THE FIRST ISSUE ON THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS MEETING OF GFINBURSA HELD ON APRIL 30, 2008. THESE RESOLUTIONS REFER TO THE SPLIT OF ARRENDADORA INBURSA FROM THIS FINANCIAL GROUP. CONSEQUENTLY, ARRENDADORA INBURSA WILL CONTINUE TO BE A DIRECT SUBSIDIARY OF GFINBURSA AND ITS OBLIGATIONS WILL CONTINUE TO BE COVERED BY THE SOLE LIABILITIES AGREEMENT.

V. APPOINTMENT OF DELEGATES TO CARRY OUT AND FORMALIZE THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS MEETING. RESOLUTIONS WERE TAKEN THEREOF.

SOLE. MESSRS. ANTONIO SLIM DOMIT, 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 AMENDMENTS TO THE TEXT OF THESE MINUTES AS REQUIRED BY THE COMPETENT AUTHORITIES, CARRY OUT ALL OF THE NECESSARY AND APPROPRIATE ACTS SO THAT THE RESOLUTIONS OF

THE MEETING ARE DULY AND TOTALLY EXECUTED. THEY MUST ISSUE CERTIFIED COPIES OF THESE MINUTES AS MAY BE NEEDED 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.

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**Time**

11:00