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Preset

ANTINSAC

Ticker Code

GFINBUR

Corporate Name

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

Type of Meeting

EXTRAORDINARY

Date of Meeting

06/23/2008

Notice of Action or Motive

The Board of Directors of Grupo Financiero Inbursa, S.A.B. DE C.V. ("GFInbursa" or the "Corporation") during its meeting held on May 22, 2008 approved the call to an Extraordinary Shareholders Meeting for next June 23, 2008. The following issues will be on the agenda:

- (i) the approval of the cancellation of the Corporation's own shares previously acquired according to the terms of Article 56 of the Securities Exchange Law with the corresponding reduction to the capital stock; and
- (ii) the approval to increase the fixed portion of the capital of the Corporation in 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 representative of the fixed capital stock of GFInbursa. The shares that are issued as a result of this increase will be offered at \$38.50 (Thirty eight 50/100 MXP) per share as the price for their subscription and payment; whereby \$0.827421620821 corresponds to the registered value per share and the remaining balance in the amount of \$37.67 (Thirty seven 67/100 MXP) corresponds to the premium for the subscription of each share.

It is important to point out that the cancellation of these shares and the aforementioned reduction to the capital must be approved as preliminary actions in order to increase the capital as described in this report.

Furthermore, it must be underscored that the funds earned as a consequence of the aforementioned increase in capital will financially strengthen GFInbursa in order to expand its operations into Mexico and Latin America.

In the event that the aforementioned increase is approved by the Extraordinary Shareholders Meeting of the Corporation:

1. Each shareholder will be entitled to subscribe and pay 1 (one) new share per every 6 (six) shares of GFInbursa that it may hold.

2. The shareholders will have a preferential right to subscribe the aforementioned capital increase in proportion to their current shareholding interest in the capital stock of the Corporation according to the terms of Article 11 of the corporate bylaws and Article 132 of the General Corporation and Partnership Law. The shareholders' meeting of GFInbursa will determine (i) the term to exercise this right, which may not be less than fifteen calendar days; and (ii) other terms and conditions for the subscription and payment of the shares issued that are deemed appropriate or advisable.
3. The shares that are not subscribed after the term for the shareholders to exercise their right has expired will be offered to Criteria Caixacorp, S.A. ("Criteria") for its subscription and payment at \$38.50 (Thirty eight 50/100 MXP) per share. In other words, the same conditions that were offered to the shareholders will apply; however, Criteria will only be offered shares sufficient to acquire a 10% shareholding interest of the outstanding capital stock of GFInbursa. The shares that are not subscribed by the shareholders of GFInbursa or by Criteria according to the aforementioned terms will be cancelled.
4. Lastly, it should be noted that the above-cited capital increase will be subject to the condition precedent consisting in obtaining the applicable authorizations.

In the event that the Extraordinary Shareholders' Meeting of the Corporation approves the increase to the fixed portion of the capital stock of GFInbursa according to the terms of this report, once the approval, subscription and payment process has concluded, the fixed capital stock may be increased to \$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 GFInbursa and with a par value of \$0.827421620821 each.

CONSEQUENCES FOR THE SHAREHOLDERS

In the event of that the capital increase hereunder is approved by the Extraordinary Shareholders' Meeting of GFInbursa, each shareholder will be entitled to subscribe and pay for 1 (one) new share for every 6 (six) shares of GFInbursa. The price of the shares issued by virtue of the capital increase will be \$38.50 (Thirty eight 50/100 MXP) per share.

The shareholders who opt not to exercise their preferential right will be diluted since their shareholding interest in the capital stock of GFInbursa will be reduced in comparison to (i) the shareholding interest of those shareholders that opt to exercise said right and/or (ii) the shareholding interest that Criteria acquires after subscribing the shares mentioned herein.

COMPARITIVE NOTE REGARDING THE MOST IMPORTANT DIFFERENCES

The approval in the capital increase hereunder will not cause any difference or variation to the rights granted by the shares representing the capital stock of

GFIInbursa. If the aforementioned increase is approved, then all of the outstanding shares of the Corporation will be classified as series "O" and will grant the same rights and obligations.