

Notices of Annual Shareholders Meeting

Marcopolo S.A.
CNPJ No. 88.611.835/0001-29
NIRE No. 43300007235
Publicly-held Company

CONVOCATION

ORDINARY AND EXTRAORDINARY GENERAL MEETING

Shareholders are hereby invited to meet at the Ordinary and Extraordinary General Meeting to be held at 2:00 pm on March 29, 2011, at the company's facilities located at 4889 Avenida Rio Branco, Ana Rech, in Caxias do Sul, in order to decide on the following AGENDA:

- a) Amend Article 5 of the Bylaws, as described next, to consider increasing the capital of the company as approved at the Board's meeting on 09/10/2010: "Article 5 - The capital, fully subscribed and paid up is R\$ 700,000,000.00, divided into 448,450,042 shares, in that 170,812,872 are common book shares and 277,637,170 preferred book, all of them being no par value shares".
- b) Examine and vote on the Directors' Report and Financial Statements for the fiscal year ended 31/12/2010;
- c) Examine and vote on the proposed allocation of net income for fiscal year and ratify the interests/ dividends already distributed;
- d) To elect the members of the Audit Committee and decide on their compensation;
- e) Decide on the monthly overall compensation to be paid to the managers;

INSTRUCTIONS:

1 - For the shareholders or their legal representatives to be admitted to the General Meeting they must bring the following documents: (i) individuals: Id and, as the case may be, a power of attorney, (ii) companies: Bylaws or Articles of Association, with Minutes of the meeting when the senior management was elected and in case of representation by an attorney, the respective power of attorney. In both cases, a proof of the company's shareholder status issued by Banco Itau SA or escrow agent must be submitted;

1.1. To facilitate the representation of shareholders at the Meeting, the Company's management makes available a "Model Power of Attorney" on its website www.marcopolo.com.br/RI menu "Corporate Information" - "Minutes and other items" - "Other items" by means of which a lawyer of the Company may be appointed to represent the shareholder at no cost and with strict adherence to the voting instructions and powers that have been granted to him/her;

2 - Wherever possible and to provide for a better organization of the proceedings, the Company asks that the powers of attorney and documents for representation in the Assembly be forwarded to the company by fax (54 -2101.4655) or e-mail (ivete.pistorello@marcopolo.com.br), or delivered at the company's unit at 4889 Avenida Rio Branco, Bairro Ana Rech, Caxias

do Sul, Legal Department, by 2pm of the day prior to the Meeting.

3 - The documents referred to in Article 133 of Law 6404/76, and the documents referred to in Chapter III of CVM Instruction 481/09, are available to shareholders at the company headquarters, at the facilities described in the preamble of this announcement, and at the website www.marcopolo.com.br, www.cvm.gov.br and www.bmfbovespa.com.br.

Caxias do Sul, March 11, 2011

Paul Bellini
Chairman of the Board of Directors