

MARCOPOLO S.A.
C.N.P.J. No. 88.611.835/0001-29
NIRE no. 43300007235
Publicly-Traded Company

**INFORMATION ON THE MATTERS TO BE SUBMITTED TO THE
O/ESTGM TO BE HELD ON MARCH 29, 2012**

In order to inform and help stockholders make decisions on the matters to be submitted for the O/ESTGM's approval, and in line with the good governance practices adopted throughout the years, the Company is providing the following additional information regarding the agenda of the O/ESTGM scheduled for 2 pm on March 29, 2012:

I) Amendment to the Articles of Incorporation (letters "a" to "g" of the Meeting Notice:

Letters "a" to "g" of the Meeting Notice refer to changes to the Articles of Incorporation under the "Administration's Proposal", now available on the company websites and resubmitted to CVM and BM&FBovespa via the IPE System, category "Assembléia" (General Meeting), type "AGO/E" (O/ESTGM), species "Proposta da Administração" (Administration's Proposal), subject "Reforma Estatutária" (Amendment to the Articles of Incorporation), and may also be found on the company's website (www.marcopolo.com.br, "Marcopolo S.A." "Relações com Investidores" (Investor Relations), "Informação Corporativa" (Corporate Information), "Atas e Editais" (Minutes and Public Notices) - "2012" - "Assembleia Geral Ordinária/Extraordinária" (Ordinary/Extraordinary Stockholders' General Meeting) - Proposta da Administração (Administration's Proposal). Also available on the company's website is a draft prepared in 3 columns and containing the current version of the Articles of Incorporation, another showing the proposed changes, and a third supplying the full text of the Articles of Incorporation, including the proposed article amendments, inclusions, exclusions, adjustments, and renumbering.

II) Administration Report and Financial Statements for the business year ending on December 31, 2011, and application of net profits:

Considering the opinion of the Independent Auditors and the Audit Committee, previously published in the newspapers Valor Econômico, Pioneiro, and Diário Oficial do Estado do RS, and available on the websites of CVM, BM&FBovespa and the Company on February 28,

2011, the Administration is recommending the approval of the Administration Report for the business year ending on December 31, 2011, and also recommending the approval of the Financial Statements published on February 28, 2012.

All the information related to the application of the business year profits were made available to stockholders on February 29, 2012, through a dedicated document sent to CVM and BM&FBovespa via the IPE System, category "Assembléia" (General Meeting), type "AGO/E" (O/ESTGM), species "Proposta da Administração" (Administration's Proposal), subject "Destinação dos Resultados" (Profit Application), and may also be found on the company's website (www.marcopolo.com.br, "Marcopolo S.A." "Relações com Investidores" (Investor Relations), "Informação Corporativa" (Corporate Information), "Atas e Editais" (Minutes and Public Notices) - "2012" - "Assembleia Geral Ordinária/Extraordinária" (Ordinary/Extraordinary Stockholders' General Meeting) - Proposta da Administração (Administration's Proposal);

III) Ratification of interest on company capital and dividends distributed:

As mentioned in the "Administration's Proposal" already sent to CVM and BM&FBovespa, at the meetings held on February 23, 2011, May 9, 2011, August 8, 2011, and December 9, 2011, the company's Board of Directors decided to pay interest on the company capital and dividends to the account of business year 2011 in the total amount of BRL 166,101,903.99, considering that, out of said amount, (i) BRL 54,508,963.99 refer to interest on company capital to be applied to the dividends related to business year 2011, and out of which BRL 12,969,655.21 were paid on June 30, 2011, at the rate of BRL 0.029 per share, BRL 12,971,516.14 were paid on September 30, 2011, at the rate of BRL 0.029 per share, BRL 12,944,781.04 were paid on December 29, 2011, at the rate of BRL 0.029 per share, and BRL 15,623,011.60 were credited on December 12, 2011, and are going to be paid to stockholders starting on March 30, 2012, at the rate of BRL 0.035 per share; and (ii) BRL 111,592,940.00 refer to advanced dividends, also related to business year 2011, were credited on December 12, 2011, and are going to be paid starting on March 30, 2012, at the rate of BRL 0.25 per share. Therefore, this Administration proposes that the General Meeting ratifies the interest and dividends distributed. The total amount of said interest and dividends, at BRL 166,101,903.99, represented 48.52% of the business year's net profits, and their net amount, at BRL 159,911,696.50, represented 46.72% of the business year's net profits;

Considering the estimated cash flow allows the payment of the interest/dividends and the investments scheduled for the business year, the Company believes that said amount is the amount that can be paid for such purposes.

IV) Board of Directors:

Considering that the term of the current members of the company's Board of Directors is about to end, at the Ordinary and Extraordinary Stockholders' General Meeting to be held on March 29, 2012, the new members of the Board of Directors are to be elected for a two-year term starting on April 2012 and lasting until the date the OSGM is held in 2014.

The names the controllers are proposing are listed in the "Administration's Proposal" already sent to CVM and BM&FBovespa, via the IPE System, category "Assembleia" (General Meeting), type "AGO/E" (O/ESTGM), species "Proposta da Administração" (Administration's Proposal), subject "Eleição dos membros do Conselho de Administração e Fiscal" (Election of Board of Directors and Audit Committee members), and may also be found on the company's website (www.marcopolo.com.br, "Marcopolo S.A." "Relações com Investidores" (Investor Relations), "Informação Corporativa" (Corporate Information), "Atas e Editais" (Minutes and Public Notices) - "2012" - "Assembleia Geral Ordinária/Extraordinária" (Ordinary/Extraordinary Stockholders' General Meeting) - Proposta da Administração (Administration's Proposal);

V) Audit Committee:

In keeping with our good governance practice from previous years, the Company has included in the agenda item "k" - Elect the Audit Committee members and set forth their compensation. However, the controllers reserve the right to exercise their legal prerogative of electing the same number of members that are elected by minority stockholders and holders of preferred shares plus one.

Under Corporate Law, the compensation for each Audit Committee member elected at the General Meeting will not be set at an amount lower than 10% of the one which is, on average, attributed to the executive officers.

VI) Director Compensation

The company administration is going to propose that the directors' global monthly compensation is set at up BRL 780,000.00. The administration also informs that the current global monthly compensation is BRL 726,902.00, all according to the Administration's Proposal already sent to CVM and BM&FBovespa, via the IPE System, category "Assembleia" (General Meeting), type "AGO/E" (O/ESTGM), species "Proposta da Administração" (Administration's Proposal), subject "Eleição dos membros do Conselho de Administração e Fiscal" (Election of Board of Directors and Audit Committee members), and may also be found on the company's website (www.marcopolo.com.br, "Marcopolo S.A." "Relações com Investidores" (Investor Relations), "Informação Corporativa" (Corporate Information), "Atas e Editais" (Minutes and Public Notices) - "2012" - "Assembleia Geral Ordinária/Extraordinária" (Ordinary/Extraordinary Stockholders' General Meeting) - Proposta da Administração (Administration's Proposal);

VII) Stockholders entitled to vote at deliberations:

Stockholders owning common shares issued by the company and who attend the Ordinary/Extraordinary Stockholders' General Meeting scheduled for March 29, 2012, or who are represented by a duly appointed attorney-in-fact, will be entitled to vote on the decisions to be made at the General Meeting.

Regarding the election of Board of Directors' members, those entitled to elect one member of the Board of Directors, at a separate vote, excluding the controlling stockholder, are the majority of holders of, respectively: (i) shares issued by the company granting voting rights and representing at least 15% of the total shares granting voting rights; and (ii) preferred shares issued by the company and representing at least 10% of the capital.

Regarding the make-up of the Audit Committee, the holders of preferred shares will have the right to separately elect one member and his/her alternate, and minority stockholders are going to have the same right as long as they collectively represent 10% or more of the company's voting capital.

VIII) Power-of-Attorney template for representation at the General Meeting:

In order to facilitate the representation of our stockholders at the General Meeting, the Company's directors have made available a

power-of-attorney template on our website www.marcopolo.com.br/RI - menu "Informação Corporativa" (Corporate Information) - "Atas e Editais" (Minutes and Public Notices) - "Assembleia Geral Ordinária/Extraordinária" (Ordinary/Extraordinary Stockholders' General Meeting) - "2012" - "Modelo Procuração" (Power-of-Attorney template), so that a Company attorney may be appointed to represent stockholders at the General Meeting scheduled for March 29, 2012, free of charge, and in strict compliance with the voting instructions and powers granted to him/her.

Caxias do Sul, RS, March 14, 2012

Carlos Zignani
Chief Investor Relations Officer