

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

NOTICE OF MEETING

ORDINARY AND EXTRAORDINARY STOCKHOLDERS' GENERAL MEETING

The Stockholders are hereby invited to convene at an Ordinary (items a to g) and Extraordinary (items h to i) Stockholders' General Meeting to be held at 2 pm on March 29, 2012, at the company's unit located at Avenida Rio Branco, no. 4889, Bairro (district) Ana Rech, in Caxias do Sul, RS, in order to deliberate on the following AGENDA:

- a) Adjust the company's Articles of Incorporation to BM&FBovespa's new Level 2 Corporate Governance Listing Rules (in effect since May 10, 2011), by amending the text of the following provisions: Paragraphs 1 and 2 to be included in Article 1; letters "d" and "e" of the Article 10 caption and letter "c" of the Article 10 Sole Paragraph; Paragraph 2 of Article 16; caption of Article 18 and inclusion of new Paragraphs 1 and 6, thereby renumbering Paragraphs 1 through 4 to Paragraphs 2 to 5; letter "p" of Article 19 and inclusion of letter "w" in the same Article; Paragraph 2 of Article 29 (former Article 28); Article 32, exclusion of Article 35, consequently renumbering Articles 35 through 47 to Articles 34 to 46; caption and Paragraph 1 of Article 40 (former Article 41), thereby excluding the other paragraphs and turning Paragraph 1 into a Sole Paragraph; Article 41 (former Article 42); Article 42 (former Article 43); Article 43 (former Article 44); caption and Paragraph 2 of Article 46 (former Article 47); Articles 48 and 51; and inclusion of Articles 47 and 47-A;
- b) Complement the text of letter "m", Article 19 of the Articles of Incorporation to adjust it to the provisions introduced by Law 12431/11;
- c) Create the position and appoint the Company's Honorary President by including a new Chapter IV in the Articles of Incorporation and renumbering the current Chapters IV through XII to Chapters V to XIII;
- d) Adjust the text of the Article 19 Sole Paragraph, Paragraphs 1, 4 and 6 of Article 20, excluding Paragraph 2 of that same Article and renumbering the current Paragraphs 3 through 6 to Paragraphs 2 to 5, and amend the caption of Article 22;
- e) Adjust the text of letter "v" of Article 19, letter "f" of Article 21, and Paragraph 1 of Article 27 of the Articles of Incorporation;
- f) Adjust the text of the Article 25 Sole Paragraph of the Articles of Incorporation;
- g) As a result of the amendments and adjustments proposed above to the Articles of Incorporation, approve the new text and consolidation of the company's said Articles of Incorporation, according to the draft articles of incorporation contained in the Administration's Proposal dated March 13, 2012, and available to stockholders at the Company's main offices and at the website www.marcopolo.com.br;
- h) Discuss and vote the Administration Report and the Financial Statements for the business year ending on December 31, 2011;

- i) Discuss and vote the business year's net profit application proposal and ratify the interest/dividends already distributed;
- j) Elect the members of the Board of Directors for a two-year term as defined in the Level 2 Rules setting forth that at least 20% of Board of Directors' members must be independent directors;
- k) Elect the Audit Committee members and set forth their compensation;
- l) Set forth the directors' global monthly compensation.

GENERAL INSTRUCTIONS:

- 1.- In compliance with CVM Instruction no. 165 of December 11, 1991, as amended by CVM Instruction no. 282 of June 26, 1998, please note that the minimum share percentage in the company's voting capital required to request a cumulative vote in the election of the Board of Directors' members is 5% (five percent);
- 2.- For stockholders or their legal representatives to be allowed into the General Meeting, they must produce the following documents: (i) individuals: Identity Document and, if applicable, a power-of-attorney; (ii) legal entities: Articles of Incorporation or Association, including the directors' election minutes, and in case they are represented by an attorney-in-fact, the respective power-of-attorney. In both cases, they must produce proof of their condition as company stockholders issued by Banco Itaú S.A. or an escrow agent;
 - 2.1. In order to facilitate the representation of our stockholders at the General Meeting, the Company's directors have made available on our website www.marcopolo.com.br/RI menu "Informação Corporativa" (Corporate Information) - "Atas e Editais" (Minutes and Public Notices) - "2012" - "Assembleia Geral Ordinária/Extraordinária" (Ordinary/Extraordinary Stockholders' General Meeting) - "Modelo Procuração" (Power-of-Attorney template), so that a Company attorney may be appointed to represent a stockholder, free of charge, in strict compliance with the voting instructions and powers granted to him/her;
 - 2.2. Also available on the Company's website www.marcopolo.com.br/RI, menu "Informação Corporativa" (Corporate Information) - "Atas e Editais" (Minutes and Public Notices) - "2012" - "Assembleia Geral Ordinária/Extraordinária" (Ordinary/Extraordinary Stockholders' General Meeting) - "Esclarecimentos adicionais" (Additional information) on the matters to be discussed at the General meeting and other procedures;
- 3.- Whenever possible and in order to properly organize the meeting, the company asks that the power-of-attorney and other representation documents for the General Meeting be forwarded to the company via fax (54 - 2101.4655) or e-mail (ivete.pistorello@marcopolo.com.br), or delivered to the company, at Rio Branco, no. 4889, Bairro (district) Ana Rech, Caxias do Sul, RS, Legal Department, by 2 pm on the day prior to the one scheduled for the General Meeting.
- 4.- The documents referred to in Article 133 of Law 6404/76 and Chapter III of CVM Instruction 481/09, as well as the draft of the new Articles of Incorporation containing all the amendments proposed, are available to the stockholders at the company's main offices, in the unit described in the preamble of this meeting notice, and online at www.marcopolo.com.br, www.cvm.gov.br and www.bmfbovespa.com.br.

Caxias do Sul, March 13, 2012

Paulo Bellini
Chairman of the Board of Directors