



MARCOPOLO S.A.

C.N.P.J. No. 88.611.835/0001-29

NIRC No. 43 3 0000723 5

Public Company

NOTICE TO SHAREHOLDERS

We announce to shareholders that, at its meeting held on 12/19/2012, the Board of Directors approved the payment to all shareholders of the company of interest by way of remuneration of owners equity and dividend payments, totaling R\$ 96,137,637.43. From that amount, R\$ 16,097,464.87 will be paid as interest on capital stock – 4th step 2012, for the current fiscal year, and R\$ 80,040,172.56 will be paid as anticipated dividends, also on account of this 2012 fiscal year. The value of interest and dividends will be paid as of 3/28/2013.

Dividends will be paid by way of R\$ 0.179 per share, representing the capital stock of the company, exempt from withholding tax in accordance with the legislation in force. The interest shall be paid by way of R\$ 0.036 per representative share of the company's capital stock, and withholding tax will be retained from that value, in accordance with the legislation in force. The net amount of such interest shall be charged to the mandatory dividend declared in advance, on account of the current fiscal period.

The company's shares will be traded ex-dividend and interest from 12/20/2012.

INSTRUCTIONS REGARDING CREDIT:

- 1.1. Interest and dividends shall be credited to the account of each individual shareholder on 12/21/2012, based on the positions of the shareholders on 12/19/2012, and will be paid from 3/28/2013, according to their current banking account and domicile provided to Banco Itaú S.A.
- 1.2. Shareholders whose registration does not contain a CPF/CNPJ or an indication of bank/branch and current account, will have their rights credited soon after due regularization of their registration, along with the branches of Banco Itaú S.A., or by letter directed to Superintendência de Serviços à Empresas e Fundações, Av. Eng. Armando de Arruda Pereira, 707, 7th floor, ZIP 04344-902, São Paulo, SP.
- 1.3. In order not to suffer withholding of IRF, exempt/immune entities, should comply with the legislation in force, by forwarding evidential documentation before 12/28/2012, to the address provided in item 1.4
- 1.4. Further clarification or documents should be forwarded to the address below:
Investor Relations Management
Av. Rio Branco, no. 4889, Ana Rech
ZIP: 95.060-145 – Caxias do Sul - RS
Telephone: (54) 2101.4609
Fax: (54) 2101.4010

Caxias do Sul, RS, December 19th, 2012.

Carlos Zignani
Investor Relations Director