



## RELEVANT FACT

**MARCOPOLO S.A.** (BM&FBovespa: POMO3, POMO4), a leading Brazilian company in bus body production, announces today that has agreed to make a strategic investment of C\$116.4 million (Canadian dollar) to acquire 11,087,834 newly issued common shares, representing a 19.99% stake in New Flyer Industries Inc.

Each common share will be issued at a price of C\$10.50 per share. 4,925,530 common shares will be issued to Marcopolo upon closing expected on or prior to March 1, 2013 for aggregate consideration of C\$51.7 million with the remainder 6,162,304 shares to be issued to Marcopolo at the same price per share in one tranche over the next 12 months following closing as determined by New Flyer based on its investment and financing needs and in certain other circumstances. The investment is subject to customary Toronto Stock Exchange approval.

New Flyer is the leading manufacturer of complete urban transit buses in Canada and the United States, with sales of USD 926 million and production totaling approximately 1,800 units in 2011, and is recognized for its pioneering initiative and innovation in the application of new technologies. The company has over 2,200 employees and offers the broadest product line in the U.S. industry, including drive systems powered by clean diesel, LNG and CNG, electric buses, as well as energy-efficient diesel and electric hybrid buses. The company has already delivered more than 32,000 buses in Canada and the United States and has an extensive technical assistance and spare parts network. The company currently owns three bus factories, one in Winnipeg, Canada, and two in the U.S. state of Minnesota, in the cities of St. Cloud and Crookston, in addition to a parts and components factory, in Elkhart, Indiana, and four parts distribution centers in both countries. More information can be obtained on New Flyer's website: [www.newflyer.com](http://www.newflyer.com).

The two companies also signed a Memorandum of Understanding to explore opportunities to cooperate on engineering, technical, purchasing and operational matters, with a focus on reducing New Flyer's bus manufacturing and aftermarket part costs and enhancing New Flyer's competitiveness. The companies further agreed to assess Marcopolo's technology and products for possible introduction into the Canadian and US markets through New Flyer as well as New Flyer's technology and products for potential distribution into global markets.

The investment is in line with Marcopolo's growth strategy and marks its definitive entry into the U.S. and Canadian markets, two of the most sophisticated and advanced in the world.

Caxias do Sul, Rio Grande do Sul - January 23<sup>rd</sup>, 2013.

**Carlos Zignani**  
**Investor Relations Director**