

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 the Annual and Special Meeting of the Stockholders to be held at 2 pm on March 27, 2013, 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:

I – In the Special Meeting:

- a) Ratify the stock purchase or subscription Option Granting Plan amendment approved by the Board of Directors on December 19, 2012;

II – In the Annual Meeting:

- a) Discuss and vote the Administration Report and the Financial Statements for the business year ending on December 31, 2012;
- b) Discuss and vote the business year's net profit application proposal and ratify the interest/dividends already distributed;
- c) Elect the Audit Committee members and set forth their compensation;
- d) Set forth the managers' global monthly compensation.

GENERAL INSTRUCTIONS:

1.- For stockholders or their legal representatives to be allowed into the 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;

1.1. In order to facilitate the representation of our stockholders at the 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) – "2013" - "*Assembleia Geral Ordinária/Extraordinária*" (Annual/Special Meeting of Stockholders) – "*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;

- 1.2. Also available on the Company's website www.marcopolo.com.br/RI, menu "*Informação Corporativa*" (Corporate Information) – "*Atas e Editais*" (Minutes and Public Notices) – "2013" - "*Assembleia Geral Ordinária/Extraordinária*" (Annual/Special Meeting of Stockholders) – "*Proposta da Administração*" (Administration's Proposal) and "*Esclarecimentos adicionais*" (Additional information) on the matters to be discussed at the General meeting and other procedures;
- 2.- Whenever possible and in order to properly organize the meeting, the company asks that the power-of-attorney and other representation documents for the 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 Avenida 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 Meeting.
- 3.- The documents referred to in Article 133 of Law 6404/76 and Chapter III of CVM Instruction 481/09, as well as the administration's proposals, 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, RS, March 12, 2013.

Mauro Gilberto Bellini
Chairman of the Board of Directors