

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
ANNUAL/SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON MARCH
27, 2013**

In order to inform and help stockholders make decisions on the matters to be submitted for the annual/special meeting of stockholders' 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 annual/special meeting of stockholders scheduled for 2 pm on March 27, 2013:

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;

The Company's Board of Directors, in a meeting held on December 19, 2012, and supported by the provisions in item 12.1 of the Marcopolo-issued Stock Purchase or Subscription Option Granting Plan – the “Plan”, approved the amendment to the aforementioned “Plan” allowing the Company to, starting in FY12 and in addition to the annual option program already in existence, launch an additional option program (Program B or Additional Program), containing specific rules, and enabling the Company to, in the same business year, create both Programs (Annual Program and Additional Program), or just one or the other, or even neither, at the sole discretion of and upon deliberation by this Board, all in accordance with the “Administration's Proposal”, page 81, available now on the company's websites, and submitted to the CVM (Brazil's SEC-equivalent) and BM&FBovespa, via IPE System, category “Meeting”, type “Annual/Special”, species “Administration's Proposal”, subject “Ratify amendment to the Options Plan”, and which may also be found on the company's website (www.marcopolo.com.br, “Marcopolo S.A.” “Investor Relations”, “Corporate Information”, “Minutes and Public Notices” – “2013” – “Annual/Special Meeting of Stockholders” – Administration's Proposal.

II – In the Annual Meeting:

a) Administration Report and Financial Statements for the business year ending on December 31, 2012, 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 21, 2013, the Administration is recommending the approval of the Administration Report for the business year ending on December 31, 2012, and also recommending the approval of the Financial Statements published on February 21, 2013.

All the information related to the application of the business year profits were made available to stockholders on February 25, 2013, through a dedicated document sent to CVM and BM&FBovespa via the IPE System, category "Assembléia" (Meeting), type "AGO/E" (Annual/Special), 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) – "2013" – "Assembleia Geral Ordinária/Extraordinária" (Annual/Special Meeting of Stockholders) – Proposta da Administração (Administration's Proposal);

b) 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 24, 2012, and December 19, 2012, the company's Board of Directors decided to pay interest on the company capital and dividends to the account of business year 2012 in the total amount of **BRL 143,085,984.23** (one hundred forty-three million, eighty-five thousand, nine hundred eighty-four reals and twenty-three cents), considering that, out of said amount, **(i) BRL 63,045,811.67 refer to interest on company capital** to be applied to the dividends related to business year 2012, and out of which BRL 15,647,720.66 were paid on June 29, 2012, at the rate of BRL 0.035 per share, BRL 15,650,313.07 were paid on September 28, 2012, at the rate of BRL 0.035 per share, BRL 15,650,313.07 were paid on December 28, 2012, at the rate of BRL 0.035 per share, and BRL 16,097,464.87 were credited on December 21, 2012, and are going to be paid to stockholders starting on March 28, 2013, at the rate of BRL 0.036 per share; and **(ii) BRL 80,040,172.56 refer to advanced dividends**, also related to business year 2012, were credited on December 21, 2012, and are going to be paid starting on March 28, 2013, at the rate of BRL 0.179 per share.

Therefore, this Administration proposes that the Meeting ratifies the interest and dividends distributed. The total amount of dividends and interest on the company capital, applied to the mandatory dividend previously declared on account of business year 2012, is BRL 143,085,984.23, representing 43.84% of the net profits in the business year, and the net amount of dividends and interest on the company capital, i.e. BRL 136,169,440.50, represented 46% of the 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.

c) Audit Committee:

In keeping with our good governance practice from previous years, the Company has included in the agenda *item II "c" – Elect the Audit Committee members and set forth their compensation*. As contained in the Administration's Proposal submitted to CVM and BM&FBovespa on February 25, 2013, and available on the company website, the Company directors are proposing that in the Annual and Special Meeting of the Stockholders scheduled for March 27, 2013, the stockholders elect as Audit Committee members for a term lasting until the following annual meeting of the stockholders to be held in 2014, the following names appointed by the controlling stockholders: FRANCISCO SERGIO QUINTANA DA ROSA, Brazilian, married, an agricultural engineer, CPF # 095.664.300-00, Identity Card # 8008638994 - SSP/RS, residing and domiciled on Rua Santo Inácio, at # 139, apt. 702, Moinhos de Vento, in the city of Porto Alegre, RS, as full member of the Audit Committee, and SÉRVULO LUIZ ZARDIN, Brazilian, a widower, an economist, CPF # 001.372.780-04, Identity Card # 4006892337 - SSP/RS, residing and domiciled on Rua Cônego Viana, at # 240, 13th floor, in the city of Porto Alegre, RS, as the respective alternate member.

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 Meeting will not be set at an amount lower than 10% of the one which is, on average, attributed to the executive officers.

d) Manager Compensation:

The company directors are going to propose that the managers' global monthly compensation be set at up to BRL 780,000.00, that is, the same amount set by the Annual Meeting of the Stockholders held last year, all in accordance with the Administration's Proposal already sent to CVM and BM&FBovespa, via IPE System, category "Assembleia" (Meeting), type "AGO/E" (Annual/Special), species "Proposta da Administração" (Administration's Proposal), subject "Remuneração dos Administradores e Conselheiros" (Compensation of Managers and Directors), also available on the company website (www.marcopolo.com.br, "Marcopolo S.A." "Relações com Investidores" (Investor Relations), "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).

The directors also inform that the current global monthly compensation is BRL 717,000.00.

e) Stockholders entitled to vote at deliberations:

Stockholders owning common shares issued by the company and who attend the Annual/Special Meeting of Stockholders scheduled for March 27, 2013, 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 the Audit Committee members, 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.

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

In order to facilitate the representation of our stockholders at the Meeting, the Company directors have made available a power-of-attorney template on our website www.marcopolo.com.br/RI - "*Informação Corporativa*" (Corporate Information) - "*Atas e Editais*" (Minutes and Public Notices) - "*Assembleia Geral Ordinária/Extraordinária*" (Annual/Special Meeting of Stockholders) - "2013" - "*Modelo Procuração*" (Power-of-Attorney template), so that a Company attorney may be appointed to represent stockholders at the Meeting scheduled for March 27, 2013, free of charge, and in strict compliance with the voting instructions and powers granted to him/her.

Caxias do Sul, RS, March 12, 2013.

Carlos Zignani
Investor Relations Director