

Marcopolo S.A.
CNPJ No. 88.611.835/0001-29
NIRE No. 43300007235
Publicly Held Company

RELEVANT FACT

MINUTES OF THE BOARD OF DIRECTORS

Date, time and place: August 05, 2013 at 05:00 p.m., at the Company's unit located at Avenida Rio Branco, 4889, Bairro Ana Rech, in the city of Caxias do Sul, RS. Attendance: All members of the Board of Directors, through conference call. Presiding: President: Mauro Gilberto Bellini; Secretary: Carlos Zignani. Resolutions: I - Increase of capital stock, within the limit of authorized capital, with share bonuses - 100%: The Board of Directors, supported by the provisions of letter "h" of Article 19, and Paragraphs 1 and 2 of Article 5 of the Company's Bylaws, approved the increase of the Company's capital stock by R\$ 500,000,000.00, through the capitalization of existing reserves on 12.31.2012, as specified below: R\$ 40,000,000.00 refers to the portion for the Legal Reserve, R\$ 360,000,000.00 refers to the portion for the Reserve for a future capital increase, R\$ 50,000,000.00 refers to portion for the Reserve for payment of interim dividends, and R\$ 50,000,000.00 refers to the portion for the Reserve for the purchase of own shares. The increase herein approved will be conducted through the issue of a bonus of 448,450,042 new shares, of which 170,812,872 in common shares and 277,637,170 in preferred shares, all book entry, no par value, to be distributed at no cost to shareholders, in the proportion of one new share for each common share or preferred share in circulation held by the shareholders on this date (also taking into consideration treasury shares). Pursuant to the provisions of Article 10 of Law 9249/65, and Paragraph 1 of Article 47 of Regulating Instruction SRF 1022/2010, the unit cost of shares allocated to the bonus issue is R\$ 1.11495. The new shares shall have identical rights to those currently in circulation and shall fully participate in any distribution of dividends and/or interest on equity that may be declared by the Company. Negotiations with shares of the Company shall be made ex-bonus as of August, 6th, 2013. The new shares arising from the bonus will be credited to the shareholders on August 9th, 2013. As a result of the increase in capital herein approved, the Company's share capital goes from R\$ 700,000,000.00 to R\$ 1,200,000,000.00, divided into 896,900,084 shares, of which 341,625,744 are common book entry shares and 555,274,340 are preferred book entry shares, all without par value. II – Reconfirm the amount of the interest rate on own capital – 3rd Stage 2013: Set forth that pursuant to the aforementioned approved bonus, the amount of the interest rate on own capital – 3rd Stage 2013, already approved at the Board Meeting, held on February 21, 2013, will be BRL 0.0175 per share representing the capital stock of the company, with such interests applied on the previously stated

mandatory dividends on account of the 2013 fiscal year, at its net amount, which will be paid from December 30, 2013 on. All the other conditions and dates related to interests on own capital – 3rd stage 2013, approved in the mentioned meeting held on Feb 21, 2013, which were not expressly modified herein, are maintained. The Fiscal Committee members who have signed below have been informed of the proposal. Closure: With no further business to discuss, these minutes were drawn up, and after being read and approved were signed by those members present. Caxias do Sul, August 5th, 2013. Mauro Gilberto Bellini - Chairman; Oscar de Paula Bernardes Neto – Vice-chairman; Luciano Moisés Bado; Paulo Cezar da Silva Nunes, Fuad Jorge Noman Filho, Maria Leticia de Freitas Costa and Manuela Cristina Lemos Marçal – Members of the Board of Directors; Carlos Zignani – Secretary; Francisco Sergio Quintana da Rosa, Egon Handel and Augusto Marcos de Campos - Fiscal Committee Members.

As Chairman and Secretary of the Board of Directors of Marcopolo S.A., we hereby declare that these Minutes are a faithful copy of the original transcribed in Book no. 16, and that the signatures are authentic.

Caxias do Sul, August 5th, 2013

MAURO GILBERTO BELLINI
Chairman

CARLOS ZIGNANI
Secretary

Confirmed:

Ivete Pistorello
OAB / RS 14.676