

MARCOPOLO S.A.

CNPJ no. 88.611.835/0001-29

NIRE no. 43300007235

Public Corporation

RELEVANT FACT

MINUTES OF THE BOARD OF DIRECTORS´ MEETING

On November 25, 2013, at 11 o´clock a.m., the undersigned members of the Board of Directors, met at the company facilities located at Av. Rio Branco, 4889, Ana Rech quarter, in this city of Caxias do Sul, RS, supported by the provision of letter “i”, section 19 of the Articles of Incorporation, and based on CVM (Comissão de Valores Mobiliários) Instruction no. 10/80, with the changes introduced by CVM Instructions no. 268/97 and 390/03, and on Article 30 of the Law of Corporations, to deliberate on the acquisition, by the Company, of shares issued by it. After the debate, the Company authorized the acquisition, at the market price, of up to 20,000,000 (twenty million) registered preferred shares issued by the Company, which correspond to 3.60% of the total registered preferred shares issued by the Company in circulation in the market. The shares will be acquired to: (i) grant a call option to the managers and employees of the Company, according to the terms of 3rd §, Article 168, Law of Corporations and of CVM Instruction no. 390/03, and to the Call Option Plan for Shares of the Company; and/or, (ii) remain in treasury or to be cancelled, as per Article 30, Law 6,404/76. Currently, the Company has 1,965,074 registered preferred shares in treasury, representing 0.35% of all registered preferred shares issued by the Company, and the number of shares in circulation in the market, excluding those owned by controlling shareholders, managers and those in treasury, is 115,508,536 registered common shares and 543,788,392 registered preferred shares. The operations related to the acquisition of shares approved now will be carried out within 120 days, at most, on Mondays, Wednesdays and Fridays and their end is being foreseen for March 25, 2014. Such acquisition will be intermediated by SOLIDUS S.A. – Brokerage House, with head office on Avenida Carlos Gomes, no. 111, suite 801, in the city of Porto Alegre, RS. The Company Executive Board is authorized to practice all actions required to acquire the shares issued by the Company itself, subject to the terms approved hereby. Without further matters to consider, these minutes were recorded, read and approved, being signed by the attending members. Caxias do Sul, November 25, 2013. Mauro Gilberto Bellini - President; Oscar de Paula Bernardes Neto – Vice-President; Luciano Moises Bado, Maria Letícia de Freitas Costa, Manuela Cristina Lemos Marçal, Paulo Cezar da Silva Nunes, and Fuad Jorge Noman Filho - Members; and Carlos Zignani - Secretary.

In the position of Chairman and Secretary of the Board of Directors of MARCOPOLO S.A., we certify that these Minutes are a faithful copy of the original one written in Book no. 16 and that the signatures above are authentic.

Caxias do Sul, November 25, 2013.

MAURO GILBERTO BELLINI
President

CARLOS ZIGNANI
Secretary

Seen:

Ivete Pistorello
OAB/RS 14,676