

**MARCOPOLO S.A.**  
National Registry of Legal Entities No. 88.611.835/0001-29  
NIRE Nº 43300007235  
A Publicly-Held Company

**NOTICE**

**ORDINARY AND EXTRAORDINARY GENERAL MEETING**

The Shareholders are invited to convene in an Ordinary and Extraordinary General Meeting to be held at 2 PM on March 27th 2014 at the company unit located at Avenida Rio Branco no. 4889, Ana Rech, in Caxias do Sul, RS, in order to resolve about the following AGENDA:

I – In an Extraordinary General Meeting:

- a) Amend Section 5 of the Articles of Incorporation as follows to include an increase in the company's capital stock as approved in the Board of Directors meeting held on 08.05.2013: *"Section 5 - The capital stock, fully subscribed and paid up, is BRL 1,200,000,000.00, divided in 896,900,084 shares, 341,625,744 of them being common book-entry shares and 555,274,340 being preferred book-entry shares, all of them with no par value.*

II – In an Ordinary General Meeting:

- a) Consider and vote the Management Report and Financial Statements for the period closed on 12/31/2013;
- b) Consider and vote the motion for allotment of the net profit for the period and ratify the interest/dividends already paid and/or credited;
- c) Elect all members of the Board of Directors (totaling seven members) for a two years' term, observing that at least 20% of the members must be independent directors as defined by the Level 2 Regulation;
- d) Elect the members of the Audit Committee and establish their compensation;
- e) Establish the monthly aggregate compensation of managers

**GENERAL INSTRUCTIONS:**

1. In compliance with the CVM Instruction no. 165 issued on 12.11.1991 with the amendments introduced by the CVM Instruction no. 282 issued on 06.26.1998, we hereby inform that the minimum percentage of the company's voting capital required to request multiple vote for the election of the members of the Board of Directors is 5% (five per cent);
- 2 – In order for shareholders or the proxies therefor to be admitted into the Meeting, they must carry the following documents: (i) in the case of an individual: Identification document and, if applicable, power of attorney; (ii) in the event of an entity: Articles of Organization or Articles of Incorporation, minutes of managers' election and, if represented by an attorney, the respective power of attorney. In both cases, proof must be submitted of the person's capacity of company shareholder issued by Banco Itaú S.A. or by a custody agent;

- 2.1. In order to facilitate the representation of its shareholders in a Meeting, the company management is making available a draft on its website [www.marcopolo.com.br/RI](http://www.marcopolo.com.br/RI) menu "Corporate Information" – "Minutes and Notices" – "Ordinary/Extraordinary General Meeting" – "Sample Power of Attorney", so an attorney-at-law for the Company can be easily appointed to represent a shareholder at no cost and in strict compliance with the voting instructions and the powers conferred thereupon;
  - 2.2. Also on the Company website [www.marcopolo.com.br/RI](http://www.marcopolo.com.br/RI), menu "Corporate Information" – "Minutes and Notices" – 2014 - "Ordinary/Extraordinary General Meeting" – "Motion by Management", the "Additional explanations" can be found, regarding the matters to be resolved in the Meeting and other procedures;
- 2.- Whenever possible and in order to better organize the proceedings, the company requests that the powers of attorney and other proxy documents for the Meeting be sent to the company by fax (54 - 2101.4655) or e-mail ([ivete.pistorello@marcopolo.com.br](mailto:ivete.pistorello@marcopolo.com.br)) or deposited with the company at Avenida Rio Branco no. 4889, Ana Rech, Caxias do Sul, RS, Legal Counsel, no later than 2 PM of the day preceding the Meeting.
- 3.- The Documents referred by Section 133 of Law 6.404/76 and Chapter III of the CVM Instruction 481/09 and the motions by management are available to the shareholders in the company's registered office, in the unit described in the preamble of this notice and also on the websites [www.marcopolo.com.br](http://www.marcopolo.com.br), [www.cvm.gov.br](http://www.cvm.gov.br) and [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br).

Caxias do Sul, RS, March 12th 2014.

Mauro Gilberto Bellini  
Chairman of the Board of Directors