

**MARCOPOLO S.A.**

C.N.P.J. (National Registry of Legal Entities) No. 88.611.835/0001-29

NIRE (Company Registry Identification) No. 43 3 0000723 5

Open Capital Company

**NOTICE TO SHAREHOLDERS**

In addition to the Proposal the Administration sent to the CVM and BM&FBOVESPA on Feb 25, 2014 through the IPE System, the company reports that according to a letter received from preferred shareholder VICTOIRE BRASIL INVESTIMENTOS, at the Regular and Extraordinary General Assembly on March 27, 2014, it will nominate the following names for a two year mandate on the Board of Directors and to serve on the Audit Committee until the next AGO (Regular General Assembly), which will take place in 2015:

As the member of the Board of Directors: **MANUELA CRISTINA LEMOS MARÇAL**, Brazilian, married, economist, ID Card No. 07.147.547-9, issued by the IFP, CPF (Individual Taxpayer Registration) No. 070.977.207-60, resident at Rua do Ouvidor, 98, 8<sup>th</sup> floor, Rio de Janeiro, RJ, **as Independent Member**, representative of the preferred shareholders. This candidate has already been nominated by shareholder PETROS in accordance with the Administration's proposal sent to CVM and BM&FBOVESPA on Feb 25, 2014, which is also available on the company's website at [www.marcopolo.com.br/RI](http://www.marcopolo.com.br/RI).

As full member and respective alternative for the Fiscal Council: **EGON HANDEL**, Brazilian, divorced, professor and accountant, CPF No. 029.279.850, ID Card No. 1003651997, issued by the SSP/RS and resident of Porto Alegre at Travessa Saúde, 65, apt. 1002, CEP (ZIP code) 90.540-090, as full member and representative of preferred shareholders.

For the purposes of the provisions of Article 10 in CVM Instruction 481/09, below is the information regarding the names to be nominated by shareholders PETROS and VICTOIRE BRASIL for the Board of Directors and the Audit Committee at the AGO/E (Regular and Extraordinary General Assembly) called on Mar 27, 2014:

Information provided by shareholders PETROS and VICTOIRE BRASIL for the position of member of the Board of Directors:

<b>BOARD OF DIRECTORS</b>	
NAME	MANUELA CRISTINA LEMOS MARÇAL
Age	40 years old
Profession	Economist
CPF	070.977.207-60
Elected office	Member (independent)
Date of election	Mar 29, 2012
Start date	Mar 29, 2012
Term of office	02 years
Other positions or duties held in the company	Member of the Audit and Risk Committee
Event which refers to letter "b" from item 12.8 on the Reference Form - Art. 10 of Instructions CVM 481	Not applicable

Information provided by shareholder VICTOIRE BRASIL for the position of full member of the Audit Committee:

<b>AUDIT COMMITTEE (Full member)</b>	
NAME	EGON HANDEL
Age	74 years old
Profession	Professor and Accountant
CPF	029.279.850-49
Elected office	Full member
Date of election	Mar 27, 2013 (will be nominated for reelection)
Start date	Mar 27, 2013
Term of office	01 year
Other positions or duties held in the company	Does not hold and other position or duty
Elected by controller	No
Event which refers to letter "b" from item 12.8 on the Reference Form - Art. 10 of Instructions CVM 481	Not applicable

Summary of Resumes of members to be nominated by shareholder VICTOIRE BRASIL:

**MANUELA CRISTINA LEMOS MARÇAL**

Undergraduate Economics degree from the Federal University of Rio de Janeiro (UFRJ), with a graduate degree in Capital Market Finances from IBMEC and Corporate Finance from IAG-PUC.

I - Main professional experiences:

Name of company: MARCOPOLO S.A.

Duties and functions of the office: Elected as an independent member of the Marcopolo Board of Directors on Mar 29, 2012, and was chosen as an active member of the Audit and Risk Committee.

Main activity of this company (Marcopolo S.A.): Manufacture and sales of bus frames.

II - Main professional experiences in the last five years: Has been Executive Manager of Equity Transactions for the Petrobrás Social Security Foundation - PETROS since August 2010. Is responsible for actively managing its investment portfolio which is currently valued at approximately BRL 20 billion, made up of long-term variable income investments and private equity and venture capital investment funds. In addition, in 2011 she was elected a tax advisor for BR Foods, from 2011 to 2013 she was a member of the Invepar (Investimentos e Participações em Infra-Estrutura S.A.) Board of Directors, a roadway and metro infrastructure company, and from 2010 to 2011 she was a member of the FIP Vale Florestar Board of Directors.

None of the companies the board member worked at are part of the Marcopolo economic group.

III - Declaration of convictions: Declares that she possesses no: (i) criminal convictions, (ii) convictions in CVM administrative proceedings, (iii) unappealable convictions at the judicial or administrative level which have suspended or disqualified her from practicing any professional or commercial activity.

## **EGON HANDEL**

Undergraduate degree in Accounting from UFRGS, and a Masters in Business Administration with an Accounting focus from Michigan State University. Academic experience as an Accounting and Auditing professor at UFRGS, served as a professor and/or coordinator for over 30 specialization courses (post-grad *latu sensu*) at various educational organizations throughout Brazil, and recently began working with IBGC's Corporate Governance Courses. Was President of the ICARGS - the Institute of Accountants and Actuaries of Rio Grande do Sul and President of APROFESC - the Association of University Accounting Professors. In addition, was President of the Brazil-United States Cultural Institute (non-profit organization) and President of its Deliberative Council. Also served on the Board of Directors and Audit Committee of various companies.

Professional experiences in the last five years:

- a) Since 2001, has served as full member of the Marcopolo S.A. Audit Committee, a company that manufactures and sells bus frames.
- b) From April 2005 to April 2011, was a member of the Gerdau Audit Committee, a company that participates in and manages steel companies; part of Grupo Gerdau.
- c) Since April 1991, has been an independent member of the Lojas Renner S.A. Board of Directors, a chain of clothing department stores. Since June 2008 he has also been a member of the Lojas Renner Institute Deliberative Council.
- d) From April 2007 to March 2009, he was a member of the Trafo Equipamentos Elétricos S.A. Board, a company dedicated to producing and selling transformers; part of Grupo Weg.
- e) From April 2010 to April 2011, was member of the Lupatech S.A. Audit Committee, a company with a focus on the oil and gas industry.
- f) From August 2011 to April 2012, he was a member of the MPX Energia S.A. Audit Committee, an energy company that is part of Grupo EBX.

None of the companies the board member worked at are part of the Marcopolo economic group.

Declaration of convictions: Declares that he possesses no: (i) criminal convictions, (ii) convictions in CVM administrative proceedings, (iii) unappealable convictions at the judicial or administrative level which have suspended or disqualified him from practicing any professional or commercial activity.

Caxias do Sul, RS - Mar 12, 2014

Carlos Zignani  
Director of Investor Relations