

**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 26<sup>th</sup>, 2015 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 Ordinary General Meeting:**

- a) Consider and vote the Management Report and Financial Statements for the period closed on 12/31/2014;
- 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 the members of the Audit Committee and establish their compensation;
- d) Establish the monthly aggregate compensation of managers;

**II – In an Extraordinary General Meeting:**

To approve the long-term incentive plan.

**GENERAL INSTRUCTIONS:**

- 1 – 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;
  - 1.1. 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;
  - 1.2. Also on the Company website [www.marcopolo.com.br/RI](http://www.marcopolo.com.br/RI), menu "Corporate Information" – "Minutes and Notices" – 2015 - "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 e-mail (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 11<sup>th</sup>, 2015.

Mauro Gilberto Bellini  
Chairman of the Board of Directors