

MARCOPOLO S.A.
C.N.P.J no. 88.611.835/0001-29
Publicly-Traded Company
NIRE no.: 43 3 0000723 5

NOTICE TO SHAREHOLDERS

In compliance with the regulations and general instructions contained in Circular Letter/CVM/SEP/no. 02/2015, we are providing below the information related to the candidates nominated by minority shareholder CENTRUS – *FUNDAÇÃO BANCO CENTRAL DE PREVIDENCIA PRIVADA*, to the position of members of our Company's Audit Committee, for the election to be held at the next Annual and Special Meetings taking place on March 26, 2015:

By means of a letter dated March 2, 2015, minority shareholder CENTRUS is nominating the following persons to the position of Audit Committee members for a term lasting until the next Annual Meeting to be held in 2016:

MARISA MINZONI, Brazilian, single, an accountant and bachelor of laws, CPF no. 069.819.748-86, identity card no. 15.453.064-5 issued by SSP-SP on January 2, 2008, residing and domiciled at SQN 313, Bloco E, apartment 410, Brasília, DF, as a sitting member of the Audit Committee, and **MARCO ANTONIO DA SILVA**, Brazilian, married, a business manager, CPF no. 122.937.766-20, identity document no. M152741 issued by SSP/MG on November 15, 1971, residing and domiciled in Brasília, DF, SCN Quadra 02 Bloco A, 8º andar, CEP 70.712-900, as the respective alternate:

For the purposes of Article 10 of CVM Instruction 481/09, below is the information related to the persons nominated by minority shareholder CENTRUS for the office of Audit Committee members to be elected at the Annual Meeting scheduled for March 26, 2015:

AUDIT COMMITTEE (Sitting Member)	
NAME	MARISA MINZONI
Age	48 years
Occupation	Accountant and Bachelor of Laws
CPF	069.819.748-86
Elected position	Sitting member
Date of election	To be set at the March 26, 2015 Annual Meeting
Installation date	NA
Term in office	1 year
Other positions or roles held in the company	No other positions or roles held in the company
Elected by a controlling shareholder	No
Event referred to by letter "b", item 12.8 of FR – Art. 10, CVM Instruction 481	No information

AUDIT COMMITTEE (alternate)	
NAME	MARCO ANTONIO DA SILVA
Age	65 years
Occupation	Business Manager
CPF	122.937.766-20
Elected position	Alternate
Date of election	March 27, 2014
Installation date	No information
Term in office	1 year
Other positions or roles held in the company	-o-
Elected by a controlling shareholder	No
Event referred to by letter "b", item 12.8 of FR – Art. 10, CVM Instruction 481	No information

Resume of the persons being nominated by minority shareholder CENTRUS to the position of Audit Committee members at the Annual Meeting scheduled for March 26, 2015:

MARISA MINZONI:

An accountant trained by *Faculdade de Ciências Econômicas e Administrativas de Presidente Prudente*, SP (Presidente Prudente School of Economic and Administrative Sciences); Bachelor of Laws by *Associação de Ensino Unificado* in the Federal District; holder of a specialist degree in Financial Management from *Escola Brasileira de Administração Pública* (the Brazilian School of Public Administration), Fundação Getulio Vargas, DF.

Main professional experience in the past 5 years:

- a) From August 2009 to June 2012, she served as the Deputy Head of the Brazilian Central Bank's Financial Management Department (DEAFI);
- b) Since July 2012, she has served as the Accounting and Information Technology Manager for *Fundação Banco Central de Previdência Privada – CENTRUS*.

Neither of these entities where the nominee has worked is part of the Marcopolo economic group.

MARCO ANTONIO DA SILVA:

Holder of a Business Management BA from the School of Economic Sciences (*Faculdade de Ciências Econômicas*) at *Universidade de Uberlândia*, MG, a specialist degree in Internal and External Auditing from *Associação de Ensino Unificado* in the Federal District – AEUDF-ICAT, and a specialist degree in Supplementary Pension Plans from ABRAPP.

Main professional experience in the past 5 years:

- a) Since 2011, he has served as an alternate Audit Committee member at Marcopolo S.A., which manufactures and sells bus bodies;
- b) Since 2007, he has worked for *Fundação Banco Central de Previdência – CENTRUS* as a Logistics Manager, and currently serving as the Benefits Manager. CENTRUS is not part of the Marcopolo economic group.

General Information: For purposes of the provisions in item 12.9, Annex 24 of CVM Instruction 480, our company's directors report there are no marital relations, domestic partnerships, or kinship up to the second degree between the current Board of Directors' and Audit Committee members and those nominated for our company's Audit Committee, between them and our company's other directors, directors of directly and indirectly controlled companies, and our company's direct or indirect controllers.

Additionally, for purposes of the provisions in item 12.10, Annex 24 of CVM Instruction 480, the directors also report there are no subordination relationships between the aforementioned names and companies controlled by our company and/or our company's controller, nor are they suppliers, clients, debtors or creditors of our company and our controlled companies, or of controlled or controlling companies of our company's suppliers, clients, debtors or creditors.

In keeping with our good governance practice from previous years, our Company will be including the election of Audit Committee members and their compensation in the agenda. However, the controllers reserve the right to exercise their legal prerogative of electing the same number of members that are elected by minority shareholders and holders of preferred shares plus one.

Caxias do Sul, RS, March 11th, 2015.

José Antonio Valiati
Chief Investor Relations Officer