

MARCOPOLO S.A.
C.N.P.J. No. 88,611,835/0001-29
NIRE No. 43300007235
Listed Company

"MEETING PARTICIPATION MANUAL"

EXPLANATIONS REGARDING THE TOPICS TO BE SUBMITTED TO THE AGM SCHEDULED FOR MARCH 30, 2016

In order to inform and assist shareholders in making decisions regarding the matters to be submitted for approval by the AGM, and in keeping with the good corporate governance practices that have been adopted over the years, the Company is providing the following additional information about the agenda of the AGM scheduled for 2 pm on March 30, 2016:

AGENDA:

a) Management Report and Financial Statements for the period ended December 31, 2015, and allocation of net income:

In view of the opinion of the Independent Auditors and Fiscal Committee, already published in the newspaper Folha de Caxias and Official Gazette of the State of Rio Grande do Sul, and made available on the websites of the CVM, BM&FBovespa and the Company on February 23, 2016, the Management recommends approval of the Management Report for the fiscal year ended December 31, 2015, and the Financial Statements published on February 23, 2016.

All the information related to the allocation of income from the fiscal year was already provided to shareholders on February 23, 2016, through a separate document sent to the CVM and BM&FBovespa via the IPE System, category "Meeting", type "AGM/E", kind "Management Proposal", subject "Allocation of Income", and can also be found on the Company's website (www.marcopolo.com.br, "Marcopolo S.A." "Investor Relations", "Corporate Information", "Minutes and Notices" - "2016" - "Annual General Meeting" - March 30, 2016 Management Proposal);

b) Ratification of interest on capital and already paid and/or credited dividends:

As mentioned in the "Management Proposal", already sent to the CVM and BM&FBovespa, the Company's Board of Directors, in a meeting held on February 23, 2015, decided on payment of interest on capital to the 2015 fiscal year account, totaling **BRL 43,301,422.69** (forty-three million, three hundred one thousand, four hundred twenty-two reals and sixty-nine cents), allocated to dividends for the fiscal year of 2015, and already paid on June 30, 2015 and September 9, 2015, at a rate of BRL 0.0243 per share.

Therefore, the Management proposes that the AGM ratify the interests/dividends distributed, as set forth in the "Management Proposal" sent to the CVM and BM&FBovespa, via the IPE System, category "Meeting", type "AGM/E", kind "Management Proposal", subject "Allocation of Income", also available on the Company's website (www.marcopolo.com.br, "Marcopolo S.A." "Investor Relations", "Corporate Information", "Minutes and Notices" – "2016" – "Annual General Meeting" – March 30, 2016 Management Proposal);

c) Board of Directors:

In view of the fact that the term of the current members of the Company's Board of Directors is expiring, new Board of Directors members will be elected at the 2016 Annual General Meeting. There will be a total of seven, for a term of up to two years, running from April 2016 until the date the AGM is held in 2018. The five names that will be proposed by the controlling shareholders are contained in the "Management Proposal", already sent to the CVM and BM&FBovespa, via the IPE System, category "Meeting", type "AGM/E", kind "Management Proposal", and subject "Election of Board of Directors and Fiscal Council members", which can be found on the Company's website (www.marcopolo.com.br, "Marcopolo S.A." "Investor Relations", "Corporate Information", "Minutes and Notices" – "2016" – "Annual General Meeting" – March 30, 2016 Management Proposal).

The name of the person appointed by minority shareholder CENTRUS – Fundação Banco Central de Previdência Privada ("Central Bank Pension Fund Foundation"), to be on the Board of Directors, as well as the name of the person appointed by shareholder PETROS - Fundação Petrobrás de Seguridade Social ("Petrobras Social Security Foundation"), holder of preferred shares, were forwarded to the CVM and BM&FBovespa, via the IPE System, under the category "Notice to Shareholders", type "Other Notices", and may also be found on the Company's website.

The right to elect a member to the Board of Directors, in a separate vote, will be exercised by the majority of holders, respectively: (i) of voting shares issued by the Company which represent, at least, 15% of total voting shares; and (ii) of preferred shares without right to vote or with restricted vote, which represent, at least, 10% of the Company's share capital, in accordance with § 4 of Article 141 of Law No. 6406/76 (Companies Law).

d) Fiscal Council:

The Company, in keeping with good governance practice of previous years, is including on the agenda Item II "c"- "Elect Fiscal Council members and establish their compensation". As stated in the Management Proposal, sent to the CVM and BM&FBovespa on February 23, 2016 and available on their website, the Company's Management proposes to shareholders that, in the Annual General Meeting, convened for March 30, 2016, the following members be reelected to the Fiscal Council, for a term until the next AGM to

be held in 2017: FRANCISCO SERGIO QUINTANA DA ROSA, as a full member of the Fiscal Council, and SÉRVULO LUIZ ZARDIN, as the respective alternate.

As per the notice sent on February 29, 2016 to the CVM and BM&FBOVESPA, via the IPE System, under the category "Notice to Shareholders", type "Other Notices", also found on the Company's website, we inform that minority shareholder CENTRUS – Fundação Banco Central de Previdência Privada ("Central Bank Pension Fund Foundation") is appointing to the Fiscal Council, as representatives of minority shareholders, Marisa Minzoni, as a full member, and Marco Antonio da Silva, as the alternate.

As set forth in § 4 of Article 161 of Law 6404/76, the holders of preferred shares, without right to vote, will have the right to elect, in a separate vote, a member and respective alternate. Minority shareholders will have the same right, provided they collectively represent 10% or more of the voting shares. The controlling shareholders, however, also in accordance with the aforementioned legal provision, reserve the right to elect the same number of members that are elected by the minority shareholders and preferred shareholders plus one.

According to the Companies Act, compensation for each member of the Fiscal Committee who is elected at the Annual General Meeting will not be set at an amount less than 10% of that which is, on average, awarded to directors.

e) Compensation of senior officers

The Company's Management proposes that the overall monthly compensation for senior officers be set at BRL 750,000, i.e., 16.5% less than the amount established at the Annual General Meeting held last year, in accordance with the Management Proposal already sent to the CVM and BM&FBovespa, via the IPE System, category "Meeting", type "AGM/E", kind "Management Proposal", subject "Compensation of Senior Officers and Board Members", which can be found on the Company's website (www.marcopolo.com.br, "Marcopolo S.A." "Investor Relations", "Corporate Information", "Minutes and Notices" – "2016" – "Annual General Meeting" – March 30, 2016 Management Proposal).

f) Shareholders with voting rights in decisions:

Holders of common shares issued by the Company will have the right to vote on decisions to be made in the AGM, scheduled for March 30, 2016, provided they attend the Meeting or are represented by a duly constituted proxy. The proxy, by law, must be a shareholder, officer of the Company, lawyer or a financial institution.

For election of members to the Board of Directors, as per § 4 of Article 141 of Law 6404/76 (Companies Law), the right to elect or remove a member of the Board of Directors, in a separate vote in the AGM, excluding the controlling shareholder, will be exercised by the majority of holders, respectively: (i) of voting shares issued by the Company which represent, at least, 15% of total voting shares; and (ii) of preferred shares without right to vote or with restricted vote, which represent, at least, 10% of the Company's share capital.

As far as the election of members to the Fiscal Council, holders of preferred shares will have the right to elect, in a separate vote, one member and respective alternate. Minority shareholders also have the same right, provided they collectively represent 10% or more of the voting shares issued by the Company.

g) Power of Attorney model for representation in the Meeting:

In order to facilitate the representation of its shareholders in the Meeting, the Company's management is providing on its website ir.www.marcopolo.com.br a menu "Corporate Information" - "Minutes and Notices" - "2016" - "Annual General Meeting/Extraordinary Shareholders' Meeting" - "Power of Attorney Model", so that an attorney from the Company can be appointed to represent the shareholder, without any onus, and in strict compliance with the voting instructions and powers granted.

h) Answers to questions from partners:

If shareholders have questions related to the documents for the Annual General Meeting, they can contact the company's Legal Department by phone at (054) 2101-4652 or by email ivete.pistorello@marcopolo.com.br

Caxias do Sul, Rio Grande do Sul – March 14, 2016

José Antonio Valiati
Director of Investor Relations