

LEGAL DEPARTMENT

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MARCOPOLO SA

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May 09, 2016

MARCOPOLO S.A. - Disclosure on the Acquisition of Material Equity Holding

Dear Sirs,

- 1 The undersigned, T. Rowe Price Associates, Inc. on behalf of its adviser affiliates, hereby informs that, on May 06, 2016, they have acquired, on behalf of some of their clients, in the capacity of investment managers, preferred shares of MARCOPOLO S.A. that, after the relevant transaction, added up to 29,098,600 preferred shares, representing 5.24% of the total preferred shares issued by MARCOPOLO S.A. at that date.
- 2 For the purposes of Article 12 of the Brazilian Securities Exchange Commission ("**CVM**") Ruling No. 358, of January 3, 2002 ("**CVM Ruling No. 358**") , as amended by CVM Ruling No. 449, of March 15, 2007, T. Rowe Price Associates, Inc. hereby requests MARCOPOLO S.A.'s Investors Relations Officer to disclose the following information to CVM through the Occasional Periodic Information System – IPE:
 - (i) T. Rowe Price Associates, Inc. has its registered office at 100 East Pratt Street, Baltimore, Maryland 21202, United States of America;
 - (ii) T. Rowe Price Associates, Inc. acquired preferred shares so that its total holdings after the relevant transaction was 29,098,600 preferred shares of MARCOPOLO S.A., in the capacity of investment manager, as specified on item 1 above;
 - (iii) the purpose of the abovementioned equity holdings is strictly of investment and does not seek a change of control or a change in the management structure of MARCOPOLO S.A.;
 - (iv) no debenture convertible into shares issued by MARCOPOLO S.A. are held by the relevant clients; and
 - (v) no agreement or contract regulating the exercise of voting right or the purchase and sale of securities issued by MARCOPOLO S.A. were executed by the relevant clients.
- 3 Please do not hesitate to contact us with any further question or comment on the above.

Sincerely,



T. ROWE PRICE ASSOCIATES, INC.

Gary Greb
Vice President