

MARCOPOLO S.A.

C.N.P.J. no. 88.611.835/0001-29

NIRE no. 43300007235

Publicly-Traded Company

Meeting Notice

Extraordinary Shareholders' Meeting

The Shareholders are hereby invited to convene at the Extraordinary Shareholders' Meeting to be held at 2 pm on August 3, 2016, at the company's unit located at Avenida Rio Branco, no. 4889, Bairro (district) Ana Rech, in Caxias do Sul, RS, in order to discuss and decide on the following AGENDA:

- 1) ratify the appointment and hiring of APSIS Consultoria e Avaliações Ltda. (APSYS), as the company tasked with preparing the appraisal report, at book value, on the net worth of L&M Incorporadora Ltda. (L&M) to be absorbed into the Company's equity (Appraisal Report);
- 2) examine, discuss, and decide on the Appraisal Report prepared by APSIS;
- 3) examine, discuss, and decide on the Protocol and Justification of L&M Incorporadora Ltda.'s Absorption by Marcopolo S.A., as well as all of the document's annexes, which document sets the terms and conditions for L&M's absorption by the Company, along with the pertinent paperwork;
- 4) decide on the proposal for L&M's absorption by the Company (Absorption);
- 5) decide on the proposal to increase the Company's capital and on the corresponding adjustment to the caption of art. 5 of the Company's Articles of Incorporation as a result of the Absorption; and
- 6) Authorize the directors to perform all acts required to carry out the Absorption.

GENERAL INFORMATION:

1. The documents related to matters in the AGENDA are available to Shareholders at the Company's main office and Investor Relations page (<http://ri.marcopolo.com.br>), as well as on the websites of the Brazilian Securities and Exchange Commission's (www.cvm.gov.br) and BM&FBovespa (www.bmfbovespa.com.br), as provided for by CVM Instruction no. 481/09.

2. For Shareholders or their legal representatives to be allowed into the Meeting, they must produce the following documents: (i) individuals: Identity Document and, if applicable, a power-of-attorney; (ii) legal entities: Articles of Incorporation or Association, including the directors' election minutes, and in case they are represented by an attorney-in-fact, the respective power-of-attorney. In both cases, they must produce proof of their condition as company Shareholders issued by Banco Itaú S.A. or an escrow agent.

3. In order to facilitate the representation of our Shareholders at the Meeting, the Company's directors have made available on our website ri.marcopolo.com.br menu "*Informação Corporativa*" (Corporate Information) - "*Atas e Editais*" (Minutes and Public Notices) – "2016" - "*Assembleia Geral Ordinária/Extraordinária*" (Extraordinary Shareholders' Meeting) – "*Modelo Procuração*" (Power-of-Attorney template), so that a Company attorney may be appointed to represent a shareholder, free of charge, and in strict compliance with the voting instructions and powers granted to him/her.

4. Also available on the Company's website ir.marcopolo.com.br, menu "*Informação Corporativa*" (Corporate Information) – "*Atas e Editais*" (Minutes and Notices) – "2016" - "*Assembleia Geral Ordinária/Extraordinária*" (Extraordinary Shareholders' Meeting) – "*Proposta da Administração*" (Directors' Proposal) and "*Manual para participação na Assembleia – Esclarecimentos adicionais*" (Meeting attendance handbook - Additional information) on the matters to be discussed at the General meeting and other procedures.

5. Whenever possible and in order to properly organize the meeting, the Company asks that power-of-attorney and other representation documents for the Meeting be forwarded to the company via e-mail (ivete.pistorello@marcopolo.com.br), or delivered to the company, at Avenida Rio Branco, no. 4889, Bairro (district) Ana Rech, Caxias do Sul, RS, Legal Department, by 2 pm on the day prior to the one scheduled for the Meeting.

Caxias do Sul, July 18, 2016.

Paulo Cezar da Silva Nunes
Chairman of the Board of Directors