

MARCOPOLO S.A.
C.N.P.J. (National Registry of Legal Entities) No. 88.611.835/0001-29.
NIRE (Corporate Registry) no. 43300007235
Publicly-Traded Company

"MANUAL FOR PARTICIPATION AT THE MEETING"

CLARIFICATION ON MATTERS TO BE SUBMITTED TO AGE (EXTRAORDINARY SHAREHOLDERS´ MEETING) TO BE HELD ON 8/3/2016.

In order to inform and assist shareholders in making decisions on matters to be submitted to the approval of the AGE, and giving sequence to good corporate governance practices that have been adopted over the years, the Company provides the following information additional to the agenda of the Extraordinary Shareholders´ Meeting called for 2:00 p.m., on August 3, 2016:

AGENDA:

- 1) *To ratify the appointment and hiring of APSIS Consultoria e Avaliações Ltda. (APSYS), as the company responsible for preparing the appraisal report, at book value, of the net assets of L&M Incorporadora Ltda. (L&M) to be incorporated into the Company equity (Equity Report);***

The Company's management proposes the ratification of the appointment and hiring of APSIS as the specialized company responsible for preparing the appraisal report, at book value, of the assets of L&M to be incorporated into the Company. Information about the appraiser required by Annex 21 of CVM Instruction 481/09 are described in Annex I of the Management Proposal sent to CVM (Securities and Exchange Commission) and BM & FBovespa via IPE System, category "Meeting", type "AGE"; kind "Management Proposal"; "subject "Merger", also available on the company website ri.marcopolo.com.br, "Marcopolo S.A." "Relationships with Investors", "Corporate Information", "Minutes and Notices" - "2016" - "Extraordinary General Meeting" - 8/3/2016 Management Proposal;

- 2) *To examine, discuss and deliberate on the Appraisal Report prepared by APSIS;***

A copy of the appraisal report of the assets of L&M, at book value, which will be incorporated into the Company's equity is contained in Annex II of the Management Proposal, already sent to CVM via IPE system and available on the Company's website, as above reported.

- 3) *Examine, discuss and deliberate on the Protocol and Justification of L&M Incorporadora Ltda. merger by Marcopolo S.A., as well as about all its annexes, which set forth the terms and conditions of the merger of L&M by the Company, together with the relevant documents;***

A copy of the Protocol and Justification of L&M Incorporadora Ltda. merger by Marcopolo S.A. is contained in Annex III of the Management Proposal (Protocol and Justification). The management states that the terms and conditions of the Protocol and Justification, including the exchange ratio applicable to the merger (Exchange Ratio) were determined based on independent negotiations between the managements of Marcopolo and L&M. The Exchange Ratio was established based on independent negotiations between the managements of Marcopolo and L&M, and Marcopolo's management has hired Ernst & Young to prepare economic and financial appraisals of Marcopolo and Neobus, which have supported the management during the negotiation of the Exchange Ratio. Ernst & Young Appraisal Report is included in Annex IV of the Management Proposal (Economic and Financial Appraisal). In addition, the Company clarifies that the Exchange Ratio reflects the recent negotiations between the managements of Marcopolo and L&M, which agreed to adjust the exchange ratio previously established in the Letter of Intent, entered into by and between the parties on November 3, 2015, in order to reflect changes in L&M's consolidated debt since that date.

4) *Deliberate on the proposed merger of L&M by the Company (Merger):*

Information regarding the terms and conditions of the Merger, required under Annex 20a of Instruction 481 are contained in Annex V of the Management Proposal. In view of the reasons described in the Protocol and Justification and other documents disclosed about the merger, especially since the Merger allows Marcopolo consolidating its investments in Neobus, a company that operates in the same segment of Marcopolo, enabling thus the use of synergies between operations, efficiency gains and cost rationalization, the Company's management proposes the approval of such Merger to the shareholders.

5) *Deliberate on the proposed increase of the capital stock of the Company and the corresponding adjustment of art. 5, caput, of the Company's Articles of Incorporation as a result of the Merger; and*

The merger, if approved, will result in an increase in the Company's capital stock amounting to BRL 20,915,478.20, through the issuance of 12,108,151 preferred shares, increasing the capital from BRL 1,200,000,000.00 to BRL 1,220,915,478.20, split into 341,625,744 uncertified common shares and 567,382,491 uncertified preferred shares, without par value. The Company's management proposes to shareholders the approval of the capital stock increase resulting from the merger of L&M, with a corresponding adjustment of the *caput*, art. 5 of the Company's Articles of Incorporation. Once the merger is approved and the resulting capital increase, Article 5 of the Company's Articles of Incorporation shall have the following wording: **Article 5** - *The capital stock, fully subscribed and paid in is BRL 1,220,915,478.20 (one billion, two hundred and twenty million, nine hundred and fifteen thousand four hundred and seventy-eight reais and twenty cents), split into 909,008,235 (nine hundred and nine million, eight thousand, two hundred and thirty-five) shares, of which 341,625,744 (three hundred and forty-one million, six hundred and twenty-five thousand, seven hundred and forty-four) uncertified common shares, and*

567,382,491 (five hundred and sixty-seven million, three hundred and eighty-two thousand, four hundred and ninety-one) preferred shares, without par value.

6) To authorize the managers to perform all actions required to make the Merger effective.

In case the above proposals are approved by the shareholders, the Company's management proposes the administrators be authorized to perform all actions and take all measures required for the Merger implementation.

II - SHAREHOLDERS WITH VOTING RIGHTS ON RESOLUTIONS:

Only shareholders holding common shares issued by the Company will be entitled to vote on resolutions to be passed at the AGE called for August 3, 2016, provided they are present at the Meeting or represented by an attorney-in-fact, duly appointed and constituted. Such attorney-in-fact should also be a shareholder, manager of the Company, counsel or financial institution according to the law.

III - DRAFT OF POWER OF ATTORNEY FOR REPRESENTATION AT THE MEETING:

Aiming at making easier the representation of shareholders at the Meeting, the company's management is providing a draft of the power of attorney, on its website ri.marcopolo.com.br - "Corporate Information" - "Minutes and Notices" - "Extraordinary Shareholders' Meeting" - "2016." - "Model of Power of Attorney". in order to enable a company lawyer being appointed to represent the shareholder at the Meeting called for August 3, 2016, at no cost, and with strict adhesion to voting instructions and granted powers.

IV - CLARIFICATION OF SHAREHOLDERS' DOUBTS:

In case the shareholder needs to clarify doubts regarding the documentation relevant to the General Meeting, may contact the Legal Department of the company, on the phone (054) 2101.4652 or by e-mail: ivete.pistorello@marcopolo.com.br

Caxias do Sul, RS, July 18, 2016.

José Antonio Valiati
Investor Relations Officer