

POWER OF ATTORNEY

GRANTOR:

(SHAREHOLDER) (QUALIFICATION)

GRANTEES:

MAURICIO OTAVIO BARCELLOS CASTILHOS, Brazilian, married, lawyer, enrolled in OAB/RS (Brazilian Bar Association) with no. 41,096, resident and domiciled in the city of Caxias do Sul, RS, and with law firm at Av. Rio Branco, 4889, Ana Rech, in the same city;

IVETE PISTORELLO, Brazilian, divorced, lawyer, enrolled in enrolled in OAB/RS (Brazilian Bar Association) with no. 14,676, resident and domiciled in the city of Caxias do Sul, RS, and with law firm at Av. Rio Branco, 4889, Ana Rech, in the same city;

POWERS:

For the special purpose, to, ISOLATELY, represent the Grantor as a shareholder of Marcopolo S.A., at the Extraordinary Shareholders' Meeting of the Company to be held on August 3, 2016, at 2:00 p.m., at the Company's facilities located at Avenida Rio Branco, 4889, Ana Rech quarter, in the city of Caxias do Sul, RS, being such attorney entitled to consider and vote on the matters of the pertinent Call Notice published in newspapers: Official Gazette of the State of Rio Grande do Sul and Folha de Caxias, days 19, 20 and 21 of July, 2016, everything according to the following guidelines, being also entitled to sign minutes and attendance books:

Agenda:

- a) To ratify the appointment and hiring of APSIS Consultoria e Avaliações Ltda. (AP SIS), 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);
In favor () Against () Abstain ()
- b) To examine, discuss and deliberate on the Appraisal Report prepared by APSIS;
In favor () Against () Abstain ()
- c) To 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;

In favor () Against () Abstain ()

d) To deliberate on the proposed merger of L&M by the Company (Merger);
In favor () Against () Abstain ()

e) To 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
In favor () Against () Abstain ()

f) To authorize the managers to perform all actions required to make the Merger effective.
In favor () Against () Abstain ()

(CITY), July (DAY), 2016.

(Signature of the shareholder)

NAME OF SHAREHOLDER