

MARCOPOLO S.A.
National Registry of Legal Entities no.: 88.611.835/0001-29
A Publicly-Held Company
NIRE NO. 43 3 0000723 5

NOTICE TO SHAREHOLDERS

SUBSCRIPTION PERIOD FOR LEFTOVER SHARES

MARCOPOLO S.A. (B3: POMO3, POMO4), in addition to the information already disclosed in the Material Fact and in the Notice to Shareholders dated Dec/10/2018, announces that, at a meeting held on Dec/10/2018, the Board of Directors of the Company approved a share capital increase of at least BRL 14,227,126.40 and at maximum BRL 70,188,092.80, through the private issuance of at least 4,445,977 registered preferred shares and a maximum of 21,933,779 registered preferred shares, with no par value, for private subscription in the period from Dec/20/2018 to Jan/18/2019, at the unit price of BRL 3.20, to be paid in cash or by offsetting credit arising from interest on net equity paid at this date.

At the end of the preemptive period for the subscription of shares, 20,622,846 registered preferred shares were effectively subscribed, as follows:

Shares Issued (A)	Shares Subscribed (B)	Leftovers C = (A – B)	Shares Subscribed with Interest in Leftovers (D)	Apportionment of Leftovers (C / D)
21,933,779	20,622,846	1,310,933	20,010,899	0.06551095

As already disclosed and based on the provisions of Article 171, paragraph 7, “b”, of the Brazilian Corporate Law, the 1,310,933 preferred shares not subscribed shall be apportioned among the shareholders holding the 20,010,899 shares that have expressed an interest in the acquisition of these leftover shares, **in the proportion of 0.06551095 new shares for each share subscribed in the preemptive period.**

Shareholders who choose to acquire these leftover shares **must subscribe them in the period from Feb/04/2019 to Feb/07/2019, and pay them upon subscription**, at the same price (BRL 3.20 per share, in cash), the apportionment coefficient indicated in

the previous item regarding the shares effectively subscribed in the preemptive period must be observed.

If the leftover coefficient multiplied by the number of shares subscribed in the preemptive period is less than one share, the subscription will not be available, as fractions of a share will not be subscribed.

The controlling shareholders have expressed their intention to subscribe the leftover shares to which they have a right according to the apportionment.

After the period above, in case any shares are still unsubscribed, there shall be a second period of allocation of leftovers, exclusively for those who manifest their interest in this second apportionment, who may subscribe shares at the same price and pay them in cash, in the period from Feb/14 /2019 to Feb/19/2019.

Customer Service:

- a) Holders of shares registered in Itaú: visit any specialized branch of Itaú Unibanco S.A.;
- b) Holders of shares registered with the B3 Central Depository of Assets, contact your custody agents.

Further information may be obtained from the Superintendence of Services to Companies and Foundations of Itaú Unibanco SA, by the telephones +55 (11) 3003-9285 (capitals and metropolitan areas) and +55 0800 720 9285 (other locations), on business days from 9:00 am to 6:00 pm, or from the Investor Relations Office of Marcopolo, by the telephone +55 (54) 2101.4950.

Caxias do Sul, RS, February 1, 2019

José Antonio Valiati
Investor Relations Director