

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

CLOSURE OF THE LEFTOVER SHARES SUBSCRIPTION AND PARTIAL APPROVAL OF CAPITAL INCREASE

MARCOPOLO SA (B3: POMO3, POMO4), following the information already disclosed in the Material Fact and in the Notice to Shareholders dated 12/10/2018, and Notices to Shareholders dated January 31, 2010 and February 13, 1919, announces that on March 19 February 2019, the deadline for the 2nd apportionment of shares for the subscription of shares related to the capital increase approved by the Company's Board of Directors on December 10, 2018, within the authorized capital limit, was terminated.

In the period from 04 to 02/19/2019, for the second subscription period, 81,717 new book-entry preferred shares with no par value were subscribed and paid-up at the price of BRL 3.20 per share, totaling BRL 261,494.40. The value subscribed in the periods of apportionment of the leftovers, added to the value subscribed in the period of preference, and discounting the shares subscribed under the condition of the capital being increased by the maximum fixed amount (Conditioned Shares), totals the subscription of 21,696,873 new preferred shares book-entry securities, with no par value, in the total amount of BRL 69,429,993.60.

Considering that the minimum amount established to effect the increase in the Company's capital stock was reached, the Board of Directors, at a meeting held today, partially ratified the capital increase approved at the Board of Directors' meeting held at on December 10, 2018, with the issuance of 21,696,873 new book-entry preferred shares, in the total amount of sixty-nine million, four hundred and twenty-nine thousand, nine hundred and ninety-three reais and sixty (BRL 69,429.993.60) cents), which corresponds to 98.91991252% of the fixed maximum value.

As a result of the partial approval, the Company's capital stock is increased by BRL 69,429,993.60, corresponding to 21,696,873 book-entry preferred shares, with the capital stock of BRL 1,264,622,468.00 (One billion, two hundred and sixty and four million, six hundred and twenty-two thousand, four hundred and sixty-eight reais), represented by 925,196,009 shares, of which 341,625,744 are book-entry common shares and 583,570,265 book-entry preferred shares, all without par value, to BRL 1,334,052,461.60 (One billion, three hundred and thirty-four million, fifty-two thousand, four hundred and sixty-one reais and sixty), represented by 946,892,882 (nine hundred and forty-six million, eight hundred and ninety-two) shares, of which 341,625,744 are book-entry common shares, and 605,267,138 (six hundred and five million, two hundred and sixty-seven thousand, one hundred and thirty-eight) all without par value.

As a consequence of the partial homologation, 236,906 registered book-entry preferred shares were canceled, of which, 2,041 shares were not subscribed, 234,865 shares were canceled because they were subscribed on condition of being subscribed the totality of the capital increase, which did not occur, or because they were conditioned, and only the effective proportion of the increase was subscribed, because the total number of

shares issued was not subscribed. The value of BRL 3.20 per share paid by the shareholders who subscribed Conditioned Shares and who were canceled will be reimbursed by the Company. To do so, it will place the respective amount at the disposal of the conditional share subscribers on February 27, 2019. The amount will be passed on to the respective subscribers through their custody agents.

The new book-entry preferred shares issued under the capital increase object of this notice, will be entitled, under equal conditions with the existing shares, to the full receipt of all the benefits, including dividends and / or interest on own capital that come to be declared as of this date.

Caxias do Sul, RS, February 25, 2019

José Antonio Valiati
Investor Relations Officer