

**MARCOPOLO S.A.**

National Registry of Legal Entities no. 88.611.835/0001-29

NIRE no. 43300007235

Open Capital Company

**MINUTES OF THE ANNUAL AND SPECIAL STOCKHOLDERS'  
MEETING HELD ON 3/28/2019**

**DATE and TIME:** 3/28/2019, 2 pm. **LOCATION:** Company's unit located at Av. Rio Branco no.4889, Ana Rech, in Caxias Do Sul, RS. **QUORUM:** Stockholders representing over two thirds of the voting capital. **PRESIDING MEMBERS:** PAULO CEZAR DA SILVA NUNES - President, and CARLOS ZIGNANI - Secretary. **PRESENT:** a) Company's managers; b) Mauricio Colombari, CRC-SP no. 195838/O-3, and Karmine Mattiuz de Souza, CRC-RS no. 089836/06, representatives of the PRICEWATERHOUSECOOPERS Independent Auditors; c) Francisco Sergio Quintana da Rosa, President of the Audit Committee. **PUBLICATIONS:** a) Financial statements: published on 02/26/2019 in the following newspapers: Diário Oficial from the State of Rio Grande do Sul, on pages 21 to 25; and Folha de Caxias, on pages 9 to 11 and 14 to 18; b) Call Notice: published on March 13, 14 and 15, 2019, in the following newspapers: Rio Grande do Sul State Official Gazette, on pages 5, 5 and 6, respectively; and Folha de Caxias, on pages 6, 4 and 6, respectively. **REMOTE VOTING:** The Chairman of the board performed the reading of the Consolidated Map of Remote Voting, under the regulations in force. **CONSIDERATIONS AND RESOLUTIONS:** The matters contained in the agenda were approved by the shareholders according to the exact terms of the Management Proposition submitted to the Securities and Exchange Commission - CVM and B3 via IPE system and made available to the shareholders in the company's registered office and on the website [ri.marcopolo.com.br](http://ri.marcopolo.com.br), as follows: I - IN THE SPECIAL MEETING: AMENDMENT OF SECTION 5 OF THE ARTICLES OF INCORPORATION: Approved by all of the shareholders present, representing over two thirds of the voting capital, the new wording of Section 5 of the Articles of Incorporation, to contemplate the increase of capital stock of the society, approved by the Management Council in the meeting held on Feb 25, 2019, and that changed the capital stock from BRL1,264,622,468.00 to BRL1,334,052,461.60. As a result, Section 5 of the Articles of Incorporation henceforth reads as follows: **Section 5** - *The capital stock, fully subscribed and paid up, is BRL 1,334,052,461.60 (one billion, three hundred and thirty-four million, fifty-two thousand four hundred and sixty-one with sixty cents), represented by 946,892,882 (nine hundred and forty-six*

*million, eight hundred and ninety-two thousand eight hundred and eighty-two) shares, 341,625,744 (three hundred and forty-one million, six hundred and twenty-five thousand seven hundred and forty-four) of them being common book-entry shares and 605,267,138 (six hundred and five million, two hundred and sixty-seven thousand one hundred and thirty-eight) being preferred book-entry shares, all of them with no par value.*

**II - IN ANNUAL MEETING OF SHAREHOLDERS: a) FINANCIAL STATEMENTS AND ALLOCATION OF NET PROFITS:** It was approved by the shareholders representing over two thirds of the capital with the right to vote, the Administration Report and Financial Statements regarding the social period ending on Dec 31, 2018, with the following net profit allocation of the business year: **a.1)** The net profit verified in the 2018 business year, in the amount of BRL 186,730,025.73 (one hundred and eighty-six million, seven hundred and thirty thousand, twenty-five and seventy-three cents), is allocated as follows: (i) - BRL 9,336,501.29 for the Statutory Reserve, corresponding to 5% of the Net Profits; (ii) - BRL 82,909,685.16 to pay interest on the company capital and dividends to all company shares; (iii) - the remaining balance in the amount of BRL 94,483,839.28 will be entirely allocated to the following Articles of Incorporation-mandated reserves: Reserve for future capital increase - BRL 66,138,687.50, corresponding to 70% of the remaining net profits; Reserve to pay interim dividends - BRL 14,172,575.89, corresponding to 15% of the remaining profits, and its balance corresponding to 9.16% of the company capital, therefore not exceeding the maximum limit allowed by the Articles of Incorporation, which is 10% of the company capital; and Reserve for acquisition of company shares - BRL 14,172,575.89, corresponding to 15% of the remaining profits, and its balance corresponding to 9.16% of the company capital, therefore not exceeding the maximum limit allowed by the Articles of Incorporation, which is 10% of the company capital. **a.2)** The shareholders representing over two thirds of the voting capital ratified the decisions made by the Board of Directors in the meeting held on December 10, 2018, which authorized the payment of interests over the own capital and dividends, regarding the 2018 business year, on the total amount of BRL 82,909,685.16, payed on 02/01/2019, at the rate of BRL 0.09 per share, and considering that, out of said amount, BRL 44,348,381.11, were applied to the mandatory minimum dividends, and BRL 38,561,304.05 regarding additional dividends. The total amount of dividends and interest on the company capital, applied to the mandatory dividends previously declared on account of the business year 2018 represented 44.40% of the net profits, and the net amount of said dividends and interest represented 37.74% of the net profits. **b) AUDIT COMMITTEE ELECTION:** Were elected the persons below as members of the company's Audit Committee, which will be in operation until the next Annual Stockholders' Meeting to be

held in 2020: (i) the controlling stockholders elected: **FRANCISCO SERGIO QUINTANA DA ROSA**, a Brazilian citizen, married, an engineer agronomist, Individual Taxpayer Registration Number no. 095.664.300-00, ID Card no. 8008638994 issued by SSP/RS on 07.20.1977, resident and domiciled at Rua Santo Inácio no. 139, apt. 702, Moinhos de Vento, in the city of Porto Alegre RS, Zip Code 90.570-150, as a seated member of the Audit Committee, and SÉRVULO LUIZ ZARDIN, a Brazilian citizen, a widower, an economist, Individual Taxpayer Registration Number no. 001.372.780-04, ID Card no. 4006892337 - SSP/RS, resident and domiciled at Rua Cônego Viana no. 240, 13th floor, in the city of Porto Alegre, RS, Zip Code 90.420-170, as an alternate member, appointed by the controllers; Once again, the company abstains from electing the same number of members elected by the minority stockholders and stockholders holding preferred shares plus one; (ii) the minority stockholders elected: **WILLIAM CORDEIRO**, a Brazilian citizen, single, engineer, Individual Taxpayer Registration No. 092.197.196-65, ID card No. 478345975, issued by SSP/SP on 12/15/2011, residing and domiciled in São Paulo, SP, at Rua Iaiá, no. 112, apto. 14, Itaim Bibi, Zip Code 04.542-060, as a seated member of the Audit Committee, and THIAGO COSTA JACINTO, a Brazilian citizen, single, entrepreneur, Individual Taxpayer Registration No. 010.562.761-50, ID card No. 38.347.877-7, issued by SSP/SP, residing and domiciled in São Paulo, SP, at Rua Bandeira Paulista, no. 300, apto. 205, Itaim Bibi, Zip Code 04.542-000, as a substitute member, both nominated by stockholder ALASKA Investimentos Ltda., holder of 19,1% of the Company's common stock; (iii) the stockholders in attendance holding preferred shares elected: **CRISTIANO MACHADO COSTA**, a Brazilian citizen, married, economist, Individual Taxpayer Registration no. 810.485.480-15, ID Card no. 1016752204 issued by SJS/RS on 12/07/2001, residing and domiciled at Rua Doutor Dário de Bitencourt, 300, apto. 1903B, Vila Ipiranga, in the city of Porto Alegre, State of Rio Grande do Sul, Zip code 91.360-390, as an effective member of the Audit Committee, and ROBERTO LAMB, a Brazilian citizen, married, professor and counselor, Individual Taxpayer Registration no. 009.352.630-04, ID Card no. 3004212902, issued by SSP/RS on 12/04/2009, residing and domiciled at Avenida Carlos Gomes, 777/402, in the city of Porto Alegre, State of Rio Grande do Sul, Zip Code 90.480-003, as a substitute member, nominated by stockholder Petros – Fundação Petrobrás de Seguridade Social; **c) AUDIT COMMITTEE MEMBERS' COMPENSATION:** Approved by stockholders representing over two thirds of the voting capital the annual global compensation of the acting Audit Committee members at BRL 682,500.00, which amount cannot be below the legal minimum. **5) DIRECTORS' COMPENSATION:** Approved by stockholders representing over two thirds of the voting capital the administrators' monthly global compensation for this business year, including the fees to be paid to

the directors, executive officers and, when applicable, Committee members who are administrators, taking effect as of April 1, 2019, was established at BRL 875,000.00, this amount will remain fixed, without any adjustment for inflation, until the date of the Annual Stockholders' Meeting to be held in 2020. **OMISSION OF SIGNATURES:** The majority of Stockholders approved the publication of these minutes without bearing the signatures of the stockholders' present. Vote Manifest: It was received the vote manifest from the stakeholders from VATE Participação e Administração Ltda., Therezinha Lourdes Comerlato Pinto and Viviane Maria Pinto Bado, as well as from the stakeholder André de Araujo Souza, which are filled in the society. **CLOSING:** Once the Agenda had been completed, the session was closed and these minutes were written, recording the proceedings and the resolutions made in summary form. These minutes were read, found to be completely correct in all of their terms, and signed by the stockholders present. Caxias do Sul, Rio Grande do Sul – Thursday, March 28, 2019. Paulo Cezar da Silva Nunes - President; Carlos Zignani - Secretary; Stakeholders: for BELLPART PARTICIPAÇÕES LTDA. – Nestor Antonio Perottoni; for James Eduardo Bellini – Carlos Zignani; for Mauro Gilberto Bellini, and for Paulo Alexander Pacheco Bellini – Ivete Pistorello; for VATE – Participações e Administração Ltda., Therezinha Lourdes Comerlato Pinto and Viviane Maria Pinto Bado – David Kassow; André de Araujo Souza; Alaska Investimentos Ltda. (Reemote voting); for Fundação Marcopolo – Ivete Pistorello; Raul Tessari; Petros – Fundação Petrobrás de Seguridade Social (Remote voting); for administrators' fund for Itau Unibanco S.A. and J.P. Morgan S.A. – Livia Beatriz Silva do Prado; Administrators' fund for Citibank (remote voting). José Antonio Valiati - Director; Francisco Sergio Quintana da Rosa – Audit Counselor.

As Chairman and Secretary of the Annual and Special Stockholders' Meeting, we hereby state that these Minutes are a faithful copy of the original Minutes entered into the Book of Stockholders' Meeting Minutes no. 2, pages 41 to 46, and that the signatures issued above are authentic.

Caxias do Sul - Thursday, March 28, 2019

Paulo Cezar da Silva Nunes  
Chairman

Carlos Zignani  
Secretary

Ivete Pistorello

OAB/RS  
(Brazilian Bar Association/State of Rio Grande do Sul)  
Registration Number 14.676