

MILLS ESTRUTURAS E SERVIÇOS DE ENGENHARIA S.A

CNPJ/MF No. 27.093.558/0001-15

NIRE 33.3.0028974-7

A PUBLICLY HELD COMPANY

MINUTES OF THE MEETING OF THE AUDIT COMMITTEE

HELD ON MARCH 8th, 2017

DATE, TIME AND PLACE: On March 8th, 2017, at 10:00 a.m., at the head office of Mills Estruturas e Serviços de Engenharia S.A. ("Company"), in the State and city of Rio de Janeiro, at Estrada do Guerenguê, 1.381, Taquara, Rio de Janeiro.

CALL NOTICE: Call Notice executed in accordance with Article 28, paragraph 5 of the Bylaws of the Company.

ATTENDANCE: The following effective members of the Audit Committee attended the meeting: Mr. Marcus Vinícius Dias Severini and Ms. Isabella Saboya de Albuquerque. The alternate member, Mr. Leonardo Roslindo Pimenta, was also present at substitution to the effective member, Mr. Eduardo Botelho Kiralyhegy. Also attended the meeting, Mr. Sebastião Dantas Ramos, Controller of the Company, Ms. Renata Silva Vaz, Financial Planning Manager of the Company, Ms. Camila Delfini dos Santos Conrado, IR Coordinator of the Company. Also present were Mr. Luis Cláudio França Araújo, registered with the CRC/RJ under No. RJ-091559 / O-4, Marcelo Ferreira Sobrinho, Julia Villas Boas Lemos and Adriane Farias, all representatives of KPMG Auditores Independentes, the independent auditor of the Company ("Independent Auditors"), to provide any clarifications.

CHAIR: Chairman: Mr. Marcus Vinícius Dias Severini; Secretary: Mr. Rafael Machado da Conceição.

AGENDA: Acknowledge of the opinion, without any restriction, of the Independent Auditors and give an opinion on the Management Report, Management accounts, the Financial Statements and the Explanatory Notes of the Company for the fiscal year ended on December 31, 2016.

RESOLUTIONS: The Board members of the Audit Committee, based on the opinion, without any restriction, of the Independent Auditors of the Company, on March, 8th, 2017, unanimously, opined in favor, without any restriction, of the

Management Report, Management accounts, the Financial Statements and the Explanatory Notes of the Company, for the fiscal year ended on December 31, 2016.

In light of the resolutions approved herein, the Board members of the Audit Committee approved the favorable opinion, without any restrictions, with respect to the matters of the Agenda, under the terms and conditions of Exhibit I to these minutes, as well as the remittance of the opinion to the Annual Shareholders' Meeting.

CLOSING AND SIGNATURES: There being nothing more to address, the Chairman closed the meeting, and these minutes of the Audit Committee were read, approved and executed in the corporate book of the Company by the effective and substitute (as applicable) members of the Audit Committee of the Company.

Rio de Janeiro, March 8th, 2017.

Marcus Vinícius Dias Severini
Chairman

Rafael Machado da Conceição
Secretary

Members of the Audit Committee in attendance:

MARCUS VINÍCIUS DIAS SEVERINI

ISABELLA SABOYA DE ALBUQUERQUE

LEONARDO ROSLINDO PIMENTA

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CNPJ/MF No. 27.093.558/0001-15

NIRE No. 33.3.0028974-7

MINUTES OF THE MEETING OF THE AUDIT COMMITTEE

HELD ON MARCH 9th, 2016

A PUBLICLY HELD COMPANY

EXHIBIT I

OPINION OF THE AUDIT COMMITTEE

The Audit Committee of Mills Estruturas e Serviços de Engenharia S.A. ("Company"), in the exercise of its legal and statutory functions, in a meeting held on March 8th, 2017, examined the Management Report, Management Accounts, the Financial Statements and the Explanatory Notes of the Company for the fiscal year ended on December 31, 2016, and based on the examinations performed and the opinion, without any restriction, of the Independent Auditors, on March, 8th, 2017, according to above mentioned Financial Statements, as well as the information and clarification provided by the representatives of the Company, during the fiscal year ended on December 31, 2016, decided, unanimously, opine in favor of the documents mentioned above, without any restrictions, recommending its remittance to the Annual Shareholders' Meeting for appropriate legal purposes.

Rio de Janeiro, March 8th, 2017.

Members of the Audit Committee in attendance:

Marcus Vinícius Dias
Severini

Isabella Saboya de
Albuquerque

Leonardo Roslindo
Pimenta