

MILLS ESTRUTURAS E SERVIÇOS DE ENGENHARIA S.A.

CNPJ/MF n.º 27.093.558/0001-15

NIRE 33.3.0028974-7

A Publicly Held Company

CALL NOTICE FOR THE
ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Board of Directors of MILLS ESTRUTURAS E SERVIÇOS DE ENGENHARIA S.A. ("Company") convenes its shareholders to assemble at the Ordinary and Extraordinary Shareholder's Meeting, to be held on April 27, 2017 at 3 pm, at the headquarters of the Company, located at Estrada do Guerenguê 1.381, Taquara, Jacarepaguá, in the city and State of Rio de Janeiro, to decide on the matters listed below.

AGENDA:

I. At Ordinary Shareholder's Meeting:

1. Take the accounts of management, examine, discuss and vote on the Management Report and the Financial Statements for the fiscal year ended December 31, 2016, accompanied by the opinion of the independent auditors and by the opinion of the Audit Committee;
2. Elect the members of the Fiscal Council of the Company; and
3. Settle the compensation of the management of the Company for the fiscal year 2017.

II. At Extraordinary Shareholder's Meeting:

1. Deliberate on the amendment of the following articles of the Company's Bylaws, as provided for in the Management Proposal:
 - (i) amend article 5º to reflect the current subscribed capital of the Company, of R\$688,318,462.91, represented by 175,586,442 common, nominative, inscribed and without par value shares;
 - (ii) amend article 15, in order to provide for minimum number of Board meetings per year, as well as the respective paragraphs 2º and 3º, in order to regulate the form of summons and the remote participation of the Board members in meetings of the body;

- (iii) amend article 16 in order to clarify the competence of the Board of Directors to approve its internal regulations;
- (iv) amend article in order to achieve: (1) adjust the wording of item “b”; and (2) details of the assumptions applicable to the up to the limit set forth by the Board of Directors in relation to the item “j”;
- (v) amend article 28, paragraphs 5º and 7º, in order to regulate the convening form and remote participation of the members of the Fiscal Council at the body meetings;
- (vi) amend article 30, §1º, subparagraph b; and its paragraphs 2º and 3º, to adjust the wording.

GENERAL OBSERVATIONS:

1. In observance of Article 133 of the Brazilian Corporations Law and CVM Instruction 481/09, copies of the Management Report, the Financial Statements for the fiscal year ended December 31, 2016, accompanied by the opinion of the independent auditors and the opinion of the Fiscal Council, which were published in the March 21, 2017 edition of the newspaper Valor Econômico and in the March 21, 2017 edition of the Diário Oficial do Estado do Rio de Janeiro, as well as the other documents and information required by CVM Instruction 481/09, are available to Shareholders at the Company's headquarters and on its website (www.mills.com.br), on the BM&FBOVESPA website (www.bmfbovespa.com.br), on the website of the Comissão de Valores Mobiliários (www.cvm.gov.br) and on the Valor Econômico newspaper website (www.valor.com.br/valor-ri)
2. Subject to the provision in Article 126 of Law no. 6.404/76, shareholders are requested, if intended to be represented by attorneys-in-fact, to deliver at the headquarters of the Company the relevant powers-of-attorney and documents that evidence the powers of the legal representative, preferably 48 (forty eight) prior to the date of the shareholders' meeting.
3. To participate in the shareholders' meeting, shareholders must present an I.D./corporate documents and proof of ownership of the shares of the Company issued by the depositary financial institution 5 (five) business days prior to the Shareholders' Meeting.
4. We recommend that shareholders arrive 1 (one) hour early, for due registration and entry into the Shareholders' Meeting.

5. Observing the procedure provided for in CVM Instruction nº 481/09, "Chapter III-A", introduced by CVM Instruction No. 561/15, shareholders may exercise the vote through completion and delivery form to cast vote from a distance provided by Company and on the CVM page and also, in your own page on the World Wide Web.

Rio de Janeiro, March 27, 2017.

Andres Cristian Nacht
Chairman of the Board of Directors