

MILLS ESTRUTURAS E SERVIÇOS DE ENGENHARIA S.A.

CNPJ/MF N.º 27.093.558/0001-15

NIRE 33.3.0028974-7

Publicly-held Corporation

MINUTES OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING
HELD ON APRIL 27, 2017

(prepared in summarized form, as authorized in
paragraph 1 of article 130 of Act no. 6.404/76, as amended)

DATE, TIME, AND PLACE: On April 27, 2017, at 3:00 pm, at the registered office of Mills Estruturas e Serviços de Engenharia S.A. ("Company"), located at Estrada do Guerenguê 1.381, Taquara, Jacarepaguá, in the city of Rio de Janeiro, State of Rio de Janeiro.

CALL: Call notice published on March 28, 29, and 30, 2017, in the Official Gazette of the State of Rio de Janeiro ("*Diário Oficial do Estado do Rio de Janeiro*", pages 101, 85 and 81 respectively) and in "Valor Econômico" newspaper (pages E8, E18 and E4, respectively).

PUBLICATIONS: Company's Management Report and Financial Statements for the year ended on December 31, 2016, accompanied by the opinion of the Independent Auditors, as well as the favorable opinion of the Fiscal Council, as approved at the meeting of Company's Board of Directors held on March 8, 2017, were published in the Official Gazette of the State of Rio de Janeiro (pages 24 to 30) and in "Valor Econômico," (pages E3 to E9), on March 21, 2017, and the publication of the notices mentioned in the main section of article 133, of Act no. 6.404, of December 15, 1976, as amended ("Brazilian Corporations Law"), has been waived considering the provision in paragraph 5 of the same article. Were also disclosed to the market electronically the documents required by CVM Instruction 481/2009.

ATTENDANCE: Shareholders holding 101,055,089 (one hundred million fifty five thousand and eighty nine shares, corresponding to 57.6% of Company's capital stock, as registered in Company's Shareholders Attendance Book, being verified, therefore, the quorum to call this Meeting to order Mr. Luis Claudio França de Araújo (CRC RJ-091559/O-4), representative of KPMG Auditores Independentes, Company's independent auditors during 2016

("Independent Auditors"), and Mr. Eduardo Botelho Kiralyhegy, effective member of Company's Fiscal Council were also present, as provided in Paragraph 1 of Article 134, and Article 164 of Brazilian Corporations Law.

CHAIR: Chairman of the meeting: Andres Cristian Nacht; Secretary of the meeting: Rafael Machado da Conceição.

AGENDA: I. at Ordinary General Meeting: (i) take the accounts of management, examine, discuss and vote Company's Management Report and Financial Statements for the year ended on December 31, 2016, accompanied by the opinion of the Independent Auditors and the opinion of the Fiscal Council; (ii) elect the members of Company's Fiscal Council; and (iii) determine the remuneration of Company's managers for 2017; and II. at Extraordinary General Meeting: Deliberate on the amendment of the following articles of the Company's Bylaws, as provided for in the Management Proposal: (i) amend article 5° 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 2° and 3°, 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 5° and 7°, in order to regulate the convening form and remote participation of the members of the Fiscal Council at the body meetings; and (vi) amend article 30, §1°, subparagraph b; and its paragraphs 2° and 3°, to adjust the wording.

RESOLUTIONS: After the reading of the consolidated vote map of the votes cast through remote voting ballots, which was made available for queries by attending shareholders, pursuant to paragraph 4° of article 21-W of CVM Instruction 481/2009, the following resolutions were taken:

At Ordinary General Meeting:

1. By unanimity, registering abstentions, including those legally impeded

(as vote map in Annex II), have approved Company's Management Report, the management accounts, and Financial Statements for the year ended December 31, 2016, accompanied by the Independent Auditors' report and Company Fiscal Council's favorable opinion.

2. By unanimity, registered abstentions and votes opposed, (as vote map in Annex I), they approved the election and/or reelection (as applicable) of the following members of Company's Fiscal Council, to hold office until the Annual General Meeting that will deliberate on the financial statements for 2017, pursuant to Article 28, paragraph 2, of Company's Articles of Incorporation: (i) Eduardo Botelho Kiralyhegy, Brazilian, single, attorney, OAB/RJ 114.461, taxpayer identification number CPF/MF 082.613.217-03, residing and domiciled at Rua Elmano Cardim n° 14, apto 201, Urca, in the city of Rio de Janeiro, State of Rio de Janeiro, CEP 22291-040; (ii) Marcus Vinícius Dias Severini, Brazilian, married, accountant, ID no. 093982-O-3, issued by CRC-RJ, taxpayer identification number CPF/MF 632.856.067-20, residing and domiciled at Rua Antonio Salema 68/401, in the city of Rio de Janeiro, State of Rio de Janeiro, CEP 20541-070; and (iii) Ana Maria Siqueira Dantas, Brazilian, married, engineer, ID number 04673768-0, issued by IFP, taxpayer identification number CPF/MF 879.733.087-68, residing and domiciled at Rua Cupertino Durão 104, apto 401, in the city of Rio de Janeiro, State of Rio de Janeiro, CEP 22441-030, all as effective members; as well as to elect and/or reelect (as appropriate); Leonardo Roslindo Pimenta: Brazilian, married, attorney, OAB/RJ no. 88.060, taxpayer identification number CPF/MF 016.749.907-66, residing and domiciled at Rua Fadel Fadel, 186 – apto. 702 – Leblon, in the city of Rio de Janeiro, State of Rio de Janeiro, CEP: 22430-170; (ii.1) Vera Lucia de Almeida Pereira Elias, Brazilian, married, accountant and attorney, ID no. RJ-043059/O-8, issued by CRC-RJ, taxpayer identification number CPF/MF 492.846.497-49, residing and domiciled at Rua Uruguai 481/602, in the city of Rio de Janeiro, State of Rio de Janeiro, CEP 20510-060; and (iii.1) Isabella Saboya de Albuquerque, Brazilian, divorced, consultant, ID no. 08423778-3, issued by IFP, taxpayer identification number CPF/MF 017.919.007-55, residing and domiciled at Rua Pozina Cavalcante 153, apto 1301 in the city of Rio de Janeiro, State of Rio de Janeiro, ZIPCODE 22610-080, as their respective alternates.

2.1 Fiscal Council's members now reelected and/or elected (as applicable) shall take office upon the execution of their respective instruments of

investiture registered in Company's Fiscal Council Meeting Minutes Book, which should include the statements provided in Article 147 of the Stock Corporations Act and other legal provisions applicable. Mr. Eduardo Botelho Kiralyhegy shall act as Chairman of the Fiscal Council. Pursuant to Article 162, paragraph 3, of the Stock Corporations Act, each effective member of the Fiscal Council, shall be entitled to remuneration in the amount corresponding to ten percent (10%) of the average remuneration paid to each officer of the Company, excluding benefits, representation allowances, and profit sharing.

3. By majority, registered the votes opposed and the abstentions, (as vote map in Annex II), they approved the total remuneration of the members of Company's Board of Directors and Executive Board for 2017 of R\$ 13,465,348.45 (thirteen million four hundred and sixty-five thousand three hundred and forty eight reais and forty five cents), all in accordance with the proposal submitted for decision of the meeting, the Board of Directors being responsible for the allocation thereof among the members of the Board of Directors and Executive Board.

At Extraordinary General Meeting:

4. [By majority], registered the votes opposed and the abstentions, (as vote map in Annex I), they approved amendments of the Company's Bylaws, in accordance with the wording of Annex II.

VOTING STATEMENT: In compliance with article 21, paragraph 6, of the CVM Instruction n° 480 December 7, 2009, as amended, the voting map in Annex I, which is an integral part of this minutes of meeting, indicates how many approvals, rejections and abstentions each deliberation received, as well as the number of votes given to each candidate in the election to the Fiscal Council.

DOCUMENTS SUBMITTED TO THE MEETING: The documents submitted to the Meeting for consideration have been numbered and certified by the chairman and secretary of the Meeting and filed at Company's registered office, and copies thereof have been delivered to shareholders upon request.

CLOSING AND SIGNATURES: With no further matters to be discussed, the Chairman adjourned the Meeting, and these minutes have been prepared in summarized form, to be published omitting the signatures of the attending shareholders, as provided in paragraphs 1 and 2 of Article 130 of the Stock

Corporations Act, which, after being read and approved, were signed in the proper book by all attending shareholders, by the Chairman of the Meeting, and by the Secretary of the Meeting. Shareholders present: ANDRES CRISTIAN NACHT; CRISTIAN NACHT; SNOW PETREL S.L., JYTTE KJELLERUP NACHT, PEDRO KAJ KJELLERUP NACHT, TOMAS RICHARD NACHT, ANTONIA KJELLERUP NACHT, FRANCISCA KJELLERUP NACHT; FIP AXXON BRAZIL PRIVATE EQUITY FUND II, FUNDO DE INVESTIMENTO EM PARTICIPACOES AXXON BRAZIL PRIVATE; BEST INVESTMENT CORPORATION, THE CHURCH COMMISSIONERS FOR ENGLAND, CANADA POST CORPORATION REGISTERED PENSION PLAN, T. ROWE PRICE GLOBAL INDUSTRIALS FUND, ADVANCED SERIES TRUST – AST, GOLDMAN SACHS MULTI-ASSET PORTFO; DIEGO JORGE BUSH, ELIO DEMIER, KINEA PIPE FUNDO DE INVESTIMENTO EM ACOES, KINEA PIPE FUNDO DE INVESTIMENTO EM ACOES, KINEA I PIPE FUNDO DE INVESTIMENTO EM ACOES; M SQUARE BRAZIL VALUE LONG ONLY FUND II LLC, M SQUARE ACOES CSHG MASTER FIA, YALE UNIVERSITY, CARNEGIE LLC, M SQUARE ACOES CSHG MASTER INSTITUCIONAL FIA, MBV FUNDO DE INVESTIMENTO EM ACOES – IE, M SQUARE ALISIO FIA, NATO FI EM ACOES- INVESTIMENTO NO EXTERIOR; MFS EMERGING MARKETS EQUITY FUND, CAISSE DE DEPOT ET PLACEMENT DU QUEBEC, BRANDES INSTITUTIONAL EQUITY TRUST, WEST VIRGINIA INVESTMENT MANAGEMENT BOARD, FAMA SMALL & MID CAPS MASTER FIA, WASHINGTON STATE INVESTMENT BOARD, MFS EMERGING MARKETS EQUITY TRUST, FEBE VALOR FUNDO DE INVESTIMENTO EM ACOES, VERTRA MASTER FUNDO DE INVESTIMENTO EM ACOES, VERTRA INSTITUCIONAL MASTER FUNDO DE INVESTIMENTO EM ACOES, MFS EMERGING MARKETS EQUITY FUND (CAN) , BANK SINOPAC PINEBRIDGE BRIIC INFRASTRUCTURE EQUITY FUND, CITY OF NEW YORK GROUP TRUST, MFS MERIDIAN FUNDS - EMERGING MARKETS EQUITY FUND, MFS MERIDIAN FUNDS - LATIN AMERICAN EQUITY FUND, MFS INVESTMENT FUNDS - EMERGING MARKETS EQUITY FUND, MFS VARIABLE INSURANCE TRUST II -MFS E M EQUITY PORTFOLIO, SPDR S&P EMERGING MARKETS SMALL CAP ETF, ALPS METIS GLOBAL MICRO CAP FUND, CIBC LATIN AMERICAN FUND, EMERGING MARKETS INTERNATIONAL FUND, LEGAL AND GENERAL ASSURANCE PENSIONS MNG LTD, FLORIDA RETIREMENT SYSTEM TRUST FUND, WORLD

INVESTMENT OPPORTUNITIES FUND - LATIN AMERICA
PERFORMA, TEACHER RETIREMENT SYSTEM OF TEXAS, THE
BOARD OF A.C.E.R.S. LOS ANGELES, CALIFORNIA, MFS
DEVELOPMENT FUNDS, LLC, UTAH STATE RETIREMENT
SYSTEMS, OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM.

Rio de Janeiro, April 27, 2017

I certify that these minutes are a true copy of the minutes registered in the
proper book.

Andres Cristian Nacht
Chairman

Rafael Machado da Conceição
Secretary

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ANNEX I

TERM OF NON-INSTATEMENT
OF THE EXTRAORDINARY SHAREHOLDERS' MEETING
CALLED FOR SEPTEMBER 27, 2017 AT 3:00 P.M.

The Chairman noticed the absence of the minimum quorum required by Law, of minimum of 2/3 of the capital of the Company, for the instatement of the Extraordinary Shareholders' Meeting called for this date and time, in accordance with Article 135 of Law No. 6,404, dated as of December 15, 1976, as amended, and shall be held by the directors of the Company as new convocation notice.

Rio de Janeiro, April 27, 2017.

Andres Cristian Nacht
Chairman

Rafael Machado da Conceição
Secretary

ANNEX II

CONSOLIDATED SUMMARY VOTING STATEMENT ORDINARY GENERAL MEETING HELD ON APRIL 27, 2017

The voting statement below summarizes the votes delivered by shareholders of MILLS ESTRUTURAS E SERVIÇOS DE ENGENHARIA S.A. ("Mills" or the "Company") present in the Ordinary and Extraordinary General meeting ("AEGMS") held on 27 April 2017, at 15:00 hours, at the Company's headquarters.

There was no quorum of installation of the extraordinary general meeting convened for this date.

The meeting decided on the following 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 Fiscal Council;
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.

Consolidated summary voting statement of the Ordinary General Meeting held on April 27, 2017

Ordinary Shareholder Meeting				
Resolution code	Resolution detail	Voto	Amount of shares	% total votes
1	Management Report and the Financial Statements for the fiscal year ended December 31, 2016	Approve	73,425,158	42,37%
		Abstain	25,843,866	14,91%
		Reject	-	0,00%
2	Elect members of the Fiscal Council of the Company	Approve	93,960,519	54,22%
		Abstain	5,257,234	3,03%
		Reject	-	0,00%
3	Settle the compensation of the management of the Company for the fiscal year 2017	Approve	93.920.837	54,19%
		Abstain	2,751,264	1,59%
		Reject	2,596,923	1,50%

* For purpose of deliberations, the Treasury shares were not considered. Only the number of shares owned by shareholders who attended the meeting were considered, being present, yet, the shareholders who voted remotely, in the form of art. 21-V of CVM Instruction 481.

** See Agenda above.