

FOURTH SUPPLEMENT DATED 4 MARCH 2013
TO THE BASE PROSPECTUS DATED 21 JUNE 2012



(incorporated as a *société anonyme* in France)

Euro 6,000,000,000

Euro Medium Term Note Programme

Due from one year from the date of original issue

This fourth supplement (the "**Fourth Supplement**") constitutes a supplement to and must be read in conjunction with the Base Prospectus dated 21 June 2012 granted visa No. 12-283 on 21 June 2012 by the *Autorité des marchés financiers* (the "**AMF**"), as supplemented by the first supplement dated 8 August 2012 granted visa No. 12-406 on 8 August 2012, the second supplement dated 20 November 2012 granted visa No. 12-565 on 20 November 2012 and the third supplement dated 13 February 2013 granted visa No. 13-030 on 13 February 2013 (the "**Base Prospectus**") prepared by VINCI (the "**Issuer**") with respect to the Euro 6,000,000,000 Euro Medium Term Note Programme (the "**Programme**"). Terms defined in the Base Prospectus have the same meaning when used in this Fourth Supplement. The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC as amended by Directive 2010/73/EU (the "**Prospectus Directive**").

Application has been made to the AMF in France for approval of this Fourth Supplement to the Base Prospectus, in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive.

To the best knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Fourth Supplement is in accordance with the facts and contains no omission likely to affect its import. The Issuer accepts responsibility for the information contained in this Fourth Supplement.

This Fourth Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive for the purposes of (i) incorporating by reference the *Rapport Annuel 2012* of the Issuer in the French language¹ filed with the AMF on 27 February 2013 under no. D.13-0085, including the audited consolidated annual financial statements of the Issuer as at, and for the year ended 31 December 2012, the explanatory notes thereto and the related statutory auditors' report (the "**2012 Annual Report**") and (ii) updating the "Recent Developments" section of the Base Prospectus by including the press release of the Issuer dated 21 February 2013 relating to the acquisition of ANA, the Portuguese airport concession company (the "**VINCI Press Release**").

The following document has been filed with the AMF and by virtue of this Fourth Supplement such document shall be deemed to be incorporated by reference into and form part of the Base Prospectus:

- the 2012 Annual Report.

Copies of this Fourth Supplement and the 2012 Annual Report (a) may be obtained, free of charge (i) at the office of the Fiscal Agent and the Paying Agents set out at the end of the Base Prospectus during normal business hours, (ii) at the registered office of the Issuer during normal business hours and (iii) on the website of the AMF (www.amf-france.org) and (b) will be available on the website of the Issuer (www.vinci.com).

¹ The free English language translation of the 2012 Annual Report may be obtained without charge from the website of the Issuer (www.vinci.com) from 12 March 2013.

To the extent that there is any inconsistency between any statement in this Fourth Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Fourth Supplement will prevail.

Save as disclosed in this Fourth Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of the Notes to be issued under the Programme since the publication of the Base Prospectus.

Save as disclosed in this Fourth Supplement, there has been no significant change in the financial and trading position of the Issuer since 31 December 2012.

This Fourth Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF's *Règlement Général* for the purpose of giving information with regard to the Issuer and the Notes to be issued under the Programme additional to the information already contained or incorporated by reference in the Base Prospectus. To the extent applicable, and provided that the conditions of Article 212-25 I of the AMF's *Règlement Général* are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Fourth Supplement is published, have the right, according to Article 212-25 II of the AMF's *Règlement Général*, to withdraw their acceptances by no later than 6 March 2013.

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INCORPORATION BY REFERENCE OF THE 2012 ANNUAL REPORT

With effect from the date of this Fourth Supplement, the following sections of the Base Prospectus shall be amended as follows:

RISK FACTORS RELATING TO THE ISSUER AND ITS OPERATIONS

The "Risk Factors Relating to the Issuer and its Operations" section on page 12 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"See 2012 Annual Report, pages 120 to 126 and 243 to 256, as defined and further described under "Documents Incorporated by Reference" in this Base Prospectus."

DOCUMENTS INCORPORATED BY REFERENCE

Paragraph (b) of the "Documents Incorporated by Reference" section on page 13 of the Base Prospectus shall be deleted in its entirety and replaced by the following:

"(a) the sections referred to in the cross-reference table below which are extracted from the *Rapport Annuel 2012* of the Issuer in the French language² filed with the AMF on 27 February 2013 under no. D.13-0085 which includes the audited consolidated annual financial statements of the Issuer for the year ended 31 December 2012, together with the explanatory notes and the related auditors' reports (the "**2012 Annual Report**"), except for:

- the third paragraph of the "*Déclaration du responsable du document de référence*" by Xavier Huillard, *président-directeur général* of the Issuer, referring, *inter alia*, to the *lettre de fin de travaux* of the statutory auditors of the Issuer on page 298 of such 2012 Annual Report and any reference thereto;
- the reference to pages 282-283 of the 2011 Annual Report and to pages 291-292 of the 2010 Annual Report mentioned in the section 4 (*Informations incluses par référence*) on page 298 of the 2012 Annual Report; and
- the chapter 1 of the table of correspondence on page 299 of the 2012 Annual Report;"

Paragraph (a) of the "Documents Incorporated by Reference" section on page 13 of the Base Prospectus shall become paragraph (b) and shall be inserted immediately after the new paragraph (a) set out above.

The cross-reference table on pages 14 to 16 of the Base Prospectus shall be deleted in its entirety and replaced with the following cross-reference table:

Information incorporated by reference (Annex IX of the European Regulation 809/2004/EC)	Page no. in the applicable document
2. STATUTORY AUDITORS	
2.1. Names and addresses of the Issuer's auditors (together with their membership of a professional body)	Section 2 on p. 298 in 2012 Annual Report
3. RISK FACTORS	
3.1. Risk factors	p. 120-126 and p. 243-256 in 2012 Annual Report

² The free English language translation of the 2011 Annual Report and the 2012 Annual Report (from 12 March 2013) may be obtained without charge from the website of the Issuer (www.vinci.com). These English language translations are not incorporated by reference herein.

4. INFORMATION ABOUT THE ISSUER	
4.1. History and development of the Issuer	p. 17 in 2012 Annual Report
4.1.1. Legal and commercial name	p. 169 in 2012 Annual Report
4.1.2. Place of registration and registration number	p. 169 in 2012 Annual Report
4.1.3. Date of incorporation and the length of life	p. 169 in 2012 Annual Report
4.1.4. Domicile, legal form, legislation, country of incorporation, address and telephone number	p. 169 in 2012 Annual Report
4.1.5. Recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.	p. 42-49, 56-64, 74-79, 86-90, 98-105, 106, 111-112 and 213-214 in 2012 Annual Report
5. BUSINESS OVERVIEW	
5.1. Principal activities	
5.1.1. Description of the Issuer's principal activities	p. 1, 16-17 and 32-107 in 2012 Annual Report
5.1.2. Competitive position	p. 1, 39, 61, 71, 83 and 95 in 2012 Annual Report
6. ORGANISATIONAL STRUCTURE	
6.1. Description of the group and of the Issuer's position within it	p. 170 in 2012 Annual Report
6.2. Dependence relationship within the group	p. 34, 170-173, 216-219, 264, 268-274 and 290 in 2012 Annual Report
9. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES	
9.1 Information concerning the administrative and management bodies	p. 13-15, 127-131 and 179-187 in 2012 Annual Report
9.2 Conflicts	p.179-182 in 2012 Annual Report
10. MAJOR SHAREHOLDERS	
10.1 Information concerning control	p. 30 and 172 in 2012 Annual Report
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
11.1. Historical financial information	
	Consolidated financial statements 2012: p. 195-274 in 2012 Annual Report - Balance sheet: p. 198-199 - Income statement: p. 197 - Cash flow statement: p. 200 - Accounting policies: p. 202-212

	- Explanatory notes: p.220-274
	Parent company financial statements 2012: p. 276-291 in 2012 Annual Report - Balance sheet: p. 278 - Income statement: p.277 - Cash flow statement: p. 279 - Accounting policies: p. 280-282 - Explanatory notes: p. 282-290
	Consolidated financial statements 2011: p. 178-260 in 2011 Annual Report - Balance sheet: p. 181-182 - Income statement: p. 180 - Cash flow statement: p. 183 - Accounting policies: p. 185-195 - Explanatory notes: p. 203-260
	Parent company financial statements 2011: p. 262-279 in 2011 Annual Report - Balance sheet: p.264 - Income statement: p. 263 - Cash flow statement: p.265 - Accounting policies: p. 266-268 - Explanatory notes: p. 268-278
11.2. Financial statements	See above paragraph 11.1
11.3. Auditing of historical annual financial information	
11.3.1. Statement of audit of the historical annual financial information	p. 275 and p. 292 in 2012 Annual Report p. 261 and p. 280 in 2011 Annual Report
11.3.2. Other audited information	N/A
11.3.3. Unaudited data	N/A
11.4 Age of the latest financial information	N/A
11.5. Legal and arbitration proceedings	p. 265-266 of 2012 Annual Report
11.6. Significant change in the Issuer's financial or trading position	p. 56, 118-119 and 267 of 2012 Annual Report
12. MATERIAL CONTRACTS	
12. Material Contracts	p. 17, 34-49, 56-64, 74-79, 86-90, 98-106, 112-114, 117-118, 232, 259-265 and 267 in 2012 Annual Report

14. DOCUMENTS ON DISPLAY	
14.1 Documents on display	Section 5 on p. 298 in 2012 Annual Report

Any information not listed in the cross-reference table above but included in the documents incorporated by reference is given for information purposes only.

DOCUMENTS ON DISPLAY

The references to "2010 Annual Report" in item (ii) and the final paragraph of the "Documents on Display" section on page 69 of the Base Prospectus shall be deleted and replaced with "2012 Annual Report".

GENERAL INFORMATION

Sub-paragraphs (3), (4) and (5) in the "General Information" section on page 92 of the Base Prospectus shall be deleted in their entirety and replaced with the following:

"(3) Auditors

The names and address of the Issuer's auditors having audited the Issuer's financial statements for the two years ended 31 December 2011 and 31 December 2012 are set out in "Description of the Issuer – Statutory Auditors" above.

(4) Trend Information

Save as disclosed in this Base Prospectus, there has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2012.

(5) No Significant Change in the Issuer's Financial or Trading Position

Save as disclosed in this Base Prospectus (including the documents incorporated by reference therein), there has been no significant change in the financial or trading position of the Issuer or the Group since 31 December 2012."

RECENT DEVELOPMENTS

The following information from the VINCI Press Release shall be inserted at the end of the "Recent Developments" section at page 67 of the Base Prospectus:

"The following press release was published by VINCI on 21 February 2013:

VINCI signs for the acquisition of ANA, the Portuguese airports concession company

VINCI today announced the signature, with the Portuguese government, of the contract to acquire the shares of ANA, the company holding the 50-year concession for Portugal's 10 airports: Lisbon, Porto, Faro and Beja on the mainland; Ponta Delgada, Horta, Flores and Santa Maria in the Azores; and Funchal and Porto Santo in Madeira. In terms of enterprise value, the transaction is worth €3.08 billion.

The concession contract signed by ANA in December 2012 with the Portuguese government offers good visibility of the applicable economic regulations and gives ANA exclusivity for the right to negotiate the construction and operation of a new airport in Lisbon when the capacity of the current airport reaches saturation.

Share transfer will take place once the agreement has been approved by the relevant competition authorities.

This transaction is in line with VINCI's strategy of making VINCI Airports a leading international player in airport concessions. With this acquisition, the company will be managing 23 airports in Portugal, France and Cambodia, handling more than 40 million passengers a year and including a European hub with over 15 million passengers. Total revenue will exceed €600 million, for Ebitda of around €270 million.

ANA constitutes a group of high quality airports that handled more than 30 million passengers in 2012, of which approximately 80% were international. Passenger numbers have increased at an annual average of over 4% for the past 10 years. Lisbon offers an important advantage, because it is a hub for destinations that are seeing strong growth (Brazil, and Portuguese-speaking Angola and Mozambique in Africa). ANA's activities include management of the airport facilities and their commercial areas, as well as ground handling services."

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FOURTH SUPPLEMENT

To the best knowledge of the Issuer (having taken all care to ensure that such is the case) the information contained in this Fourth Supplement is in accordance with the facts and contains no omission likely to affect its import.

VINCI

1 cours Ferdinand de Lesseps
92851 Rueil-Malmaison cedex
France

Duly represented by:
Christian Labeyrie

Directeur Général Adjoint et Directeur Financier
authorised signatory
made in Rueil-Malmaison on 4 March 2013



Autorité des marchés financiers

In accordance with Articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the *Autorité des marchés financiers* (AMF), in particular Articles 212-31 to 212-33, the AMF has granted to this Fourth Supplement the visa No. 13-061 on 4 March 2013. This document and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L.621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.