

**FIFTH SUPPLEMENT DATED 2 MAY 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 fifth supplement (the "**Fifth 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, the third supplement dated 13 February 2013 granted visa No. 13-030 on 13 February 2013 and the fourth supplement dated 4 March 2013 granted visa No. 13-061 on 4 March 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 Fifth 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 Fifth 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 Fifth 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 Fifth Supplement.

This Fifth Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive for the purposes of:

- (i) incorporating by reference the information contained in the French language version¹ of the press release of the Issuer dated 25 April 2013 relating to the quarterly information at 31 March 2013 (the "**Vinci Quarterly Information Press Release**"); and
- (ii) updating the "Recent Developments" section of the Base Prospectus by including the press release of the Issuer dated 16 April 2013 relating to the shareholders' general meeting held on 16 April 2013 (the "**SGM Press Release**").

¹ The free English language translation of the Vinci Quarterly Information Press Release may be obtained without charge from the website of the Issuer (www.vinci.com). This English language translation is not incorporated by reference herein.

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

- the Vinci Quarterly Information Press Release at 31 March 2013 dated 25 April 2013.

Copies of this Fifth Supplement and the Vinci Quarterly Information Press Release (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 and (ii) at the registered office of the Issuer during normal business hours and (b) will be available on the website of the Issuer (www.vinci.com). A copy of this Fifth Supplement will also be available on the website of the AMF (www.amf-france.org).

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

Save as disclosed in this Fifth 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 Fifth Supplement, there has been no significant change in the financial and trading position of Vinci since 31 March 2013.

This Fifth 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 Fifth 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 May 2013.

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DOCUMENTS INCORPORATED BY REFERENCE

The Vinci Quarterly Information Press Release at 31 March 2013 dated 25 April 2013 updates the "Documents Incorporated by Reference" section on page 13 of the Base Prospectus.

Vinci Quarterly Information Press Release

Information incorporated by reference	Page no. in Vinci Quarterly Information Press Release
FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
Quarterly information	<ul style="list-style-type: none">- Consolidated revenue: p. 1-2- Revenue by business line for the first three months of 2013: p. 3-4- Highlights of the quarter: p. 5- Appendixes: p. 7-8

Any other information not listed above but contained in such document is incorporated by reference for informational purposes only.

RECENT DEVELOPMENTS

The following press release shall be inserted at the end of the "Recent Developments" section on page 67 of the Base Prospectus:

"The following press release was published by VINCI on 16 April 2013:

SHAREHOLDERS' GENERAL MEETING OF 16 APRIL 2013

- **Approval of all resolutions**
- **Dividend: final dividend payment of €1.22 per share in cash or new shares on 22 May 2013**
- **Renewal of the appointment of a director**
- **Nomination of two directors**

VINCI's Combined Shareholders' General Meeting of 16 April 2013 approved all the resolutions submitted to it. The result of the shareholders' votes will be available shortly on the Group's website at www.vinci.com.

Under ordinary business, the Shareholders' General Meeting also approved the consolidated and parent company financial statements for the year ended 31 December 2012 and decided to pay a dividend of €1.77 per share in respect of that year. Since an interim dividend of €0.55 per share was paid in November 2012, the final dividend will be €1.22, payable in cash or new shares at a price of €32.51 per share.

The ex-date for the final dividend payment is 23 April 2013. Payment of the final dividend in cash or new shares will take place on 22 May 2013.

Under ordinary business, the Shareholders' General Meeting approved the renewal of the appointment of Mr Michael Pragnell as a director for a period of four years as well as the nomination of Mrs Yannick Assouad and Mrs Graziella Gavezotti to the board of directors for a period of four years. These nominations lift the percentage of women on VINCI's board of directors from 15.4% to 30.8%.

Additional information:

Mr Michael Pragnell is a graduate of St John's College, Oxford and INSEAD. In 1968, he joined Courtaulds Ltd where he held positions in marketing and sales. In 1974, he joined First National Bank of Chicago in the international department in New York. From 1975 to 1995, Mr Pragnell held various positions within the Courtaulds group: International Paint plc (1975–1985), Chief Executive Officer of National Plastics (1985–1986), Chief Executive Officer of International Paint plc (1986–1992) and Chief Financial Officer (1992–1994) of Courtaulds plc, where he was appointed to the Board of Directors in 1990. From 1995 to 2000, he was Chief Executive Officer of Zeneca Agrochemicals and a member of the Executive Committee of Zeneca plc (now known as AstraZeneca plc), and was appointed to its Board of Directors in 1997. From 1996 to 1999, he was Director of David S Smith plc and of Advanta BV (Netherlands). In 2000, Mr Pragnell was appointed as the founding Chief Executive Officer and Chairman of the Executive Committee of Syngenta AG, where he was also a founding member of the Board of Directors. From 2002 to 2005, he was Chairman of CropLife International.

Mme Yannick Assouad is a graduate of the Institut National des Sciences Appliquées and the Illinois Institute of Technology. While working as an instructor at CIEFOP Paris, she joined Thomson CSF in 1986, where she was head of the thermal and mechanical analysis group until 1998. From 1998 to 2003, Ms Assouad served first as Technical Director and then as Chief Executive Officer of Honeywell Aerospace, before being appointed Chairman of Honeywell SECAN. In 2003, she joined Zodiac Aerospace, initially as

Chief Executive Officer of Intertechnique Services, a post she held until 2008. Ms Assouad was then selected to create Zodiac Aerospace's Services business segment, which she headed until 2010, when she was appointed Chief Executive Officer of the group's Aircraft Systems segment.

Mme Graziella Gavezotti is a graduate of the Università di Comunicazione e Lingue (IULM) and has a degree in psychology from the University Rijeka (class of 1991). She worked for Jacques Borel Group, Gemeaz and Accor, before joining Edenred where she developed the Ticket Restaurant business in Italy. Since June 2012, she has been head of Edenred's Southern Europe area, which includes Italy, Spain, Portugal, Turkey and Greece."

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIFTH SUPPLEMENT

To the best knowledge of the Issuer (having taken all care to ensure that such is the case) the information contained in this Fifth 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:
Marie Bastart

Directeur de la Trésorerie et des Financements
authorised signatory
made in Rueil-Malmaison on 2 May 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 Fifth Supplement the visa No. 13-195 on 2 May 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.