

**SECOND SUPPLEMENT DATED 28 OCTOBER 2013
TO THE BASE PROSPECTUS DATED 11 JUNE 2013**



(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 second supplement (the "**Second Supplement**") constitutes a supplement to and must be read in conjunction with the Base Prospectus dated 11 June 2013 granted visa No. 13-272 on 11 June 2013 by the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement dated 5 August 2013 granted visa No. 13-448 on 5 August 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 Second 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 Second 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 Second 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 Second Supplement.

This Second 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 24 October 2013 relating to the quarterly information at 30 September 2013 (the "**Vinci Quarterly Information Press Release at 30 September 2013**"), and (ii) updating the Recent Developments section of the Base Prospectus by including the press release of the Issuer dated 25 October 2013 relating to the signing with Voies Navigables de France (VNF) of a partnership contract for the automation of 31 dams on the Aisne and Meuse rivers.

The following document has been filed with the AMF and by virtue of this Second 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 30 September 2013.

Copies of this Second Supplement and the Vinci Quarterly Information Press Release at 30 September 2013 (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 Second Supplement will also be available on the website of the AMF (<http://www.amf-france.org>).

¹ The free English language translation of the Vinci Quarterly Information Press Release at 30 September 2013 may be obtained without charge from the website of the Issuer (www.vinci.com). This English language translation is not incorporated by reference herein.

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

Save as disclosed in this Second 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 Second Supplement, there has been no significant change in the financial and trading position of Vinci since 30 June 2013.

This Second 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.

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DOCUMENT INCORPORATED BY REFERENCE

The section "Documents Incorporated by Reference" appearing on pages 13 to 16 of the Base Prospectus is hereby supplemented as follows:

This Second Supplement incorporates by reference the French language version² of the press release of the Issuer dated 24 October 2013 relating to the quarterly information at 30 September 2013 (the "**Vinci Quarterly Information Press Release at 30 September 2013**"). The Vinci Quarterly Information Press Release at 30 September 2013 is published on the website of the Issuer (www.vinci.com).

Vinci Quarterly Information Press Release at 30 September 2013

Information incorporated by reference	Page no. in Vinci Quarterly Information Press Release at 30 September 2013
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 nine months of 2013: p. 3-5 - Highlights of the quarter: p. 5-6 - Appendixes: p. 7-9

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

² The free English language translation of the Vinci Quarterly Information Press Release at 30 September 2013 may be obtained without charge from the website of the Issuer (www.vinci.com). This English language translation is not incorporated by reference herein.

RECENT DEVELOPMENTS

The following will be added at the end of the "Recent Developments" section at page 74 of the Base Prospectus:

"The following press release was published by VINCI on 25 October 2013:

VINCI signs with Voies Navigables de France (VNF) a partnership contract for the automation of 31 dams on the Aisne and Meuse rivers

- **A project totalling €312 million**
- **A 30-year partnership contract**
- **A project that fits in with VNF's programme of upgrading and modernising waterways and structures.**

BAMEO, a (50%) subsidiary of VINCI Concessions, in partnership with SHEMA (EDF Group) has signed with Voies Navigables de France (VNF) a partnership contract for the replacement of manually operated dams on the Aisne and Meuse rivers.

The 30-year contract covers the design, funding, construction and, subsequently, the operation, upkeep as well as routine and heavy maintenance of the 29 automated dams and of associated equipments. It also includes dismantling the existing dams, as well as the upgrading, upkeep and routine and heavy maintenance of 2 dams that have already been automated. Moreover, 3 of the dams are to be equipped with micro-hydropower plants.

Investment in the project totals €312 million. The funding structure includes a contribution in equity of €30 million, a long-term bank loan of €266 million granted by 4 banks (Bank of Tokyo-Mitsubishi UFJ Ltd, KfW IPEX Bank, Société Générale and Sumitomo Mitsui Banking Corporation). Caisse des Dépôts et Consignations acting via Direction des Fonds d'Epargne contributes to 25% of the financial requirements during the operation period.

Work will total €256 million and last 6 years and 5 months. It will be carried out by a construction joint venture led by VINCI Construction France, represented by EMCC (leader), Tournaud, GTM HALLE and CBR TP, which will include local small and mid-sized firms.

BAMEO will be paid in the form of fees linked to the delivery of the dams. Dams will start to be delivered in March 2016 and all 29 dams are to be commissioned by 2020. Their operation and maintenance will be entrusted to a dedicated subsidiary of VINCI Concessions (40%) and of SHEMA (EDF Group).

The project is a key component of Voies Navigables de France's drive to modernise the French waterway infrastructure. It fits in with VNF's 2011-2013 environmental performance objectives (fishways at each dam to ensure ecological continuity; hydropower generation in accordance with national energy transition objectives)."

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT

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

The statutory auditors' report on the half-year consolidated financial statements for the period ended 30 June 2013 set out on page 68 of the Vinci 2013 Half-Year Financial Report, incorporated by reference in the Base Prospectus, contains an observation.

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 28 October 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 Second Supplement the visa No. 13-578 on 28 October 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.