

SECOND SUPPLEMENT DATED 4 SEPTEMBER 2018
TO THE BASE PROSPECTUS DATED 2 JULY 2018



(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 2 July 2018 granted visa No. 18-278 on 2 July 2018 by the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement dated 8 August 2018 granted visa No. 18-375 on 8 August 2018 (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 (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 updating the "Recent Developments" section of the Base Prospectus by including the press release of the Issuer dated 20 August 2018 relating to a new acquisition by Eurovia and the press release dated 29 August 2018 relating to the acquisition by VINCI Airports of the Airports Worldwide portfolio of airports.

Copies of this Second Supplement (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 (www.amf-france.org).

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.

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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RECENT DEVELOPMENTS

The following will be added at the end of the "Recent Developments" section beginning at page 66 of the Base Prospectus:

Press release published by VINCI on 20 August 2018:

Eurovia signs an agreement with Salini Impregilo Group to acquire the Asphalt Plants & Paving business of Lane Construction in the United States.

- By acquiring one of the larger hot-mix asphalt producers in the United States,
- Eurovia doubles its size in the country, becoming one of the larger asphalt producers on the East Coast

Eurovia has signed an agreement with Salini Impregilo Group to acquire the Lane Asphalt Plants & Paving division of its subsidiary Lane Construction, whose operations cover industrial and roadworks activities, for a total consideration of \$555 million. These operations, based in 10 states, on the East Coast and in Texas, generate over \$600 million in annual revenue and include approximately 40 asphalt-production plants and several quarries.

This acquisition complements Eurovia's current operations in the United States where its subsidiaries Hubbard Construction and Blythe Construction operate in the Southeastern states of Florida, Georgia, North and South Carolina.

As a result of this acquisition, subject to regulatory approval in the United States, Eurovia becomes one of the larger asphalt producers on the East Coast with a total revenue of about 1.2 billion dollars.

About Eurovia

Eurovia is a VINCI Group subsidiary and global leader in transport infrastructure and urban development. It builds roads, motorways, railways, airports and tramways, and develops industrial, commercial and urban facilities. It also delivers all the related services, including demolition, deconstruction, drainage, earthworks, utility networks, signage, bridges, tunnels and noise barriers. Eurovia's network of industrial plants producing aggregates and other supplies for road and rail construction spans the entire supply chain. The company is operating in 16 countries, employs 39,500 people and generated €8.1 billion in revenue in 2017.

www.eurovia.com

About VINCI

VINCI is a global player in concessions and contracting, employing close to 195,000 people in some 100 countries. We design, finance, build and operate infrastructure and facilities that help improve daily life and mobility for all. Because we believe in all-round performance, above and beyond economic and financial results, we are committed to operating in an environmentally and socially responsible manner. And because our projects are in the public interest, we consider that reaching out to all our stakeholders and engaging in dialogue with them is essential in the conduct of our business activities.

www.vinci.com

Press release published by VINCI on 29 August 2018:

VINCI Airports finalizes the takeover of 8 Airports in the United States, United Kingdom, Costa Rica and Sweden (Airports Worldwide portfolio)

- **Official approvals delivered by the competent regulatory authorities in the United States of America, United Kingdom and Costa Rica**
- **Start of operations handover process**
- **A worldwide network expanded to 44 airports in 11 countries, welcoming more than 180 million passengers in 2017¹**

After having met all the condition precedent, VINCI Airports, a VINCI Concessions subsidiary, finalized today the acquisition of the airport portfolio held by Airports Worldwide, following the signature of the agreement with previous owner OMERS (Ontario Municipal Employees Retirement System), in April 2018.

VINCI Airports thus officially becomes the new operator of eight new platforms:

- Belfast International Airport in Northern Ireland owned at 100%, and Skavsta Airport near Stockholm, Sweden, owned at 90% through freehold property contracts ;
- Orlando-Sanford International Airport in Florida (USA) with a 100% stake, and Daniel Oduber Quiros International Airport in Liberia (Costa Rica) with a 45% stake, both through concession contracts ;
- Hollywood Burbank Airport and Ontario International Airport in California (USA), and Macon Downtown Airport and Middle Georgia Regional Airport in Georgia (USA), through full management contracts.

The Airports Worldwide portfolio also includes partial management contracts for three additional American airports: Atlantic City International Airport in New Jersey, Raleigh Durham International Airport in North Carolina, and part of the international terminal at the airport in Atlanta, Georgia, the world's largest airport in terms of traffic.

Regulatory authorities' approvals mark the start of operations handover to VINCI Airports, in a process delivered in close cooperation with airports employees and business partners. With this major acquisition, VINCI Airports widens its network to 44 airports, while expanding its international reach in the new strategic markets of the United Kingdom and the USA as well as strengthening its presence in Central America. It also increases the number of passengers welcomed in its airports by 21+ million to more than 180 million per year.

As a legally entitled shareholder, the Brazilian company CCR Group exercised its preemption right to acquire the co-controlled 48.40 % stake in Juan Santamaria International Airport in San José, Costa Rica, which were comprised in the Airports Worldwide portfolio. The exercise of this preemption right is submitted to the approval of COPROCOM, the Costa Rica anti-trust entity.

About VINCI Airports

VINCI Airports, a top 5 global player in the international airport sector, manages the development and operation of 36 airports located in France, Portugal (including the Lisbon hub), Cambodia, Japan, Chile, Dominican Republic and Brazil. Served by around 250 airlines, VINCI Airports' network handled 157 million passengers in 2017. Through its expertise as a comprehensive integrator and the professionalism of its 12,000 employees, VINCI Airports develops, finances, builds and operates airports, leveraging its investment capability, international network and know-how to optimize the management and performance of existing airport infrastructure, facility extensions and new-build construction projects. In 2017, its consolidated revenue amounted to €1.4 billion and its managed revenue amounted to €3.2 billion including 100% of equity accounted companies.

www.vinci-airports.com

About VINCI

VINCI is a global player in concessions and construction, employing more than 190,000 people in some 100 countries. We design, finance, build and operate infrastructure and facilities that help improve daily life and mobility for all. Because we believe in allround performance, above and beyond economic and financial results, we are committed to operating in an environmentally and socially responsible manner. And because our projects are in the public interest, we consider that reaching out to all our stakeholders and engaging in dialogue with them is essential in the conduct of our business activities. VINCI's goal is to create long-term value in this way for its clients, shareholders, employees and partners, and for society as a whole.

www.vinci.com

¹ In comparison with 156,6 million passengers welcomed in 2017, including traffic of fully consolidated companies and 100% of equity accounted companies held on January 1, 2018 on a full-year basis, plus Salvador Bahia and Kobe airports, but excluding Belgrade airport.

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.

VINCI

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Duly represented by:

Thierry Mirville

Directeur Financier Adjoint

authorised signatory

made in Rueil-Malmaison on 4 September 2018



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. 18-412 on 4 September 2018. This Second Supplement 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 the approval by the AMF of the opportunity of the transactions contemplated hereby nor that the AMF has verified the accounting and financial data set out in it. In accordance with Article 212-32 of the AMF's General Regulations, any issuance or admission to trading of notes on the basis of the Base Prospectus, as supplemented by this Second Supplement, shall be subject to the publication of Final Terms setting out the terms of the securities being issued.