

FIFTH SUPPLEMENT DATED 12 MAY 2020
TO THE BASE PROSPECTUS DATED 17 JULY 2019



(incorporated as a *société anonyme* in France)

Euro 12,000,000,000
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 17 July 2019 granted visa no. 19-371 on 17 July 2019 by the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement dated 7 August 2019 granted visa no. 19-391 on 7 August 2019, the second supplement dated 6 November 2019 granted visa no. 19-511 on 6 November 2019, the third supplement dated 1 April 2020 granted visa no. 20-111 on 1 April 2020 and the fourth supplement dated 27 April 2020 granted visa no. 20-159 on 27 April 2020 (together, the "**Base Prospectus**") prepared by Vinci (the "**Issuer**") with respect to the Euro 12,000,000,000 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 (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 and Article 212-25 of the AMF's *Règlement Général* for the purposes of updating the "Recent Developments" section.

Copies of this Fifth 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 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.

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RECENT DEVELOPMENTS

The following will be added to the end of the "Recent Developments" section which begins on page 76 of the Base Prospectus:

"Press release published on 4 May 2020: VINCI's Shareholders' General Meeting to be held on 18 June 2020

On 4 May 2020, VINCI's Board of Directors held a meeting, chaired by Xavier Huillard, with a view to convening its Combined Shareholders' General Meeting to approve the 2019 financial statements. The meeting will be held on 18 June 2020 at the company's head office in Rueil Malmaison and will exceptionally take place behind closed doors, i.e. without shareholders being physically present, in accordance with Article 4 of French government order no. 2020-321 of 25 March 2020 adapting the rules for holding meetings of shareholders and governing bodies of private-law legal persons and entities without legal personality and their deliberations as a result of the Covid-19 pandemic.

The organisational details of the meeting and its agenda will be set out in the notice of meeting to be published in the Bulletin des Annonces Légales et Obligatoires and on the Group's website (www.vinci.com) on Friday 8 May.

The Board of Directors also decided to put before shareholders a proposal to reduce the final dividend with respect to 2019 from €2.26 to €1.25 per share (a decrease of 44.7%). In addition, shareholders will be given the option of being paid the final dividend in new VINCI shares.

Xavier Huillard informed the Board of his decision to waive 25% of his remuneration for a two-month period in 2020, corresponding to the acute phase of the Covid-19 crisis. The corresponding amount will be paid to the Fondation VINCI pour la Cité, which has initiated an extensive support programme for all those on the front line of the coronavirus crisis, working in hospitals, healthcare, social care and education."

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 makes no omission likely to affect its import.

VINCI

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France

Duly represented by:

Thierry Mirville

Directeur Financier Adjoint

authorised signatory

made in Rueil-Malmaison on 12 May 2020



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. 20-187 on 12 May 2020. This Fifth 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 Fifth Supplement, shall be subject to the publication of Final Terms setting out the terms of the securities being issued.