

**SECOND SUPPLEMENT DATED 14 NOVEMBER 2011  
TO THE BASE PROSPECTUS DATED 22 JUNE 2011**



(incorporated as a *société anonyme* in France)

**Euro 3,000,000,000**

**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 22 June 2011 granted visa No. 11-253 on 22 June 2011 by the *Autorité des marchés financiers* (the “**AMF**”), as supplemented by the first supplement dated 8 September 2011 granted visa No. 11-396 on 8 September 2011 (the “**Base Prospectus**”) prepared by Vinci (the “**Issuer**”) with respect to its Euro 3,000,000,000 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 “**2010 PD Amending Directive**”) to the extent that such amendments have been implemented in a Member State of the European Economic Area (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 incorporating by reference the information contained in the press release of the Issuer dated 3 November 2011 relating to the quarterly information at 30 September 2011 in the French language (the “**Vinci Quarterly Information Press Release at 30 September 2011**”).

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 2011.

Copies of this Second Supplement and the Vinci Quarterly Information Press Release at 30 September 2011 (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](http://www.amf-france.org)) and (b) will be available on the website of the Issuer ([www.vinci.com](http://www.vinci.com)).

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 2011.

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. 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 Second Supplement is published, have the right, according to Article 212-25 II of the AMF's *Règlement Général*, to withdraw their acceptances within a time limit of minimum two working days after the publication of this Second Supplement.

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**DOCUMENT INCORPORATED BY REFERENCE**

**Vinci Quarterly Information Press release at 30 September 2011**

<b>Information incorporated by reference</b>	<b>Page no. in Vinci Quarterly Information Press Release at 30 September 2011</b>
Quarterly information	<ul style="list-style-type: none"><li>- Consolidated revenue : p. 2</li><li>- Revenue by business line for the first nine months of 2011: p.2-3</li><li>- Highlights of the quarter : p. 4-5</li><li>- Appendixes: p. 6-8</li></ul>

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

## 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 consolidated financial statements for the year ended 31 December 2010 set out in the Annual Report 2010, incorporated by reference in the Base Prospectus, contains an observation.

### VINCI

1 cours Ferdinand de Lesseps  
92851 Rueil-Malmaison cedex  
France

Duly represented by:

Christian Labeyrie

*Directeur Général Adjoint, Directeur Financier*

authorised signatory

made in Rueil-Malmaison on 14 November 2011



*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. 11-523 on 14 November 2011. 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.