

**THIRD SUPPLEMENT DATED 14 FEBRUARY 2012
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 third supplement (the "**Third 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 and the second supplement dated 14 November 2011 granted visa No. 11-523 on 14 November 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 Third 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 Third 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 Third 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 Third Supplement.

This Third 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 French language version¹ of the press release of the Issuer dated 7 February 2012 relating to the 2011 annual results (the "**Vinci Press Release**") and the French language version² of the audited consolidated financial statements as at 31 December 2011 published on 13 February 2012 (the "**Vinci Financial Statements**"), and for the purpose of notifying investors that the amount of the Programme Limit shall be increased to Euro 4,000,000,000 with effect from 17 February 2012.

¹ The free English language translation of the Vinci Press Release may be obtained without charge from the website of the Issuer (www.vinci.com)

² The free English language translation of the Vinci Financial Statements may be obtained without charge from the website of the Issuer (www.vinci.com)

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

- the Vinci Press Release; and
- the Vinci Financial Statements.

Copies of this Third Supplement, the Vinci Press Release and the Vinci Financial Statements (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) and (b) will be available on the website of the Issuer (www.vinci.com).

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

Save as disclosed in this Third 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 Third Supplement, there has been no significant change in the financial and trading position of Vinci since 31 December 2011.

This Third 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 and for the purpose of notifying investors that the amount of the Programme Limit shall be increased to Euro 4,000,000,000 with effect from 17 February 2012. 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 Third 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 Third Supplement.

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DOCUMENTS INCORPORATED BY REFERENCE

Vinci Press Release

Information incorporated by reference	Page no. in Vinci Press Release
2011 Annual Results	p. 1 – 7
Appendixes	p. 8 – 14

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

Vinci Financial Statements

Information incorporated by reference	Page no. in Vinci Financial Statements
Key figures	p. 3
Consolidated income statement for the period	p. 4
Consolidated comprehensive income for the period	p. 5
Consolidated balance sheet	p. 6 – 7
Consolidated cash flow statement	p. 8
Consolidated statement of changes in equity	p. 9
Notes to the consolidated financial statements	p. 10 – 90
Report of the statutory auditors	p. 91 – 93

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

INCREASE OF THE PROGRAMME LIMIT

The amount of the Programme Limit shall be increased to Euro 4,000,000,000 with effect from 17 February 2012. As a result of such increase, the following changes shall be deemed to have taken effect from 17 February 2012:

- On the cover page of the Base Prospectus (heading), the amount of Euro 3,000,000,000 shall be replaced by Euro 4,000,000,000.

- On the cover page of the Base Prospectus (line 3) the amount of Euro 3,000,000,000 shall be replaced by Euro 4,000,000,000.

- On page 18 (General Description of the Programme) of the Base Prospectus, under the heading "Programme Limit", the amount of Euro 3,000,000,000 shall be replaced by Euro 4,000,000,000.

- On pages 81 and 90 (Form of Final Terms) of the Base Prospectus, the amount of Euro 3,000,000,000 shall be replaced by Euro 4,000,000,000.

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD SUPPLEMENT

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

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France

Duly represented by:

Christian Labeyrie

Directeur Général Adjoint, Directeur Financier

authorised signatory

made in Rueil-Malmaison on 14 February 2012



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 Third Supplement the visa No. 12-061 on 14 February 2012. 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.