

FIFTH SUPPLEMENT DATED 14 MAY 2012
TO THE BASE PROSPECTUS DATED 22 JUNE 2011



(incorporated as a *société anonyme* in France)

Euro 4,000,000,000

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 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 second supplement dated 14 November 2011 granted visa No. 11-523 on 14 November 2011, the third supplement dated 14 February 2012 granted visa No. 12-061 dated 14 February 2012 and the fourth supplement dated 1 March 2012 granted visa No. 12-098 dated 1 March 2012 (the "**Base Prospectus**") prepared by Vinci (the "**Issuer**") with respect to its Euro 4,000,000,000 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 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 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 for the purposes of (i) incorporating by reference the information contained in the press release of the Issuer dated 26 April 2012 relating to the quarterly information at 31 March 2012 in the English language (the "**Vinci Quarterly Information Press Release at 31 March 2012**"), (ii) updating the Recent Developments section of the Base Prospectus by including the press release of the Issuer dated 12 April 2012 relating to the shareholders' general meeting held on 12 April 2012 (the "**SGM Press Release**") and the press release of the Issuer dated 27 April 2012 in the English language relating to the acquisition by Vinci Energies of Energieversorgungstechnik ("**EVT**") (the "**EVT Press Release**"), as well as including information in relation to the proposed tender offer to purchase shares of Entrepose Contracting.

The following document has been filed with the AMF and by virtue of this Fifth 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 31 March 2012.

Copies of this Fifth Supplement and the Vinci Quarterly Information Press Release at 31 March 2012 (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).

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.

Save as disclosed in this Fifth Supplement, there has been no significant change in the financial and trading position of Vinci since 31 March 2012.

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 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 Fifth 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 Fifth Supplement.

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DOCUMENTS INCORPORATED BY REFERENCE

The Vinci Quarterly Information Press Release at 31 March 2012 updates the "Documents Incorporated By Reference" section at page 13 of the Base Prospectus. Copies of the Vinci Quarterly Information Press Release at 31 March 2012 are available on the website of the Issuer (www.vinci.com).

Information incorporated by reference	Page no. in Vinci Quarterly Information Press Release at 31 March 2012
Quarterly information	<ul style="list-style-type: none">- Consolidated revenue: p. 1-2- Revenue by business line for the first three months of 2012: p. 2-3- Highlights of the quarter: p. 3-5- Appendixes: p. 6-7

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

RECENT DEVELOPMENTS

The following will be added at the end of the Recent Developments section at page 67 of the Base Prospectus:

"The following press release was published by VINCI on 12 April 2012:

SHAREHOLDERS' GENERAL MEETING OF 12 APRIL 2012

- **Approval of all resolutions**
- **Dividend: payment of final dividend of €1.22 per share on 24 May 2012**
- **Renewal of the appointment of a director**

VINCI's Combined Shareholders' General Meeting of 12 April 2012 approved all the resolutions submitted to it. The result of the shareholders' votes will be available shortly on the Group's website at www.vinci.com.

Under ordinary business, the Shareholders' General Meeting also approved the consolidated and parent company financial statements for the year ended 31 December 2011 and decided to pay a dividend of €1.77 per share in respect of that year. Since an interim dividend of €0.55 per share was paid in December 2011, the final dividend will be €1.22.

The ex-date for dividend payment is 21 May 2012. Payment of the final dividend in cash will take place on 24 May 2012.

Lastly, under ordinary business, the Shareholders' General Meeting approved the renewal of the appointment of Mr Jean-Pierre Lamoure, chairman of the Board of Directors of Soletanche Freyssinet, as a director of VINCI.

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This press release is available in French, English and German on VINCI's website at www.vinci.com

The following press release was published by VINCI on 27 April 2012:

VINCI ACQUIRES EVT A DIVISION OF ALPIQ AND STRENGTHENS ITS ENERGY AND COMMUNICATION INFRASTRUCTURE BUSINESS IN GERMANY AND CENTRAL EUROPE

VINCI Energies has reached an agreement with Swiss company Alpiq to acquire Energieversorgungstechnik (EVT), its division that groups together its energy and telecommunications infrastructure engineering and installation activities in Germany and Central Europe.

EVT is a vertically integrated unit offering a comprehensive range of services including engineering, planning, construction and maintenance for power transmission and distribution operators, telecommunications infrastructure operators and industry. EVT is based in Germany and has been operating in Central Europe for around 15 years through local subsidiaries. With some 3,000 employees, the company generated revenue of €512 million and EBITDA of €37 million in 2011.

With the acquisition of EVT, VINCI Energies strengthens its operations in Germany, its second largest market, where it generated 2011 revenue of €1.2 billion. It is thus positioning itself as one of the key players in Europe's infrastructure market in anticipation of a restructuring of the energy industry. The deployment of new means of power production on the continent and the growth of new uses for electricity will make it necessary to adapt networks, creating a source of major opportunities for VINCI Energies.

The EVT acquisition is based on an equity value of €195 million and estimated liabilities of €45 million (pension fund and minority interests). The transaction has been submitted for approval by the relevant competition authorities and is expected to be finalised during the third quarter of 2012.

One of VINCI's five business lines, VINCI Energies has 60,000 employees and generated revenue of €8.7 billion in 2011. It has established itself as a market leader in France and a key player in Europe in energy and information technology services.

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PROPOSED PUBLIC TENDER OFFER TO PURCHASE SHARES OF ENTREPOSE CONTRACTING

Following the announcement made on 26 April 2012 (see Vinci Quarterly Information Press Release at 31 March 2012), VINCI filed on 4 May 2012 with the AMF a proposed public tender offer to purchase, at a price of €100 per share, the shares of ENTREPOSE Contracting that it does not already own (19.7% of the share capital and 12.2% of the voting rights of ENTREPOSE Contracting). If certain conditions are met, the public tender offer will be followed by a squeeze out.

ENTREPOSE Contracting, which specializes in the design and construction of projects in the oil and gas sectors, became a VINCI subsidiary in 2007 as a result of share purchase agreements and a public tender offer. With the public tender offer, VINCI wishes to fully integrate ENTREPOSE Contracting within the VINCI group.

The proposed public tender offer is being made exclusively in France."

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 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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Duly represented by:

Christian Labeyrie

Directeur Général Adjoint, Directeur Financier

authorised signatory

made in Rueil-Malmaison on 14 May 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 (*Réglement 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. 12-205 on 14 May 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.