

**THIRD SUPPLEMENT DATED 13 FEBRUARY 2014
TO THE BASE PROSPECTUS DATED 11 JUNE 2013**



(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 third supplement (the "**Third Supplement**") constitutes a supplement to and must be read in conjunction with the Base Prospectus dated 11 June 2013 granted visa No. 13-272 on 11 June 2013 by the *Autorité des marchés financiers* (the "**AMF**"), as supplemented by the first supplement dated 5 August 2013 granted visa No. 13-448 on 5 August 2013 and the second supplement dated 28 October 2013 granted visa No. 13-578 on 28 October 2013 (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 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 "**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 (i) incorporating by reference the information contained in the French language version¹ of the press release of the Issuer dated 5 February 2014 relating to the 2013 annual results (the "**Vinci Press Release**") and the French language version² of the audited consolidated financial statements as at 31 December 2013 published on 7 February 2014 (the "**Vinci Financial Statements**") and (ii) updating the Recent Developments section of the Base Prospectus by including the press release of the Issuer dated 12 February 2014 relating to Ardian and Crédit Agricole Assurances starting exclusive talks with the Issuer to invest in VINCI Park.

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.

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).

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 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 Third 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 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 2013.

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.

TABLE OF CONTENTS

DOCUMENTS INCORPORATED BY REFERENCE 4

RECENT DEVELOPMENTS 5

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD SUPPLEMENT 7

DOCUMENTS INCORPORATED BY REFERENCE

The section "Documents Incorporated by Reference" appearing on pages 13 to 16 of the Base Prospectus is hereby supplemented as follows:

This Third Supplement incorporates by reference the French language version³ of the press release of the Issuer dated 5 February 2014 relating to the 2013 annual results (the "**Vinci Press Release**") and the French language version⁴ of the audited consolidated financial statements as at 31 December 2013 published on 7 February 2014 (the "**Vinci Financial Statements**"). The Vinci Press Release and the Vinci Financial Statements are published on the website of the Issuer (www.vinci.com).

Vinci Press Release

Information incorporated by reference	Page no. in Vinci Press Release
INFORMATION ABOUT THE ISSUER	
Recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency	- 2013 Annual Results: p. 1 – 9 - Appendixes: p. 11 – 17

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

Vinci Financial Statements - 31 December 2013

Information incorporated by reference	Page no. in Vinci Financial Statements
FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
Historical financial information	- 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 to 103
Financial statements	p. 4 to 9
Statement of audit of the historical annual financial information	p. 104

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

³ The free English language translation of the Vinci Press Release may be obtained without charge from the website of the Issuer (www.vinci.com).

⁴ The free English language translation of the Vinci Financial Statements may be obtained without charge from the website of the Issuer (www.vinci.com).

RECENT DEVELOPMENTS

The following will be added at the end of the "Recent Developments" section at page 74 of the Base Prospectus:

"The following press release was published by VINCI on 12 February 2014:

Ardian and Crédit Agricole Assurances in exclusive talks with VINCI to invest in VINCI Park

- A shared strategy to support VINCI Park's growth
- VINCI Park valued at €1.96 billion

Ardian, Crédit Agricole Assurances and VINCI started exclusive talks with a view to creating a company that would own 100% of VINCI Park's share capital. The company would be owned 37.5% by Ardian⁵, 37.5% by Crédit Agricole Assurances⁶ and 25% by VINCI Concessions. The deal would involve the external investors acquiring the equity interest in VINCI Park on the basis of an enterprise value of €1.96 billion.

Ardian, Crédit Agricole Assurances and VINCI have confirmed that their strategic goal is to support VINCI Park's growth, especially outside France, working with the current management. Their aim is to increase the company's presence in high-growth markets such as North America, Latin America and Asia, while maintaining its leadership positions in France and other European countries.

The transaction will be finalised after consultation with employee representative bodies and, if necessary, approval by the relevant competition authorities.

About VINCI Park

VINCI Park, a world player providing comprehensive solutions to urban mobility issues, manages almost 1.6 million parking spaces and associated services in 14 countries. VINCI Park has innovated for over 50 years in order to improve the parking experience and develop services that enable city residents to take advantage of their environment and give them choices as to how they travel. VINCI Park, a subsidiary of VINCI, a world player in concessions and construction, offers a complete range of parking solutions, on- or off-street, under concession, full ownership or as a service provider. Thanks to its integrated expertise, VINCI Park is a preferred partner to local authorities and private-sector players for the design, construction, financing and operation of parking solutions.

About Ardian

Founded in 1996 and led by Dominique Senequier, Ardian is a premium independent private investment company with assets of US\$36bn managed or advised in Europe, North America and Asia. The company, which is majority-owned by its employees, keeps entrepreneurship at its heart and delivers investment performance to its global investors while fuelling growth in economies across the world. Ardian's investment process blends discipline and conviction with a long-term philosophy.

Ardian maintains a truly global network, with more than 300 employees working through ten offices in Beijing, Frankfurt, Jersey, London, Luxembourg, Milan, New York, Paris, Singapore, and Zurich. The company offers its 255 investors a diversified choice of funds covering the full range of asset classes, including Funds of Funds (primary, early secondary and secondary), Direct Funds including Infrastructure, Small and Mid Market Enterprise Capital, Innovation & Growth, Co- Investment and Private Debt.

www.ardian-investment.com

⁵ through its infrastructure business

⁶ through its subsidiary Predica

About Crédit Agricole Assurances

Number one for bancassurance in Europe, Crédit Agricole Assurances handles all the Group's French and foreign insurance activities: Predica, a personal insurer, Pacifica, specialised in non-life insurance, Caci for creditor insurance, the various international subsidiaries and Caagis for IT management and services, as well as Spirica and LifeSide Patrimoine, focused on life insurance for wealth management.

www.ca-assurances.com

Key figures for the Crédit Agricole Assurances Group (at 31 December 2012):

- €23.2 billion in premium
- €224.8 billion in underwriting reserves
- 3,500 employees."

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 2013 set out on page 104 of the Vinci Financial Statements, 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 et Directeur Financier
authorised signatory

made in Rueil-Malmaison on 13 February 2014



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. 14-039 on 13 February 2014. 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.