

**FOURTH SUPPLEMENT DATED 30 APRIL 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 fourth supplement (the "**Fourth 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, the second supplement dated 28 October 2013 granted visa No. 13-578 on 28 October 2013 and the third supplement dated 13 February 2014 granted visa No. 14-039 on 13 February 2014 (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 Fourth 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 Fourth 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 Fourth 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 Fourth Supplement.

This Fourth 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 24 April 2014 relating to the quarterly information at 31 March 2014 (the "**Vinci Quarterly Information Press Release at 31 March 2014**"), and (ii) updating the "Recent Developments" section of the Base Prospectus by including:

- the press release of the Issuer dated 1 April 2014 relating to a design-build contract for a new motorway near Doha, Qatar (the "**Doha Motorway Press Release**"); and
- the press release of the Issuer dated 15 April 2014 relating to the shareholders' general meeting held on 15 April 2014 (the "**SGM Press Release**").

The following document has been filed with the AMF and by virtue of this Fourth 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 2014.

¹ The free English language translation of the Quarterly Information Press Release at 31 March 2014 may be obtained without charge from the website of the Issuer (www.vinci.com). This English language translation is not incorporated by reference herein.

Copies of this Fourth Supplement and the Vinci Quarterly Information Press release at 31 March 2014 (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 Fourth 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 Fourth Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Fourth Supplement will prevail.

Save as disclosed in this Fourth 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 Fourth Supplement, there has been no significant change in the financial and trading position of Vinci since 31 March 2013.

This Fourth 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.

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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 Fourth Supplement incorporates by reference the French language version² of the press release of the Issuer dated 24 April 2014 relating to the quarterly information at 31 March 2014 (the "**Vinci Quarterly Information Press Release at 31 March 2014**"). The Vinci Quarterly Information Press Release at 31 March 2014 is published on the website of the Issuer (www.vinci.com).

Vinci Quarterly Information Press Release at 31 March 2014

Information incorporated by reference	Page no. in Vinci Quarterly Information Press Release at 31 March 2014
FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
Quarterly information	<ul style="list-style-type: none">- Consolidated revenue: p. 1-2- Revenue by business line for the first three months of 2014: p.3-4- Highlights of the quarter: p. 5- Appendixes: p. 7-9

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

² The free English language translation of the Vinci Quarterly Information Press Release at 31 March 2014 may be obtained without charge from the website of the Issuer (www.vinci.com). This English language translation is not incorporated by reference herein.

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 1 April 2014:

VINCI wins the design-build contract for a new motorway near Doha, Qatar

- €850 million contract
- 47 km motorway section to be built in 36 months

The joint venture comprising lead company QDVC, a 51% Qatari Diar, 49% VINCI Construction Grands Projets subsidiary, and Qatari Bin Omran Trading & Contracting has been awarded the second works phase of a new motorway (New Orbital Highway) on the outskirts of Doha.

The €850 million contract covers the design and construction of 47 km of motorways, 6 viaducts, 17 bridges and underpasses and a 320-metre cut-and-cover tunnel. This motorway section will have a five-lane dual carriageway for light vehicles and two truck lanes in each direction. Work is to commence in May 2014 and take 36 months to complete.

The new highway, which is nearly 200 km long, will connect the new port of the Qatari capital with Ras Laffan, the gas-producing industrial city in the north of the country. The highway will bypass Doha and relieve current traffic congestion while preparing to accommodate projected road traffic increases.

This new success achieved by VINCI Construction Grands Projets in Qatar reflects the local roots of its subsidiary QDVC, which has positioned itself in seven years as a major player in the Qatari construction market. The company is currently working on the southern works package of the Doha metro's red line, the light rail project in the new city of Lusail and the Sheraton underground car park and landscaped gardens in the heart of the West Bay business district. In 2012, QDVC handed over the country's largest pumping station."

"The following press release was published by VINCI on 15 April 2014:

SHAREHOLDERS' GENERAL MEETING OF 15 APRIL 2014

- **Approval of all resolutions**
- **Dividend: final dividend payment of €1.22 per share in cash on 30 April 2014**
- **Renewal of the appointment as Directors, for a period of four years, of:**
 - **Mr Xavier Huillard, Chairman and Chief Executive Officer of VINCI**
 - **Mr Yves-Thibault de Silguy, Vice-Chairman and Senior Director**
 - **Mr Henri Saint Olive**
 - **Qatari Diar Real Estate Investment Company**
- **Nomination of Ms Marie-Christine Lombard as Director for a period of four years**
- **Appointment of Mr Miloud Hakimi and Mr Uwe Chlebos as Directors representing employees for a period of four years**

The VINCI Ordinary and Extraordinary Shareholders' Meeting of 15 April 2014 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.

The Shareholders' General Meeting approved the parent company and consolidated financial statements for the year ended 31 December 2013 and decided to pay a dividend of €1.77 per share in respect of that year. Since an interim dividend of €0.55 was paid in November 2013, the final dividend remaining to be paid will be €1.22 per share.

The ex-date for the final dividend payment is 25 April 2014. Payment of the final dividend in cash will take place on 30 April 2014.

The Shareholders' General Meeting also approved the renewal of the appointments of Mr Yves-Thibault de Silguy, Mr Xavier Huillard, Mr Henri Saint Olive and Qatari Diar Real Estate Investment Company as Directors and the nomination of Ms Marie-Christine Lombard As Director³ for a period of four years. Lastly, the appointment of Mr Miloud Hakimi and Mr Uwe Chlebos as Directors representing employees for a period of four years took effect following approval of an amendment to the Articles of Association.

Meeting after the Shareholders' General Meeting, the Board of Directors decided to renew the appointment of Mr Xavier Huillard as Chairman and Chief Executive Officer, reappointed Yves-Thibault de Silguy as Vice-Chairman and Senior Director.

Moreover, the Board of Directors decided to appoint Mr Pierre Coppey as Chief Operating Officer of VINCI. He will concentrate on the Group's Concessions business.

Notes to editors:

Ms Marie-Christine Lombard is Chairman of the Executive Board of Geodis SA.

A graduate of the Essec business school, Marie-Christine Lombard held various positions in the banking sector early in her career, notably with Chemical Bank and Paribas, based successively in New York, Paris and Lyon. Ms Lombard subsequently moved to the express services sector, joining the French company Jet Services as Chief Financial Officer in 1993, before being appointed Chief Executive Officer in 1997, a position she held until TNT Express acquired the company in 1999. Ms Lombard then became Chairman and Managing Director of TNT Express France, which she soon made one of TNT's most successful

³ These nominations lift the percentage of women on VINCI's Board of Directors to 38.46%, it being understood that, in compliance with the provisions of the Afep-Medef Code, directors representing employees are not taken into account in the calculation of this percentage.

business units. In 2004, she was named Group Managing Director of TNT Express. When TNT Express became an independent listed company in May 2011, Ms Lombard was named Chief Executive Officer. In October 2012, she joined Geodis, first as Chief Executive Officer, before being named Chairman of the Executive Board on 17 December 2013.

Mr Miloud Hakimi is a technician at Degreane (VINCI Energies) appointed by the CGT trade union. Mr Hakimi is a trade union representative; member and secretary of the VINCI France Group Works Council; member of the VINCI European Works Council and member of VINCI's Committee on Health, Safety and Working Conditions. After training as an electrician, Mr Hakimi joined Degreane (VINCI Energies) in 1976 as a fitter. In 1989, after completing a BTS, he became a sales technician in 1989 and then served as an electrical safety trainer (NF C18-510 standard) beginning in 2002.

Mr Uwe Chlebos is an insulation installer at G+H Isolierung GmbH (VINCI Energies) in Germany, appointed by the European Works Council. He is a member of the Industrial Union of Construction, Agriculture and Environment (Germany) and a member of the Board of the Federal Section of Insulation (Germany). Mr Chlebos joined G+H Isolierung GmbH (VINCI Energies, Germany) in 1972 as an insulation installer. In 1994, he was elected Chairman of the G+H Isolierung GmbH works council. Mr Chlebos was named to G+H Isolierung's economic committee in 1996 and became a member of the Executive Committee of the group's Works Council in 1998 before being appointed the latter's Chairman in 2006. Since 2003, he has been a member of the Supervisory Board of VINCI Deutschland.

From 2001 to 2006, he was initially Chairman of the Works Council of VINCI Construction Deutschland before being named Chairman of the equivalent body for VINCI Energies Deutschland. From 2010 to 2013 he served as Vice-Chairman of the Supervisory Board of VINCI Energies Deutschland and he has been a member of the Supervisory Board of VINCI Deutschland since 2010.

Mr Pierre Coppey, 50, is a graduate of the Strasbourg Institut d'Etudes Politiques and France's National School of Telecommunications. He began his career in internal and institutional communication for La Poste. He joined the VINCI Group (SGE) in 1992, holding a number of positions before being appointed Director and then Senior Executive Vice-President of VINCI with responsibility for communication, human resources and synergies. At the end of 2007, Pierre Coppey was appointed Chairman and Chief Executive Officer of Cofiroute. In July 2009, he was appointed Chairman of VINCI Autoroutes, which groups together ASF, Cofiroute, Escota and Arcour. He has also been President of the Association des Sociétés Françaises d'Autoroutes since 2012 and Chairman of the Aurore non-profit organisation since 2000."

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FOURTH SUPPLEMENT

To the best knowledge of the Issuer (having taken all care to ensure that such is the case) the information contained in this Fourth 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 30 April 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 Fourth Supplement the visa No. 14-176 on 30 April 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.