

SECOND SUPPLEMENT DATED 29 OCTOBER 2015

TO THE BASE PROSPECTUS DATED 23 JUNE 2015



(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 second supplement (the "**Second Supplement**") constitutes a supplement to and must be read in conjunction with the Base Prospectus dated 23 June 2015 granted visa No. 15-304 on 23 June 2015 by the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement dated 5 August 2015 granted visa No. 15-439 on 5 August 2015 (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 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 "**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 French language version¹ of the press release of the Issuer dated 22 October 2015 relating to the quarterly information at 30 September 2015 (the "**Vinci Quarterly Information Press Release at 30 September 2015**").

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 2015.

Copies of this Second Supplement and the Vinci Quarterly Information Press Release at 30 September 2015 (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 Second 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 Second Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Second Supplement will prevail.

¹ The free English language translation of the Vinci Quarterly Information Press Release at 30 September 2015 may be obtained without charge from the website of the Issuer (www.vinci.com). This English language translation is not incorporated by reference herein.

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 2015.

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.

TABLE OF CONTENTS

DOCUMENT INCORPORATED BY REFERENCE 4
PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND
SUPPLEMENT 5

DOCUMENT 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 Second Supplement incorporates by reference the French language version² of the press release of the Issuer dated 22 October 2015 relating to the quarterly information at 30 September 2015 (the "**Vinci Quarterly Information Press Release at 30 September 2015**") which has been submitted to the AMF on 22 October 2015. The Vinci Quarterly Information Press Release at 30 September 2015 is published on the website of the Issuer (www.vinci.com).

Vinci Quarterly Information Press Release at 30 September 2015

Information incorporated by reference	Page no. in Vinci Quarterly Information Press Release at 30 September 2015
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- Key figures: p. 2-3- Confirmation of 2015 general trends: p. 3- Analysis of revenue in the first nine months of 2015 by business line: p. 3-5- Financial position: p. 5- Highlights: p. 5-6- Cancellation of treasury shares: p. 6- Upcoming events: p. 6- Appendixes: p. 7-10

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 30 September 2015 may be obtained without charge from the website of the Issuer (www.vinci.com). This English language translation is not incorporated by reference herein.

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 2013 set out on pages 286-287 of the 2013 Annual Report, incorporated by reference in the Base Prospectus, contains an observation.

The statutory auditors' report on the consolidated financial statements for the period ended 30 June 2015 set out on page 63 of the Vinci 2015 Half-Year Financial Report, incorporated by reference in the Base Prospectus, contains an observation.

VINCI

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92851 Rueil-Malmaison cedex
France

Duly represented by:

Christian Labeyrie

Directeur Général Adjoint et Directeur Financier

authorised signatory

made in Rueil-Malmaison on 29th October 2015



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. 15-549 on 29th October 2015. 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.