

FOURTH SUPPLEMENT DATED 3 MAY 2016
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 fourth supplement (the "**Fourth 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 second supplement dated 29 October 2015 granted visa No. 15-549 on 29 October 2015 and the third supplement dated 11 February 2016 granted visa No. 16-044 on 11 February 2016 (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 press release of the Issuer dated 28 April 2016 relating to the quarterly information at 31 March 2016 (the "**Vinci Quarterly Information Press Release at 31 March 2016**"), and (ii) updating the "Recent Developments" section of the Base Prospectus by including:

- the press release of the Issuer dated 6 April 2016 relating to the construction of the future CNIT;
- the press release of the Issuer dated 11 April 2016 relating to the acquisition of AERODOM;
- the press release of the Issuer dated 18 April 2016 relating to a new contract for the construction of the Cairo metro; and
- the press release of the Issuer dated 29 April 2016 relating to the implementation of the share buyback programme.

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 2016.

Copies of this Fourth Supplement and the Vinci Quarterly Information Press release at 31 March 2016 (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 December 2015.

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 press release of the Issuer dated 28 April 2016 relating to the quarterly information at 31 March 2016 (the "**Vinci Quarterly Information Press Release at 31 March 2016**"). The Vinci Quarterly Information Press Release at 31 March 2016 is published on the website of the Issuer (www.vinci.com).

Vinci Quarterly Information Press Release at 31 March 2016

Information incorporated by reference	Page no. in Vinci Quarterly Information Press Release at 31 March 2016
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- Revenue by business line for the first three months of 2016: pp.3 to 5- Highlights of the quarter: pp. 2 to 3- Appendixes: pp. 6 to 8

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 70 of the Base Prospectus:

"The following press release was published by VINCI on 6 April 2016:

VINCI Construction to build the future CNIT - La Défense station and the adjacent tunnels

- **A new station at La Défense as part of the extension of**
- **the RER E towards the west of Paris (Eole)**
- **A highly technical underground worksite**
- **A contract worth 496 million euros**

SNCF Réseau has awarded VINCI Construction – through its subsidiaries VINCI Construction France (lead company), VINCI Construction Grands Projets, Dodin Campenon Bernard, Soletanche Bachy France and Botte Fondations, in a joint venture with Spie Batignolles TPCI and Spie Fondations – the contract to build the new La Défense station and the adjacent tunnels.

The works, entrusted to the joint venture and amounting to €496m, are part of the extension of RER line E towards the west of Paris (Eole). The works will start in the summer of 2016 and will continue for 61 months. The operation will mobilise 700 construction workers at the peak of activity. It requires four million hours of labour with more than 300,000 hours that will be carried out under work-integration programmes.

With this worksite, VINCI Construction confirms its expertise in management of major projects and its know-how in underground works and foundations.

A complex structure under an emblematic site: the CNIT

The operation covers building the new La Défense station under the CNIT dome, a highly technical project that entails building an underground cathedral while supporting the existing structures and ensuring operational continuity of the site. All the CNIT offices, shops and hotel must continue to function normally throughout the duration of the works.

Apart from the underground structural work beneath the CNIT itself, the company will also be building one kilometre of tunnels, a 40m-deep and 15m-diameter shaft and a large number of underground pedestrian corridors enabling connections between the RER E and A lines, the L and U lines of the Transilien and the T2 Tramway.

A huge technical feat in the heart of the La Défense business district

The major challenge of the worksite is that it has to be executed in the dense and complex urban environment of La Défense, the works requiring the excavation of 350,000 cu. m. of rubble.

An ambitious project that opens the way to the Grand Paris Express network

Extension of the RER E line will significantly reduce travel time for thousands of Paris region residents and thereby improve their everyday lives. Extending the E line and building the new CNIT-La Défense station will provide commuters with better quality of service and connections with other RER lines and the future Grand Paris Express network.

This new construction project comes in the wake of other operations already conducted by VINCI in Europe's largest business district. In December last year, the Group announced construction of Trinity, an innovative new skyscraper on which works will be completed in the second half of 2018. "

"The following press release was published by VINCI on 11 April 2016:

**VINCI Airports finalises the acquisition of AERODOM,
which holds the concession for six airports in the Dominican Republic**

- Total annual traffic of 4.5 million passengers
- Concession contract valid until 2030

VINCI Airports has finalised the acquisition of Aeropuertos Dominicanos Siglo XXI, SA (AERODOM), a Dominican company holding a concession contract with the Dominican Government to operate six airports in the Dominican Republic until March 2030. This acquisition follows the agreement signed by VINCI Airports and the Advent International private equity firm in December 2015.

AERODOM operates six of the Dominican Republic's nine airports:

- Las Américas International airport, serving Santo Domingo, the country's capital, with a total traffic amounting to 3.5 million passengers;
- Gregorio Luperón airport in Puerto Plata, the gateway to the island's second largest tourist destination, with 804,000 passengers;
- Presidente Juan Bosch and Arroyo Barril airports near Samaná, La Isabela in Santo Domingo and María Montez in Barahona, serving a total of 202,000 passengers.

Overall, the AERODOM airports accounted for 4.5 million passengers in 2015, 98% of them international.

With an average annual growth rate of 5% over the past decade, the Dominican Republic has an attractive and dynamic economy. The country notably benefits from North American growth and the local authorities' ambitious tourism expansion policy.

This acquisition is a major milestone in VINCI Airports' international expansion. Operating on three continents and serving more than 100 million passengers, VINCI Airports is now one of the World's Top 5 leading airport operators."

"The following press release was published by VINCI on 18 April 2016:

VINCI and Bouygues Construction win a further contract for the construction of the Cairo metro

- The Egyptian authorities demonstrate renewed confidence over a period of 35 years
- A €1.1 billion contract

The joint venture led by VINCI Construction Grands Projets, alongside Bouygues Construction's subsidiary Bouygues Travaux Publics and their Egyptian partners Orascom Construction and Arabco Contractors, has won the Phase 3 contract for Line 3 of the Cairo metro. The President of the Arab Republic of Egypt, Abdel Fattah el-Sisi, and the President of the French Republic, François Hollande, attended the official signing ceremony on 17 April 2016. The client, the National Authority for Tunnels, demonstrated renewed confidence in the joint venture, which has been building the metro system for North Africa's largest urban area since 1981.

The new €1.1 billion, 67-month contract covers civil engineering for Phase 3 of Line 3, including 17.7 km of new line and 15 stations (eight underground, five elevated and two at ground level). The works will require construction of a new tunnel under the Nile. Once completed, Line 3 will increase the overall length of the Cairo metro system to 100 km and serve five million passengers daily. Work will start in the residential and administrative parts of the capital, including Zamalek Island, and end in the city's densely populated and highly urbanised northern and southern districts.

The project will generate about 5,000 jobs and continue the longstanding French-Egyptian cooperation in underground works. It will also offer French SMEs a large number of opportunities. In the previous phase of the project, handed over in 2014, the joint venture called on more than 600 French SMEs as suppliers and subcontractors.

Driven by strong economic and population growth, Cairo is now North Africa's largest city. The urban area has 16 million inhabitants and a very high population density of 73,500 people per km². Automobile traffic has become highly congested. The expansion of the Cairo metro will help to efficiently and effectively regulate traffic and substantially reduce carbon dioxide emissions.

In addition, the joint venture is also working on Phase 4a of Line 3, which will extend the system towards the eastern part of the city. The contract was signed in February 2015 and handover is set for the end of 2018."

"The following press release was published by VINCI on 29 April 2016:

Implementation of the share buyback programme

As part of its share buyback programme, VINCI signed a share purchase agreement with an investment services provider on 29 April 2016.

According to the agreement, the investment services provider will sell to VINCI no later than 28 June 2016 up to €200 million worth of VINCI shares at an average price per share determined on the basis of the market prices observed during the entire duration of the agreement, with a guaranteed discount. This price cannot exceed the maximum purchase price of €80 per share set by the VINCI Ordinary and Extraordinary Shareholders' Meeting on 19 April 2016."

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.

VINCI

1 cours Ferdinand de Lesseps
92851 Rueil-Malmaison cedex
France

Duly represented by:

Marie Bastart

Directeur Financier Adjoint

authorised signatory

made in Rueil-Malmaison on 3 May 2016



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. 16-162 on 3 May 2016. 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.