

**FIFTH SUPPLEMENT DATED 28 NOVEMBER 2016**  
**TO THE BASE PROSPECTUS DATED 29 JUNE 2016**



(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 fifth supplement (the "**Fifth Supplement**") constitutes a supplement to and must be read in conjunction with the Base Prospectus dated 29 June 2016 granted visa No. 16-280 on 29 June 2016 by the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement dated 5 August 2016, granted visa No. 16-389 on 5 August 2016, the second supplement dated 18 August 2016 granted visa No. 16-396 on 18 August 2016, the third supplement dated 14 September 2016 granted visa No. 16-431 on 14 September 2016 and the fourth supplement dated 2 November 2016 granted visa No. 16-508 on 2 November 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 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 "**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 updating the "Recent Developments" section of the Base Prospectus by including (i) the press release of the Issuer dated 22 November 2016 relating to a fake press release published by Bloomberg and (ii) the press release of the Issuer dated 23 November 2016 relating to false information provided to certain media outlets.

Copies of this Fifth Supplement (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](http://www.vinci.com)). A copy of this Fifth Supplement will also be available on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

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.

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.

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## RECENT DEVELOPMENTS

The following will be added at the end of the "Recent Developments" section beginning at page 70 of the Base Prospectus:

"The following press release was published by VINCI on 22 November 2016:

### **VINCI's denial**

A fake press release was published today by Bloomberg at 4.05 PM. VINCI denies formally all the informations contained in this fake press release and is investigating all legal actions in furtherance thereof."

"The following press release was published by VINCI on 23 November 2016:

### **Update on the impersonation of VINCI on 22/11/2016**

On 22 November 2016, at 16:05, VINCI was impersonated in the form of false information being sent to certain media outlets. The false allegations, the source of which is currently unknown, referred among other things to a revision of VINCI's consolidated accounts for the financial year 2015 and for the first half of 2016 as a result of alleged accounting irregularities, which had resulted in the dismissal of the Chief Financial Officer. The first false press release was followed by two further false press releases, one disseminating a partial denial, and the other containing an anonymous "pseudo-claim" of responsibility.

Having been relayed too rapidly by several press agencies, this false information had a substantial impact on VINCI's share price as soon as it was broadcast.

VINCI reiterates its denial of these false allegations and confirms all of the financial information distributed to the financial markets to date, particularly as regards forecast revenue and profits for 2016 and its expected financial situation (cf. the press release dated 25/10/2016 and the quarterly information to 30/09/2016).

At this stage of the investigations carried out by VINCI, the Group has not suffered any intrusion of its IT systems. VINCI's staff have observed all the procedures for the provision of information to the AMF, the financial markets and the press. VINCI has therefore not been the victim of computer hacking, but of impersonation. In fact, e-mail addresses including VINCI's name were used to mislead the media. The names of the Group's Communications Director and of the head of the press department were also misused. Finally, a false VINCI website was created on which a downloadable version of the first false press release was published.

Events unfolded as follows:

16:05: distribution of a first false press release to editorial offices.

16:06-16:07: Bloomberg and Dow Jones agencies picked up elements of the false press release.

From 16:10 onwards: the Group's spokesperson denies the false information to the press agencies. This official denial is immediately repeated by the agencies.

16:15: trading in the shares is suspended after a fall of more than 18% in the share price.

16:19: trading in the shares resumes and the price goes back up to a level close to but lower than that recorded before the distribution of the first false press release.

16:27: distribution of a second false press release containing a partial denial.

16:49: VINCI publishes a written denial on its website.

17:02: distribution of the written denial to the AMF, financial markets and press.

17:15: the Group's Legal Director calls the AMF.

17:35: distribution of a third and final false press release containing a "pseudo-claim" of responsibility.

Based on this evidence, VINCI has decided to file a complaint against persons unknown."

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.

**VINCI**

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France

Duly represented by:  
Marie Bastart

*Directeur Financier Adjoint*  
authorised signatory

made in Rueil-Malmaison on 28 November 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 Fifth Supplement the visa No. 16-554 on 28 November 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.