

**SECOND SUPPLEMENT DATED 18 AUGUST 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 second supplement (the "**Second 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 "**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 updating the "Recent Developments" section of the Base Prospectus by including the press release of the Issuer dated 8 August 2016 relating to the acquisition of LAMSAC, a concessionaire of the Linea Amarilla highway in Lima, Peru.

Copies of this Second 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). 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.

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.

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.

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 8 August 2016:

VINCI becomes a road concessionaire in Peru

- Acquisition of LAMSAC, concessionaire of the Linea Amarilla highway in Lima, Peru, and PEX, which operates the associated electronic toll collection system.
- Concession for construction, operation and maintenance of a 25km-toll road in the center of Lima, Peru
- Transaction amount as of 31 December 2015: PEN 5.5 billion, around EUR 1.5 billion
- Total traffic: 134,000 vehicles / day in 2015, concession running until November 2049

VINCI Highways, VINCI Concessions' international highways subsidiary, has signed an agreement with Brazilian group INVEPAR for the acquisition of 100% of LAMSAC company, concessionaire-holder of Línea Amarilla toll road in the center of Lima, and PEX, LAMSAC's electronic toll collection operator. The deal is based on an enterprise value of LAMSAC and PEX at PEN 5.5 billion (around EUR 1.5 billion) as of 31 December 2015.

LAMSAC holds a concession contract with the Municipality of Lima to build, operate and maintain the 25km-toll road, valid until November 2049. The transaction will be finalised and the operations are transferred in the second half of 2016, once the required approvals have been obtained.

In 2015, traffic on LAMSAC averaged 134,000 vehicles/day. Traffic will further increase following the completion of a new section under construction. With an average annual growth rate of more than 6% over the past 10 years, Peru features a very attractive economy.

This transaction is part of VINCI Concessions' strategy of expansion in an area with strong growth potential. On 21 April 2015, VINCI Airports notably won the concession contract for the international airport in Santiago de Chile as part of a joint venture, which began operating the airport in October 2015. The construction of a new terminal, which will get under way soon, is expected to double the airport's capacity.

More broadly, this transaction reflects the VINCI Group's expansion goals in Latin America. With the acquisition of the Brazilian Orteng Engenharia e Sistemas company in March 2015, VINCI Energies began operating in Brazil, where it has become a leader in services linked to energy and industry. More recently, the Group formed a strategic partnership with Constructora Concreto, a leading Colombian construction and real estate development company, to help support Colombia's major road infrastructure development projects.

About VINCI Highways

Active in 11 countries, VINCI Highways, subsidiary of VINCI Concessions, finances, builds and operates roads and highways infrastructures worldwide. In association with local partners, it manages a network of 23 concessions with more than 1,600 km of highways and crossings and nearly 1,300 km of urban roads. In 2015, VINCI Highways recorded a combined revenue of 611 million euros.

www.vinci-concessions.com

About VINCI

VINCI is a global player in concessions and construction, employing more than 185,000 people in some 100 countries. We design, finance, build and operate infrastructure and facilities that help improve daily life and mobility for all. Because we believe in all-round performance, above and beyond economic and financial results, we are committed to operating in an environmentally and socially responsible manner. And because our projects are in the public interest, we consider that reaching out to all our stakeholders and engaging in dialogue with them is essential in the conduct of our business activities.

www.vinci.com

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.

VINCI

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France

Duly represented by:

Marie Bastart

Directeur Financier Adjoint

authorised signatory

made in Rueil-Malmaison on 18 August 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 Second Supplement the visa No. 16-396 on 18 August 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.