

**THIRD SUPPLEMENT DATED 14 SEPTEMBER 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 third supplement (the "**Third 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 and the second supplement dated 18 August 2016 granted visa No. 16-396 on 18 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 Third 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 Third 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 Third 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 Third Supplement.

This Third 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 1 September 2016 relating to the issue by Cofiroute of notes for a total amount of Euro 1.3 billion, in two tranches of Euro 650 million each, with a maturity of respectively 8.5 and 12 years, and (ii) the press release of the Issuer dated 9 September 2016 relating to Vinci and Conconcreto being future concession holder for the 3rd Lane Bogotá-Girardot project in Columbia.

Copies of this Third 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 Third 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 Third Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Third Supplement will prevail.

Save as disclosed in this Third 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 Third 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 1 September 2016:

COFIROUTE successfully issues a €1.3 billion bond in two tranches of €650 million each, at 8.5 and 12 years

VINCI announces the successful placement by its subsidiary COFIROUTE of a €1.3 billion bond issue, equally divided between a bond issue maturing in February 2025 with an annual coupon of 0.375% and a bond issue maturing in September 2028 with a 0.75% coupon.

The issue was around 2,5 times oversubscribed, thus confirming investor confidence in the company's credit quality, rated A- by Standard & Poor's, with stable outlook.

The issue, part of the EMTN programme, is intended to refinance COFIROUTE's general purposes. It enables the company to take advantage of excellent market conditions to continue to optimise the cost of its debt and lengthen its average debt maturity.

The joint book-runners of this transaction were BNP Paribas (Global coordinator), SG CIB (Global coordinator), BBVA, Commerzbank, MUFG and RBS.

The following press release was published by VINCI on 9 September 2016:

VINCI and Conconcreto future concession holder for the 3rd Lane Bogotá – Girardot project in Colombia

- New toll road concession between Bogotá and Girardot, Colombia's busiest road :
141 km of highway including the construction of a 65 km 3rd lane
- Total amount of the contract estimated at €1.3 billion (COP 4.2 billion)

On August 12th 2016, Colombia's National Infrastructure Agency (ANI) awarded the project 3rd Lane Bogota-Girardot: a public-private partnership (PPP) contract with a term of 30 years for the addition of 65km of 3rd lane and the operation of 141 km of the highway between Bogotá and Girardot, in Cundinamarca and Tolima Departments in Colombia.

Following the announcement, talks occurred between the awardee consortium, VINCI's subsidiary VINCI Highways. After obtaining the approval of the ANI the final consortium will be formed by VINCI Highways (50%), Constructora Conconcreto (25%) and Industrial Conconcreto (25%).

The total amount of the contract is estimated at €1.3 billion (COP 4.2 billion). The Bogotá-Girardot 3rd lane Toll Road is one of Colombia's busiest, with 15.3 million vehicles in 2015. The road itself exists for more than 50 years and is operated as a concession since 2005. More than 37% of its revenues come from heavy traffic (it connects Bogotá with the main artery for Pacific ports).

The project involves the design, financing, construction, operation and maintenance of the 141 km of highway, including the addition of 65km of third lanes and the construction of 2km of 4 bidirectional tunnels. The project as of today includes 2 major intersections, a 4.2 km tunnel, 17 bridges, 34 pedestrian bridges, 4 viaducts and 2 operational centers. The project is a self-sustained PPP based on toll revenues (it has already 2 toll stations installed since 2005).

The construction works are estimated to last 5 years and will be carried out by a joint-venture consisting of VINCI Construction Grands Projets / VINCI Construction Terrassement (50%) and Concreto (50%). The whole infrastructure will be operated and maintained by the concessionaire.

In July 2010, VINCI has announced a strategic partnership with Constructora Concreto, a leading Colombian construction and real estate development company. The partnership involves VINCI's acquisition of a 20% stake in Constructora Concreto via a reserved capital increase.

VINCI's ambition is to put down long-term roots in Colombia, one of the most dynamic countries in South America. For about a decade, the country has regularly recorded annual GDP growth in excess of 4%. The construction sector is particularly promising, with volume expected to increase by 5% annually in coming years.

This new operation follows the recent acquisition of the LAMSAC highway concession company in Peru and is a further demonstration of VINCI's dynamic expansion in Latin America.

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD SUPPLEMENT

To the best knowledge of the Issuer (having taken all care to ensure that such is the case) the information contained in this Third 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 14 September 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 Third Supplement the visa No. 16-431 on 14 September 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.