

**SECOND SUPPLEMENT DATED 3 NOVEMBER 2017  
TO THE BASE PROSPECTUS DATED 12 JULY 2017**



(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 12 July 2017 granted visa No. 17-354 on 12 July 2017 by the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement dated 4 August 2017, granted visa No. 17-428 on 4 August 2017 (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 (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 and Article 212-25 of the AMF's *Règlement Général* for the purposes of (i) updating the "Recent Developments" section of the Base Prospectus by including the press release of the Issuer dated 28 September 2017 relating to the implementation of the share buyback programme and (ii) incorporating by reference the information contained in the French language version<sup>1</sup> of the press release of the Issuer dated 24 October 2017 relating to the quarterly information at 30 September 2017 (the "**Vinci Quarterly Information Press Release at 30 September 2017**").

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 2017.

Copies of this Second Supplement and the Vinci Quarterly Information Press Release at 30 September 2017 (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 Second Supplement will also be available on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

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<sup>1</sup> The free English language translation of the Vinci Quarterly Information Press Release at 30 September 2017 may be obtained without charge from the website of the Issuer ([www.vinci.com](http://www.vinci.com)). This English language translation is not incorporated by reference herein.

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.

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## DOCUMENTS INCORPORATED BY REFERENCE

The section "Documents Incorporated by Reference" appearing on pages 12 to 15 of the Base Prospectus is hereby supplemented as follows:

This Second Supplement incorporates by reference the French language version<sup>1</sup> of the press release of the Issuer dated 24 October 2017 relating to the quarterly information at 30 September 2017 (the "**Vinci Quarterly Information Press Release at 30 September 2017**"). The Vinci Quarterly Information Press Release at 30 September 2017 is published on the website of the Issuer ([www.vinci.com](http://www.vinci.com)).

### Vinci Quarterly Information Press Release at 30 September 2017

Information incorporated by reference	Page no. in Vinci Quarterly Information Press Release at 30 September 2017
<b>FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>	
Quarterly information	<ul style="list-style-type: none"><li>- Consolidated revenue: pp.1 to 2</li><li>- Key figures: p.3</li><li>- Revenue by business line for the first nine months of 2017: pp.4 to 5</li><li>- Financial position: p.6</li><li>- Highlights of the quarter: pp. 6 to 8</li><li>- Upcoming events: p.9</li><li>- Appendixes: pp. 10 to 13</li></ul>

*Any other information not listed above but contained in such document is incorporated by reference for informational purposes only.*

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<sup>1</sup> The free English language translation of the Vinci Quarterly Information Press Release at 30 September 2017 may be obtained without charge from the website of the Issuer ([www.vinci.com](http://www.vinci.com)). This English language translation is not incorporated by reference herein.

## **RECENT DEVELOPMENTS**

The following will be added at the end of the "Recent Developments" section beginning at page 69 of the Base Prospectus:

"The following press release was published by VINCI on 28 September 2017:

### **Implementation of the share buyback programme**

As part of the implementation of its share buyback programme, VINCI signed a share purchase agreement with an investment services provider on 27 September 2017.

According to the agreement, the investment services provider will sell to VINCI no later than 22 December 2017, up to €130 million worth of VINCI shares at an average price per share determined based on the market prices observed during the entire duration of the agreement, with a guaranteed discount. This price cannot exceed the maximum purchase price set by the VINCI Ordinary and Extraordinary Shareholders' Meeting."

## 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

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 November 2017



### *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. 17-573 on 3 November 2017. This Second Supplement 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 the approval by the AMF of the opportunity of the transactions contemplated hereby nor that the AMF has verified the accounting and financial data set out in it. In accordance with Article 212-32 of the AMF's General Regulations, any issuance or admission to trading of notes on the basis of the Base Prospectus, as supplemented by this Second Supplement, shall be subject to the publication of Final Terms setting out the terms of the securities being issued.