

FIFTH SUPPLEMENT DATED 10 JANUARY 2019

TO THE BASE PROSPECTUS DATED 2 JULY 2018



(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 2 July 2018 granted visa no. 18-278 on 2 July 2018 by the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement dated 8 August 2018 granted visa no. 18-375 on 8 August 2018, the second supplement dated 4 September 2018 granted visa no. 18-412 on 4 September 2018, the third supplement dated 26 October 2018 granted visa no. 18-497 and the fourth supplement dated 3 January 2019 granted visa no. 19-001 (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 (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 and Article 212-25 of the AMF's *Règlement Général* for the purposes of updating the "Recent Developments" section of the Base Prospectus by including the press release dated 2 January 2019 relating to the implementation of the share buyback programme and the press release dated 8 January 2019 relating to an agreement with the Portuguese government to finance the expansion of Lisbon's airport capacity.

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). A copy of this Fifth 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 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.

TABLE OF CONTENTS

RECENT DEVELOPMENTS 3

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIFTH
SUPPLEMENT 5

RECENT DEVELOPMENTS

The following will be added at the end of the "Recent Developments" section beginning at page 66 of the Base Prospectus:

" 12. Press release published by Vinci on 2 January 2019

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 2 January 2019.

According to the agreement, the investment services provider will sell to VINCI no later than 27 March 2019, up to €200 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.

About VINCI

VINCI is a global player in concessions and contracting, employing close to 195,000 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. VINCI's goal is to create long-term value for its customers, shareholders, employees, and partners and for society at large.

13. Press release published by Vinci on 8 January 2019

ANA (VINCI Airports) sign an agreement with the Portuguese government to finance the expansion of Lisbon's airport capacity

- 1.15 billion euros to be invested by 2028 for the extension of the existing Lisbon airport and the opening of a new civil airport in Montijo, entirely financed by the private sector
- A major milestone for the expansion of Lisbon's airport capacity
- A renewed commitment by ANA and VINCI Airports to contribute to the development of the Portuguese economy

ANA – Aeroportos de Portugal, concessionaire of 10 airports in Portugal and 100% subsidiary of VINCI Airports, signed on 8 January 2019 an agreement with the Portuguese government on the main principles for the extension of the airport capacity in the Lisbon Region. The event took place on the Montijo military Air Base, in the presence of the Portuguese Prime Minister Antonio Costa, the Minister for Planning and Infrastructure Pedro Marques and the Chairman and CEO of VINCI, Xavier Huillard.

This agreement, which seals the consensus reached between the parties on the main technical, operational and financial assumptions of the project as well as the evolution of the future economic regulation, marks a major milestone for the expansion of Lisbon's airport capacity. Its terms will be included in the addendum to the concession agreement, which should be signed in 2019, once the environmental authorizations have been obtained.

As part of the agreement signed today, ANA shall invest 1.15 billion euros by 2028, including 650 millions euros for the first phase of the extension of the existing Lisbon airport, and 500 million euros for the opening of a new civil airport in Montijo. In addition, 156 million euros will be invested to compensate the Air Force and to contribute to access works in Humberto Delgado and Montijo.

As initially set out by the Portuguese government, this large project will be entirely financed by the private sector, while ensuring that the competitiveness of the Lisbon hub will be maintained through a moderate evolution in airport charges.

This project contemplates a new dual system of airport infrastructures to serve the region of Lisbon enhancing the hub function of Humberto Delgado Airport through additional contact positions and reduced connecting times, and a point-to-point flexible, cost-effective and sustainable airport in Montijo, located near the city center (25 km) and offering a new generation terminal. Both airports will provide a modern and improved passenger experience.

With a target capacity of 48 ATM per hour in Humberto Delgado and 24 ATM per hour in Montijo, this dual airport system will be able to absorb the expected growth of traffic until the end of the concession, which remains unchanged in 2062.

At the signature ceremony, Nicolas Notebaert, CEO of VINCI Concessions and President of VINCI Airports said: “This project and this investment we are announcing today mark a new confirmation of the two main commitments we took 6 years ago, when we first applied for the privatization of ANA: to contribute to the development of the Portuguese economy by increasing traffic, and to invest in infrastructure to support future growth. Traffic in Lisbon has already increased by almost 100% in the last 6 years and here we are again announcing new investments after the 200 million euros we have already invested in the different Portuguese airports”.

About VINCI Airports

VINCI Airports, a top 5 global player in the international airport sector, manages the development and operations of 46 airports located in France, Portugal (including the hub of Lisbon), United-Kingdom, Sweden, Serbia, Cambodia, Japan, United States of America, Dominican Republic, Costa Rica, Chile and Brazil. Served by more than 250 airlines, VINCI Airports' network handled over 228 million passengers in 2017 including the AWW portfolio, Gatwick and Belgrade airports. Through its expertise as a comprehensive integrator, VINCI Airports develops, finances, builds and operates airports, leveraging its investment capability, international network and know-how to optimize the management and performance of existing airport infrastructure, facility extensions and new construction. In 2017, its annual revenue for managed activities amounted to €3.2 bn, for a consolidated revenue of €1.4 bn. More comprehensive information is available on www.vinci-airports.com

About VINCI

VINCI is a global player in concessions and construction, employing more than 190,000 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. VINCI's goal is to create long-term value in this way for its clients, shareholders, employees and partners, and for society as a whole. www.vinci.com

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
1 cours Ferdinand de Lesseps
92851 Rueil-Malmaison cedex
France

Duly represented by:
Thierry Mirville
Directeur Financier Adjoint
authorised signatory
made in Rueil-Malmaison on 10 January 2019



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. 19-011 on 10 January 2019. This Fifth 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 Fifth Supplement, shall be subject to the publication of Final Terms setting out the terms of the securities being issued.