

THIRD SUPPLEMENT DATED 3 NOVEMBER 2020
TO THE BASE PROSPECTUS DATED 15 JULY 2020



(incorporated as a *société anonyme* in France)

Euro 12,000,000,000

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 15 July 2020 granted approval number 20-344 on 15 July 2020 by the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement dated 7 September 2020 granted approval number 20-444 on 7 September 2020 and the second supplement dated 24 September 2020 granted approval number 20-473 on 24 September 2020 (together, the "**Base Prospectus**") prepared by Vinci (the "**Issuer**") with respect to the Euro 12,000,000,000 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 Article 8 of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**").

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 under the Prospectus Regulation.

The Issuer declares that, to the best of its knowledge, the information contained in this Third Supplement is in accordance with the facts and the Third Supplement makes 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 23.1 of the Prospectus Regulation for the purposes of (i) incorporating by reference the information contained in the French language version¹ of the press release of the Issuer dated 20 October 2020 relating to the quarterly information at 30 September 2020 (the "**Vinci Quarterly Information Press Release at 30 September 2020**") and (ii) updating the "Recent Developments" section of the Base Prospectus by including the press release relating to a non-binding proposal for the acquisition of Grupo ACS's "Industrial Services" division.

Copies of this Third Supplement and the Vinci Quarterly Information Press Release at 30 September 2020 (a) may be obtained, free of charge, 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 material inaccuracy relating to information contained or incorporated 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.

¹ The free English language translation of the Vinci Quarterly Information Press Release at 30 September 2020 may be obtained without charge from the website of the Issuer (<https://www.vinci.com/vinci.nsf/en/press-releases/pages/20201020-1746.htm>). This English language translation is not incorporated by reference herein.

TABLE OF CONTENTS

DOCUMENTS INCORPORATED BY REFERENCE	3
RECENT DEVELOPMENTS.....	4
PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD SUPPLEMENT	5

DOCUMENTS INCORPORATED BY REFERENCE

The section "Documents Incorporated by Reference" appearing on pages 24 to 27 of the Base Prospectus is hereby supplemented as follows:

"This Third Supplement incorporates by reference the French language version¹ of the press release of the Issuer dated 20 October 2020 relating to the quarterly information at 30 September 2020 (the "**Vinci Quarterly Information Press Release at 30 September 2020**"). The Vinci Quarterly Information Press Release at 30 September 2020 is published on the website of the Issuer (<https://www.vinci.com/vinci.nsf/fr/communiqués/pages/20201020-1745.htm>).

Vinci Quarterly Information Press Release at 30 September 2020

Information incorporated by reference (Annex VII of EU Delegated Regulation no. 2019/980)	Page no. in Vinci Quarterly Information Press Release at 30 September 2020
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
Quarterly information	<ul style="list-style-type: none"> - Consolidated revenue: p.1 - Key figures: p. 2 - Revenue by business line for the first nine months of 2020: pp.3 to 5 - Financial position: p. 5 - Outlook (barring any further adverse pandemic-related developments and excluding exceptional events): p. 5 - Other recent highlights: p. 6 - Appendixes: pp. 8 to 13

Any information not listed in the cross-reference lists but included in the document incorporated by reference shall not form part of this Base Prospectus and is either not relevant for the investor or covered elsewhere in the Base Prospectus.

Investors should note that the Vinci Quarterly Information Press Release at 30 September 2020 was published on 20 October 2020 before the introduction by the French government of a second national lockdown to control the Covid-19 pandemic. The second national lockdown took effect at midnight on 30 October 2020 and will be in place for four weeks, unless extended. The Vinci Quarterly Information Press Release at 30 September 2020 therefore does not take into account the potential impact of the new lockdown. As of the date of this Third Supplement, the Issuer is unable to estimate any impact that the new lockdown may have on the Group."

¹ The free English language translation of the Vinci Quarterly Information Press Release at 30 September 2020 may be obtained without charge from the website of the Issuer (<https://www.vinci.com/vinci.nsf/en/press-releases/pages/20201020-1746.htm>). 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 80 of the Base Prospectus:

"Press release published by Vinci on 2 October 2020: non-binding proposal for the acquisition of Grupo ACS's "Industrial Services" division

VINCI has presented Grupo ACS with a non-binding proposal to form the basis of negotiations for the acquisition of Grupo ACS's "Industrial Services" division, whose controlling holding company is "ACS Servicios, Comunicaciones y Energía SA". The scope of the contemplated acquisition would include, in addition to the engineering and works activities, interests held in eight concessions and PPPs relating mainly to energy projects as well as a platform for the development of new projects in the renewable energy sector. On an unaudited pro forma basis, these activities represented revenue of approximately €6.3 billion in 2019.

This proposal has been examined by Grupo ACS's Board of Directors, which has declared itself open to negotiations.

Completion of the transaction remains conditional, in particular, on the performance of a due diligence exercise in the coming months. This will include examining information forming the basis of a carve-out plan for the activities that would not be transferred to VINCI, including the Zero-E company and fifteen concessions.

The indicative enterprise value of the business activities covered by VINCI SA's proposal would be approximately €5.2 billion of which a minimum of €2.8 billion would be paid in cash, the remaining part being paid in shares or in cash. The final terms and conditions of the proposed transaction will be agreed upon at the end of the due diligence process.

The proposal would be subject to the required regulatory approvals, including merger control.

ACS and VINCI will inform the market, at the appropriate time, of the eventual outcome and result of these negotiations."

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD SUPPLEMENT

The Issuer hereby declares that, to the best of its knowledge, the information contained in this Third Supplement is in accordance with the facts and the Third Supplement makes no omission likely to affect its import.

VINCI
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France
Duly represented by:
Thierry Mirville
Directeur Financier Adjoint

authorised signatory
made in Rueil-Malmaison on 3 November 2020



Autorité des marchés financiers

This Third Supplement has been approved on 3 November 2020 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Third Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer described in the Third Supplement.

This Third Supplement obtained the following approval number: n°20-536.