

Final Terms dated 8 December 2014



VINCI

**Euro 6,000,000,000
Euro Medium Term Note Programme
for the issue of Notes**

SERIES NO: 10

**TRANCHE NO: 2
EUR 50,000,000 Floating Rate Notes due November 2021
(the Notes)**

to be assimilated (*assimilées*) upon listing and form a single series with the existing

**TRANCHE NO: 1
EUR 200,000,000 Floating Rate Notes due November 2021
(the Existing Notes)**

Issued by: VINCI (the Issuer)

BNP PARIBAS

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "Conditions") set forth in the Base Prospectus dated 18 June 2014 and the supplements to the Base Prospectus dated 8 August 2014 and 28 October 2014 which together constitute a base prospectus for the purposes of the prospectus directive (Directive 2003/71/EC, as amended by Directive 2010/73/EU) (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplements to the Base Prospectus are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the websites of (a) the *Autorité des marchés financiers* (www.amf-france.org) and (b) the Issuer (www.vinci.com) and copies may be obtained free of charge from VINCI, 1 cours Ferdinand de Lesseps – 92851 Rueil-Malmaison cedex, France.

1. **Issuer:** VINCI
2. (i) **Series Number:** 10
(ii) **Tranche Number:** 2
3. **Specified Currency or Currencies:** Euro ("EUR")
4. **Aggregate Nominal Amount of Notes admitted to trading:**
 - (i) **Series:** EUR 250,000,000
 - (ii) **Tranche:** EUR 50,000,000
5. **Issue Price:** 100.00 per cent. of the Aggregate Nominal Amount plus accrued interest from and including 17 November 2014 to but excluding the Issue Date amounting to EUR 21,658.33
6. **Specified Denomination(s):** EUR 100,000
7. (i) **Issue Date:** 10 December 2014
(ii) **Interest Commencement Date:** 17 November 2014
8. **Maturity Date:** The Specified Interest Payment Date falling on or nearest to 17 November 2021
9. **Extended Maturity Date:** Not Applicable
10. **Interest Basis:** EURIBOR 3-month + 0.60 per cent. Floating Rate
(further particulars specified in paragraph 18 below)
11. **Redemption/Payment Basis:** Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount
(further particulars specified in paragraph 25 below)
12. **Change of Interest Basis:** Not Applicable
13. **Put/Call Options:** Not Applicable

- 14. Make-whole Redemption:** Not Applicable
- 15. (i) Status of the Notes:** Unsubordinated Notes
- (ii) Dates of the corporate authorisations for issuance of the Notes:** Decision of the Board of Directors of the Issuer dated 5 February 2014 and decision of Mr. Xavier Huillard, *Président Directeur Général* of the Issuer, dated 4 December 2014.
- 16. Method of distribution:** Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 17. Fixed Rate Note Provisions:** Not Applicable
- 18. Floating Rate Note Provisions:** Applicable
- (i) Interest Period(s):** The Period from and including the Interest Commencement Date to but excluding the First Specified Interest Payment Date and thereafter each successive period from and including a Specified Interest Payment Date to but excluding the next succeeding Specified Interest Payment Date
- (ii) Specified Interest Payment Dates:** 17 February, 17 May, 17 August and 17 November in each year, commencing on 17 February 2015 up to, and including, the Maturity Date, all such dates being subject to adjustment in accordance with the Business Day Convention specified in (v) below
- (iii) First Interest Payment Date:** The Specified Interest Payment Date falling on or nearest to 17 February 2015
- (iv) Interest Period Date:** Not Applicable
- (v) Business Day Convention:** Modified Following Business Day Convention
- (vi) Business Centre(s):** Not Applicable
- (vii) Manner in which the Rate(s) of Interest is/are to be determined:** Screen Rate Determination
- (viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):** Not Applicable
- (ix) Screen Rate Determination:** Applicable
- Benchmark: EURIBOR 3 months
 - Relevant Time: 11.00 a.m. (Brussels time)
 - Interest Determination Date(s): Two TARGET Business Days prior to the first day in each Interest Period
 - Reference Banks (if Primary Source is Reference Banks): Not Applicable
 - Relevant Screen page: Reuters page EURIBOR 01
- (x) FBF Determination:** Not Applicable

- (xi) ISDA Determination: Not Applicable
 - (xii) Margin(s): +0.60 per cent. per annum
 - (xiii) Minimum Rate of Interest: Not Applicable
 - (xiv) Maximum Rate of Interest: Not Applicable
 - (xv) Day Count Fraction: Actual/360
19. **Zero Coupon Note Provisions:** Not Applicable

20. **Inflation Linked Note Provisions:** Not Applicable

21. **Dual Currency Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

22. **Call Option:** Not Applicable

23. **Make-whole Redemption:** Not Applicable

24. **Put Option:** Not Applicable

25. **Final Redemption Amount of each Note:** EUR 100,000 per Note of EUR 100,000 specified denomination

26. **Inflation Linked Notes - Provisions relating to the Final Redemption Amount:** Not Applicable

27. **Redemption by Instalments:** Not Applicable

28. **Early Redemption Amount:**

(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(g)), for illegality (Condition 6(j)) or on event of default (Condition 9): Condition 6 (f) (iii) (A) applies

(ii) Inflation Linked Notes - Provisions relating to the Early Redemption Amount(s): Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

29. **Form of Notes:** Dematerialised Notes

(i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)

(ii) Registration Agent: Not Applicable

(iii) Temporary Global Certificate: Not Applicable

30. **Identification of Noteholders:** Not Applicable

31. **Financial Centre(s) or other special provisions relating to Payment Dates:** Not Applicable

32. **Talons for future Coupons or**

- Receipts to be attached to
Definitive Notes (and dates on
which such Talons mature):** No
- 33. Redenomination,
renominalisation and
reconventioning provisions:** Not Applicable
- 34. Consolidation provisions:** Not Applicable
- 35. Masse:** Contractual Masse shall apply

The initial Representative shall be:

MASSQUOTE S.A.S.U.

RCS 529 065 880 Nanterre

7bis rue de Neuilly

F-92110 Clichy

Mailing address :

33, rue Anna Jacquin

92100 Boulogne Billancourt

France

Represented by its Chairman

Alternate Representative

Gilbert Labachotte

8 Boulevard Jourdan

75014 Paris

The Representative is entitled to a remuneration of €450 (VAT excluded) per year. This was paid in full on 17 November 2014.

DISTRIBUTION

- 36. (i) If syndicated, names of Managers:** Not Applicable
- (ii) Date of Subscription Agreement:** Not Applicable
- (iii) Stabilising Manager(s) (if any):** Not Applicable
- 37. If non-syndicated, name of Dealer:** BNP PARIBAS
- 38 U.S. selling restrictions:** The Issuer is Category 2 for the purposes of Regulation S under the United States Securities Act of 1933, as amended.
TEFRA Not Applicable

GENERAL

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [•] producing a sum of: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 6,000,000,000 Medium Term Note Programme of VINCI.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of VINCI:

By: Marie Bastart
Deputy Chief Financial Officer
Duly authorised



1, cours Ferdinand-de-Lesseps
92851 Rueil-Malmaison Cedex
Tél. +33 1 47 16 35 00
RCS Nanterre B 552 037 806

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 10 December 2014.

The Existing Notes were admitted to trading on Euronext Paris on 17 November 2014.

(ii) Estimate of total expenses related to admission to trading: EUR 4,000

(iii) Other markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: Not Applicable

2. RATINGS

Ratings:

The Programme has been rated A- by Standard & Poor's Credit Market Services Europe Limited ("S&P") and Baa1 by Moody's Investors Service Ltd ("Moody's")

The Notes to be issued are rated:

S&P: A-
Moody's: Baa1

Each of S&P and Moody's is established in the European Union and registered under Regulation (EC) No 1060/2009, as amended by Regulation (EU) No. 513/2011 (the "CRA Regulation"). As such, each of S&P and Moody's is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu/page/List-registered-and-certified-CRAs) in accordance with the CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealers in connection with the Issue of the Notes, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. HISTORIC INTEREST RATES - FLOATING RATE NOTES ONLY

Details of historic EURIBOR rates can be obtained from Reuters

6. OPERATIONAL INFORMATION

ISIN Code: FR0012315570

Common Code: 113754591

Depositories:

(i) Euroclear France to act as
Central Depository: Yes

(ii) Common Depository for Euroclear Bank and Clearstream Banking, *société anonyme*: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): BNP Paribas Securities Services (affiliated with Euroclear France under number 29106)
9, rue du Débarcadère
93761 Pantin cedex
France

Names and addresses of additional Paying Agent(s) (if any): Not Applicable