Final Terms dated 21 March 2013

VINCI

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

SERIES NO: 8
TRANCHE NO: 1
EUR 150,000,000 Floating Rate Notes due March 2015 (the "Notes")
Issued by: VINCI (the "Issuer")

Société Générale Corporate & Investment Banking

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 21 June 2012 and the supplements to the Base Prospectus respectively dated 8 August 2012, 20 November 2012, 13 February 2013 and 4 March 2013 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:**	8
	(ii) **Tranche Number:**	1
3.	**Specified Currency or Currencies:**	Euro ("**EUR**")
4.	**Aggregate Nominal Amount of Notes admitted to trading:**	
	(i) **Series:**	EUR 150,000,000
	(ii) **Tranche:**	EUR 150,000,000

5.	**Issue Price:**	100.00 per cent. of the Aggregate Nominal Amount
6.	**Specified Denomination(s):**	EUR 100,000
7.	**(i) Issue Date:**	25 March 2013
	(ii) Interest Commencement Date:	Issue Date
8.	**Maturity Date:**	The Specified Interest Payment Date scheduled to fall on or nearest to 25 March 2015
9.	**Interest Basis:**	EURIBOR 3-months + 0.35 per cent. Floating Rate (further particulars specified below)
10.	**Redemption/Payment Basis:**	Redemption at par
11.	**Change of Interest or Redemption/Payment Basis:**	Not Applicable
12.	**Put/Call Options:**	Not Applicable
13.	**(i) Status of the Notes:**	Unsubordinated Unsecured Notes
	(ii) Dates of the corporate authorisations for issuance of the Notes:	Decision of the Board of Directors of the Issuer dated 5 February 2013 and decision of Mr. Xavier Huillard, *Président Directeur Général* of the Issuer, dated 15 March 2013
14.	**Method of distribution:**	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	**Fixed Rate Note Provisions:**	Not Applicable
16.	**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:	25 March, 25 June, 25 September and 25 December in each year, commencing on 25 June 2013 up to, and including, the Maturity Date, all such dates being subject to adjustment in accordance with the Business Day Convention specified below.
	(iii) First Specified Interest Payment Date:	The Specified Interest Payment Date scheduled to fall on or nearest to 25 June 2013
	(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
– Reference Rate:	EURIBOR 3 months
– Interest Determination Date(s)	Two TARGET 2 Business Days prior to the first day in each Interest Period
– Relevant Screen page:	Reuters page EURIBOR 01
(x) FBF Determination	Not Applicable
(xi) ISDA Determination:	Not Applicable
(xii) Margin(s):	+ 0.35 per cent. per annum
(xiii) Minimum Rate of Interest:	Not Applicable
(xiv) Maximum Rate of Interest:	Not Applicable
(xv) Day Count Fraction:	Actual/360
(xvi) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Not Applicable
17. Zero Coupon Note Provisions:	Not Applicable
18. Index-Linked Interest Note/Inflation Linked Interest Note/other variable-linked interest Note Provisions:	Not Applicable
19. Dual Currency Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option:	Not Applicable
21. Make-whole Redemption:	Not Applicable
22. Put Option:	Not Applicable
23. Final Redemption Amount of each Note:	EUR 100,000 per Note of EUR 100,000 Specified Denomination
24. Redemption by Instalments:	Not Applicable
25. Early Redemption Amount:	
Early Redemption Amount(s) of each Note payable on redemption	

	for taxation reasons (Condition 6(f)), for illegality (Condition 6(j)) or on event of default (Condition 9) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	EUR 100,000 per Note of EUR 100,000 Specified Denomination

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26.	**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
27.	**Financial Centre(s) or other special provisions relating to Payment Dates:**	Not Applicable
28.	**Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):**	Not Applicable
29.	**Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay:**	Not Applicable
30.	**Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:**	Not Applicable
31.	**Redenomination, renominalisation and reconventioning provisions:**	Not Applicable
32.	**Consolidation provisions:**	Not Applicable
33.	**Representation of holders of Notes/Masse:**	Condition 11 replaced by the full provisions of French Code of Commerce relating to the Masse The initial Representative shall be: MASSQUOTE S.A.S.U. RCS 529 065 880 Nanterre 7 bis rue de Neuilly 92110 Clichy France 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 will be entitled to a remuneration of €400 (VAT excluded) per year.
34. Other final terms:	Not Applicable
DISTRIBUTION	
35. (i) If syndicated, names of Managers:	Not Applicable
(ii) Date of Subscription Agreement:	Not Applicable
(iii) Stabilising Manager(s) (if any):	Not Applicable
36. If non-syndicated, name of Dealer:	Société Générale
37. Additional selling restrictions:	Not Applicable
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

Duly authorised

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 the Issue Date.
(ii) Estimate of total expenses related to admission to trading:	EUR 1,825
(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 **BBB+** 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 have been rated: S & P: **BBB+** 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 in accordance with the CRA Regulation.

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

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer:	See "Use of Proceeds" wording in Base Prospectus

5. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters

6. OPERATIONAL INFORMATION

ISIN Code:	FR0011452150
Common Code:	090788558
Depositaries:	

(i) Euroclear France to act as Central Depositary:	Yes
(ii) Common Depositary 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