

Final Terms dated 16 April 2013



VINCI

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

SERIES NO: 9
TRANCHE NO: 1
EUR 500,000,000 Floating Rate Notes due 18 April 2016 (the "Notes")

Issued by: VINCI (the "Issuer")

Managers
COMMERZBANK
NATIXIS
RBC CAPITAL MARKETS
SMBC NIKKO
THE ROYAL BANK OF SCOTLAND

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 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.

A handwritten signature in black ink, appearing to be the initials "AB" or similar, located in the bottom right corner of the page.

1. **Issuer:** VINCI
2. (i) **Series Number:** 9
(ii) **Tranche Number:** 1
3. **Specified Currency or Currencies:** Euro ("EUR")
4. **Aggregate Nominal Amount of Notes admitted to trading:**
 - (i) **Series:** EUR 500,000,000
 - (ii) **Tranche:** EUR 500,000,000
5. **Issue Price:** 100 per cent. of the Aggregate Nominal Amount
6. **Specified Denomination:** EUR 100,000
7. (i) **Issue Date:** 18 April 2013
(ii) **Interest Commencement Date:** 18 April 2013
8. **Maturity Date:** Specified Interest Payment Date falling in or nearest to 18 April 2016
9. **Interest Basis:** Three (3) month EURIBOR + 0.58 per cent. per annum 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 Notes
(ii) **Dates of the corporate authorisations for issuance of the Notes:** Authorisation 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 10 April 2013
14. **Method of distribution:** 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):** As per the Conditions
 - (ii) **Specified Interest Payment Dates:** Interest payable quarterly in arrear on 18 January, 18 April, 18 July and 18 October in each year, commencing on 18 July 2013, up to, and including, the Maturity Date, all such dates being subject to adjustment in accordance with the Business Day Convention set out in (v) below
 - (iii) **First Specified Interest Payment Date:** 18 July 2013 subject to adjustment in accordance with the Business Day Convention set out in (v) below
 - (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 of Interest is to be determined:	Screen Rate Determination
(viii) Party responsible for calculating the Rate of Interest and Interest Amounts (if not the Calculation Agent):	Not Applicable
(ix) Screen Rate Determination:	Applicable
– Relevant Rate:	EURIBOR 3 months
– Interest Determination Date(s) :	Two (2) TARGET 2 Business Days prior to the first day of each Interest Period
– Relevant Screen page:	Reuters EURIBOR01
(x) FBF Determination	Not Applicable
(xi) ISDA Determination:	Not Applicable
(xii) Margin:	+0.58 per cent. per annum
(xiii) Minimum Rate of Interest:	Not Applicable
(xiv) Maximum Rate of Interest:	Not Applicable
(xv) Day Count Fraction:	Actual/360
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: Applicable

The initial Representative will be:
Stéphanie Besse
c/o Natixis
47, quai d'Austerlitz
75013 Paris
France

The alternate Representative will be:
Marc Gueguen
c/o Natixis
47, quai d'Austerlitz
75013 Paris
France

The Representative will not receive any remuneration.



34. Other final terms: Not Applicable

DISTRIBUTION

35. (i) If syndicated, names of Managers: Commerzbank Aktiengesellschaft
Natixis
RBC Europe Limited
SMBC Nikko Capital Markets Limited
The Royal Bank of Scotland plc

(ii) Date of Subscription Agreement: 16 April 2013

(iii) Stabilising Manager(s) (if any): Not Applicable

36. If non-syndicated, name of Dealer: Not Applicable

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:



Marc BASTART
Director of Treasury and Financing

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 7,600
- (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 Markets Services Europe Limited ("**S&P**") and Baa1 by Moody's Investors Services 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) 513/2011 (the "**CRA Regulation**"). As such, each of S&P and Moody's is included in the list of credit 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

Reasons for the offer: See "*Use of Proceeds*" wording in Base Prospectus

5. OPERATIONAL INFORMATION

ISIN Code: FR0011471010

Common Code: 091827999

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