

Final Terms dated 7 September 2016



Cofiroute

as Issuer

Euro 3,000,000,000
Euro Medium Term Note Programme
for the issue of Notes

SERIES NO: 2

TRANCHE NO: 1

Euro 650,000,000 0.750 per cent. Notes due 9 September 2028

BNP Paribas

Société Générale Corporate & Investment Banking

as Global Coordinators and Joint Lead Managers

and

Banco Bilbao Vizcaya Argentaria, S.A.

Commerzbank

MUFG Securities EMEA plc

The Royal Bank of Scotland

as Joint Lead Managers

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 11 August 2016 which constitutes a base prospectus for the purposes of the prospectus directive (Directive 2003/71/EC), as amended from time to time (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. 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. The Base Prospectus is available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the websites of (a) the Luxembourg Stock Exchange (www.bourse.lu) and (b) the Issuer (www.vinci-autoroutes.com) and copies may be obtained free of charge from the Issuer, 12, rue Louis Blériot, CS 30035, 92506 Rueil-Malmaison, France.

1.
 - (i) **Series Number:** 2
 - (ii) **Tranche Number:** 1
 - (iii) **Date on which the Notes will be assimilated (*assimilables*) and form a single Series:** Not Applicable
2. **Specified Currency:** Euro (“€”)
3. **Aggregate Nominal Amount of Notes admitted to trading:**
 - (i) **Series:** €650,000,000
 - (ii) **Tranche:** €650,000,000
4. **Issue Price:** 99.886 per cent. of the Aggregate Nominal Amount
5. **Specified Denomination:** €100,000
6.
 - (i) **Issue Date:** 9 September 2016
 - (ii) **Interest Commencement Date:** Issue Date
7. **Maturity Date:** 9 September 2028
8. **Extended Maturity Date:** Not Applicable
9. **Interest Basis:** 0.750 per cent. Fixed Rate (*further particulars specified in paragraph 15 below*)
10. **Redemption/Payment Basis:** Subject to any purchase and/or cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount (*further particulars specified in paragraph 23 below*)
11. **Change of Interest Basis:** Not Applicable
12. **Investor Put/Call Options:** Not Applicable

- 13. Make-whole Redemption:** Applicable (*further particulars specified in paragraph 21 below*)
- 14. (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 27 July 2016.
Decision of Mr. Marc Bouron, Chief Executive Officer (*Directeur Général*) of the Issuer dated 1 September 2016.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 15. Fixed Rate Note Provisions:** Applicable
- (i) Rate of Interest: 0.750 per cent. per annum payable on each Interest Payment Date
- (ii) Interest Payment Dates: 9 September in each year commencing on 9 September 2017 and ending on the Maturity Date
- (iii) Fixed Coupon Amount: €750 per Specified Denomination
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual-ICMA
- (vi) Determination Dates: 9 September in each year
- 16. Floating Rate Note Provisions:** Not Applicable
- 17. Zero Coupon Note Provisions:** Not Applicable
- 18. Inflation Linked Note Provisions:** Not Applicable
- 19. Dual Currency Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 20. Call Option:** Not Applicable
- 21. Make-whole Redemption:** Applicable
- (i) Make-whole Redemption Margin: 0.15 per cent. per annum
- (ii) Make-whole Redemption Rate: Reference Dealer Quotation
- (iii) Reference Screen Rate: Not Applicable
- (iv) Reference Security: Euro 10,000,000,000 0.000 per cent. German Federal Government Bond of Bundesrepublik Deutschland due August 2026 with ISIN Number DE0001102408
- (v) Reference Dealers: As set out in Condition 6(d)

22. **Investor Put:** Not Applicable
23. **Final Redemption Amount of each Note:** €100,000 per Note
24. **Inflation Linked Notes - Provisions relating to the Final Redemption Amount:** Not Applicable
25. **Redemption by Instalments:** Not Applicable
26. **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

27. **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
28. **Possibility to request identification information of the Noteholders as provided by Condition 1(a)(i):** Applicable
29. **Financial Centre(s) or other special provisions relating to Payment Dates:** TARGET 2
30. **Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):** Not Applicable
31. **Redenomination, renominatisation and reconventioning provisions:** Not Applicable
32. **Consolidation provisions:** Not Applicable
33. **Masse:** Contractual Masse shall apply
- MASSQUOTE S.A.S.U

RCS 529 065 880 Nanterre
7 bis rue de Neuilly
F-92110 Clichy

Mailing adress:
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 €5,400 (VAT excluded), payable in full on 9 September 2016

The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption of the Notes prior to the Maturity Date.

GENERAL

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] producing a sum of:

Not Applicable

Signed on behalf of Cofiroute:

By: Patrick Priam

Chief Financial Officer of Vinci Autoroute S.A. by delegation of Mr. Marc Bouron, Chief Executive Officer (*Directeur Général*) of Cofiroute
Duly authorized

PART B – OTHER INFORMATION

1. ADMISSION TO TRADING

- (i)(a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 9 September 2016.
- (b) Regulated 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
- (ii) Estimate of total expenses related to admission to trading: €7,240

2. RATINGS

Ratings: The Programme is rated A- by Standard & Poor's Credit Market Services Europe Limited ("S&P"). The Notes to be issued are expected to be rated:

S&P: A-

S&P is established in the European Union, registered under Regulation (EC) No. 1060/2009, as amended (the **CRA Regulation**) and included in the list of registered 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 CRA Regulation.

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

Save for the fees payable to the Joint Lead Managers 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. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. For the purpose of this paragraph the term "affiliates" includes also parent companies.

4. YIELD - Fixed Rate Notes only

Indication of yield: 0.76 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

ISIN: FR0013201134

Common Code: 148730202

Depositories:

- (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 additional Paying Agent(s) (if any): Not Applicable
- 6. DISTRIBUTION**
- (i) Method of distribution: Syndicated
- (ii) If syndicated:
- (A) Names of Joint Lead Managers: Banco Bilbao Vizcaya Argentaria, S.A.
BNP Paribas
Commerzbank Aktiengesellschaft
MUFG Securities EMEA plc
Société Générale
The Royal Bank of Scotland plc
- (B) Stabilising Manager: BNP Paribas
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) US Selling Restrictions: TEFRA Not Applicable