

THIRD SUPPLEMENT DATED 19 FEBRUARY 2013
TO THE BASE PROSPECTUS DATED 8 JUNE 2012



(incorporated as a *société anonyme* in France)
Euro 8,000,000,000
Euro Medium Term Note Programme
Due from one year from the date of original issue

This supplement (the **Supplement**) constitutes a third supplement to and must be read in conjunction with the Base Prospectus dated 8 June 2012, as supplemented by the first supplement dated 7 August 2012 and the second supplement dated 20 November 2012 (the **Base Prospectus**) prepared by Autoroutes du Sud de la France (the **Issuer** or **Autoroutes du Sud de la France** or **ASF**) with respect to the Euro 8,000,000,000 Euro Medium Term Note Programme (the **Programme**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made to the *Commission de Surveillance du Secteur Financier* (the **CSSF**) in Luxembourg for approval of this Supplement in its capacity as competent authority under the "*loi relative aux prospectus pour valeurs mobilières*" dated 10 July 2005 as amended by the Luxembourg law dated 3 July 2012 (the **Prospectus Law**), which implements Directive 2003/71/EC as amended by Directive 2010/73/EU (the **Prospectus Directive**).

To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import. The Issuer accepts responsibility for the information contained in this Supplement.

This Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 13 of the Prospectus Law for the purposes of (i) incorporating by reference the English language version of the Issuer's annual financial report as at 31 December 2012 published on 7 February 2013, which includes the audited consolidated annual financial statements of the Issuer for the year ended 31 December 2012, together with the explanatory notes and the related auditors' report (the **ASF Financial Report**) and (ii) incorporating the new information set out below (the **New Information**) in the Recent Development section of the Base Prospectus.

The following document has been filed with the CSSF and by virtue of this Supplement such document shall be deemed to be incorporated by reference into the section entitled "Documents Incorporated By Reference" on page 17 of the Base Prospectus and shall form part of the Base Prospectus:

- the ASF Financial Report

Copies of this Supplement, as well as the ASF Financial Report, will be available (i) without charge from the specified offices of the paying agent, (ii) on the website of the Luxembourg Stock Exchange (www.bourse.lu) and (iii) on the website of the Issuer (respectively on <http://www.vinci-autoroutes.com/fr/page/investisseurs-obligataires> and <http://www.vinci-autoroutes.com/fr/page/rapports-financiers>).

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed on pages 3 and 4 of this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus.

Save as disclosed on page 3 of this Supplement, there has been no significant change in the financial and trading position of Autoroutes du Sud de la France since 31 December 2012.

In accordance with Article 13 paragraph 2 of the Prospectus Law, in the case of a public offer of Notes pursuant to the Base Prospectus, investors who have already agreed to purchase or subscribe for any such Notes of the Issuer before this Supplement is published have the right, no later than 21 February 2013, to withdraw their acceptances.

DOCUMENTS INCORPORATED BY REFERENCE

ASF Financial Report

ASF Financial Report Information incorporated by reference	Page no. in ASF Financial Report
Consolidated income statement for the period	p. 16
Consolidated statement of comprehensive income for the period	p. 17
Consolidated balance sheet – assets	p. 18
Consolidated balance sheet – equity and liabilities	p. 19
Consolidated cash flow statement	p. 20
Consolidated statement of changes in equity	p. 21
Notes to the consolidated financial statements	p. 22-75
Post-balance sheet events	p. 75
Report of the statutory auditors	p. 76-77

The information incorporated by reference that is not included in the cross reference list, is considered as additional information and is not required by the relevant schedules of the Prospectus Regulation.

NEW INFORMATION

The New Information is inserted on page 87 of the Base Prospectus at the end of the table relating to Quarterly Information.

"New Information"

At year end Group ASF's total revenue stood at € 3,192 million, up 0.7%.

Variation in ASF Group's revenue in 2012

	ASF	Escota	ASF Group
Light vehicles	-1.3%	-1.0%	-1.3%
Heavy vehicles	-2.9%	-3.5%	-2.9%
Traffic on a stable network	-1.5%	-1.2%	-1.5%
New sections	-	-	-
Other impacts	+1.9%	+2.4%	+2.0%
Toll revenue (in € millions)	2 464	656	3 120
2012 / 2011 change	+0.4%	+1.2%	+0.5%

Revenue (in € millions)	2 525	667	3 192
2012 / 2011 change	+0.5%	+1.3%	+0.7%

Price increase on 1 February 2013 :

The reference index for the tariff increase of 1 February 2013 was increased by 1.695%.

For ASF:

The average increase of the price rates on 1 February 2013 was 2.24% for all vehicle classes.

For Escota:

The average increase of the price rates on 1 February 2013 was 1.74%."