

SECOND SUPPLEMENT DATED 28 OCTOBER 2014
TO THE BASE PROSPECTUS DATED 5 JUNE 2014



(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 second supplement to and must be read in conjunction with the Base Prospectus dated 5 June 2014, as supplemented by the first supplement dated 8 August 2014 (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 13.1 of the Prospectus Law for the purposes of adding the new information set out below (the **New Information**) in the "Recent Developments" section of the Base Prospectus.

Copies of this Supplement 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 (<http://www.vinci-autoroutes.com/fr/page/investisseurs-obligataires>).

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 in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to 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 in this Supplement, there has been no significant change in the financial and trading position of Autoroutes du Sud de la France since 30 June 2014.

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 30 October 2014, to withdraw their acceptances.

RECENT DEVELOPMENTS

The New Information set out below is inserted in the "Recent Developments" section at page 89 of the Base Prospectus, at the end of the table relating to Quarterly Information.

"Quarterly Information"

Change in revenue of Group ASF at 30 September 2014 :

	ASF	Escota	ASF Group
Light vehicles	+2.3%	+1.7%	+2.2%
Heavy vehicles	+2.1%	+0.9%	+1.9%
Total Traffic	+2.3%	+1.7%	+2.1%
Other impacts	+1.3%	+1.1%	+1.3%
Toll revenue (in € millions)	2,049	528	2,577
2014 / 2013 change	+3.6%	+2.8%	+3.4%

Revenue (in € millions)	2,107	537	2,644
2014 / 2013 change	+3.9%	+2.7%	+3.7%