

THIRD SUPPLEMENT DATED 10 MAY 2017
TO THE BASE PROSPECTUS DATED 11 AUGUST 2016



(incorporated as a *société anonyme* in France)
Euro 3,000,000,000
Euro Medium Term Note Programme
Due from one year from the date of original issue

This supplement (the **Supplement**) constitutes the third supplement to and must be read in conjunction with the Base Prospectus dated 11 August 2016 as supplemented by the first supplement dated 3 November 2016 and the second supplement dated 10 April 2017 (the **Base Prospectus**), prepared by Cofiroute (the **Issuer** or **Cofiroute**) with respect to the Euro 3,000,000,000 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 on page 3 of 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 on page 3 of this Supplement, there has been no significant change in the financial and trading position of Cofiroute since 31 December 2016.

Save as disclosed on page 3 of this Supplement, there has been no material adverse change in the prospects of the Issuer since 31 December 2016.

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 12 May 2017, to withdraw their acceptances.

RECENT DEVELOPMENTS

The New Information set out below is inserted at the end of the "Recent Developments" section which starts at page 82 of the Base Prospectus.

"New Information"

Quarterly Information¹

As of 31 March 2017, Cofiroute's total revenue stood at € 290 million, down 0.5 per cent in comparison with first quarter 2016, due to calendar effects.

Change in revenue of Cofiroute at 31 March 2017:

Light vehicles	-3.8%
Heavy vehicles	+4.4%
Total Traffic	-2.4%
Other impacts	+1.3%
Duplex A86	+0.3%
Toll revenue (in € millions)	285
2017 / 2016 change	-0.8%

Revenue (in € millions)	290
2017 / 2016 change	-0.5%

Dividends

On 31 March 2017, the Shareholders General Meeting approved the individual financial statements and the payment of a dividend of €718.80 per share in respect of the year, for a total amount of €2,917,261,300.80. Taking account of the first interim dividend of €323.80 per share paid in September 2016 and the second interim dividend of €367.63 per share paid in December 2016, the remaining final dividend paid in April 2017 was €27.37 per share, an amount of €111,081,583."

¹ Internal source