8 March 2018

Hon David Parker
Minister for Trade and Export Growth
New Zealand

Dear Minister,

I have the honour of acknowledging receipt of your letter of today's date, which states as follows:

"In connection with the signing on this day in Santiago, Chile of the *Comprehensive and Progressive Agreement for Trans-Pacific Partnership* (the "Agreement"), I have the honour to confirm the following agreement reached between the Government of the Socialist Republic of Viet Nam and the Government of New Zealand ("the Parties") during the course of negotiations on the Agreement.

1. With respect to the Socialist Republic of Viet Nam:

a) No investor of New Zealand shall have recourse to dispute settlement against the Government of the Socialist Republic of Viet Nam under Section B (Investor-State Dispute Settlement) of Chapter 9 (Investment) of the Agreement except in accordance with this side letter.

b) Any dispute between an investor of New Zealand and the Government of the Socialist Republic of Viet Nam that would otherwise be subject to Section B (Investor-State Dispute Settlement) of Chapter 9 (Investment) of the Agreement should be resolved amicably through consultation and negotiations between the investor and the Government of the Socialist Republic of Viet Nam. This may include the use of non-binding third party procedures, such as good offices, conciliation or mediation. A request for consultations and negotiations shall be made in writing and set out a brief description of facts regarding the measure or measures at issue.

c) If the dispute cannot be resolved as provided for in paragraph 1(b) within six months from the date of receipt of the written request for consultations, it may be submitted to arbitration in accordance with Section B (Investor-State Dispute Settlement)of Chapter 9 (Investment) of the Agreement provided that the Government of the Socialist Republic of Viet Nam specifically consents to the application of this Chapter to the dispute in accordance with this side letter.

d) Where the Government of the Socialist Republic of Viet Nam has provided consent under paragraph 1(c), a request for consultations pursuant to paragraph 1(b) shall be deemed to be a written request for consultations underparagraph2 of Article 9.18 (Consultation and Negotiation) of the Agreement.

2. With respect to New Zealand:

a) No investor of the Socialist Republic of Viet Nam shall have recourse to dispute settlement against the Government of New Zealand under Section B (Investor-State Dispute Settlement)of Chapter 9 (Investment) of the Agreement except in accordance with this side letter.

b) Any dispute between an investor of the Socialist Republic of Viet Nam and the Government of New Zealand that would otherwise be subject to Section B (Investor State Dispute Settlement) of Chapter 9 (Investment) of the Agreement should be resolved amicably through consultation and negotiations between the investor and the Government of New Zealand. This may include the use of non-binding third party procedures, such as good offices, conciliation or mediation. A request for consultations and negotiations shall be made in writing and set out a brief description of facts regarding the measure or measures at issue.

c) If the dispute cannot be resolved as provided for in paragraph 2(b) within six months from the date of receipt of the written request for consultations, it may be submitted to arbitration in accordance with Section B (Investor-State

Dispute Settlement) of Chapter 9 (Investment) of the Agreement provided that the Government of New Zealand specifically consents to the application of this Chapter to the dispute in accordance with this side letter.

d) Where the Government of New Zealand has provided consent under paragraph 2(c), a request for consultations pursuant to paragraph 2(b) shall be deemed to be a written request for consultations under paragraph 2 of Article 9.18 (Consultation and Negotiation) of the Agreement.

The Government of New Zealand and the Government of the Socialist Republic of Viet Nam understand that nothing in this side letter shall derogate from the rights and obligations of the Parties under any existing international agreements to which the Parties are party."

I have the further honour to confirm that your letter reflects the understandings made by the Government of the Socialist Republic of Viet Nam and the Government of New Zealand during the course of the negotiations on *the Comprehensive and Progressive Agreement for Trans-Pacific Partnership* and that your letter and this letter in reply shall constitute an agreement between the Government of the Socialist Republic of Viet Nam and the Government of New Zealand.

Yours sincerely,



Tran Tuan Anh
Minister of Industry and Trade
Socialist Republic of Viet Nam

8 March 2018

His Excellency
Mr. Tran Tuan Anh
Minister of Industry and Trade
Socialist Republic of Viet Nam

Dear Minister,

In connection with the signing on this day in Santiago, Chile of the *Comprehensive and Progressive Agreement for Trans-Pacific Partnership* (the "Agreement"), I have the honour to confirm the following agreement reached between the Government of the Socialist Republic of Viet Nam and the Government of New Zealand ("the Parties") during the course of negotiations on the Agreement.

1. With respect to the Socialist Republic of Viet Nam:

a) No investor of New Zealand shall have recourse to dispute settlement against the Government of the Socialist Republic of Viet Nam under Section B (Investor-State Dispute Settlement) of Chapter 9 (Investment) of the Agreement except in accordance with this side letter.

b) Any dispute between an investor of New Zealand and the Government of the Socialist Republic of Viet Nam that would otherwise be subject to Section B (Investor-State Dispute Settlement) of Chapter 9 (Investment) of the Agreement should be resolved amicably through consultation and negotiations between the investor and the Government of the Socialist Republic of Viet Nam. This may include the use of non-binding third party

procedures, such as good offices, conciliation or mediation. A request for consultations and negotiations shall be made in writing and set out a brief description of facts regarding the measure or measures at issue.

c) If the dispute cannot be resolved as provided for in paragraph 1(b) within six months from the date of receipt of the written request for consultations, it may be submitted to arbitration in accordance with Section B (Investor-State Dispute Settlement) of Chapter 9 (Investment) of the Agreement provided that the Government of the Socialist Republic of Viet Nam specifically consents to the application of this Chapter to the dispute in accordance with this side letter.

d) Where the Government of the Socialist Republic of Viet Nam has provided consent under paragraph 1(c), a request for consultations pursuant to paragraph 1(b) shall be deemed to be a written request for consultations under paragraph 2 of Article 9.18 (Consultation and Negotiation) of the Agreement.

2. With respect to New Zealand:

a) No investor of the Socialist Republic of Viet Nam shall have recourse to dispute settlement against the Government of New Zealand under Section B (Investor-State Dispute Settlement) of Chapter 9 (Investment) of the Agreement except in accordance with this side letter.

b) Any dispute between an investor of the Socialist Republic of Viet Nam and the Government of New Zealand that would otherwise be subject to Section B (Investor State Dispute Settlement) of Chapter

9 (Investment) of the Agreement should be resolved amicably through consultation and negotiations between the investor and the Government of New Zealand. This may include the use of non-binding third party procedures, such as good offices, conciliation or mediation. A request for consultations and negotiations shall be made in writing and set out a brief description of facts regarding the measure or measures at issue.

c) If the dispute cannot be resolved as provided for in paragraph 2(b) within six months from the date of receipt of the written request for consultations, it may be submitted to arbitration in accordance with Section B (Investor-State Dispute Settlement) of Chapter 9 (Investment) of the Agreement provided that the Government of New Zealand specifically consents to the application of this Chapter to the dispute in accordance with this side letter.

d) Where the Government of New Zealand has provided consent under paragraph 2(c), a request for consultations pursuant to paragraph 2(b) shall be deemed to be a written request for consultations under paragraph 2 of Article 9.18 (Consultation and Negotiation) of the Agreement.

The Government of New Zealand and the Government of the Socialist Republic of Viet Nam understand that nothing in this side letter shall derogate from the rights and obligations of the Parties under any existing international agreements to which the Parties are party.

I have the honour to propose that this letter and your letter of confirmation in reply shall constitute an agreement between the Government of New Zealand and the Government of the Socialist Republic of Viet Nam

which shall enter into force on the date of entry into force of the Agreement for both New Zealand and the Socialist Republic of Viet Nam.

Yours sincerely,



Hon David Parker
Minister for Trade and Export Growth
New Zealand