

**Ousmane Dione**  
Country Director for Vietnam  
East Asia and Pacific Region

July 24, 2018

Mr. Nguyễn Xuân Cường  
Minister  
Ministry of Agriculture and Rural Development  
2 Ngoc Ha Street  
Hanoi, Vietnam

Dear Minister Cường,

**Re: Amendment to the Letter of Intent between the International Bank for Reconstruction and Development, acting as the trustee of the Carbon Fund of the Forest Carbon Partnership Facility, and Vietnam dated June 19, 2017 with respect to the ‘Sustainable Management of Forests through Low Emissions Development Planning for Green Growth in the North Central Agro-Ecological Region’ program in Vietnam**

We refer to the Letter of Intent between the International Bank for Reconstruction and Development (“**IBRD**”), acting as the trustee (“**Trustee**”) of the Carbon Fund of the Forest Carbon Partnership Facility (“**Carbon Fund**”), and Vietnam (“**Program Entity**”), and together referred to as “**Parties**”), represented by the Ministry of Agriculture and Rural Development, dated June 19, 2017 (“**Letter of Intent**”) with respect to the ‘Sustainable Management of Forests through Low Emissions Development Planning for Green Growth in the North Central Agro-Ecological Region’ program in Vietnam. Capitalized terms used in this amendment letter shall have the same meaning ascribed to them in the Letter of Intent.

1. The Parties agree to herewith amend the Letter of Intent as follows:
  - (a) The Exclusivity Period specified in Section 3.1 of the Letter of Intent shall be extended from thirteen (13) months to twenty five (25) months.
  - (b) Section 7.2 of the Letter of Intent shall be deleted in its entirety and replaced as follows:

“**7.2** If the ERPA Negotiation Period has not started within twenty three (23) months from the date of this Letter of Intent, the Trustee may, at its sole and absolute discretion, either terminate this Letter of Intent and the understandings it provides or extend the deadline provided in this Clause 7.2.”

2. In the event that the participants of the Carbon Fund have not approved the proposed extension of the Exclusivity Period (see above para 1.(a)) by July 31, 2018, this amendment letter shall be deemed null and void and the Letter of Intent shall terminate with immediate effect. In the event that the participants of the Carbon Fund only approve an extension of the Exclusivity Period that is shorter than the extension provided for above in para. 1.(a), the Parties shall further amend the Letter of Intent to reflect such approved shorter extension period. The Trustee shall promptly notify the Program Entity of the corresponding decision made by the participants of the Carbon Fund.
3. Unless expressly provided for otherwise in this amendment letter, all other provisions of the Letter of Intent shall remain unchanged and in full force and effect.

Please confirm your agreement to the foregoing amendment letter by countersigning the received copies in the spaces provided below and return it to me in care of the Carbon Finance Unit, MC-3-309, the World Bank, 1818 H Street, Washington D.C. 20433, U.S.A. Following your countersignature, the provisions of this amendment letter shall become effective on the date of this letter.

Sincerely,



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Ousmane Dione  
Country Director for Vietnam  
East Asia and Pacific Region

**AGREED AND CONFIRMED:**

**On behalf of Vietnam, represented by the Ministry of Agriculture and Rural Development:**



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Name: Mr. Nguyễn Xuân Cường  
Title: Minister  
Ministry of Agriculture and Rural Development