

KEY CONSIDERATIONS FOR ENTERPRISES PURCHASING DATA ON DATA EXCHANGES UNDER DECREE 314/2026/ND-CP

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On August 8, 2026, the Government issued Decree 314/2026/ND-CP regulating the operation of data exchanges (**Decree 314**). Taking effect on September 25, 2026, Decree 314 establishes an important legal framework governing the national data exchange and other data exchanges, and also regulates matters such as data processing, cross-border data sharing, control of the purpose of use, and the responsibilities of the entities that provide and exploit data. This article by NHQuang&Associates will analyze certain notable provisions of Decree 314 that enterprises exploiting and using data, data products, and services on data exchanges (**Data-purchasing enterprises**) should be aware of:

***First*, Decree 314 sets out the conditions for Data-purchasing enterprises to participate in transactions and the procedures for registering a transaction account on a data exchange**

Decree 314 sets out specific conditions for the participation of Data-purchasing enterprises that are Vietnamese legal entities or foreign legal entities in transactions on data exchanges as follows:

- **Vietnamese legal entities** must be lawfully established and operating in Viet Nam; and must not be undergoing procedures for division, splitting, consolidation, merger, conversion, dissolution or bankruptcy.
- **Foreign legal entities** must be lawfully established under the laws of the jurisdiction where their headquarters is located; satisfy the conditions for participating in transactions under civil law and other relevant laws; and have a commercial presence, branch, representative office in Viet Nam in accordance with Vietnamese law or an international treaty to which Viet Nam is a party.

A Data-purchasing enterprise that satisfies the above conditions shall register a transaction account on a data exchange through a level-2 electronic identification account on the Viet Nam Electronic Identification application (VNeID), or by other methods provided by the data exchange, in order to purchase data products and services of lawful origin on the data exchange. Where a foreign legal entity does not hold such an electronic identification account, it shall submit a request to open a transaction account on a data exchange in accordance with the regulations of Decree 314.

***Second*, Decree 314 regulates the form for Data-purchasing enterprises to establish transactions on data exchanges**

Article 23 of Decree 314 requires that transactions for the purchase, sale or exchange of data products and services on data exchanges be established through electronic contracts, which are entered into and performed on the information system of the data exchange. The detailed requirements for establishing electronic contracts are as follows:

- An electronic contract must include all the minimum contents required by Decree 314, such as basic information of the parties to the contract, quality requirements for the data products and services, and confidentiality obligations;
- The parties to an electronic contract shall give their acceptance, to make the contract effective, by either of the following: (a) a public digital signature; (b) a secure specialized e-signature; or (c) other forms of electronic confirmation deployed by the data exchange and provided for in its Regulations on operation, provided that the persons giving acceptance of the electronic contract can be identified, the time of confirmation is recorded and the integrity of the content of the data message is ensured from the time of confirmation.

***Third*, the Decree stipulates the right of Data-purchasing enterprises to test data before transaction**

Decree 314 sets out the provisions permitting data testing activities on data exchanges, whereby a secure, isolated digital environment (**testing environment**) is provided to allow Data-purchasing enterprises to access, process and analyze data listed on data exchanges in order to assess the quality and suitability of the products and services before formally transacting. Data-purchasing enterprises should note the following provisions of Decree 314 on the testing of a data product or service:

- The testing period is a maximum of 30 days from the date on which a Data-purchasing enterprise is granted access to the testing environment; it may be extended by a maximum of a further 30 days at the request of the Seller and the Data-purchasing enterprise, depending on technical complexity or the large volume of data, which requests a longer evaluation period. The total testing period must not exceed 60 days;
- A repeated testing registration for the same product or service is not permitted after the testing period has expired without an official transaction being carried out, except where the product or service has undergone a material change in content, version or scope of the licensed exploitation and use rights;
- The data exchange service provider will automatically terminate access to the testing environment and delete the testing data, copies and working data within 24 hours from the time of expiry.

In addition to the above, Decree 314 also stipulates the conditions, forms and methods of participation, as well as the rights and responsibilities in carrying out certain activities relating to Data-purchasing enterprises.

Overall, Decree 314 is issued to complete the legal framework on the organization, governance and operation of data exchanges in Viet Nam, contributing to building a transparent, secure data trading environment, promoting innovation and the data economy, while protecting privacy and strengthening supervision, traceability and handling of violations. Should our Valued Clients and readers wish to learn more or request any advice regarding the new policies and regulations of Decree 314 as well as legal issues relating to data activities, NHQuang&Associates are willing to provide clarifications and relevant legal opinions.



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