

5th SUPPLEMENTAL AGREEMENT (GENERAL APPROVAL)

Between

NETWORK RAIL INFRASTRUCTURE LIMITED

-and-

First MTR South Western Trains Limited

**Relating to amendments to the
Track Access Contract (Passenger Services)
dated 9th April 2019**

THIS 5th SUPPLEMENTAL AGREEMENT is dated the 13th November 2019 and made;

BETWEEN

- (1) **Network Rail Infrastructure Limited**, a company registered in England under number 2904587, having its registered office at 1 Eversholt Street, London NW1 2DN ("**Network Rail**"); and
- (2) **First MTR South Western Trains Limited** a company registered in England and Wales under number 07900320, having its registered office at 4th Floor, Capital House, 25 Chapel Street, London NW1 5DH (the "**Train Operator**").

WHEREAS

- (A) The parties entered into a track access contract (Passenger Services) dated 9 April 2019 (which is hereafter referred to as the "Contract") in a form approved by the Office of Rail and Road pursuant to section 18(7) of the Act.
- (B) The parties now propose to enter into this Supplemental Agreement in order to amend the Contract as described herein.

IT IS AGREED AS FOLLOWS:

INTERPRETATION

In this Supplemental Agreement, unless the context otherwise requires:

- 1) words and phrases defined in, and rules of interpretation set out in, the Contract shall have the same meaning and effect when used in this Supplemental Agreement.
- 2) "**Effective Date**" means the later of:
 - i) the date of the signature of this Supplemental Agreement;
 - ii) 02:00 on 26th September 2019.

EFFECTIVE DATE AND TERM

The amendments to the Contract as set out in this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the expiry or earlier termination of the Contract.

OFFICE OF RAIL AND ROAD GENERAL APPROVAL

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2009.

AMENDMENTS TO THE CONTRACT

1. AMENDMENTS TO SCHEDULE 7

Schedule 7 of the Contract shall be amended as follows:

- 1.1 The existing Appendix 7C to be removed in its entirety and replaced with the following:

APPENDIX 7C DEFAULT TRAIN CONSIST DATA

Train Service Code	Type of Train Movement	Default Train Consist Data
24676606	SWT Ghost Train movements	2 Class 455 Electric Multiple Units (1 x motor coach and 3 x trailers each)
24620104	Train movements between London Waterloo and Weymouth (Fast)	2 Class 444 Electric Multiple Unit (2 x motor coaches and 3 x trailers)
24620204	Train movements between London Waterloo and Weymouth (Semi-Fast) / Southampton / Poole	2 Class 444 Electric Multiple Unit (2 x motor coaches and 3 x trailers each)
24621104	Train movements between London Waterloo and Portsmouth (Fast)	2 Class 450 Electric Multiple Unit (2 x motor coaches and 2 x trailers each)
24621204	Train movements between London Waterloo and Portsmouth (Semi-Fast)	2 Class 450 Electric Multiple Unit (2 x motor coaches and 2 x trailers each)
24623104	Train movements between London Waterloo and Exeter (Semi-Fast)	1 Class 159 Diesel Multiple Unit (3 x motor coaches)
24629104	Train movements between London Waterloo and Weymouth (Stopping/Locals)	2 Class 444 Electric Multiple Unit (2 x motor coaches and 3 x trailers)

Train Service Code	Type of Train Movement	Default Train Consist Data
24629204	Train movements between London Waterloo and Basingstoke	2 Class 450 Electric Multiple Unit (2 x motor coaches and 2 x trailers each)
24629304	Train movements between Brockenhurst and Lymington	2 Class 450 Electric Multiple Unit (2 x motor coaches and 2 x trailers each)
24629404	Train movements between Romsey and Salisbury (via Eastleigh and Southampton)	1 Class 158 Diesel Multiple Unit (2 x motor coaches)
24631104	Train movements between Portsmouth and Southampton	1 Class 450 Electric Multiple Unit (2 x motor coaches and 2 x trailers)
24631204	Train movements between London Waterloo and Portsmouth via Eastleigh	1 Class 450 Electric Multiple Unit (2 x motor coach and 2 x trailers each)
24632104	Train movements between London Waterloo and Alton (Fast)	2 Class 450 Electric Multiple Unit (2 x motor coaches and 2 x trailers each)
24632204	Train movements between London Waterloo and Farnham/Alton (Semi – Fast)	2 Class 450 Electric Multiple Unit (2 x motor coaches and 2 x trailers each)
24671105	Train movements between London Waterloo and Windsor	2 Class 458 Electric Multiple Unit (3 x motor coaches and 1 x trailer each)
24671205	Train movements between London Waterloo and Weybridge (via Staines)	2 Class 707 Electric Multiple Unit (2 x motor coaches and 3 x trailers each)
24671305	Train movements between London Waterloo and Hounslow	2 Class 707 Electric Multiple Units (2 x motor coaches and 3 x trailers each)

Train Service Code	Type of Train Movement	Default Train Consist Data
24671405	Train movements from London Waterloo to London Waterloo (via New Malden and Twickenham)	2 Class 455 Electric Multiple Units (1 x motor coach and 3 x trailers each)
24671505	Train movements from London Waterloo to London Waterloo (via Twickenham and New Malden)	2 Class 455 Electric Multiple Units (1 x motor coach and 3 x trailers each)
24671605	Train movements between London Waterloo and Shepperton (via Twickenham)	2 Class 455 Electric Multiple Units (1 x motor coaches and 3 x trailers each)
24672104	Train movements between London Waterloo and Reading	2 Class 458 Electric Multiple Unit (3 x motor coaches and 1 x trailer each)
24672204	Train movements between London Waterloo and Aldershot and/or Guildford (via Ascot)	2 Class 458 Electric Multiple Unit (3 x motor coaches and 1 x trailer each)
24672404	Train movements between Guildford and Ascot	2 Class 450 Electric Multiple Unit (2 x motor coach and 2 x trailers each)
24673105	Train movements between London Waterloo and Shepperton (via New Malden)	2 Class 455 Electric Multiple Unit (1 x motor coach and 3 x trailers each)
24673205	Train movements between London Waterloo and Hampton Court	2 Class 455 Electric Multiple Unit (1 x motor coach and 3 x trailers each)
24673305	Train movements between London Waterloo and Epsom and/or Dorking	2 Class 455 Electric Multiple Unit (1 x motor coach and 3 x trailers each)
24673405	Train movements between London Waterloo and Chessington South	2 Class 455 Electric Multiple Unit (1 x motor coach and 3 x trailers each)
24673505	Train movements between London Waterloo and Guildford (via Cobham)	2 Class 455 Electric Multiple Units (1 x motor coach and 3 x trailers each)
24673605	Train movements between London Waterloo and Woking and/or Guildford	2 Class 455 Electric Multiple Unit (1 x motor coach and 3 x trailers each)

Train Service Code	Type of Train Movement	Default Train Consist Data
24673705	Train movements between London Waterloo and Guildford (via Leatherhead)	2 Class 455 Electric Multiple Units (1 x motor coach and 3 x trailers each)
24676004	Train movements of empty coaching stock along the routes	2 Class 450 Electric Multiple Unit (2 x motor coaches and 2 x trailers each)
24623404	Train movements between Salisbury and Bristol Temple Meads	1 Class 159 Diesel Multiple Unit (3 x motor coaches)
21692000	Train movements for driver route learning along the Routes	1 Class 450 Electric Multiple Unit (2 x motor coaches and 2 x trailers each)

GENERAL

The Contract, as amended by this Supplemental Agreement, shall remain in full force and effect in accordance with its terms, and during the period in which the amendments made by this Supplemental Agreement are to have effect all references in the Contract to "the contract", "herein", "hereof", "hereunder" and other similar expressions shall, unless the context requires otherwise, be read and construed as a reference to the Contract as amended by this Supplemental Agreement.

THIRD PARTY RIGHTS

No person who is not a party to this Supplemental Agreement shall have any right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of this Supplemental Agreement.

LAW

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with English Law.

COUNTERPARTS

This Supplemental Agreement may be executed in two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental Agreement by signing either of such counterparts.

IN WITNESS of which the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

Signed by



Print name

MARK KILLICK

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

Signed by



Print name

A MELLORS

Duly authorised for and on behalf of
FIRST MTR SOUTH WESTERN TRAINS LIMITED