

11th SUPPLEMENTAL AGREEMENT

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

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THIS 11th SUPPLEMENTAL AGREEMENT is dated the 7th October 2020 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 dated the 9th April 2019 in a form approved by the Office Of Rail and Road (ORR) pursuant to directions under section 18 (7) of the Railways Act 1993 (the Act) as amended by various supplemental agreements each in a form approved by ORR pursuant to section 22 of the Act (which track access contract as subsequently amended is hereafter referred to as the "Contract").
- (B) The parties wish to amend the Contract in the terms described below.

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 the date upon which the Office of Rail and Road issues its approval pursuant to section 22 of the Act of the terms of this supplemental agreement, and 02:00 on the 24th August 2020.

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.

1. **AMENDMENTS TO SCHEDULE 7**

☐☐☐ **Schedule 7 Appendix 7D – Class 450**

The following 32 train IDs shall be added to the Train ID column of the Class 450 row of the table in Appendix 7D:

450015, 450024, 450027, 450030, 450032, 450072, 450078, 450080, 450081, 450083, 450085, 450086, 450087, 450094, 450095, 450097, 450101, 450103, 450104, 450105, 450107, 450109, 450113, 450115, 450117, 450119, 450120, 450121, 450122, 450123, 450124, 450125

☐☐2 **Schedule 7 Appendix 7D – Class 444**

The following 17 train IDs shall be added to the Train ID column of the Class 444 row of the table in Appendix 7D:

444001, 444003, 444015, 444016, 444019, 444023, 444025, 444026, 444029, 444034, 444035, 444036, 444038, 444041, 444042, 444043, 444045

GENERA

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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 any number of counterparts, each of which when executed and delivered shall constitute an original, but all the counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF Network Rail and the Train Operator have, by their duly authorised representatives, entered into this Supplemental Agreement on the date first above written.

SIGNED by
Mark
Killick



duly authorised for and on behalf
of

NETWORK RAIL INFRASTRUCTURE

LIMITED SIGNED by Steve Montgomery

A handwritten signature in black ink that reads "Steve Montgomery". The signature is written in a cursive style with a large, sweeping flourish at the end of the word "Montgomery".

duly authorised for and on behalf
of

**FIRST MTR SOUTH WESTERN TRAINS
LIMITED**