

12th SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

**FIRST MTR SOUTH WESTERN TRAINS
LIMITED**

as Train Operator

relating to the Track Access Contract (Passenger
Services) dated 9th April 2019

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THIS TWELTH SUPPLEMENTAL AGREEMENT is dated 23 March 2021
made

and

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 9th April 2019 in a form approved pursuant to Section 18(7) of the Act, as amended by various supplemental agreements each in a form approved pursuant to Section 22 of the Act (which track access contract as subsequently amended is hereafter referred to as the "Contract").
- (B) The parties propose to enter into this Supplemental Agreement in order to amend Appendix 1 of Schedule 8 within the Track Access Contract.

IT IS HEREBY AGREED as follows:

1. **INTERPRETATION**

In this Supplemental Agreement:

- (A) Words and expressions defined in and rules of interpretation set out in the Contract shall have the same meaning and effect when used in this Supplemental Agreement except where the context requires otherwise; and
- (B) "Effective Date" means: 02:00 on 1st April 2021

2. **ORR GENERAL APPROVAL**

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

3. **EFFECTIVE DATE AND TERM**

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

4. **AMENDMENTS TO SCHEDULE 8**

Appendix 1 of Schedule 8 shall be deleted in its entirety and replaced by a new Appendix 1 as set out in Appendix A to this supplemental agreement.

5. **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.

6. **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.

7. **LAW**

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

8. **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, Route Director, Wessex Route



)

duly authorised for and on behalf of
NETWORK RAIL
INFRASTRUCTURE LIMITED

)
)
)
)

SIGNED by

) Jonathan Roberts
) Finance Director

duly authorised for and on behalf of

FIRST MTR SOUTH WESTERN TRAINS LTD

)



Appendix A

A	B		C	D	E	F	G	H		I	J	K
Service Group	Network Rail		Payment Rate	TOC		Cancellation Minutes	Cap	Service code		Direction	Monitoring Point	Weighting
	Performance Point			Performance Point	Payment Rate							
HY01 Main Suburban Off-Peak	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	21	108	673	Main Suburban	Forward	LONDON WATERLOO	[redacted]
	2020-21	[redacted]						673	Main Suburban	Forward	CLAPHAM JUNCTION	[redacted]
	2021-22	[redacted]						673	Main Suburban	Forward	WIMBLEDON	[redacted]
	2022-23	[redacted]						673	Main Suburban	Reverse	GUILDFORD	[redacted]
	2023-24	[redacted]						673	Main Suburban	Reverse	SHEPPERTON	[redacted]
								673	Main Suburban	Reverse	SURBITON	[redacted]
								673	Main Suburban	Reverse	WIMBLEDON	[redacted]
								673	Main Suburban	Reverse	CHESSINGTON SOUTH	[redacted]
								673	Main Suburban	Reverse	EPSOM	[redacted]
								673	Main Suburban	Reverse	DORKING	[redacted]
								673	Main Suburban	Reverse	HAMPTON COURT	[redacted]
								673	Main Suburban	Reverse	CLAPHAM JUNCTION	[redacted]
								673	Main Suburban	Reverse	WOKING	[redacted]
HY01 Main Suburban Peak	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	17	90	673	Main Suburban	Forward	LONDON WATERLOO	[redacted]
	2020-21	[redacted]						673	Main Suburban	Forward	CLAPHAM JUNCTION	[redacted]
	2021-22	[redacted]						673	Main Suburban	Forward	WIMBLEDON	[redacted]
	2022-23	[redacted]						673	Main Suburban	Reverse	CLAPHAM JUNCTION	[redacted]
	2023-24	[redacted]						673	Main Suburban	Reverse	GUILDFORD	[redacted]
								673	Main Suburban	Reverse	SHEPPERTON	[redacted]
								673	Main Suburban	Reverse	SURBITON	[redacted]
								673	Main Suburban	Reverse	WIMBLEDON	[redacted]
								673	Main Suburban	Reverse	CHESSINGTON SOUTH	[redacted]
								673	Main Suburban	Reverse	EPSOM	[redacted]

							673	Main Suburban	Reverse	DORKING	[redacted]	
							673	Main Suburban	Reverse	HAMPTON COURT	[redacted]	
							673	Main Suburban	Reverse	WOKING	[redacted]	
HY02 South Hampshire Locals All Trains	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	71	270	631	Waterloo - Portsmouth - Southampton - Poole	Forward	SOUTHAMPTON CENTRAL	[redacted]
	2020-21	[redacted]						631	Waterloo - Portsmouth - Southampton - Poole	Forward	EASTLEIGH	[redacted]
	2021-22	[redacted]						631	Waterloo - Portsmouth - Southampton - Poole	Forward	FAREHAM	[redacted]
	2022-23	[redacted]						631	Waterloo - Portsmouth - Southampton - Poole	Reverse	FAREHAM	[redacted]
	2023-24	[redacted]						631	Waterloo - Portsmouth - Southampton - Poole	Reverse	PORTSMOUTH & SOUTHSEA	[redacted]
								631	Waterloo - Portsmouth - Southampton - Poole	Reverse	PORTSMOUTH HARBOUR	[redacted]
HY03 Waterloo – West England Off-Peak	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	58	270	623	Waterloo - West England	Forward	YEOVIL JUNCTION	[redacted]
	2020-21	[redacted]						623	Waterloo - West England	Forward	BASINGSTOKE	[redacted]
	2021-22	[redacted]						623	Waterloo - West England	Forward	SALISBURY	[redacted]
	2022-23	[redacted]						623	Waterloo - West England	Forward	LONDON WATERLOO	[redacted]
	2023-24	[redacted]						623	Waterloo - West England	Forward	HONITON	[redacted]
								623	Waterloo - West England	Forward	CLAPHAM JUNCTION	[redacted]
								623	Waterloo - West England	Forward	WOKING	[redacted]
								623	Waterloo - West England	Reverse	WOKING	[redacted]
								623	Waterloo - West England	Reverse	YEOVIL JUNCTION	[redacted]
								623	Waterloo - West England	Reverse	EXETER ST DAVIDS	[redacted]
								623	Waterloo - West England	Reverse	BASINGSTOKE	[redacted]
								623	Waterloo - West England	Reverse	SALISBURY	[redacted]

							623	Waterloo - West England	Reverse	HONITON	[redacted]	
							623	Waterloo - West England	Reverse	BRISTOL TEMPLE MEADS	[redacted]	
HY03 Waterloo – West England Peak	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	36	156	623	Waterloo - West England	Forward	YEOVIL JUNCTION	[redacted]
	2020-21	[redacted]						623	Waterloo - West England	Forward	BASINGSTOKE	[redacted]
	2021-22	[redacted]						623	Waterloo - West England	Forward	SALISBURY	[redacted]
	2022-23	[redacted]						623	Waterloo - West England	Forward	LONDON WATERLOO	[redacted]
	2023-24	[redacted]						623	Waterloo - West England	Forward	HONITON	[redacted]
								623	Waterloo - West England	Forward	CLAPHAM JUNCTION	[redacted]
								623	Waterloo - West England	Forward	WOKING	[redacted]
								623	Waterloo - West England	Reverse	WOKING	[redacted]
								623	Waterloo - West England	Reverse	YEOVIL JUNCTION	[redacted]
								623	Waterloo - West England	Reverse	EXETER ST DAVIDS	[redacted]
								623	Waterloo - West England	Reverse	BASINGSTOKE	[redacted]
								623	Waterloo - West England	Reverse	SALISBURY	[redacted]
								623	Waterloo - West England	Reverse	HONITON	[redacted]
	HY04 Waterloo – Farnham / Alton Off-Peak	2019-20						[redacted]	[redacted]	[redacted]	[redacted]	34
2020-21		[redacted]	632	Waterloo - Farnham / Alton	Forward	LONDON WATERLOO	[redacted]					
2021-22		[redacted]	632	Waterloo - Farnham / Alton	Forward	CLAPHAM JUNCTION	[redacted]					
2022-23		[redacted]	632	Waterloo - Farnham / Alton	Reverse	WOKING	[redacted]					
2023-24		[redacted]	632	Waterloo - Farnham /	Reverse	ALTON	[redacted]					

									Alton			
							632	Waterloo - Farnham / Alton	Reverse	FARNHAM	[redacted]	
HY04 Waterloo – Farnham / Alton Peak	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	26	102	632	Waterloo - Farnham / Alton	Forward	CLAPHAM JUNCTION	[redacted]
	2020-21	[redacted]						632	Waterloo - Farnham / Alton	Forward	WOKING	[redacted]
	2021-22	[redacted]						632	Waterloo - Farnham / Alton	Forward	LONDON WATERLOO	[redacted]
	2022-23	[redacted]						632	Waterloo - Farnham / Alton	Reverse	WOKING	[redacted]
	2023-24	[redacted]						632	Waterloo - Farnham / Alton	Reverse	ALTON	[redacted]
								632	Waterloo - Farnham / Alton	Reverse	FARNHAM	[redacted]
HY05 Windsor Inners Off-Peak	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	16	120	671C	Kingston Circulars	Forward	BARNES	[redacted]
	2020-21	[redacted]						671C	Kingston Circulars	Forward	KINGSTON	[redacted]
	2021-22	[redacted]						671C	Kingston Circulars	Forward	LONDON WATERLOO	[redacted]
	2022-23	[redacted]						671C	Kingston Circulars	Forward	TWICKENHAM	[redacted]
	2023-24	[redacted]						671C	Kingston Circulars	Forward	CLAPHAM JUNCTION	[redacted]
								671C	Kingston Circulars	Reverse	CLAPHAM JUNCTION	[redacted]
								671C	Kingston Circulars	Reverse	KINGSTON	[redacted]
								671C	Kingston Circulars	Reverse	LONDON WATERLOO	[redacted]
								671C	Kingston Circulars	Reverse	WIMBLEDON	[redacted]
								671M	Windsor Inners - Radial Services	Forward	LONDON WATERLOO	[redacted]
								671M	Windsor Inners - Radial Services	Forward	CLAPHAM JUNCTION	[redacted]
								671M	Windsor Inners - Radial Services	Reverse	WEYBRIDGE	[redacted]
								671M	Windsor Inners - Radial Services	Reverse	WINDSOR & ETON RIVERSIDE	[redacted]
								671M	Windsor Inners - Radial Services	Reverse	STAINES	[redacted]
								671M	Windsor Inners - Radial Services	Reverse	BARNES	[redacted]
HY05	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	16	90	671C	Kingston Circulars	Forward	BARNES	[redacted]

Windsor Inners Peak	2020-21	[redacted]						671C	Kingston Circulars	Forward	KINGSTON	[redacted]
	2021-22	[redacted]						671C	Kingston Circulars	Forward	LONDON WATERLOO	[redacted]
	2022-23	[redacted]						671C	Kingston Circulars	Forward	TWICKENHAM	[redacted]
	2023-24	[redacted]						671C	Kingston Circulars	Forward	CLAPHAM JUNCTION	[redacted]
								671C	Kingston Circulars	Reverse	CLAPHAM JUNCTION	[redacted]
								671C	Kingston Circulars	Reverse	KINGSTON	[redacted]
								671C	Kingston Circulars	Reverse	LONDON WATERLOO	[redacted]
								671C	Kingston Circulars	Reverse	WIMBLEDON	[redacted]
								671M	Windsor Inners - Radial Services	Forward	LONDON WATERLOO	[redacted]
								671M	Windsor Inners - Radial Services	Forward	CLAPHAM JUNCTION	[redacted]
								671M	Windsor Inners - Radial Services	Reverse	WEYBRIDGE	[redacted]
								671M	Windsor Inners - Radial Services	Reverse	WINDSOR & ETON RIVERSIDE	[redacted]
								671M	Windsor Inners - Radial Services	Reverse	STAINES	[redacted]
								671M	Windsor Inners - Radial Services	Reverse	BARNES	[redacted]
								671M	Windsor Inners - Radial Services	Reverse	SHEPPERTON	[redacted]
HY06 Windsor Outers Off-Peak	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	30	186	672	Windsor Outers	Forward	WOKINGHAM	[redacted]
	2020-21	[redacted]						672	Windsor Outers	Forward	ASCOT	[redacted]
	2021-22	[redacted]						672	Windsor Outers	Forward	LONDON WATERLOO	[redacted]
	2022-23	[redacted]						672	Windsor Outers	Forward	CLAPHAM JUNCTION	[redacted]
	2023-24	[redacted]						672	Windsor Outers	Forward	ALDERSHOT	[redacted]
								672	Windsor Outers	Forward	RICHMOND	[redacted]
								672	Windsor Outers	Reverse	RICHMOND	[redacted]
								672	Windsor Outers	Reverse	READING	[redacted]
								672	Windsor Outers	Reverse	WOKINGHAM	[redacted]
								672	Windsor Outers	Reverse	GUILDFORD	[redacted]
								672	Windsor Outers	Reverse	ASCOT	[redacted]
								672	Windsor Outers	Reverse	STAINES	[redacted]

HY06 Windsor Outers Peak	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	16	150	672	Windsor Outers	Forward	WOKINGHAM	[redacted]
	2020-21	[redacted]						672	Windsor Outers	Forward	ASCOT	[redacted]
	2021-22	[redacted]						672	Windsor Outers	Forward	LONDON WATERLOO	[redacted]
	2022-23	[redacted]						672	Windsor Outers	Forward	CLAPHAM JUNCTION	[redacted]
	2023-24	[redacted]						672	Windsor Outers	Forward	RICHMOND	[redacted]
								672	Windsor Outers	Reverse	RICHMOND	[redacted]
								672	Windsor Outers	Reverse	READING	[redacted]
								672	Windsor Outers	Reverse	WOKINGHAM	[redacted]
								672	Windsor Outers	Reverse	ASCOT	[redacted]
								672	Windsor Outers	Reverse	STAINES	[redacted]
HY07 Waterloo - Portsmouth Off-Peak	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	24	162	621	Waterloo - Portsmouth	Forward	GUILDFORD	[redacted]
	2020-21	[redacted]						621	Waterloo - Portsmouth	Forward	LONDON WATERLOO	[redacted]
	2021-22	[redacted]						621	Waterloo - Portsmouth	Forward	CLAPHAM JUNCTION	[redacted]
	2022-23	[redacted]						621	Waterloo - Portsmouth	Forward	WOKING	[redacted]
	2023-24	[redacted]						621	Waterloo - Portsmouth	Reverse	WOKING	[redacted]
								621	Waterloo - Portsmouth	Reverse	PORTSMOUTH & SOUTHSEA	[redacted]
								621	Waterloo - Portsmouth	Reverse	GUILDFORD	[redacted]
								621	Waterloo - Portsmouth	Reverse	HASLEMERE	[redacted]
								621	Waterloo - Portsmouth	Reverse	PORTSMOUTH HARBOUR	[redacted]
HY07 Waterloo - Portsmouth Peak	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	17	102	621	Waterloo - Portsmouth	Forward	GUILDFORD	[redacted]
	2020-21	[redacted]						621	Waterloo - Portsmouth	Forward	LONDON WATERLOO	[redacted]
	2021-22	[redacted]						621	Waterloo - Portsmouth	Forward	CLAPHAM JUNCTION	[redacted]
	2022-23	[redacted]						621	Waterloo - Portsmouth	Forward	WOKING	[redacted]
	2023-24	[redacted]						621	Waterloo - Portsmouth	Reverse	WOKING	[redacted]
								621	Waterloo - Portsmouth	Reverse	PORTSMOUTH & SOUTHSEA	[redacted]
								621	Waterloo - Portsmouth	Reverse	GUILDFORD	[redacted]
								621	Waterloo - Portsmouth	Reverse	HASLEMERE	[redacted]
								621	Waterloo - Portsmouth	Reverse	PORTSMOUTH HARBOUR	[redacted]
HY08	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	31	210	620	Waterloo - Weymouth	Forward	BASINGSTOKE	[redacted]

Waterloo - Weymouth Off-Peak	2020-21	[redacted]						(Fast)			
	2021-22	[redacted]					620	Waterloo - Weymouth (Fast)	Forward	SOUTHAMPTON CENTRAL	[redacted]
	2022-23	[redacted]					620	Waterloo - Weymouth (Fast)	Forward	LONDON WATERLOO	[redacted]
	2023-24	[redacted]					620	Waterloo - Weymouth (Fast)	Forward	CLAPHAM JUNCTION	[redacted]
							620	Waterloo - Weymouth (Fast)	Forward	WINCHESTER	[redacted]
							620	Waterloo - Weymouth (Fast)	Reverse	BASINGSTOKE	[redacted]
							620	Waterloo - Weymouth (Fast)	Reverse	SOUTHAMPTON CENTRAL	[redacted]
							620	Waterloo - Weymouth (Fast)	Reverse	BOURNEMOUTH	[redacted]
							620	Waterloo - Weymouth (Fast)	Reverse	WEYMOUTH	[redacted]
							620	Waterloo - Weymouth (Fast)	Reverse	POOLE	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	WOKING	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	BASINGSTOKE	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	SOUTHAMPTON CENTRAL	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	BROCKENHURST	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	LONDON WATERLOO	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	ROMSEY	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	WINCHESTER	[redacted]
							629	Waterloo - Basingstoke /	Reverse	WOKING	[redacted]

								Southampton / Wareham				
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	BASINGSTOKE	[redacted]	
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	SOUTHAMPTON CENTRAL	[redacted]	
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	LYMINGTON PIER	[redacted]	
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	BOURNEMOUTH	[redacted]	
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	POOLE	[redacted]	
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	SALISBURY	[redacted]	
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	EASTLEIGH	[redacted]	
HY08 Waterloo - Weymouth Peak	2019-20	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	138	620	Waterloo - Weymouth (Fast)	Forward	BASINGSTOKE	[redacted]
	2020-21	[redacted]						620	Waterloo - Weymouth (Fast)	Forward	SOUTHAMPTON CENTRAL	[redacted]
	2021-22	[redacted]						620	Waterloo - Weymouth (Fast)	Forward	LONDON WATERLOO	[redacted]
	2022-23	[redacted]						620	Waterloo - Weymouth (Fast)	Forward	CLAPHAM JUNCTION	[redacted]
	2023-24	[redacted]						620	Waterloo - Weymouth (Fast)	Forward	WINCHESTER	[redacted]
								620	Waterloo - Weymouth (Fast)	Reverse	BASINGSTOKE	[redacted]
								620	Waterloo - Weymouth (Fast)	Reverse	SOUTHAMPTON CENTRAL	[redacted]
								620	Waterloo - Weymouth (Fast)	Reverse	BOURNEMOUTH	[redacted]
								620	Waterloo - Weymouth (Fast)	Reverse	WEYMOUTH	[redacted]

							620	Waterloo - Weymouth (Fast)	Reverse	POOLE	[redacted]
							620	Waterloo - Weymouth (Fast)	Reverse	WAREHAM	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	WOKING	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	BASINGSTOKE	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	LONDON WATERLOO	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	WINCHESTER	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	EASTLEIGH	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	WOKING	[redacted]
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	BASINGSTOKE	[redacted]