

82nd SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

SE TRAINS LIMITED

**Relating to amendments to the Track Access Contract
(Passenger Services) dated 06 December 2007**

THIS 82nd SUPPLEMENTAL AGREEMENT is dated and made between:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under company number 02904587, having its registered office at 1 Eversholt Street, London NW1 2DN ("Network Rail"); and
- (2) **S E TRAINS LIMITED**, a company registered in England and Wales under company number 03266762, having its registered office at Albany House, Floor 8, 94-98 Petty France, London, England, SW1H 9EA (the "Train Operator").

Background:

- (A) London & South Eastern Railway Limited ("LSER") and Network Rail Infrastructure Limited entered into a Track Access Contract (Passenger Services) dated 06 December 2007 as amended by various supplemental agreements (which track access contract as subsequently amended is hereafter referred to as the "Contract").
- (B) The Contract was transferred by way of a Statutory Transfer Scheme from LSER to the Train Operator on 17th October 2021
- (C) The parties now propose to enter into this Supplemental Agreement in order to amend the Contract as described herein.

IT IS HEREBY AGREED as follows:

1. INTERPRETATION

In this Supplemental Agreement 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.

"Effective Date" means the date on which the Office of Rail and Road issues its approval pursuant to the terms of this 82nd Supplemental Agreement

2. EFFECTIVE DATE AND TERM

The amendments to the Contract made pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall continue until the expiry of the contract.

3. AMENDMENTS TO SCHEDULE 5 OF THE CONTRACT

In Schedule 5 to the contract, replace the HU01 and HU02 section of the Passenger Train Slots table 2.1 with the updated version shown in Appendix 1 of this Supplemental Agreement.

4. EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT

The parties agree that the Contract, as amended by this Supplemental Agreement, shall remain in full force and effect in accordance with its terms, and with effect from and including the date hereof 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.

5. LAW

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with the law of England and Wales.

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. 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 one and the same instrument.

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

SIGNED BY

PRINT NAME *Sonia Taylor*

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY  DocuSigned by:
Steve White BCDBC4066DEE4F6

PRINT NAME *STEVE WHITE*

Duly authorised for and on behalf of

SE TRAINS LIMITED

Service description	From	To	Via	TSC	Description	Timing Load	Passenger Train Slots					
							AM Peak	PM Peak	Peak Times	Off Peak times	Total Weekday	Saturday
London Charing Cross	Tunbridge Wells	Orpington		24602000	465	0	5	0	5	0	0	0
London Charing Cross	Tunbridge Wells	Orpington		24602004	465	0	0	30	30	32	1	
London Charing Cross	Hastings	Orpington		24602000	375	0	5	0	5	0	0	
London Charing Cross	Hastings	Orpington		24602004	375	0	0	23	23	31	28	

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
London Cannon Street	Hastings	Orpington	24602000	375	0	3	0	3	0	0	0
London Cannon Street	Hastings	Orpington	24602004	375	0	0	4	4	0	0	0
London Cannon Street	Ore	Orpington	24602000	375	0	1	0	1	0	0	0
Tonbridge	London Charing Cross		24602004	375	0	0	0	0	0	1	1

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
Tonbridge	Tunbridge Wells	Direct	24602004	375	0	0	2	2	1	0	0
Tonbridge	Tunbridge Wells	Direct	24602004	465	0	0	5	5	6	0	0
Tonbridge	Hastings	Tunbridge Wells	24602004	375	0	0	1	1	1	1	1
Tonbridge	Ore	Tunbridge Wells	24602004	375	0	0	1	1	0	0	0

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
Tunbridge Wells	Hastings	Direct	24602000	375	0	1	0	1	0	0	0
Tunbridge Wells	London Charing Cross	Orpington	24602000	465	8	0	0	8	0	0	0
Tunbridge Wells	London Charing Cross	Orpington	24602004	465	0	0	28	28	33	0	

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
Hastings	London Charing Cross	Orpington	24602000	375	3	0	0	3	0	0	0
Hastings	London Charing Cross	Orpington	24602004	375	0	0	24	24	30	28	
Ore	London Charing Cross	Orpington	24602000	375	2	0	0	2	0	0	0

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
Hastings	London Cannon Street	Orpington	24602000	375	3	0	0	3	0	0	0
Hastings	London Cannon Street	Orpington	24602004	375	0	0	1	1	0	0	0
Ore	London Cannon Street	Orpington	24602000	375	1	0	0	1	0	0	0

		Passenger Train Slots								
		From	To	Via	TSC	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
Service description						AM Peak	PM Peak			
1	Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak	Tunbridge Wells	London Cannon Street	Orpington	24602004	465	0	0	2	2
		Hastings	Tunbridge Wells	Direct	24602000	375	2	0	0	2
		Hastings	Tonbridge	Tunbridge Wells	24602004	375	0	0	2	2
		Tunbridge Wells	Tonbridge	Direct	24602004	375	0	0	2	2

Service description		Passenger Train Slots								
From	To	Via	TSC	Description	Peak Times		Off Peak times	Total Weekday	Saturday	Sunday
					AM Peak	PM Peak				
London Victoria	Rochester	Sole Street	24604000	465	0	3	0	3	0	0
London Victoria	Rochester	Sole Street	24604004	465	0	0	2	2	0	0
London Victoria	Gillingham (Kent)	Sole Street	24604000	465	0	1	0	1	0	0
London Victoria	Gillingham (Kent)	Sole Street	24604004	465	0	0	8	8	3	1

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
London Victoria	Faversham	Sole Street	24604004	375	0	0	0	0	0	0	4
London Victoria	Ramsgate	Sole Street	24604000	375	0	3	0	3	0	0	0
London Victoria	Ramsgate	Sole Street	24604004	375	0	0	15	15	18	17	
London Victoria	Canterbury East	Sole Street	24604004	465	0	0	0	0	0	0	13

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
London Victoria	Canterbury East	Sole Street	24604004	375	0	0	2	2	0	0	0
London Victoria	Dover Priory	Sole Street	24604000	375	0	3	0	3	0	0	0
London Victoria	Dover Priory	Sole Street	24604004	375	0	0	13	1	16	0	
London Victoria	Dover Priory	Sole Street	24604004	465	0	0	10	10	15	0	

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
London Victoria	Sheerness-on-Sea	Sole Street	24604000	465	0	2	0	2	0	0	0
London Cannon Street	Faversham	Sole Street	24604004	375	0	0	1	1	0	0	0
London Cannon Street	Ramsgate	Sole Street	24604000	375	0	1	0	1	0	0	0

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
London Cannon Street	Broadstairs	Sole Street	24604000	375	0	1	0	1	0	0	0
London Cannon Street	Dover Priory	Sole Street	24604000	375	0	3	0	3	0	0	0
London Cannon Street	Margate	Sole Street	24604000	375	0	1	0	1	0	0	0
London Blackfriars	Rochester	Sole Street	24604000	375	0	2	0	2	0	0	0

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
Faversham	Ramsgate	Direct	24604004	375	0	0	4	4	1	1	1
Faversham	Dover Priory	Canterbury East	24604004	375	0	0	4	4	1	1	1
Ramsgate	Faversham	Direct	24604004	375	0	0	2	2	0	0	15
Ramsgate	Gillingham (Kent)	Direct	24604004	375	0	0	1	1	1	0	0

		Passenger Train Slots									
		From	To	Via	TSC	Description	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
							AM Peak	PM Peak			
1	Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak	Ramsgate	London Victoria	Sole Street	24604000	375	3	0	0	3	0
		Ramsgate	London Victoria	Sole Street	24604004	375	0	0	16	16	18
		Ramsgate	London Cannon Street	Sole Street	24604000	375	2	0	0	2	0
		Broadstairs	London Cannon Street	Sole Street	24604000	375	1	0	0	1	0

		Passenger Train Slots									
		From	To	Via	TSC	Description	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
							AM Peak	PM Peak			
1	Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak	Broadstairs	London Blackfriars	Sole Street	24604000	375	1	0	0	0	0
		Dover Priory	London Victoria	Sole Street	24604000	375	3	0	0	3	0
		Dover Priory	London Victoria	Sole Street	24604004	465	0	0	8	8	15
		Dover Priory	London Victoria	Sole Street	24604004	375	0	0	13	13	17

		Passenger Train Slots								
		From	To	Via	Description	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
					TSC	AM Peak	PM Peak			
		Dover Priory	Faversham	Canterbury East	24604004	375	0	0	8	8
1	Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak	Canterbury East	London Victoria	Sole Street	24604004	465	0	0	0	0
		Faversham	London Victoria	Sole Street	24604004	465	0	0	0	0
		Faversham	London Cannon Street	Sole Street	24604000	465	1	0	1	0

		Passenger Train Slots						
				Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
From	To	Via	TSC	AM Peak	PM Peak			
			Description					
			Timing Load					
Gillingham (Kent)	London Victoria	Sole Street	24604000	465	2	0	0	0
Gillingham (Kent)	London Victoria	Sole Street	24604004	465	0	0	6	1
Rochester	London Victoria	Sole Street	24604000	465	3	0	3	0
Rochester	London Victoria	Sole Street	24604004	465	0	0	3	0

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
Sole Street	London Blackfriars	Sole Street	24604000	465	1	0	0	1	0	0	0
Gillingham (Kent)	London Cannon Street	Sole Street	24604004	465	0	0	1	1	0	0	0
Gillingham (Kent)	Dover Priory	Canterbury East	24604004	375	0	0	1	1	0	0	0
Gillingham (Kent)	Ramsgate	Direct	24604004	375	0	0	0	0	1	0	0

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
Gillingham (Kent)	Canterbury East	Faversham	24604004	465	0	0	0	0	0	0	1
Dumpton Park	London cannon Street	Sole Street	24604000	1	0	0	1	0	0	0	0
Sheerness-on-Sea	London Victoria	Sole Street	24604000	465	2	0	0	2	0	0	0
London Charing Cross	Ashford Intl.	Orpington	24605000	465	0	1	0	1	0	0	0

		Passenger Train Slots								
		To	Via	Description	TSC	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
From					AM Peak	PM Peak				
London Charing Cross	Ashford Intl.	Orpington		24605004	375	0	0	2	2	0
London Charing Cross	Folkestone Central	Orpington		24605000	375	0	1	0	1	0
London Charing Cross	Ramsgate	Orpington/Canterbury West		24605004	375	0	0	14	14	18
London Charing Cross	Ramsgate	Orpington/Canterbury West		24605000	375	0	5	0	5	0

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
London Cannon Street	Ramsgate	Orpington/Canterbury West	24605000	375	0	1	0	1	0	0	0
London Cannon Street	Ramsgate	Orpington/Canterbury West	24605004	375	0	0	1	1	0	0	0
Tonbridge	Ramsgate	Canterbury West	24605004	375	0	0	1	1	0	0	0

		Passenger Train Slots									
		From	To	Via	TSC	Description	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
							AM Peak	PM Peak			
1	Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak	Sandwich	London Charing Cross	Folkestone Central/ Orpington	24605000	375	1	0	0	1	0
		Minster	London Charing Cross	Canterbury West/ Orpington	24605000	375	1	0	0	1	0
		Ashford Intl.	London Cannon Street	Orpington	24605000	375	1	0	0	1	0

		Passenger Train Slots								
		From	To	Via	TSC	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
Service description						AM Peak	PM Peak			
Ashford Intl.	Canterbury West	Direct	24605004	375	0	0	2	2	1	2
Ashford Intl.	London Charing Cross	Orpington	24605000	375	2	0	0	2	0	0
Ashford Intl.	Ramsgate	Canterbury West	24605004	375	0	0	0	0	0	1
London Charing Cross	Ramsgate	Orpington/Folkestone Central	24605000	375	0	1	0	1	0	0

		Passenger Train Slots									
		From	To	Via	TSC	Description	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
							AM Peak	PM Peak			
1	Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak	London Charing Cross	Ramsgate	Orpington/Folkestone Central	24605004	375	0	0	1	1	0
		London Charing Cross	Dover Priory	Orpington	24605004	375	0	0	14	14	17
		London Cannon Street	Dover Priory	Orpington/Folkestone Central	24605000	375	0	1	0	1	0

		Passenger Train Slots								
		To	Via	Description	TSC	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
From					AM Peak	PM Peak				
London Cannon Street	Ramsgate	Orpington/Folkestone Central		24605000	375	0	1	0	1	0
London Cannon Street	Folkestone Central	Orpington/Folkestone Central		24605000	375	0	1	0	1	0
Ashford Intl.	Margate	Canterbury West		24605004	375	0	0	1	1	0
Ashford Intl.	Ramsgate	Folkestone Central		24605004	375	0	0	7	7	0

		Passenger Train Slots								
		From	To	Via	Description	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
					TSC	AM Peak	PM Peak			
					Timing Load					
1	Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak	Ashford Intl.	Dover Priory	Folkestone Central	24605004	375	0	0	2	0
		Ramsgate	Tonbridge	Canterbury West	24605004	375	0	0	1	1
		Ramsgate	Ashford Intl.	Canterbury West	24605000	375	1	0	0	0
		Ramsgate	Ashford Intl.	Canterbury West	24605004	375	0	0	3	0

		Passenger Train Slots								
		From	To	Via	Description	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
					TSC	AM Peak	PM Peak			
		Ramsgate	London Charing Cross	Canterbury West/ Orpington	24605000	375	1	0	0	0
1		Ramsgate	London Charing Cross	Canterbury West/ Orpington	24605004	375	0	0	10	17
Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak		Ramsgate	London Cannon Street	Canterbury West/ Orpington	24605000	375	1	0	1	0

		Passenger Train Slots									
		From	To	Via	TSC	Description	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
							AM Peak	PM Peak			
1	Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak	Ramsgate	London Charing Cross	Folkestone Central/ Orpington	24605000	375	2	0	0	2	0
		Ramsgate	London Charing Cross	Folkestone Central/ Orpington	24605004	375	0	0	8	8	0
		Ramsgate	London Cannon Street	Folkestone Central/ Orpington	24605000	375	1	0	0	1	0

		Passenger Train Slots											
		Service description		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	Description	AM Peak	PM Peak	AM Peak	PM Peak	0	3	3	1	1	0
Ramsgate	Ashford Intl.	Folkestone Central	24605004	375	0	0	3	3	3	1	1	0	0
Margate	Ashford Intl.	Canterbury West	24605004	375	0	0	1	1	1	0	0	0	0
Dover Priory	London Charing Cross	Folkestone Central/ Orpington	24605004	375	0	0	9	9	9	17	17	14	14
Dover Priory	London Cannon Street	Folkestone Central/ Orpington	24605004	375	0	1	1	1	1	0	0	0	0

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
Dover Priory	Ashford Intl.	Folkestone Central	24605004	375	0	0	0	0	1	1	1
Ashford Intl.	London Charing Cross	Orpington	24605004	375	0	0	1	1	0	0	0
Tonbridge	London Charing Cross	Orpington	24605004	375	0	0	1	1	0	0	0
Tonbridge	Dover Priory	Folkestone Central	24605004	375	0	0	0	0	2	1	

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak	Timing Load					
			Description								
Dover Priory	Tonbridge	Folkestone	24605004	375	0	0	1	1	1	0	0
Folkestone Central	London Cannon Street	Orpington	24605000	375	1	0	0	1	0	0	0
Dover Priory	London Charing Cross	Folkestone Central/ Orpington	24605000	375	1	0	0	1	0	0	0
London Victoria	Maidstone East	Direct	24606000	465	0	2	0	2	0	0	0

		Passenger Train Slots								
		Service description	Via	To	Description	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
From						AM Peak	PM Peak			
London Victoria	Ashford Intl.	Maidstone East	TSC	24606000	465	0	6	0	6	0
London Victoria	Ashford Intl.	Maidstone East		24606004	465	0	0	21	21	23
London Victoria	Canterbury West	Maidstone East		24606004	375	0	0	10	10	13
London Blackfriars	Ashford Intl.	Maidstone East		24606000	375	0	1	0	1	0

		Passenger Train Slots								
		To	Via	Description	TSC	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
From						AM Peak	PM Peak			
Maidstone East	Canterbury West	Direct		24606004	377	0	0	0	1	0
Maidstone East	Minster	Direct		24606004	377	0	0	1	1	0
Canterbury West	London Victoria	Maidstone East		24606004	465	0	0	10	10	14
Minster	London Victoria	Maidstone East		24606004	377	0	0	1	1	0
Swanley	London Victoria	Direct		24606000	465	1	0	0	1	0

		Passenger Train Slots								
		From	To	Via	TSC	Peak Times	Off Peak times	Total Weekday	Saturday	Sunday
					Description	AM Peak	PM Peak			
		Ashford Intl.	London Victoria	Maidstone East	24606000	465	8	0	8	0
1	Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak	Ashford Intl.	London Victoria	Maidstone East	24606004	465	0	0	18	18
		Ashford Intl.	London Blackfriars	Maidstone East	24606000	375	2	0	0	21
		Maidstone East	London Blackfriars	Direct	24606000	377	1	0	0	0

		Passenger Train Slots									
		Peak Times		Off Peak times		Total Weekday		Saturday		Sunday	
From	To	Via	TSC	AM Peak	PM Peak						
London Blackfriars	Maidstone East	Swanley	24606004	377	0	0	3	3	0	0	0
Maidstone east	London Blackfriars	Swanley	24606004	377	0	0	3	3	0	0	0