

Deed of Variation

between

(1) Network Rail Infrastructure Limited

And

(2) South Yorkshire Supertram Limited

And

(3) South Yorkshire Future Trams Limited

**Relating to a DEED OF NOVATION re: the Track Access Contract Between
Network Rail Infrastructure Limited and South Yorkshire Supertram Limited**

THIS DEED is made on **18th March 2024**

BETWEEN:

(1) NETWORK RAIL INFRASTRUCTURE LIMITED the registered office of which is at Waterloo General Office, London SE1 8SW, company registration number 02904587 ("Network Rail"); and

(2) SOUTH YORKSHIRE SUPERTRAM LIMITED, a company registered in England under number 02634683 whose registered office is at c/o Stagecoach Services Limited, One Stockport Exchange, 20 Railway Road, Stockport, Cheshire, SK1 3SW (the 'Transferor'); and

(3) SOUTH YORKSHIRE FUTURE TRAMS LIMITED, a company registered in England under number 15221340 whose registered office is at 11 Broad Street West, Sheffield, South Yorkshire, S1 2BQ (the 'Transferee').

each a **Party** and together the **Parties**.

WHEREAS

(A) By an agreement dated 8 March 2024 the Parties agreed to novate the track access contract dated 4 May 2018 and made between (1) Network Rail and (2) the Transferor ('the Track Access Contract') relating to the use of the Network (the "Novation Agreement").

(B) The Parties now agree to vary the Novation Agreement to acknowledge the effect of the Periodic Review 2023.

NOW THIS DEED WITNESSES as follows:

Interpretation

1. Words and expressions defined in the Novation Agreement (and whether in the operative provisions or schedules thereto) shall where the context permits have the same meanings in this deed.

Variation

2. The Parties agree that the Novation Agreement shall be varied as follows:

- a. Insert new clause 1 (ii) as follows:

1 (ii) '*Periodic Review 2023*' means:

(a) the access charges review implemented by the review implementation notice published and served by the Office of Rail and Road on

13 March 2024 in accordance with paragraph 7 of Schedule 4A to the Railways Act 1993; and

(b) any supplemental agreement entered into between Network Rail and the Transferor to correct an omission in the review notice: open access passenger track access agreements published and served by the Office of Rail and Road on 20 December 2023.

b. Insert new clause 2.2 (e) as follows:

2.2 (e) The Transferee acknowledges that the outcome of the Periodic Review 2023, insofar as it is relevant to the Track Access Contract and the Transferor, will apply to the Transferee and the Track Access Contract on and after the Effective Date.

3. The Novation Agreement shall continue in full force and effect save as expressly varied or supplemented by this deed.
4. This deed is governed by, and shall be construed and interpreted in accordance with the laws of England and Wales and each party irrevocably agrees to the exclusive jurisdiction of the courts of England and Wales over any claim or matter arising under or in connection with this deed.
5. No person who is not a party to this deed shall have any rights under the Contracts (Rights of Third Parties) Act 1999 to enforce any terms of this deed.

IN WITNESS whereof Network Rail, the Transferor and the Transferee have each executed this Deed of Variation as a deed and it is delivered on the date stated at the beginning of this deed.

EXECUTED AS A DEED by
NETWORK RAIL INFRASTRUCTURE LIMITED acting by its attorney:

.DANIELLA SORSAJ.....

[Signature]

In exercise of a power of attorney dated 4

December 2023 in the presence of:

Acting as attorney for **NETWORK RAIL INFRASTRUCTURE LIMITED**

SEAL NO 218010

Signature of Witness:

Name: *MICHAEL CLARKE*.....

Address: *WATERLOO GENERAL OFFICE SE1 8SW*.....

I confirm that I was physically present when *.DANIELLA SORSAJ.....* signed this deed.

Signature of Witness]

EXECUTED as a deed by SOUTH YORKSHIRE SUPERTRAM LIMITED SIGNED

as a DEED by *SOUTH YORKSHIRE SUPERTRAM LIMITED* acting by

A Director in the presence of

Name *Stephen Davenport*
Address *11 Broad Street west Sheffield S12 8Q*
Occupation *Solicitor*

EXECUTED as a deed by SOUTH YORKSHIRE FUTURE TRAMS LIMITED

SIGNED as a DEED by *SOUTH YORKSHIRE FUTURE TRAMS LIMITED* acting by

A Director in the presence of

Name *Stephen Davenport*
Address *11 Broad Street west Sheffield S12 8Q.*
Occupation *solicitor / company secretary*