

One Hundred and Nineteenth Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

SE TRAINS LIMITED

as Train Operator

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

*Passenger Access (Short Term Timetable and Miscellaneous
Changes) General Approval 2023*

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THIS ONE HUNDRED AND NINETEENTH SUPPLEMENTAL AGREEMENT is dated 13th May 2025 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under number 2904587 having its registered office at Waterloo General Office, London, SE1 8SW ("**Network Rail**"); and
- (2) **SE TRAINS LIMITED**, a company registered in England and Wales under company number 03266762, having its registered office at Second Floor, 4 More London Riverside, London, SE1 2AU (the "**Train Operator**").

BACKGROUND:

- (A) London & South Eastern Railway Limited ("**LSER**") and Network Rail 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 17 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:

- (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 the date of this Supplemental Agreement.

2. **ORR GENERAL APPROVAL**

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2023.

3. **EFFECTIVE DATE AND TERM**

- 3.1 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 of the Contract.
- 3.2 Notwithstanding the Effective Date, for billing purposes the amendment made by this supplemental agreement shall be applied retrospectively from the date that the Train Operator first operates the relevant Class 377 units.

4. **AMENDMENTS TO THE CONTRACT**

From the Effective Date, the units within Appendix A of this supplemental agreement shall be added to Appendix 7D of Schedule 7 of the Track Access Contract, and the units within Appendix B shall be deleted from Appendix 7D of Schedule 7 of the Track Access Contract.

5. **EFFECTS OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT**

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 “this 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 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

duly authorised for and on behalf of

NETWORK RAIL

INFRASTRUCTURE LIMITED

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 (May 13, 2025 06:46 GMT+1)

SIGNED by

duly authorised for and on behalf of

SE TRAINS LIMITED

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 Steve White

Steve White (May 12, 2025 11:57 GMT+1)

Appendix A**Units to be added to Schedule 7 Appendix 7D**

Train Type	Train ID	Traction Type
377	377121	DC
377	377122	DC
377	377123	DC
377	377124	DC
377	377125	DC
377	377126	DC
377	377127	DC
377	377128	DC
377	377129	DC
377	377130	DC
377	377131	DC
377	377132	DC
377	377133	DC

Appendix B**Units to be removed from Schedule 7 Appendix 7D**

Train Type	Train ID	Traction Type
465	465235	DC
465	465236	DC
465	465237	DC
465	465238	DC
465	465239	DC
465	465240	DC
465	465241	DC
465	465242	DC
465	465243	DC
465	465244	DC
465	465245	DC
465	465246	DC
465	465247	DC
465	465248	DC
465	465249	DC
465	465250	DC
465	465915	DC
465	465920	DC

465	465921	DC
466	466004	DC
466	466005	DC
466	466009	DC
466	466010	DC
466	466013	DC
466	466014	DC
466	466017	DC
466	466030	DC
466	466032	DC
466	466037	DC
466	466043	DC
377	377163	DC
377	377164	DC