

9th SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

and

CALEDONIAN SLEEPER LIMITED
as Train Operator

relating to the Track Access Contract (Passenger Services) dated 2 MARCH 2018

THIS 9th SUPPLEMENTAL AGREEMENT is dated 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) **Caledonian Sleeper Limited**, a company registered in Scotland under company number SC328825, having its registered office at Basement and Ground Floor Premises, 1-5 Union Street, Inverness, Scotland, IV1 1PP (the "**Train Operator**").

Background:

- (A) Serco Caledonian Sleepers Limited and Network Rail entered into a Track Access Contract (Passenger Services) (which is hereafter referred to as the "Contract") dated 2 March 2018 in a form approved by the Office of Rail and Road pursuant to section 18(7) of the Act, as amended by various supplemental agreements (which track access contract as subsequently amended is hereafter referred to as the "Contract").
- (B) On 25 June 2023 the rights and obligations of Serco Caledonian Sleepers Limited under the Contract were transferred to the Train Operator pursuant to a transfer scheme made by Scottish Ministers under Schedule 2 of the Railways Act 2005.
- (C) Network Rail and the Train Operator (the Parties) now propose to enter into this Supplemental Agreement in order to amend the Contract as described herein.

IT IS AGREED AS FOLLOWS:

1. INTERPRETATION

In this Supplemental Agreement:

- 1.1 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;
- 1.2 "Effective Date" means the later of:
 - the date on which the ORR issues its approval pursuant to Section 22a of the Act of the terms of this Supplemental Agreement; and
 - 02:00 hours on the Principal Change Date 2025.

2. EFFECTIVE DATE AND DURATION

The amendments made to the Contract pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect at 2359 hours on the Expiry Date or earlier termination of the Contract.

3. AMENDMENTS TO THE AGREEMENT

- 3.1 Schedule 5, Table 2.1: Passenger Train Slots which follows paragraph 1 in Schedule 5 shall be deleted and replaced by the table as set out in Appendix 1 to this Supplemental Agreement.

Schedule 5, Table 4.1: Calling Patterns which follows paragraph 3 in Schedule 5 shall be deleted and replaced by the table as set out in Appendix 2 to this Supplemental Agreement.

4. EFFECT 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 “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 laws of Scotland.

6. THIRD PARTY RIGHTS

No rights shall be conferred under or arising out of this Supplemental Agreement on any person other than the Parties to this Supplemental Agreement and there shall not be created in any circumstances a jus quaesitum tertio in favour of any person.

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 WHEREOF this Supplemental Agreement comprising this and the foregoing 3 pages and Appendix A are executed as follows:-

SIGNED by

duly authorised for and on behalf of

**NETWORK RAIL
INFRASTRUCTURE LIMITED**

SIGNED by

duly authorised for and on behalf of
CALEDONIAN SLEEPER LIMITED

Appendix 1

2 Passenger Train Slots

Table 2.1 Passenger Train Slots

1						2		
Service Group ES01: Anglo-Scottish Overnight								
Service 556 – London – Glasgow						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
London Euston	Glasgow Central	Weedon, Polesworth, Warrington Bank Quay, Oxenholme, Shieldmuir, Rutherglen Junctions	1.0	23556 003	80-86595	1	0	1
Glasgow Central	London Euston	Rutherglen Junctions, Shieldmuir, Oxenholme, Warrington Bank Quay, Polesworth, Weedon.	1.1	23556 003	80-86595	1	0	1
Service 557 – Carstairs – Edinburgh Waverley								
From	To	Via	Description	TSC	Timing Load	weekday	Saturday	Sunday
Carstairs	Edinburgh Waverley	Slateford, Haymarket	1.2	23557 003	80-86595	1	1	0
Edinburgh Waverley	Carstairs	Haymarket, Slateford	1.3	23557 004	80-86595	1	0	1

Table 2.1 Passenger Train Slots

1						2		
Service Group ES01: Anglo-Scottish Overnight								
Service 558 – London – Inverness						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
London Euston	Inverness	Weedon, Birmingham International, Warrington Bank Quay, Oxenholme, Slateford, Haymarket, Polmont, Dunblane and Aviemore	1.4	23558003	90-86595 ¹	1	0	1
Inverness	London Euston	Aviemore, Dunblane, Polmont, Haymarket, Slateford, Oxenholme, Warrington bank Quay, Birmingham International, Weedon	1.5	23558003	12567385 ²	1	0	1
Service 559 – London – Aberdeen						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Edinburgh Waverley	Aberdeen	Dundee	1.6	23559003	12567350	1	0	1
Aberdeen	Edinburgh Waverley	Dundee	1.7	23559004	12567350	1	0	1
Service 570 – London – Fort William						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Edinburgh Waverley	Fort William	Airdrie	1.8	23570003	90R47210	1	1	0 ³
Fort William	Edinburgh Waverley	Edinburgh & Glasgow (E&G)	1.9	23570004	90R47210	1	0	0
Fort William	Edinburgh Waverley	Airdrie	1.10	23570004	90R47210	0	0	1

¹Trains change Timing Load at Crewe to 80-86595 and at Edinburgh to 12567385

² Trains change Timing Load at Edinburgh to 12567385

³ Part J – Permanent Relevant Surrender of Access Rights

Appendix 2

4 Calling Patterns

Table 4.1: Calling Patterns

1					2	3
Service Group ES01: Anglo-Scottish Overnight						
Service 556 - London Euston – Glasgow Central						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional Stations
London Euston	Glasgow Central	Weedon, Polesworth, Warrington Bank Quay, Oxenholme, Shieldmuir, Rutherglen Junctions	1.0, 1.1	23556003	Watford Junction, Carlisle, Carstairs, Motherwell	Preston Warrington Bank Quay
Service Group ES01: Anglo-Scottish Overnight						
Service 557 - Carstairs – Edinburgh Waverley						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional Stations
Carstairs	Edinburgh Waverley	Slateford, Haymarket	1.2 1.3	23557003 23557004		

Table 4.1: Calling Patterns

Service 558 – London Euston – Inverness						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional Stations
London Euston	Inverness	Weedon, Birmingham International, Polesworth, Warrington Bank Quay, Oxenholme, Slateford, Haymarket, Polmont, Dunblane and Aviemore	1.4, 1.5	23558003	Watford Junction, Birmingham International, Crewe, Preston, Falkirk Grahamston, Stirling, Dunblane, Gleneagles, Perth, Dunkeld & Birnam, Pitlochry, Blair Atholl, Dalwhinnie, Newtonmore, Kingussie, Aviemore, Carrbridge	
Service 559 – London Euston – Aberdeen						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional Stations
Edinburgh Waverley	Aberdeen	Dundee	1.6 1.7	23559003 23559004	Inverkeithing, Kirkcaldy, Leuchars, Dundee, Carnoustie, Arbroath, Montrose, Stonehaven	
Service 570 – London Euston – Fort William						
Between	And	Via	Description	TSC	Regular Calling Pattern	Additional Stations
Edinburgh Waverley	Fort William	Airdrie	1.8 1.10	23570003 23570004	Glasgow Queen St Low Level, Dalmuir, Dumbarton Central, Helensburgh Upper, Garelochhead, Arrochar & Tarbet, Ardlui, Crianlarich, Upper Tyndrum, Bridge of Orchy, Rannoch, Corrour, Tulloch, Roy Bridge, Spean Bridge	
Edinburgh Waverley	Fort William	Edinburgh & Glasgow (E&G)	1.9	23570004	Dalmuir, Dumbarton Central, Helensburgh Upper, Garelochhead, Arrochar & Tarbet, Ardlui, Crianlarich, Upper Tyndrum, Bridge of Orchy, Rannoch, Corrour, Tulloch, Roy Bridge, Spean Bridge	