

38th SUPPLEMENTAL AGREEMENT

Between

NETWORK RAIL INFRASTRUCTURE LIMITED

- and -

XC TRAINS LIMITED

**relating to amendments to and extension of the Track Access Contract
(Passenger Services) dated 8th August 2017**

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THIS 38th SUPPLEMENTAL AGREEMENT is dated the **** 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) **XC Trains Limited**, a company registered in England under number 04402048 having its registered office at C/O Arriva PLC, 1 Admiral Way, Doxford International Business Park, Sunderland, SR3 3XP (the "**Train Operator**").

WHEREAS

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 8th August 2017 as amended by various Supplemental Agreements (which track access contract as subsequently amended is hereafter referred to as the "**Contract**").
- (B) 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

- 1.1 In this Supplemental Agreement, unless the context otherwise requires, 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
- 1.2 "Effective Date" means the later of:
 - the date on which the Office of Rail and Road issues its direction, 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 TERM

The amendments to the Contract made pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the Principal Change Date 2027.

3 AMENDMENTS TO THE CONTRACT

Schedule 5, Table 2.1: Passenger Train Slots shall be deleted in its entirety and replaced by the Table 2.1 as set out in Appendix 1 to this Supplemental Agreement.

Schedule 5, Table 2.2 Passenger Train Slots for Service Group EH01 shall be deleted and replaced by the Table 2.2 as set out in Appendix 2 to 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 two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental Agreement by signing either of such counterparts.

IN WITNESS of which the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

Signed by

Steve Rhymes, Head of Railfreight and National Operators

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

Signed by

Print name Claire Delicata, Finance Director

Duly authorised for and on behalf of

XC TRAINS LIMITED

Appendix 1

2 Passenger Train Slots

Table 2.1: Passenger Train Slots

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Penzance	Plymouth	Direct	1.1	22180012	221	2	3	3
Plymouth	Bristol Temple Meads	Taunton, Weston Super Mare avoiding line	1.3a	22180012 & 22180013	221	14 ¹	15 ¹	12
Plymouth	Bristol Temple Meads	Taunton, Weston Super Mare	1.3b	22180012 & 22180013	221	1		
Paignton	Bristol Temple Meads	Taunton, Weston Super Mare avoiding line	1.4a	22180012 & 22180013	221	2	2	1
Paignton	Bristol Temple Meads	Taunton, Weston Super Mare	1.4b	22180012 & 22180013	221	1	1	1
Bristol Temple Meads	Birmingham New Street	Direct	1.7a	22180012 & 22180013	221	27	28	20

¹ 1 access right expires at 0159 on the Principal Change Date 2027.

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Bristol Temple Meads	Birmingham New Street	Via Worcester Shrub Hill, Kidderminster	1.7b	22180012 & 22180013	221	1		
Cardiff Central	Birmingham New Street	Newport (Gwent), Lydney, Gloucester, Direct	1.58	22180013	221	2		
Bournemouth	Reading	Direct	1.9	22180010	221	14	14	11
Southampton Central	Reading	Direct	1.10	22180010 & 22180011	221	3	2	1
Reading (via Coventry)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Coventry	1.13a	22180010 & 22180011	221	16	16	14
Reading (via Solihull)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Solihull	1.13b	22180010 & 22180011	221	5	5	
Birmingham New Street	Manchester Piccadilly	Wolverhampton, Stafford, Stoke on Trent, Macclesfield, Stockport	1.14	22180014	221	29	29	20
Birmingham New Street	Manchester Piccadilly	Wolverhampton, Stafford, Crewe, Wilmslow, Stockport	1.15a	22180014	221	1	1	

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Leeds	Tamworth, Clay Cross Tunnel, Chesterfield, Sheffield, Swinton, Wakefield Westgate	1.16	22180008 & 22180009	221	16	16	14
Birmingham New Street	Leeds	Tamworth, Clay Cross Tunnel, Sheffield, Swinton, Doncaster, Wakefield Westgate	1.17	22180008 & 22180009	221	1	1	
Birmingham New Street	York (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction	1.18	22180008 & 22180009	221	2	2	
Birmingham New Street	Newcastle (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction and the ECML	1.19	22180008 & 22180009	221	2	2	1
Birmingham New Street	Derby	Tamworth	1.56	22180008 & 22180009	221		1	
Sheffield	Leeds	Swinton, Wakefield Westgate	1.20	22180008	221			1

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Derby	Newcastle	Sheffield, Swinton, Hambleton North Junction and the ECML	1.21	22180008 & 22180009	221	1	1	
Derby	Nottingham	Direct	1.22	22180010	221	1		
Leeds	Newcastle	Micklefield, Church Fenton and the ECML	1.23	22180008 & 22180009	221	14	14	12
Leeds	York	Direct	1.23a	22180008	221		1	
Newcastle	Edinburgh Waverley	Direct	1.24	22180008	221	14	14	12
Edinburgh Waverley	Glasgow Central	Motherwell	1.26	22180008	221	2	2	1
Edinburgh Waverley	Aberdeen	Direct	1.28	22180008	221	1	1	1
Dundee	Aberdeen	Direct	1.29	22180008	221	1		
Aberdeen	Edinburgh Waverley	Direct	1.30	22180008	221	2	1	1
Glasgow Central	Edinburgh Waverley	Motherwell	1.32	22180008	221	1	1	2
Edinburgh Waverley	Newcastle	Direct	1.33	22180008	221	14	13	11

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Newcastle	Leeds	The ECML, Church Fenton, Micklefield	1.34	22180008 & 22180009	221	14	13	11
Newcastle	Birmingham New Street (via Doncaster)	The ECML, Hambleton North Junction, Swinton, Sheffield, Tamworth	1.35	22180008 & 22180009	221	2	2	2
York	Leeds	Church Fenton, Micklefield	1.36	22180008	221	1	1	1
Leeds	Birmingham New Street	Wakefield Westgate, Doncaster, Swinton, Chesterfield, Clay Cross Tunnel, Sheffield, Tamworth	1.37	22180008 & 22180009	221			3
Leeds	Birmingham New Street	Wakefield Westgate, Swinton, Sheffield, Chesterfield, Clay Cross Tunnel, Tamworth	1.38	22180008 & 22180009	221	16	16	11
Sheffield	Birmingham New Street	Chesterfield, Clay Cross Tunnel, Tamworth	1.39	22180008 & 22180009	221			1
Nottingham	Birmingham New Street	Derby, Tamworth	1.40	22180010 & 22333000	221	1	1	

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Derby	Birmingham New Street	Tamworth	1.41	22180008 & 22180009	221	2	1	
Manchester Piccadilly	Birmingham New Street	Stockport, Macclesfield, Stoke on Trent, Stafford, Wolverhampton	1.42	22180014	221	27	28	19
Manchester Piccadilly	Birmingham New Street	Stockport, Wilmslow, Crewe, Stafford Wolverhampton	1.43	22180014	221	2	1	1
Birmingham New Street	Reading (via Solihull)	Solihull, Leamington Spa, Heyford, Oxford	1.44a	22180010 & 22180011	221	4	5	1
Birmingham New Street	Reading (via Coventry)	Coventry, Leamington Spa, Heyford, Oxford	1.44b	22180010 & 22180011	221	17	16	13
Reading	Southampton	Direct	1.46	22180010	221	1	1	1
Reading	Bournemouth	Direct	1.47	22180010	221	15	15	12
Southampton Central	Bournemouth	Brockenhurst	1.55	22180010	221	1		
Birmingham New Street	Bristol Temple Meads	Direct	1.48a	22180012 & 22180013	221	26	26	19

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Bristol Temple Meads	Direct to Cheltenham Spa, Gloucester, Westerleigh Jn	1.48b	22180012 & 22180013	221	2	1	1
Birmingham New Street	Cardiff Central	Direct to Cheltenham Spa, Gloucester, Lydney, Newport	1.49	22180013	221	1		
Gloucester	Cardiff Central	Lydney, Newport	1.59	22180013	221	1		
Bristol Temple Meads	Paignton	Weston Super Mare, Taunton	1.50a	22180012 & 22180013	221	1	1	
Bristol Temple Meads	Paignton	Weston Super Mare avoiding line, Taunton	1.50b	22180012 & 22180013	221	2	2	1
Bristol Temple Meads	Plymouth	Weston Super Mare avoiding line, Taunton	1.51a	22180012 & 22180013	221	14	15	13
Bristol Temple Meads	Plymouth	Weston Super Mare, Taunton	1.51b	22180012 & 22180013	221	1		1
Plymouth	Penzance	Direct	1.54	22180012	221	2	2	3

Service Group EH02								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Cardiff Central	Birmingham New Street	Newport (Gwent), Lydney, Gloucester, Worcester Shrub Hill	2.1	22333000	170	1		2
Cardiff Central	Nottingham	Newport (Gwent), Lydney, Gloucester, Worcestershire Parkway, Birmingham New Street, Tamworth, Derby, Long Eaton, Beeston	2.2	22333000	170	13	14	9
Gloucester	Birmingham New Street	Worcestershire Parkway	2.3a	22333000	170		1	
Bristol Temple Meads	Birmingham New Street	Westerleigh Junction, Worcestershire Parkway	2.3b	22333000	170	1		
Bristol Temple Meads	Cardiff Central	Bristol Parkway, Severn Tunnel Junction, Newport (Gwent)	2.3c	22333000	170	1		
Birmingham New Street	Nottingham	Tamworth, Derby, Long Eaton, Beeston	2.5	22333000	170	18	16	1

Service Group EH02								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Leicester	Water Orton, Nuneaton, South Wigston	2.6	22260000 & 22268000	170	18	17	13
Birmingham New Street	Cambridge	Water Orton, Nuneaton, Leicester, Stamford, Peterborough, Ely	2.7	22260000 & 22268000	170	2	2	1
Birmingham New Street	Stansted Airport	Water Orton, Nuneaton, Leicester, Stamford, Peterborough, Ely, Cambridge	2.8	22260000 & 22268000	170	14	14	9
Cambridge	Stansted Airport	Direct	2.9	22268000	170	4	4	5
Stansted Airport	Cambridge	Direct	2.10	22268000	170	3	4	4
Cambridge	Birmingham New Street	Ely, Peterborough, Stamford, Oakham, Leicester, Nuneaton, Water Orton	2.11	22260000 & 22268000	170	1	1	

Service Group EH02								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Stansted Airport	Birmingham New Street	Cambridge, Ely, Peterborough, Stamford, Leicester, Nuneaton, Water Orton	2.12	22260000 & 22268000	170	15	14	10
Leicester	Birmingham New Street	South Wigston, Nuneaton, Water Orton	2.13a	22260000 & 22268000	170	17	17	12
Leicester	Gloucester	South Wigston, Nuneaton, Water Orton, Birmingham New Street, Worcestershire Parkway	2.13b	22260000 & 22268000	170	1		
Nottingham	Birmingham New Street	Beeston, Long Eaton, Derby, Tamworth	2.14a	22333000	170	15	15	3
Nottingham	Cardiff Central	Beeston, Long Eaton, Derby, Tamworth, Birmingham New Street, Worcestershire Parkway, Gloucester, Lydney, Newport (Gwent)	2.15a	22333000	170	12	14	9
Nottingham	Gloucester	Beeston, Long Eaton, Derby, Tamworth, Birmingham New Street, Worcestershire Parkway, Gloucester	2.15b	22333000	170	1		

Service Group EH02								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Birmingham New Street	Cardiff Central	Worcester Shrub Hill, Gloucester, Lydney, Newport (Gwent)	2.16a	22333000	170	2	2	
Birmingham New Street	Cardiff Central	Worcestershire Parkway, Gloucester, Lydney, Newport (Gwent)	2.16b	22333000	170			1
Cardiff Central	Derby	Newport (Gwent), Lydney, Gloucester, Worcestershire Parkway, Birmingham New Street, Tamworth	2.17	22333000	170		1	

Appendix 2

Table 2.2: Additional Passenger Train Slots

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Bristol Temple Meads	Birmingham New Street	Direct	1.7a	22180012 & 22180013	221	1 ¹		
Reading (via Coventry)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Coventry	1.13a	22180010 & 22180011	221			5 ¹
Reading (via Solihull)	Birmingham New Street	Oxford, Heyford, Leamington Spa, Solihull	1.13b	22180010 & 22180011	221	3 ¹	4 ¹	1 ¹
Birmingham New Street	Manchester Piccadilly	Wolverhampton, Stafford, Stoke, Crewe, Styal	1.15b	22180014	221	1 ¹		
Birmingham New Street	York (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction	1.18	22180008 & 22180009	221	1 ¹		3 ¹
Birmingham New Street	Newcastle (via Doncaster)	Tamworth, Sheffield, Swinton, Hambleton North Junction and the ECML	1.19	22180008 & 22180009	221	3 ¹	4 ¹	3 ¹

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Newcastle	Birmingham New Street (via Doncaster)	The ECML, Hambleton North Junction, Swinton, Sheffield, Tamworth	1.35	22180008 & 22180009	221	1 ¹	2 ¹	
York	Birmingham New Street (via Doncaster)	The ECML, Hambleton North Junction, Swinton, Sheffield, Tamworth	1.57	22180008 & 22180009	221	1 ¹	2 ¹	3 ¹
Manchester Piccadilly	Birmingham New Street	Stockport, Macclesfield, Stoke on Trent, Stafford, Wolverhampton	1.42	22180014	221	1 ¹		
Birmingham New Street	Reading (via Solihull)	Solihull, Leamington Spa, Heyford, Oxford	1.44a	22180010 & 22180011	221	3 ¹	3 ¹	1 ¹
Birmingham New Street	Reading (via Coventry)	Coventry, Leamington Spa, Heyford, Oxford	1.44b	22180010 & 22180011	221			1 ¹
Birmingham New Street	Bristol Temple Meads	Direct	1.48a	22180012 & 22180013	221	1	1	
Edinburgh Waverley	Glasgow Central	Motherwell	1.26	22180008	221	1	1	

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Glasgow Central	Edinburgh Waverley	Motherwell	1.32	22180008	221	1	1	

1- These rights will expire at 0159 on the Principal Change Date 2026.