

44th 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**

CONTENTS

Clause	Page No.
1. INTERPRETATION	3
2. EFFECTIVE DATE AND TERM	3
3. AMENDMENTS TO THE CONTRACT	4
4. EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT	4
5. LAW	4
6. THIRD PARTY RIGHTS	4
7. COUNTERPARTS	4

THIS 44th SUPPLEMENTAL AGREEMENT is dated the 9th December 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 upon which the ORR issues its approval, pursuant to section 22 of the Act of the terms of this Supplemental Agreement; and
 - 02:05 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 2.2 Passenger Train Slots for Service Group EH01 shall be deleted and replaced by the Table 2.2 as set out in Appendix 1 to this Supplemental Agreement.

Schedule 5, Table 2.3 Through Services shall be deleted and replaced by the Table 2.3 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

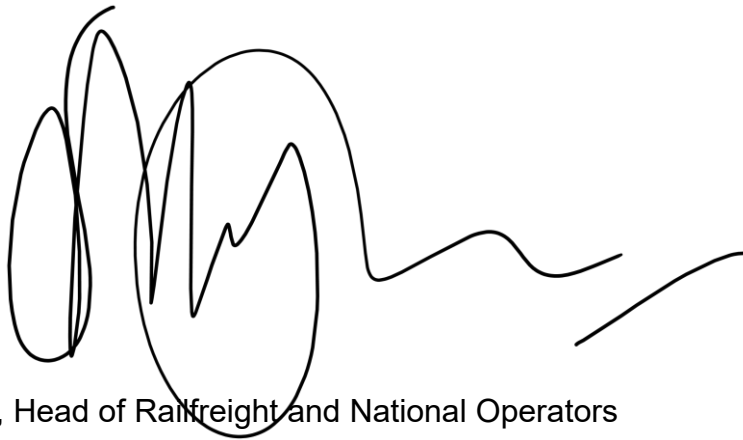
No person who is not a party to this Supplemental Agreement shall have any right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of this Supplemental Agreement.

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 Shiona Rolfe, Managing Director

Duly authorised for and on behalf of

XC TRAINS LIMITED

Appendix 1

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 on Trent, Macclesfield, Stockport	1.14	22180014	221		1 ²	
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	2 ³		3 ¹

OFFICIAL

Service Group EH01								
Service description						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
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
Leeds	Newcastle	Micklefield, Church Fenton and the ECML	1.23	22180008 & 22180009	221	1 ²		
Dundee	Edinburgh Waverley	Direct	1.31	22180008	221		1 ²	1 ²
Newcastle	Leeds	The ECML, Church Fenton, Micklefield	1.34	22180008 & 22180009	221		1 ²	
Newcastle	Birmingham New Street (via Doncaster)	The ECML, Hambleton North Junction, Swinton, Sheffield, Tamworth	1.35	22180008 & 22180009	221	6 ⁴	5 ⁵	
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	2 ³		

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

- 1- These rights will expire at 0159 on the Principal Change Date 2026.
- 2- 1 access right will expire at 0159 on the Subsidiary Change Date 2026.
- 3- 1 access right will expire at 0159 on the Subsidiary Change Date 2026, 1 access right will expire at 0159 on the Principal Change Date 2026.
- 4- 5 access rights will expire at 0159 on the Subsidiary Change Date 2026, 1 access right will expire at 0159 on the Principal Change Date 2026.
- 5- 3 access rights will expire at 0159 on the Subsidiary Change Date 2026, 2 access rights will expire at 0159 on the Principal Change Date 2026.

Notes to Table:

2.4 The Train Operator has Contingent Rights to additional Passenger Train Slots in the Working Timetable in respect of a Service Group up to the number listed against each Service specified in Table 2.2 and on the Days so listed.

2.5 A Contingent Right for an additional Passenger Train Slot under paragraph 2.4 includes:

- (a) a Contingent right to call at any station listed in Table 4.1;
- (b) a Contingent Right to have Scheduled part only of the Passenger Train Slot in question; and
- (c) a Contingent Right to combine Passenger Train Slots to provide a through Service.

Appendix 2

Table 2.3: Through Services

1		2	3		4				
Passenger Train Slot – Arrival		Combination Station	Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description		Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Penzance	1.1	Plymouth	Bristol Temple Meads	1.3a or b	3	3	3	3	3
Newquay	1.2	Plymouth	Bristol Temple Meads	1.3a or b	0	0	2	0	1
Plymouth	1.3a or 1.3b	Bristol Temple Meads	Birmingham New St	1.7	15	13	13	13	13
Paignton	1.4a or 1.4b	Bristol Temple Meads	Birmingham New St	1.7	4	3	6	2	2
Exeter St Davids	1.5	Bristol Temple Meads	Birmingham New St	1.7	4	1	0	0	0
Cardiff Central	1.6	Bristol Temple Meads	Birmingham New St	1.7	0	1	1	0	0
Bristol Temple Meads	1.7	Birmingham New St	Manchester Piccadilly	1.14	13	13	14	7	7

1		2	3		4				
Passenger Train Slot – Arrival		Combination Station	Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description		Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Bristol Temple Meads	1.7	Birmingham New St	Leeds	1.16 or 1.17	14	14	14	12	12
Bristol Temple Meads	1.7	Birmingham New St	Derby	1.56	0	1	0	0	0
Bath Spa	1.8	Bristol Temple Meads	Birmingham New St	1.7	1	0	0	0	0
Bournemouth	1.9	Reading	Birmingham New St	1.13a or b	14	15	15	11	11
Southampton Central	1.10	Reading	Birmingham New St	1.13a or b	8	8	8	1	1
Guildford	1.12	Reading	Birmingham New St	1.13a or b	1	1	1	1	1
Reading	1.13a	Birmingham New St	Manchester Piccadilly	1.14	15	15	14	12	12
Reading	1.13a	Birmingham New St	Leeds	1.17	0	0	1	1	1

1		2	3		4				
Passenger Train Slot – Arrival		Combination Station	Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description		Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Reading	1.13a or 1.13b	Birmingham New St	Newcastle	1.19	11	11	11	5	5
Reading	1.13a or 1.13b	Birmingham New St	York (via Doncaster)	1.18	1	1	1	0	0
Reading	1.13b	Birmingham New St	Manchester Piccadilly	1.15b	1 ¹	0	0	0	0
Birmingham New Street	1.16 or 1.17	Leeds	York	1.23a	0	1	1	1	1
Birmingham New Street	1.16 or 1.17	Leeds	Newcastle	1.23	14	14	14	11	11
Sheffield	1.20	Leeds	Newcastle	1.23	0	0	0	1	1

¹ Expires 0159hrs on the Principal Change Date 2026.

1		2	3		4				
Passenger Train Slot – Arrival		Combination Station	Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description		Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Leeds	1.23	Newcastle	Edinburgh	1.24	14	13	13	12	12
Newcastle	1.24	Edinburgh	Glasgow Central	1.26	7	7	7	6	6
Newcastle	1.24	Edinburgh	Dundee	1.27	1	1	1	0	0
Newcastle	1.24	Edinburgh	Aberdeen	1.28	1	1	1	1	1
Aberdeen	1.30	Edinburgh	Newcastle	1.33	1	1	1	1	1
Dundee	1.31	Edinburgh	Newcastle	1.33	1	1	1	0	0
Glasgow Central	1.32	Edinburgh	Newcastle	1.33	8	7	7	6	6
Edinburgh	1.33	Newcastle	Leeds	1.34	13	13	13	10	10
Edinburgh	1.33	Newcastle	Birmingham New St	1.35	1	1	1	1	1

1		2	3		4				
Passenger Train Slot – Arrival		Combination Station	Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description		Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Newcastle	1.34	Leeds	Birmingham New St	1.37 or 1.38	15	15	14	11	11
Newcastle	1.35	Birmingham New St	Reading	1.44a or 1.44b	11	11	11	5	5
York	1.36	Leeds	Birmingham New St	1.37 or 1.38	1	1	2	1	1
Leeds	1.37 or 1.38	Birmingham New St	Bristol Temple Meads	1.48	15	14	14	14	14
Leeds	1.37 or 1.38	Birmingham New St	Reading	1.44a or 1.44b	0	1	1	0	0
Leeds	1.38	Birmingham New Street	Cardiff Central	1.49	1	0	0	0	0
York (via Doncaster)	1.18	Birmingham New St	Reading	1.44a or 1.44b	1	0	0	0	0

1		2	3		4				
Passenger Train Slot – Arrival		Combination Station	Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description		Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Sheffield	1.39	Birmingham New St	Reading	1.44a or 1.44b	1	0	1	1	1
Nottingham	1.40	Birmingham New St	Reading	1.44a or 1.44b	1	1	1	0	0
Derby	1.41	Birmingham New St	Reading	1.44a or 1.44b	0	1	0	1	1
Derby	1.41	Birmingham New St	Bristol Temple Meads	1.48	1	1	1	0	0
Derby	1.41	Birmingham New St	Cardiff Central	1.49	1	0	0	0	0
Manchester Piccadilly	1.42 or 1.43	Birmingham New St	Reading	1.44a or 1.44b	14	14	14	12	12
Manchester Piccadilly	1.42 or 1.43	Birmingham New St	Bristol Temple Meads	1.48	14	14	14	8	8

1		2	3		4				
Passenger Train Slot – Arrival		Combination Station	Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description		Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Birmingham New St	1.44a or 1.44b	Reading	Bournemouth	1.47	15	15	15	11	11
Birmingham New St	1.44a	Reading	Guildford	1.45	1	1	1	1	1
Birmingham New St	1.44a or 1.44b	Reading	Southampton	1.46	7	7	7	1	1
Birmingham New St	1.48	Bristol Temple Meads	Cardiff Central	1.49	1	1	1	0	0
Birmingham New St	1.48	Bristol Temple Meads	Paignton	1.50a or b	3	3	5	1	2
Birmingham New St	1.48	Bristol Temple Meads	Plymouth	1.51a or b	15	15	13	13	12

1		2	3		4				
Passenger Train Slot – Arrival		Combination Station	Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description		Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Birmingham New St	1.48	Bristol Temple Meads	Exeter St Davids	1.52	4	1	0	0	0
Bristol Temple Meads	1.51a	Plymouth	Newquay	1.53	0	0	2	0	0
Bristol Temple Meads	1.51b	Plymouth	Penzance	1.54	3	3	4	3	3
Cardiff Central	1.58	Birmingham New Street	Leeds	1.16	1	0	0	0	0
Cardiff	2.1	Birmingham New St	Leicester	2.6	0	0	0	1	1
Gloucester	2.3a	Birmingham New St	Stansted Airport	2.8	0	1	1	0	0

1		2	3		4				
Passenger Train Slot – Arrival		Combination Station	Passenger Train Slot – Departure		Number of combinations				
Arriving from (location or from the direction of)	Description		Departing towards (location or in the direction of)	Description	Weekday	Winter Saturday	Summer Saturday	Winter Sunday	Summer Sunday
Bristol Temple Meads	2.3b	Birmingham New St	Stansted Airport	2.8	1	0	0	0	0