

NINETY-NINTH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

KEOLIS AMEY OPERATIONS / GWEITHREDIADAU KEOLIS AMEY LIMITED

relating to Schedule 5 of the Track Access Contract

THIS NINETY-NINTH SUPPLEMENTAL AGREEMENT

is dated

15th May 2020 and made between:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED** (“**Network Rail**”), a private company limited by shares registered in England under company number 02904587, having its registered office at 1 Eversholt Street, London, NW1 2DN; and
- (2) **KEOLIS AMEY OPERATIONS / GWEITHREDIADAU KEOLIS AMEY LIMITED** (the “**Train Operator**”), a company registered in England under number 11389531, whose registered office is at Evergreen Building North, 160 Euston Road, London, NW1 2DX

Whereas:

- A. The parties entered into a Track Access Contract (Passenger Services) dated 5 February 2004 pursuant to Section 18 (7) of the Act as amended by various supplemental agreements in a form approved pursuant to Section 22 of the Act (which track access contract as subsequently amended is hereafter referred to as the “**Contract**”);
- B. The Contract was novated from Arriva Trains Wales/Trenau Arriva Cymru Limited to the Train Operator pursuant to a Deed of Novation dated 1 October 2018.
- C. The parties now propose to enter into this Supplemental Agreement in order to make changes within Schedule 5.

IT IS HEREBY 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; and

“**Effective Date**” shall mean the later of:

- the date upon which the Office of Rail and Road issues its approval pursuant to Section 22 of the Act of the terms of this Supplemental Agreement; and
- 0200 hours on 17 May 2020.

2. EFFECTIVE DATE AND DURATION

- 2.1 The amendments made to the Contract shall have effect from the Effective Date and shall cease to have effect on the expiry or earlier termination of the Contract.

3. AMENDMENTS TO THE CONTRACT

- 3.1 In Schedule 5, Table 2.1 – the entries for Service Group; HL02 (Winter and Summer), HL05 and HL07 (Winter and Summer) shall be deleted and replaced with the entries as shown in Appendix 1 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 Effective Date 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 in England and Wales.

6. 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 but one and the same instrument.

7. 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.

IN WITNESS WHEREOF Network Rail and the Train Operator have, by their duly authorised representatives, respectively entered into this Supplemental Agreement on the date first above written.

SIGNED BY) 
for and on behalf of)
) Bill Kelly
)
NETWORK RAIL)
INFRASTRUCTURE LIMITED)

SIGNED BY)
for and on behalf of) 
)
) SAMANTHA HAWKINS
KEOLIS AMEY OPERATIONS)
/GWEITHREDIADAU KEOLIS AMEY) CHIEF FINANCIAL OFFICER
LIMITED)

Appendix 1

| 1 | | | | | | 2 | | |
|--|-------------------|-----------------|-------------|----------|-------------|-----------------------|----------|--------|
| Service Group HL02 | | | | | | Passenger Train Slots | | |
| Service Description: West Wales (Winter) | | | | | | Total Weekday | Saturday | Sunday |
| From | To | Via | Description | TSC | Timing Load | | | |
| Cardiff Central | Maesteg | Llanharan | 2.1.1 | 25431000 | 142 | 17 | 16 | 7 |
| Maesteg | Cardiff Central | Llanharan | 2.1.2 | 25431000 | 142 | 16 | 16 | 8 |
| Carmarthen | Fishguard Harbour | Clarbeston Road | 2.2.1 | 25432000 | 142 | 3 | 2 | 0 |
| Carmarthen | Milford Haven | Whitland | 2.2.2 | 25432000 | 142 | 2 | 2 | 2 |
| Carmarthen | Swansea | Llanelli | 2.2.3 | 25432000 | 142 | 9 | 9 | 5 |
| Clarbeston Road | Fishguard Harbour | Goodwick | 2.2.4 | 25431000 | 142 | 1 | 1 | 0 |
| Fishguard Harbour | Carmarthen | Whitland | 2.2.5 | 25431000 | 142 | 4 | 4 | 1 |
| Fishguard Harbour | Clarbeston Road | Goodwick | 2.2.6 | 25432000 | 142 | 1 | 1 | 0 |
| Fishguard Harbour | Swansea | Whitland | 2.2.7 | 25432000 | 142 | 2 | 2 | 2 |
| Milford Haven | Carmarthen | Whitland | 2.2.8 | 25432000 | 142 | 3 | 2 | 1 |
| Milford Haven | Swansea | Llanelli | 2.2.9 | 25431000 | 142 | 8 | 8 | 3 |
| Swansea | Carmarthen | Whitland | 2.2.10 | 25431000 | 142 | 9 | 9 | 3 |
| Swansea | Fishguard Harbour | Whitland | 2.2.11 | 25432000 | 142 | 3 | 2 | 3 |
| Swansea | Haverford West | Whitland | 2.2.12 | 25432000 | 142 | 0 | 1 | 1 |

| | | | | | | | | |
|-----------------|---------------|--------------|------------|----------|-----|----|----|----|
| Swansea | Milford Haven | Whitland | 2.2.13 | 25432000 | 142 | 9 | 8 | 5 |
| Whitland | Pembroke Dock | Tenby | 2.2.14 | 25431000 | 142 | 0 | 0 | 1 |
| Swansea | Llanelli | Gowerton | 2.2.15 | 25432000 | 142 | 1 | 1 | 0 |
| Llanelli | Swansea | Gowerton | 2.2.16 | 25432000 | 142 | 1 | 1 | 0 |
| Shrewsbury | Swansea | Llandrindod | 2.3.1 | 25432000 | 142 | 4 | 4 | 2 |
| Swansea | Shrewsbury | Llandrindod | 2.3.2 | 25431000 | 142 | 4 | 4 | 2 |
| Llandrindod | Shrewsbury | | 2.3.3 | 25432000 | 142 | 1 | 0 | 0 |
| Shrewsbury | Llandrindod | | 2.3.4 | 25432000 | 142 | 1 | 0 | 0 |
| Llandovery | Swansea | via Llanelli | 2.3.5 | 25432000 | 142 | 1 | 0 | 0 |
| Carmarthen | Llandovery | | 2.3.6 | 25432000 | 142 | 1 | 0 | 0 |
| Carmarthen | Pembroke Dock | Llanelli | 2.4.1 | 25437000 | 142 | 1 | 1 | 1 |
| Pembroke Dock | Carmarthen | Whitland | 2.4.2 | 25432000 | 142 | 1 | 1 | 1 |
| Pembroke Dock | Swansea | Llanelli | 2.4.3 | 25432000 | 142 | 8 | 8 | 3 |
| Swansea | Pembroke Dock | Llanelli | 2.4.4 | 25432000 | 142 | 8 | 8 | 2 |
| Tenby | Swansea | Llanelli | 2.4.5 | 25432000 | 142 | 0 | 0 | 0 |
| Whitland | Tenby | Narberth | 2.4.6 | 25437000 | 142 | 0 | 0 | 0 |
| Cardiff Central | Swansea | Pontyclun | 2.5.1 Slow | 25438000 | 142 | 12 | 12 | 2 |
| Cardiff Central | Swansea | Bridgend | 2.5.2 Fast | 25438000 | 142 | 12 | 12 | 14 |
| Cardiff Central | Bridgend | Pontyclun | 2.5.3 | 25438000 | 142 | 5 | 5 | 0 |

| | | | | | | | | |
|----------|-----------------|-----------|------------|----------|-----|----|----|----|
| Bridgend | Cardiff Central | Pontyclun | 2.5.3.1 | 25438000 | 142 | 6 | 4 | 0 |
| Swansea | Cardiff Central | Pontyclun | 2.5.4 Slow | 25438000 | 142 | 12 | 12 | 2 |
| Swansea | Cardiff Central | Bridgend | 2.5.5 Fast | 25438000 | 142 | 12 | 12 | 14 |
| Bridgend | Barry | Rhosee | 2.6.1 | 25439000 | 142 | 19 | 18 | 8 |
| Barry | Bridgend | Rhosee | 2.6.2 | 25439000 | 142 | 18 | 17 | 8 |

| 1 | | | | | | 2 | | |
|--|-------------------|-----------------|-------------|----------|-------------|-----------------------|----------|--------|
| Service Group: HL02 | | | | | | Passenger Train Slots | | |
| Service Description: West Wales (Summer) | | | | | | Total Weekday | Saturday | Sunday |
| From | To | Via | Description | TSC | Timing Load | | | |
| Cardiff Central | Maesteg | Llanharan | 2.1.1 | 25431000 | 142 | 17 | 16 | 7 |
| Maesteg | Cardiff Central | Llanharan | 2.1.2 | 25431000 | 142 | 16 | 16 | 8 |
| Carmarthen | Fishguard Harbour | Clarbeston Road | 2.2.1 | 25432000 | 142 | 3 | 2 | 0 |
| Carmarthen | Milford Haven | Whitland | 2.2.2 | 25432000 | 142 | 2 | 2 | 2 |
| Carmarthen | Swansea | Llanelli | 2.2.3 | 25432000 | 142 | 9 | 9 | 5 |
| Clarbeston Road | Fishguard Harbour | Goodwick | 2.2.4 | 25432000 | 142 | 1 | 1 | 0 |
| Fishguard Harbour | Carmarthen | Whitland | 2.2.5 | 25432000 | 142 | 4 | 4 | 1 |
| Fishguard Harbour | Clarbeston Road | Goodwick | 2.2.6 | 25432000 | 142 | 1 | 1 | 0 |
| Fishguard Harbour | Swansea | Whitland | 2.2.7 | 25432000 | 142 | 2 | 2 | 2 |

| | | | | | | | | |
|---------------|-------------------|-----------------|--------|----------|-----|---|---|---|
| Milford Haven | Carmarthen | Whitland | 2.2.8 | 25432000 | 142 | 3 | 2 | 4 |
| Milford Haven | Swansea | Llanelli | 2.2.9 | 25432000 | 142 | 8 | 8 | 3 |
| Swansea | Carmarthen | Llanelli | 2.2.10 | 25432000 | 142 | 9 | 9 | 3 |
| Swansea | Fishguard Harbour | Whitland | 2.2.11 | 25432000 | 142 | 3 | 2 | 3 |
| Swansea | Haverfordwest | Whitland | 2.2.12 | 25432000 | 142 | 0 | 1 | 1 |
| Swansea | Milford Haven | Whitland | 2.2.13 | 25432000 | 142 | 9 | 8 | 5 |
| Whitland | Pembroke Dock | Tenby | 2.2.14 | 25432000 | 142 | 0 | 0 | 1 |
| Whitland | Fishguard Harbour | Clarbeston Road | 2.2.15 | 25432000 | 142 | 0 | 1 | 0 |
| Swansea | Llanelli | Gowerton | 2.2.16 | 25432000 | 142 | 1 | 1 | 0 |
| Llanelli | Swansea | Gowerton | 2.2.17 | 25432000 | 142 | 1 | 1 | 0 |
| Shrewsbury | Swansea | Llandrindod | 2.3.1 | 25435000 | 142 | 4 | 4 | 2 |
| Swansea | Shrewsbury | Llandrindod | 2.3.2 | 25435000 | 142 | 4 | 4 | 2 |
| Llandrindod | Shrewsbury | - | 2.3.3 | 25435000 | 142 | 1 | 0 | 0 |
| Shrewsbury | Llandrindod | - | 2.3.4 | 25435000 | 142 | 1 | 0 | 0 |
| Llandovery | Swansea | via Llanelli | 2.3.5 | 25435000 | 142 | 1 | 0 | 0 |
| Carmarthen | Llandovery | - | 2.3.6 | 25435000 | 142 | 1 | 0 | 0 |
| Carmarthen | Pembroke Dock | Whitland | 2.4.1 | 25437000 | 142 | 1 | 1 | 1 |
| Pembroke Dock | Carmarthen | Whitland | 2.4.2 | 25437000 | 142 | 1 | 1 | 2 |
| Pembroke Dock | Swansea | Llanelli | 2.4.3 | 25437000 | 142 | 8 | 8 | 3 |

| | | | | | | | | |
|------------|---------------|-----------|------------|----------|-----|----|----|----|
| Swansea | Pembroke Dock | Llanelli | 2.4.4 | 25437000 | 142 | 8 | 8 | 3 |
| Tenby | Carmarthen | Llanelli | 2.4.5 | 25437000 | 142 | 0 | 0 | 0 |
| Whitland | Tenby | Narberth | 2.4.6 | 25437000 | 142 | 0 | 0 | 0 |
| Carmarthen | Tenby | Narberth | 2.4.7 | 25437000 | 142 | 0 | 0 | 1 |
| Cardiff | Swansea | Pontyclun | 2.5.1 Slow | 25348000 | 142 | 12 | 12 | 2 |
| Cardiff | Swansea | Bridgend | 2.5.2 Fast | 25348000 | 142 | 12 | 12 | 14 |
| Cardiff | Bridgend | Pontyclun | 2.5.3 | 25348000 | 142 | 5 | 5 | 0 |
| Bridgend | Cardiff | Pontyclun | 2.5.3.1 | 25348000 | 142 | 6 | 4 | 0 |
| Swansea | Cardiff | Pontyclun | 2.5.4 Slow | 25348000 | 142 | 12 | 12 | 2 |
| Swansea | Cardiff | Bridgend | 2.5.5 Fast | 25348000 | 142 | 12 | 12 | 13 |
| Bridgend | Barry | Rhoose | 2.6.1 | 25439000 | 142 | 19 | 18 | 8 |
| Barry | Bridgend | Rhoose | 2.6.2 | 25439000 | 142 | 18 | 17 | 8 |

| Service group – HL05 Service Description: Valley Lines and Cardiff Local Services | | | | | | | | | | | | | |
|---|-----------------|-----|-------------|----------|-------------|---------------|--------------|--------------|----------------|----------------|----------|----------|--------|
| Service Description: | | | | | | Total Weekday | Peak Times | | Off-peak times | Total Saturday | Saturday | | Sunday |
| From | To | Via | Description | TSC | Timing Load | | Morning Peak | Evening Peak | | | Peak | Off-peak | |
| Cardiff Central | East Boundary | | 5.1.2 | 25430000 | 142 | 0 | n/a | n/a | 0 | 0 | n/a | n/a | 1 |
| East Boundary | Cardiff Central | | 5.1.3 | 25430000 | 142 | 1 | n/a | n/a | 0 | 1 | n/a | n/a | 0 |

| | | | | | | | | | | | | | |
|-----------------|-----------------|-------------|-------|----------|-----|----|---|----|----|----|----|----|-------------------|
| Cardiff Central | West Boundary | Ninian Park | 5.2.1 | 25440000 | 142 | 28 | 5 | 5 | 18 | 27 | 16 | 11 | 0 |
| West Boundary | Cardiff Central | Ninian Park | 5.2.2 | 25440000 | 142 | 27 | 3 | 5 | 19 | 27 | 16 | 11 | 0 |
| West Boundary | Cardiff Central | Ninian Park | 5.2.3 | 25440000 | 142 | 1 | 1 | 0 | 0 | 1 | 0 | 1 | 0 |
| East Boundary | Cardiff Central | | 5.3.1 | 25441000 | 142 | 1 | 0 | 0 | 1 | 1 | 1 | 0 | 0 |
| East Boundary | Cardiff Central | | 5.3.2 | 25441000 | 142 | 31 | 4 | 5 | 22 | 30 | 14 | 16 | 11 |
| Cardiff Central | East Boundary | | 5.3.3 | 25441000 | 142 | 29 | 5 | 4 | 20 | 30 | 15 | 15 | 10 |
| Barry | Cardiff Central | Cogan | 5.4.1 | 25442000 | 142 | 20 | 4 | 3 | 13 | 18 | 8 | 10 | 8 |
| Barry Island | Cardiff Central | Cogan | 5.4.2 | 25442000 | 142 | 44 | 7 | 7 | 30 | 45 | 24 | 21 | 24 (30 in Summer) |
| Cardiff Central | Barry | Cogan | 5.4.3 | 25442000 | 142 | 19 | 4 | 2 | 13 | 17 | 8 | 9 | 8 |
| Cardiff Central | Barry Island | Cogan | 5.4.4 | 25442000 | 142 | 44 | 8 | 8 | 28 | 45 | 24 | 21 | 24 (30 in Summer) |
| Cardiff Central | Penarth | Grangetown | 5.5.1 | 25443000 | 142 | 56 | 8 | 10 | 38 | 56 | 30 | 26 | 8 |
| Penarth | Cardiff Central | Grangetown | 5.5.2 | 25443000 | 142 | 56 | 8 | 8 | 40 | 56 | 30 | 26 | 8 |
| Cardiff Central | East Boundary | | 5.6.1 | 25445000 | 142 | 30 | 7 | 3 | 20 | 30 | 16 | 14 | 0 |
| East Boundary | Cardiff Central | | 5.6.2 | 25445000 | 142 | 30 | 4 | 5 | 21 | 30 | 15 | 15 | 0 |
| Cardiff Central | East Boundary | | 5.7.1 | 25446000 | 142 | 23 | 4 | 5 | 14 | 23 | 9 | 14 | 8 |
| East Boundary | Cardiff Central | | 5.7.3 | 25446000 | 142 | 23 | 4 | 4 | 15 | 23 | 11 | 12 | 8 |
| Cardiff Central | East Boundary | | 5.8.1 | 25447000 | 142 | 4 | 2 | 1 | 1 | 1 | 1 | 0 | 0 |
| Cardiff Central | East Boundary | | 5.8.2 | 25447000 | 142 | 30 | 5 | 5 | 20 | 30 | 16 | 14 | 14 |
| East Boundary | Cardiff Central | | 5.8.3 | 22447000 | 142 | 0 | 0 | 0 | 0 | 1 | 1 | 0 | 0 |

| | | | | | | | | | | | | | |
|-----------------|-----------------|--|-------|----------|-----|----|---|---|----|----|----|----|----|
| East Boundary | Cardiff Central | | 5.8.4 | 25447000 | 142 | 1 | 1 | 0 | 0 | 1 | 0 | 1 | 0 |
| East Boundary | Cardiff Central | | 5.8.5 | 25447000 | 142 | 1 | 1 | 0 | 0 | 0 | 0 | 0 | 0 |
| East Boundary | Cardiff Central | | 5.8.6 | 25447000 | 142 | 31 | 5 | 5 | 21 | 31 | 16 | 15 | 14 |
| East Boundary | Cardiff Central | | 5.9.1 | 25448000 | 142 | 33 | 2 | 7 | 24 | 33 | 23 | 10 | 0 |
| East Boundary | Cardiff Central | | 5.9.2 | 25448000 | 142 | 4 | 0 | 0 | 4 | 4 | 0 | 4 | 12 |
| Cardiff Central | East Boundary | | 5.9.3 | 25448000 | 142 | 33 | 6 | 5 | 22 | 33 | 24 | 9 | 0 |
| Cardiff Central | East Boundary | | 5.9.4 | 25448000 | 142 | 5 | 0 | 0 | 5 | 5 | 0 | 5 | 12 |
| Cardiff Central | East Boundary | | 5.9.5 | 25448000 | 142 | 18 | 5 | 1 | 12 | 18 | 8 | 10 | 12 |
| Cardiff Central | East Boundary | | 5.9.6 | 25448000 | 142 | 2 | 0 | 1 | 1 | 2 | 0 | 2 | 0 |
| East Boundary | Cardiff Central | | 5.9.7 | 25448000 | 142 | 18 | 5 | 2 | 11 | 18 | 8 | 10 | 11 |
| East Boundary | Cardiff Central | | 5.9.8 | 25448000 | 142 | 1 | 0 | 0 | 1 | 0 | 0 | 0 | 0 |

| | | | | | | | | |
|--|--------------------|----------|-------------|----------|-------------|-----------------------|----------|--------|
| 1 | | | | | | 2 | | |
| Service Group: HL07 | | | | | | Passenger Train Slots | | |
| Service Description: North Wales Branches (Winter) | | | | | | Total Weekday | Saturday | Sunday |
| From | To | Via | Description | TSC | Timing Load | | | |
| Blaenau Ffestiniog | Llandudno | Llanrwst | 7.1.1 | 22338000 | 150 | 5 | 5 | 3 |
| Blaenau Ffestiniog | Llandudno Junction | Llanrwst | 7.1.2 | 22338000 | 150 | 1 | 1 | 1 |

| | | | | | | | | |
|--------------------|--------------------|------------|-------|----------|-----|----|----|----|
| Llandudno | Blaenau Ffestiniog | Llanrwst | 7.1.3 | 22338000 | 150 | 4 | 4 | 3 |
| Llandudno | Llandudno Junction | Deganwy | 7.1.4 | 22338000 | 150 | 8 | 15 | 13 |
| Llandudno Junction | Blaenau Ffestiniog | Llanrwst | 7.1.5 | 22338000 | 150 | 2 | 2 | 1 |
| Llandudno Junction | Llandudno | Deganwy | 7.1.6 | 22338000 | 150 | 10 | 16 | 13 |
| Bidston | Wrexham Central | Penyffordd | 7.2.1 | 22342000 | 150 | 13 | 13 | 8 |
| Wrexham Central | Bidston | Penyffordd | 7.2.2 | 22342000 | 150 | 13 | 13 | 8 |
| Wrexham General | Wrexham Central | - | 7.2.3 | 22342000 | 150 | 1 | 1 | 0 |
| Wrexham General | Bidston | Penyffordd | 7.2.4 | 22342000 | 150 | 1 | 1 | 2 |
| Bidston | Wrexham General | Penyffordd | 7.2.5 | 22342000 | 150 | 1 | 1 | 2 |

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|--|--------------------|----------|-------------|----------|-------------|-----------------------|----------|--------|
| 1 | | | | | | 2 | | |
| Service Group: HL07 | | | | | | Passenger Train Slots | | |
| Service Description: North Wales Branches (Summer) | | | | | | Total Weekday | Saturday | Sunday |
| From | To | Via | Description | TSC | Timing Load | | | |
| Blaenau Ffestiniog | Llandudno | Llanrwst | 7.1.1 | 22338000 | 150 | 5 | 5 | 2 |
| Blaenau Ffestiniog | Llandudno Junction | Llanrwst | 7.1.2 | 22338000 | 150 | 1 | 1 | 1 |
| Llandudno | Blaenau Ffestiniog | Llanrwst | 7.1.3 | 22338000 | 150 | 4 | 4 | 2 |
| Llandudno | Llandudno Junction | Deganwy | 7.1.4 | 22338000 | 150 | 8 | 15 | 16 |

| | | | | | | | | |
|--------------------|--------------------|------------|-------|----------|-----|----|----|----|
| Llandudno Junction | Blaenau Ffestiniog | Llanrwst | 7.1.5 | 22338000 | 150 | 2 | 2 | 1 |
| Llandudno Junction | Llandudno | Deganwy | 7.1.6 | 22338000 | 150 | 10 | 16 | 10 |
| Bidston | Wrexham Central | Penyffordd | 7.2.1 | 22342000 | 150 | 13 | 13 | 8 |
| Wrexham Central | Bidston | Penyffordd | 7.2.2 | 22342000 | 150 | 13 | 13 | 8 |
| Wrexham General | Wrexham Central | - | 7.2.3 | 22342000 | 150 | 1 | 1 | 0 |
| Wrexham General | Bidston | Penyffordd | 7.2.4 | 22342000 | 150 | 1 | 1 | 2 |
| Bidston | Wrexham General | Penyffordd | 7.2.5 | 22342000 | 150 | 1 | 1 | 2 |

