

**FIRST SUPPLEMENTAL AGREEMENT**

**between**

**NETWORK RAIL INFRASTRUCTURE LIMITED**

**and**

**KEOLIS AMEY OPERATIONS / GWEITHREDIADAU KEOLIS AMEY LIMITED**

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**relating to Schedule 5 of the Track Access Contract**

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## THIS FIRST SUPPLEMENTAL AGREEMENT

is dated 11th December 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 2 Callaghan Square, Cardiff CF10 5BT

### Whereas:

- A. The parties entered into a Track Access Contract (Passenger Services) dated 6<sup>th</sup> August 2020 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 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 13 Dec 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 and Table 2.2 – the entries for Service Group; HL02 (Winter and Summer), HL03 and HL08 (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 )  
 )  
**NETWORK RAIL** )  
**INFRASTRUCTURE LIMITED** )

Bill Kelly  
Route Director 9<sup>th</sup> December 2020

SIGNED BY )  
 )  
for and on behalf of )  
 )  
**KEOLIS AMEY OPERATIONS** )  
**/GWEITHREDIADAU KEOLIS AMEY** )  
**LIMITED** )

## Appendix 1

Table 2.1: Passenger Train Slots

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

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Llandoverly	Swansea	via Llanelli	2.3.5	25432000	142	1	0	0
Carmarthen	Llandoverly		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	3
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	Rhoose	2.6.1	25439000	142	19	18	8
Barry	Bridgend	Rhoose	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

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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
Llandoverly	Swansea	via Llanelli	2.3.5	25435000	142	1	0	0
Carmarthen	Llandoverly	-	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	3
Cardiff	Swansea	Bridgend	2.5.2 Fast	25348000	142	12	12	14
Cardiff	Bridgend	Pontyclun	2.5.3	25348000	142	5	5	0

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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

1						2		
Service Group: HL03						Passenger Train Slots		
Service Description: Cardiff to Gloucestershire and Ebbw Vale						Total Weekday	Saturday	Sunday
From	To	Via	Description	TSC	Timing Load			
Cheltenham Spa	Cardiff Central	Lydney	3.1.1	25429000	142	12	10	6
Cardiff Central	Cheltenham Spa	Lydney	3.1.2	25429000	142	11	10	6
Gloucester	Cardiff Central	Lydney	3.1.3	25429000	142	1	3	2
Cardiff Central	Gloucester	Lydney	3.1.4	25429000	142	2	3	2
Newport	Cardiff Central	-	3.1.5	25429000	142	1	2	0
Cardiff Central	Newport	-	3.1.6	25429000	142	1	2	0
Cardiff Central	Ebbw Vale Town	Ebbw Jn	3.2.1	25444001	142	17	18	7
Ebbw Vale Town	Cardiff Central	Ebbw Jn	3.2.2	25444001	142	17	17	7

1						2		
Service Group: HL08						Passenger Train		
Service Description: North Wales Interurban (Winter)						Total Weekday	Saturday	Sunday
From	To	Via	Description	TSC	Timing Load			
Bangor	Chester	Llandudno Jn	8.1.1	22340000	150	1	0	0
Bangor	Llandudno Junction	Penmaenmawr	8.1.2	22340000	150	1	0	0
Birmingham International	Holyhead	Stafford	8.1.3	22340000	150	0	0	1
Birmingham New Street	Holyhead	Stafford	8.1.4	22340000	150	1	0	0
Chester	Birmingham New Street	Stafford	8.1.5	22340000	150	1	1	0

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Chester	Crewe	Beeston	8.1.6	22340000	150	15	16	23
Chester	Holyhead	Conwy	8.1.7	22340000	150	14	14	5
Chester	Llandudno Junction	Flint	8.1.8	22340000	150	2	0	0
Crewe	Chester	Beeston	8.1.9	22340000	150	17	17	10
Crewe	Holyhead	Conwy	8.1.10	22340000	150	3	2	13
Holyhead	Birmingham International	Stafford	8.1.11	22340000	150	0	0	1
Holyhead	Chester	Conwy	8.1.12	22340000	150	15	15	5
Holyhead	Crewe	Conwy	8.1.14	22340000	150	3	2	3
Llandudno	Crewe	Chester	8.1.15	22340000	150	1	1	0
Llandudno Junction	Bangor	Penmaenmawr	8.1.16	22340000	150	2	0	0
Llandudno Junction	Chester	Flint	8.1.17	22340000	150	3	0	1
Llandudno Junction	Crewe	Chester	8.1.18	22340000	150	2	2	0
Chester	Manchester Piccadilly	Mouldsworth	8.2.4	22345000	150	2	1	0
Llandudno	Chester	Flint	8.2.6	22345000	150	0	1	0
Manchester Piccadilly	Chester	Mouldsworth	8.2.13	22345000	150	1	1	0
Chester	Liverpool Lime Street	Runcorn	8.3.1	22345001	150	18	16	15
Liverpool Lime Street	Chester	Runcorn	8.3.2	22345001	150	18	16	15



Table 2.1: Passenger Train Slots

1						2		
Service Group: HL08						Passenger Train Slots		
Service Description: North Wales Interurban (Summer)						Total Weekday	Saturday	Sunday
From	To	Via	Description	TSC	Timing Load			
Bangor	Chester	Llandudno Jn	8.1.1	22340000	150	1	0	0
Bangor	Llandudno Junction	Penmaenmawr	8.1.2	22340000	150	1	0	0
Bangor	Crewe	Chester	8.1.3	22340000	150	0	0	1
Birmingham International	Holyhead	Stafford	8.1.4	22340000	150	0	0	1
Birmingham New Street	Holyhead	Stafford	8.1.5	22340000	150	1	0	0
Chester	Birmingham New Street	Stafford	8.1.6	22340000	150	1	1	0
Chester	Crewe	Beeston	8.1.7	22340000	150	15	16	22
Chester	Holyhead	Conwy	8.1.8	22340000	150	14	14	5
Chester	Llandudno Junction	Flint	8.1.9	22340000	150	2	0	0
Crewe	Chester	Beeston	8.1.10	22340000	150	17	17	10
Crewe	Holyhead	Conwy	8.1.11	22340000	150	3	2	12
Holyhead	Birmingham International	Stafford	8.1.12	22340000	150	0	0	1
Holyhead	Chester	Conwy	8.1.14	22340000	150	15	15	4
Holyhead	Crewe	Conwy	8.1.15	22340000	150	3	2	3
Llandudno Junction	Crewe	Chester	8.1.16	22340000	150	1	1	0
Llandudno Junction	Bangor	Penmaenmawr	8.1.17	22340000	150	2	0	0
Llandudno Junction	Chester	Flint	8.1.18	22340000	150	3	0	1
Llandudno Junction	Crewe	Chester	8.1.19	22340000	150	2	2	0
Chester	Manchester Piccadilly	Mouldsworth	8.2.4	22345000	150	2	1	0
Llandudno Junction	Chester	Flint	8.2.6	22345000	150	0	1	0
Manchester Piccadilly	Chester		8.2.13	22345000	150	1	1	0
Chester	Liverpool	Runcorn	8.3.1	22345001	150	18	16	15

Liverpool	Chester	Runcorn	8.3.2	22345001	150	18	16	15
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Table 2.2: Additional Passenger Train Slots

1					2		
Service Group: HL08					Passenger Train Slots		
Service Description: North Wales Interurban (Winter)					Total Weekday	Saturday	Sunday
Holyhead	Manchester Piccadilly	Chester	8.1.13	22340000	0	0	2
Chester	Manchester Airport	Manchester Piccadilly	8.2.2	22345000	1	3	0
Chester	Manchester Piccadilly	Earlestown	8.2.3	22345000	2	2	15
Holyhead	Manchester Piccadilly	Earlestown	8.2.5	22345000	0	0	1
Llandudno	Manchester Airport	Manchester Piccadilly	8.2.7	22345000	11	12	0
Llandudno	Manchester Piccadilly	Earlestown	8.2.8	22345000	0	1	0
Manchester Airport	Chester	Manchester Piccadilly	8.2.9	22345000	5	4	0
Manchester Airport	Llandudno	Manchester Piccadilly	8.2.10	22345000	7	12	0
Manchester Piccadilly	Chester	Earlestown	8.2.12	22345000	1	2	15
Manchester Piccadilly	Manchester Airport	-	8.2.15	22345000	2	1	0
Holyhead	Manchester Airport	Manchester Piccadilly	8.2.16	22345000	2	0	0
Llandudno Junction	Manchester Airport	Manchester Piccadilly	8.2.17	22345000	2	0	0
Bangor	Manchester Airport	Manchester Piccadilly	8.2.18	22345000	0	1	0
Manchester Airport	Holyhead	Manchester Piccadilly	8.2.19	22345000	4	0	0
Manchester Airport	Llandudno Junction	Manchester Piccadilly	8.2.20	22345000	2	0	0
Manchester Airport	Bangor	Manchester Piccadilly	8.2.21	22345000	0	1	0

1					2		
Service Group: HL08					Passenger Train Slots		
Service Description: North Wales Interurban (Summer)					Total Weekday	Saturday	Sunday
Holyhead	Manchester Piccadilly	Chester	8.1.13	22340000	0	0	2
Chester	Manchester Airport	Manchester Piccadilly	8.2.2	22345000	1	3	0
Chester	Manchester	Earlestown	8.2.3	22345000	2	2	15

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	Piccadilly						
Holyhead	Manchester Piccadilly	Earlestown	8.2.5	22345000	0	0	1
Llandudno	Manchester Airport	Manchester Piccadilly	8.2.7	22345000	11	12	0
Llandudno	Manchester Piccadilly	Earlestown	8.2.8	22345000	0	1	0
Manchester Airport	Chester	Manchester Piccadilly	8.2.9	22345000	5	4	0
Manchester Airport	Llandudno	Manchester Piccadilly	8.2.10	22345000	7	12	0
Manchester Piccadilly	Chester		8.2.12	22345000	1	2	15
Manchester Piccadilly	Manchester Airport	-	8.2.15	22345000	2	1	0
Holyhead	Manchester Airport	Manchester Piccadilly	8.2.16	22345000	2	0	0
Llandudno Junction	Manchester Airport	Manchester Piccadilly	8.2.17	22345000	2	0	0
Bangor	Manchester Airport	Manchester Piccadilly	8.2.18	22345000	0	1	0
Manchester Airport	Holyhead	Manchester Piccadilly	8.2.19	22345000	4	0	0
Manchester Airport	Llandudno Junction	Manchester Piccadilly	8.2.20	22345000	2	0	0
Manchester Airport	Bangor	Manchester Piccadilly	8.2.21	22345000	0	1	0