

Ninety-First Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

SE TRAINS LIMITED

as Train Operator

Relating to amendments to the Track Access Contract
(Passenger Services) dated 06 December 2007

*Passenger Access (Short Term Timetable and Miscellaneous
Changes) General Approval 2009*

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THIS NINETY-FIRST SUPPLEMENTAL AGREEMENT is dated 9 December 2022 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London, NW1 2DN ("**Network Rail**"); and
- (2) **SE TRAINS LIMITED**, a company registered in England and Wales under company number 03266762, having its registered office at Second Floor, 4 More, London Riverside, London, SW1 2AU (the "**Train Operator**").

BACKGROUND:

- (A) London & South Eastern Railway Limited ("**LSER**") and Network Rail entered into a Track Access Contract (Passenger Services) dated 06 December 2007 as amended by various supplemental agreements (which track access contract as subsequently amended is hereafter referred to as the "**Contract**").
- (B) The Contract was transferred by way of a Statutory Transfer Scheme from LSER to the Train Operator on 17 October 2021.
- (C) 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**

In this Supplemental Agreement:

- (A) 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
- (B) "**Effective Date**" means 02:01 on the Principal Change Date 2022.

2. **ORR GENERAL APPROVAL**

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2009.

3. **EFFECTIVE DATE AND TERM**

The amendments made to the Contract as set out in this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect at 02:00 hours on 10th March 2023, at which time such amendments shall be reversed, such that Tables 2.1 and 2.2 of Schedule 5 shall revert back to those in force immediately prior to the Effective Date.

4. **AMENDMENTS TO THE CONTRACT**

4.1 From the Effective Date, Table 2.1 of Schedule 5 of the Contract, shall be amended by replacing the rows detailed in Appendix A, with the amended figures set out in Appendix A.

4.2 From the Effective Date, Table 2.2 of Schedule 5 of the Contract shall be amended by the deletion of 'Not Used' and shall be replaced with details set out in Appendix B.

5. **EFFECTS 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.

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. **LAW**

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with English Law.

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

SIGNED by Fiona Taylor)
)
duly authorised for and on behalf of)
NETWORK RAIL)
INFRASTRUCTURE LIMITED)

DocuSigned by:
Fiona Taylor
B680C1725C46421...

SIGNED by Steve White)
)
duly authorised for and on behalf of)
SE TRAINS LIMITED)

DocuSigned by:
Steve White
BCD8C4066DEE4F6...

Appendix 1

Table 2.1 of Schedule 5.

1						Passenger Train Slots					
Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Weekday	Saturday	Sunday
						AM Peak	PM Peak				
Maidstone East	London Charing Cross	Swanley		24606000	375	2	0	0	2	0	0

1						Passenger Train Slots					
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
Crayford	London Cannon Street	Sidcup		24657000	465	5	0	0	5	0	0

Appendix 2

Table 2.2 of Schedule 5

1						Passenger Train Slots					
Service Group HU01 Kent Mainline off Peak (including Saturday and Sunday) / HU04 Kent Mainline Peak											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Weekday	Saturday	Sunday
						AM Peak	PM Peak				
Ashford Intl.	London Charing Cross	Maidstone East		24606000	375	2	0	0	2	0	0

1						Passenger Train Slots					
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
Barnehurst	London Cannon Street	Bexleyheath		24650005	465	0	0	1	1	37	33
New Cross	Slade Green	Sidcup		24657005	465	0	0	1	1	0	0
London Cannon Street	Slade Green	Greenwich		24659005	465	1	0	0	1	0	0
Slade Green	London Cannon Street	Sidcup		24657000	465	1	0	0	1	0	0

1						Passenger Train Slots					
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description											
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
Slade Green	London Cannon Street	Greenwich		24659000	465	1	0	0	1	0	0