

Twelfth Supplemental Agreement -

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

ABELLIO EAST MIDLANDS LIMITED

as Train Operator

relating to the Track Access Contract (Passenger -
Services) dated 1st September 2020

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THIS TWELFTH SUPPLEMENTAL AGREEMENT is dated 16 February 2023 and made

BETWEEN:

- (1) - **NETWORK RAIL INFRASTRUCTURE LIMITED**, ("Network Rail"), a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London, NW1 2DN ("Network Rail"); and
- (2) - **ABELLIO EAST MIDLANDS LIMITED**, (the "Train Operator"), a company registered in England under number 09860485 having its registered office at 2nd floor St Andrew's House, 18-20 St Andrew Street, London, EC4A 3AG.

WHEREAS:

- (A) - Network Rail and Abellio East Midlands Limited entered into a Track Access Contract (Passenger Services) dated 1st September 2020 in a form approved by the Office of Rail and Road pursuant to section 18(7) of the Act (this track access contract is hereafter referred to as the "**Contract**").
- (B) - The parties propose to enter into this Supplemental Agreement in order to amend Schedule 5 of the Contract.

IT IS HEREBY AGREED as follows:

1. - **INTERPRETATION**

In this Supplemental Agreement, 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.

2. - **EFFECTIVE DATE AND TERM**

- 2.1 - 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 on the Expiry Date or earlier termination of the Contract.
- 2.2 - For the purposes of this Supplemental Agreement, "Effective Date" means the later of:
 - (a) - 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
 - (b) - 02.00 on the Subsidiary Change Date 2023.

3 - **AMENDMENTS TO THE CONTRACT**

- 3.1 - In Schedule 5 Table 2.1 of the Contract, the entry for Service Group EM05 East Midlands Inter Urban and associated footnote shall be deleted and replaced with the entry set out in Annex A to this Supplemental Agreement.
- 3.2 - In Schedule 5 Table 2.2 of the Contract, the table and associated footnote which follows paragraph 2.3 shall be deleted and replaced by the table and associated footnote set out in Annex B to this Supplemental Agreement.

4. - **EFFECT 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.

5. - **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.

6. - **LAW**

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

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

SIGNED by

Print name: Steve Hopkinson

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by

Print name: Paul Barnfield

Duly authorised for and on behalf of
ABELLIO EAST MIDLANDS LIMITED

Annex A -

Schedule 5 - Table 2.1 -

EM05 -

OFFICIAL

1						2					
Service Group : EM05 East Midlands Inter Urban											
Service description: 22152000 : London St Pancras International – Derby – Sheffield (Semi-Fast) 22154000: London St Pancras International – Nottingham (Semi-Fast) 22156000: London St Pancras International – Kettering (Semi-Fast)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Weekday ³	Peak times ¹		Off-Peak times ²	Saturday	Sunday
							morning Peak	evening Peak			
Corby	Kettering	Direct	EM05	22156000	360	1	0	0	1	1	3
Corby	London St Pancras International	Kettering	EM05	22156000	360	33	0	0	33	35	18
Derby	London St Pancras International	Leicester	EM05	22152000	222	0	0	0	0	1	1
Derby	London St Pancras International	Leicester	EM05	22152000 changes to 22154000 at Nottingham	222	3	2	0	1	1	0
Derby	Sheffield	Ambergate Jn & Dronfield	EM05	22152000	158	1	0	0	1	1	0
Kettering	Corby	Direct	EM05	22156000	360	0	0	0	0	1	7
Kettering	Melton Mowbray	Corby	EM05	22156000	222	1	0	0	1	0	0
Kettering	Nottingham	Leicester	EM05	22154000	222	1	0	0	1	1	0
Kettering	Sheffield	Leicester, Derby and Ambergate Jn	EM05	22152000	222	1	0	0	1	1	0
Leicester	Derby	Long Eaton	EM05	2152000	222	0	0	0	0	0	1
Leicester	Sheffield	Derby and Ambergate Jn	EM05	22152000	222	0	0	0	0	0	1
London St Pancras International	Corby	Kettering	EM05	22156000	360	35	0	7	28	35	16

OFFICIAL

1						2					
Service Group : EM05 East Midlands Inter Urban											
Service description: 22152000 : London St Pancras International – Derby – Sheffield (Semi-Fast) 22154000: London St Pancras International – Nottingham (Semi-Fast) 22156000: London St Pancras International – Kettering (Semi-Fast)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Weekday ³	Peak times ¹		Off-Peak times ²	Saturday	Sunday
							morning Peak	evening Peak			
London St Pancras International	Derby	Leicester	EM05	22152000	222	1	0	0	1	2	1
London St Pancras International	Derby	Leicester and Nottingham	EM05	22154000 changes to 22152000 at Nottingham	222	1	0	0	1	1	1
London St Pancras International	Kettering	Bedford	EM05	22156000	360	0	0	0	0	1	2
London St Pancras International	Leeds	Leicester, Derby, Dronfield, Sheffield and Moorthorpe Jn	EM05	22152000	222	1	0	1	0	0	0
London St Pancras International	Lincoln	Leicester, Nottingham and Newark Castle	EM05 changes to EM01	22154000 changes to 22277000 at Nottingham	222	2	0	1	1	0	0
London St Pancras International	Melton Mowbray	Kettering and Corby	EM05	22156000	222	1	0	1	0	0	0
London St Pancras International	Nottingham	Leicester	EM05	22154000	222	15	0	2	13	16	15
London St Pancras International	Sheffield	Leicester, Derby and Dronfield	EM05	22152000	222	18	0	4	14	17	14

OFFICIAL

1						2					
Service Group : EM05 East Midlands Inter Urban											
Service description: 22152000 : London St Pancras International – Derby – Sheffield (Semi-Fast) 22154000: London St Pancras International – Nottingham (Semi-Fast) 22156000: London St Pancras International – Kettering (Semi-Fast)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Weekday ³	Peak times ¹		Off-Peak times ²	Saturday	Sunday
							morning Peak	evening Peak			
Melton Mowbray	Kettering	Corby	EM05	22156000	222	1	0	0	1	0	0
Melton Mowbray	London St Pancras International	Corby and Kettering	EM05	22156000	222	1	1	0	0	0	0
Nottingham	Leicester	Direct	EM05	22154000	222	0	0	0	0	0	1
Nottingham	London St Pancras International	Leicester	EM05	22154000	222	14	1	0	13	15	17
Sheffield	Derby	Dronfield and Ambergate Jn	EM05	22152000	222	2	0	0	2	0	0
Sheffield	Derby	Dronfield and Ambergate Jn	EM05	22152000	158	1	0	0	1	1	2
Sheffield	London St Pancras International	Dronfield, Derby and Leicester	EM05	22152000	222	18	3	0	15	15	16

Notes to Table: -

¹ Peak times – arriving in London St Pancras International between 0615 hour and 0945 hours, departing London St Pancras International between 1559 hours - and 1931 hours. -

² Off-Peak times – arriving at and departing from London St Pancras International outside Peak times. -

³ Passenger Train Slots listed under the sub-headings “Peak times” and “Off-Peak times” are the constituent parts of, and are not in addition to, those listed - under the sub-heading “Weekday”. -

Annex B -

Schedule 5 - Tables 2.2 -
EM01, EM02, EM03 -

Table 2.2: Additional Passenger Train Slots

1						2		
Service Group : EM01 East Midlands Local								
Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Lincoln	Newark North Gate	Direct	EM01	22277000	156	0	2	0

OFFICIAL

1						2		
Service Group : EM02 East Midlands Regional								
Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Lincoln - Grimsby / Cleethorpes						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Cleethorpes	Newark North Gate	Market Rasen	EM02	22836000	156	1	0	0

OFFICIAL

1						2		
Service Group : EM03 Liverpool – Norwich								
Service description 22269000 : Liverpool - Manchester - Sheffield - Nottingham - Peterborough – Norwich						Passenger Train Slots		
From	To	Via	Description	TSC	Timing Load	Weekday	Saturday	Sunday
Nottingham	Peterborough	Grantham	EM03	22269000	158	1	0	0
Norwich	Sheffield	Ely, Peterborough, Grantham, Nottingham, Erewash Valley and Dronfield	EM03	22269000	158	2	1	0
Sheffield	Norwich	Dronfield, Erewash Valley, Nottingham, Grantham, Peterborough and Ely	EM03	22269000	158	1	0	1

Notes to table: -

All rights expire on the Subsidiary Change Date 2024. -