

19th SUPPLEMENTAL AGREEMENT

Between

NETWORK RAIL INFRASTRUCTURE LIMITED

-and-

First MTR South Western Trains Limited

**Relating to amendments to the
Track Access Contract (Passenger Services)
dated 9th April 2019**

Amendments to Appendix 1 Schedule 8

THIS 19th SUPPLEMENTAL AGREEMENT is dated 2nd March 2023 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) **First MTR South Western Trains Limited** a company registered in England and Wales under number 07900320, having its registered office at 4th Floor, Capital House, 25 Chapel Street, London NW1 5DH (the "**Train Operator**").

WHEREAS

- (A) The parties entered into a Track Access Contract dated 9th April 2019, in a form approved by the Office Of Rail and Road (ORR) pursuant to directions under section 18 (7) of the Railways Act 1993 (the Act), as amended by various supplemental agreements, each in a form approved by ORR pursuant to section 22 of the Act (which track access contract as subsequently amended is hereafter referred to as the "Contract").
- (B) The parties wish to amend the Contract in the terms described below.

IT IS AGREED AS FOLLOWS:

1. INTERPRETATION

In this Supplemental Agreement, unless the context otherwise requires:

- a) Words and phrases defined in, and rules of interpretation set out in, the Contract shall have the same meaning and effect when used in this Supplemental Agreement.
- b) "**Effective Date**" means 5 February 2023

2. EFFECTIVE DATE AND TERM

The amendments 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 or earlier termination of the Contract.

3. OFFICE OF RAIL AND ROAD GENERAL APPROVAL

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

4. AMENDMENTS TO SCHEDULE 8

Appendix 1 of Schedule 8 shall be deleted in its entirety and replaced by a new Appendix 1 as set out in Appendix A to this supplemental agreement.

5. GENERAL

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 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



Print name **Mark Killick**

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

Signed by



Print name **Claire Mann**

Duly authorised for and on behalf of
FIRST MTR SOUTH WESTERN TRAINS LIMITED

Appendix A: revised version of Appendix A of Schedule 8

A	B	C	D	E	F	G	H		I	J	K
Service Group	Network Rail		TOC		Cancellation Minutes	Cap	Service code		Direction	Monitoring Point	Weighting
	Performance Point	Payment Rate	Performance Point	Payment Rate							
HY01 Main Suburban Off-Peak	2019-20 [Redacted]	[Redacted]	[Redacted]	[Redacted]	21	108	673	Main Suburban	Forward	LONDON WATERLOO	[Redacted]
	2020-21 [Redacted]						673	Main Suburban	Forward	CLAPHAM JUNCTION	[Redacted]
	2021-22 [Redacted]						673	Main Suburban	Forward	WIMBLEDON	[Redacted]
	2022-23 [Redacted]						673	Main Suburban	Reverse	GUILDFORD	[Redacted]
	2023-24 [Redacted]						673	Main Suburban	Reverse	SHEPPERTON	[Redacted]
							673	Main Suburban	Reverse	SURBITON	[Redacted]
							673	Main Suburban	Reverse	WIMBLEDON	[Redacted]
							673	Main Suburban	Reverse	CHESSINGTON SOUTH	[Redacted]
							673	Main Suburban	Reverse	EPSOM	[Redacted]
							673	Main Suburban	Reverse	DORKING	[Redacted]
							673	Main Suburban	Reverse	HAMPTON COURT	[Redacted]
							673	Main Suburban	Reverse	CLAPHAM JUNCTION	[Redacted]
				673	Main Suburban	Reverse	WOKING	[Redacted]			
HY01	2019-20 [Redacted]	[Redacted]	[Redacted]	[Redacted]	17	90	673	Main Suburban	Forward	LONDON WATERLOO	[Redacted]

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Main Suburban Peak	2020-21 [Redacted]						673	Main Suburban	Forward	CLAPHAM JUNCTION	[Redacted]
	2021-22 [Redacted]						673	Main Suburban	Forward	WIMBLEDON	[Redacted]
	2022-23 [Redacted]						673	Main Suburban	Reverse	CLAPHAM JUNCTION	[Redacted]
	2023-24 [Redacted]						673	Main Suburban	Reverse	GUILDFORD	[Redacted]
							673	Main Suburban	Reverse	SHEPPERTON	[Redacted]
							673	Main Suburban	Reverse	SURBITON	[Redacted]
							673	Main Suburban	Reverse	WIMBLEDON	[Redacted]
							673	Main Suburban	Reverse	CHESSINGTON SOUTH	[Redacted]
							673	Main Suburban	Reverse	EPSOM	[Redacted]
							673	Main Suburban	Reverse	DORKING	[Redacted]
							673	Main Suburban	Reverse	HAMPTON COURT	[Redacted]
							673	Main Suburban	Reverse	WOKING	[Redacted]
HY02 South Hampshire Locals All Trains	2019-20 [Redacted]	[Redacted]	[Redacted]	[Redacted]	71	270	631	Waterloo - Portsmouth - Southampton - Poole	Forward	SOUTHAMPTON CENTRAL	[Redacted]
	2020-21 [Redacted]						631	Waterloo - Portsmouth - Southampton - Poole	Forward	EASTLEIGH	[Redacted]
	2021-22 [Redacted]						631	Waterloo - Portsmouth - Southampton - Poole	Forward	FAREHAM	[Redacted]
	2022-23 [Redacted]										

	2023-24 [Redacted]						631	Waterloo - Portsmouth - Southampton - Poole	Reverse	FAREHAM	[Redacted]
							631	Waterloo - Portsmouth - Southampton - Poole	Reverse	PORTSMOUTH & SOUTHSEA	[Redacted]
							631	Waterloo - Portsmouth - Southampton - Poole	Reverse	PORTSMOUTH HARBOUR	[Redacted]
HY03 Waterloo – West England Off-Peak	2019-20 [Redacted]	[Redacted]	[Redacted]	[Redacted]	58	270	623	Waterloo - West England	Forward	YEOVIL JUNCTION	[Redacted]
	2020-21 [Redacted]						623	Waterloo - West England	Forward	BASINGSTOKE	[Redacted]
	2021-22 [Redacted]						623	Waterloo - West England	Forward	SALISBURY	[Redacted]
	2022-23 [Redacted]						623	Waterloo - West England	Forward	LONDON WATERLOO	[Redacted]
	2023-24 [Redacted]						623	Waterloo - West England	Forward	HONITON	[Redacted]
							623	Waterloo - West England	Forward	CLAPHAM JUNCTION	[Redacted]
							623	Waterloo - West England	Forward	WOKING	[Redacted]
							623	Waterloo - West England	Reverse	WOKING	[Redacted]
							623	Waterloo - West England	Reverse	YEOVIL JUNCTION	[Redacted]

							623	Waterloo - West England	Reverse	EXETER ST DAVIDS	[Redacted]
							623	Waterloo - West England	Reverse	BASINGSTOKE	[Redacted]
							623	Waterloo - West England	Reverse	SALISBURY	[Redacted]
							623	Waterloo - West England	Reverse	HONITON	[Redacted]
							623	Waterloo - West England	Reverse	BRISTOL TEMPLE MEADS	[Redacted]
HY03	2019-20 [Redacted]	[Redacted]	[Redacted]	[Redacted]	36	156	623	Waterloo - West England	Forward	YEOVIL JUNCTION	[Redacted]
Waterloo – West England Peak	2020-21 [Redacted]						623	Waterloo - West England	Forward	BASINGSTOKE	[Redacted]
	2021-22 [Redacted]						623	Waterloo - West England	Forward	SALISBURY	[Redacted]
	2022-23 [Redacted]						623	Waterloo - West England	Forward	LONDON WATERLOO	[Redacted]
	2023-24 [Redacted]						623	Waterloo - West England	Forward	HONITON	[Redacted]
							623	Waterloo - West England	Forward	CLAPHAM JUNCTION	[Redacted]
							623	Waterloo - West England	Forward	WOKING	[Redacted]
							623	Waterloo - West England	Reverse	WOKING	[Redacted]

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							623	Waterloo - West England	Reverse	YEOVIL JUNCTION	[Redacted]
							623	Waterloo - West England	Reverse	EXETER ST DAVIDS	[Redacted]
							623	Waterloo - West England	Reverse	BASINGSTOKE	[Redacted]
							623	Waterloo - West England	Reverse	SALISBURY	[Redacted]
							623	Waterloo - West England	Reverse	HONITON	[Redacted]
HY04	2019-20 Redacted	Redacted	Redacted	Redacted	34	162	632	Waterloo - Farnham / Alton	Forward	WOKING	[Redacted]
Waterloo – Farnham / Alton	2020-21 Redacted						632	Waterloo - Farnham / Alton	Forward	LONDON WATERLOO	[Redacted]
Off-Peak	2021-22 Redacted						632	Waterloo - Farnham / Alton	Forward	CLAPHAM JUNCTION	[Redacted]
	2022-23 Redacted						632	Waterloo - Farnham / Alton	Reverse	WOKING	Redacted
	2023-24 Redacted						632	Waterloo - Farnham / Alton	Reverse	ALTON	Redacted
							632	Waterloo - Farnham / Alton	Reverse	FARNHAM	Redacted
HY04	2019-20 Redacted	Redacted	Redacted	Redacted	26	102	632	Waterloo - Farnham / Alton	Forward	CLAPHAM JUNCTION	Redacted
Waterloo – Farnham / Alton	2020-21 Redacted						632	Waterloo - Farnham / Alton	Forward	WOKING	Redacted

Peak	2021-22 Redacted						632	Waterloo - Farnham / Alton	Forward	LONDON WATERLOO	Redacted
	2022-23 Redacted						632	Waterloo - Farnham / Alton	Reverse	WOKING	Redacted
	2023-24 Redacted						632	Waterloo - Farnham / Alton	Reverse	ALTON	Redacted
							632	Waterloo - Farnham / Alton	Reverse	FARNHAM	Redacted
HY05 Windsor Inners Off-Peak	2019-20 Redacted	Redacted	Redacted	Redacted	16	120	671C	Kingston Circulars	Forward	BARNES	Redacted
	2020-21 Redacted						671C	Kingston Circulars	Forward	KINGSTON	Redacted
	2021-22 Redacted						671C	Kingston Circulars	Forward	LONDON WATERLOO	Redacted
	2022-23 Redacted						671C	Kingston Circulars	Forward	TWICKENHAM	Redacted
	2023-24 Redacted						671C	Kingston Circulars	Forward	CLAPHAM JUNCTION	Redacted
							671C	Kingston Circulars	Reverse	CLAPHAM JUNCTION	Redacted
							671C	Kingston Circulars	Reverse	KINGSTON	Redacted
							671C	Kingston Circulars	Reverse	LONDON WATERLOO	Redacted
							671C	Kingston Circulars	Reverse	WIMBLEDON	Redacted
							671M	Windsor Inners - Radial Services	Forward	LONDON WATERLOO	Redacted
							671M	Windsor Inners - Radial Services	Forward	CLAPHAM JUNCTION	0.1553

							671M	Windsor Inners - Radial Services	Reverse	WEYBRIDGE	Redacted
							671M	Windsor Inners - Radial Services	Reverse	WINDSOR & ETON RIVERSIDE	Redacted
							671M	Windsor Inners - Radial Services	Reverse	STAINES	Redacted
							671M	Windsor Inners - Radial Services	Reverse	BARNES	Redacted
HY05	2019-20 Redacted	Redacted	Redacted	Redacted	16	90	671C	Kingston Circulars	Forward	BARNES	Redacted
Windsor Inners	2020-21 Redacted						671C	Kingston Circulars	Forward	KINGSTON	Redacted
Peak	2021-22 Redacted						671C	Kingston Circulars	Forward	LONDON WATERLOO	Redacted
	2022-23 Redacted						671C	Kingston Circulars	Forward	TWICKENHAM	Redacted
	2023-24 Redacted						671C	Kingston Circulars	Forward	CLAPHAM JUNCTION	Redacted
							671C	Kingston Circulars	Reverse	CLAPHAM JUNCTION	Redacted
							671C	Kingston Circulars	Reverse	KINGSTON	Redacted
							671C	Kingston Circulars	Reverse	LONDON WATERLOO	Redacted
							671C	Kingston Circulars	Reverse	WIMBLEDON	Redacted
							671M	Windsor Inners - Radial Services	Forward	LONDON WATERLOO	Redacted
							671M	Windsor Inners - Radial Services	Forward	CLAPHAM JUNCTION	Redacted

							671M	Windsor Inners - Radial Services	Reverse	WEYBRIDGE	Redacted0
							671M	Windsor Inners - Radial Services	Reverse	WINDSOR & ETON RIVERSIDE	Redacted
							671M	Windsor Inners - Radial Services	Reverse	STAINES	Redacted
							671M	Windsor Inners - Radial Services	Reverse	BARNES	Redacted
							671M	Windsor Inners - Radial Services	Reverse	SHEPPERTON	Redacted
HY06	2019-20 Redacted	Redacted	Redacted	Redacted	30	186	672	Windsor Outers	Forward	WOKINGHAM	Redacted
Windsor Outers	2020-21 Redacted						672	Windsor Outers	Forward	ASCOT	Redacted
Off-Peak	2021-22 Redacted						672	Windsor Outers	Forward	LONDON WATERLOO	Redacted
	2022-23 Redacted						672	Windsor Outers	Forward	CLAPHAM JUNCTION	Redacted
	2023-24 Redacted						672	Windsor Outers	Forward	ALDERSHOT	Redacted
							672	Windsor Outers	Forward	RICHMOND	Redacted
							672	Windsor Outers	Reverse	RICHMOND	Redacted
							672	Windsor Outers	Reverse	READING	Redacted
							672	Windsor Outers	Reverse	WOKINGHAM	Redacted
							672	Windsor Outers	Reverse	GUILDFORD	Redacted
							672	Windsor Outers	Reverse	ASCOT	Redacted
							672	Windsor Outers	Reverse	STAINES	Redacted
HY06		Redacted		Redacted	16	150	672	Windsor Outers	Forward	WOKINGHAM	Redacted

Windsor Outers Peak	2019-20 Redacted						672	Windsor Outers	Forward	ASCOT	Redacted
	2020-21 Redacted						672	Windsor Outers	Forward	LONDON WATERLOO	Redacted
	2021-22 Redacted						672	Windsor Outers	Forward	CLAPHAM JUNCTION	Redacted
	2022-23 Redacted						672	Windsor Outers	Forward	RICHMOND	Redacted
	2023-24 Redacted						672	Windsor Outers	Reverse	RICHMOND	Redacted
							672	Windsor Outers	Reverse	READING	Redacted
							672	Windsor Outers	Reverse	WOKINGHAM	Redacted
							672	Windsor Outers	Reverse	ASCOT	Redacted
							672	Windsor Outers	Reverse	STAINES	Redacted
HY07 Waterloo - Portsmouth Off-Peak	2019-20 Redacted	Redacted	Redacted	Redacted	24	162	621	Waterloo - Portsmouth	Forward	GUILDFORD	Redacted
	2020-21 Redacted						621	Waterloo - Portsmouth	Forward	LONDON WATERLOO	Redacted
	2021-22 Redacted						621	Waterloo - Portsmouth	Forward	CLAPHAM JUNCTION	Redacted
	2022-23 Redacted						621	Waterloo - Portsmouth	Forward	WOKING	Redacted
	2023-24 Redacted						621	Waterloo - Portsmouth	Reverse	WOKING	Redacted
							621	Waterloo - Portsmouth	Reverse	PORTSMOUTH & SOUTHSEA	Redacted
							621	Waterloo - Portsmouth	Reverse	GUILDFORD	Redacted

							621	Waterloo - Portsmouth	Reverse	HASLEMERE	Redacted
							621	Waterloo - Portsmouth	Reverse	PORTSMOUTH HARBOUR	Redacted
HY07 Waterloo - Portsmouth Peak	2019-20 Redacted	Redacted	Redacted	Redacted	17	102	621	Waterloo - Portsmouth	Forward	GUILDFORD	Redacted
	2020-21 Redacted						621	Waterloo - Portsmouth	Forward	LONDON WATERLOO	Redacted
	2021-22 Redacted						621	Waterloo - Portsmouth	Forward	CLAPHAM JUNCTION	Redacted
	2022-23 Redacted						621	Waterloo - Portsmouth	Forward	WOKING	Redacted
	2023-24 Redacted						621	Waterloo - Portsmouth	Reverse	WOKING	Redacted
							621	Waterloo - Portsmouth	Reverse	PORTSMOUTH & SOUTHSEA	Redacted
							621	Waterloo - Portsmouth	Reverse	GUILDFORD	Redacted
							621	Waterloo - Portsmouth	Reverse	HASLEMERE	Redacted
							621	Waterloo - Portsmouth	Reverse	PORTSMOUTH HARBOUR	Redacted
	HY08 Waterloo - Weymouth	2019-20 Redacted	Redacted	Redacted			Redacted	31	210	620	Waterloo - Weymouth (Fast)
2020-21 Redacted					620	Waterloo - Weymouth (Fast)	Forward			SOUTHAMPTON CENTRAL	Redacted

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Off-Peak	2021-22 Redacted						620	Waterloo - Weymouth (Fast)	Forward	LONDON WATERLOO	Redacted
	2022-23 Redacted						620	Waterloo - Weymouth (Fast)	Forward	CLAPHAM JUNCTION	Redacted
	2023-24 Redacted						620	Waterloo - Weymouth (Fast)	Forward	WINCHESTER	Redacted
							620	Waterloo - Weymouth (Fast)	Reverse	BASINGSTOKE	Redacted
							620	Waterloo - Weymouth (Fast)	Reverse	SOUTHAMPTON CENTRAL	Redacted
							620	Waterloo - Weymouth (Fast)	Reverse	BOURNEMOUTH	Redacted
							620	Waterloo - Weymouth (Fast)	Reverse	WEYMOUTH	Redacted
							620	Waterloo - Weymouth (Fast)	Reverse	POOLE	Redacted
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	WOKING	Redacted
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	BASINGSTOKE	Redacted
							629	Waterloo - Basingstoke / Southampton / Wareham	Forward	SOUTHAMPTON CENTRAL	Redacted
							629	Waterloo - Basingstoke /	Forward	BROCKENHURST	Redacted

								Southampton / Wareham			
						629		Waterloo - Basingstoke / Southampton / Wareham	Forward	LONDON WATERLOO	Redacted
						629		Waterloo - Basingstoke / Southampton / Wareham	Forward	ROMSEY	Redacted
						629		Waterloo - Basingstoke / Southampton / Wareham	Forward	WINCHESTER	Redacted
						629		Waterloo - Basingstoke / Southampton / Wareham	Reverse	WOKING	Redacted
						629		Waterloo - Basingstoke / Southampton / Wareham	Reverse	BASINGSTOKE	Redacted
						629		Waterloo - Basingstoke / Southampton / Wareham	Reverse	SOUTHAMPTON CENTRAL	Redacted
						629		Waterloo - Basingstoke / Southampton / Wareham	Reverse	LYMINGTON PIER	Redacted
						629		Waterloo - Basingstoke /	Reverse	BOURNEMOUTH	Redacted

								Southampton / Wareham			
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	POOLE	Redacted
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	SALISBURY	Redacted
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	EASTLEIGH	Redacted
HY08	2019-20 Redacted	Redacted	Redacted	Redacted	21	138	620	Waterloo - Weymouth (Fast)	Forward	BASINGSTOKE	Redacted
Waterloo - Weymouth	2020-21 Redacted						620	Waterloo - Weymouth (Fast)	Forward	SOUTHAMPTON CENTRAL	Redacted
Peak	2021-22 Redacted						620	Waterloo - Weymouth (Fast)	Forward	LONDON WATERLOO	Redacted
	2022-23 Redacted						620	Waterloo - Weymouth (Fast)	Forward	CLAPHAM JUNCTION	Redacted
	2023-24 Redacted						620	Waterloo - Weymouth (Fast)	Forward	WINCHESTER	Redacted
							620	Waterloo - Weymouth (Fast)	Reverse	BASINGSTOKE	Redacted
							620	Waterloo - Weymouth (Fast)	Reverse	SOUTHAMPTON CENTRAL	Redacted

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						620	Waterloo - Weymouth (Fast)	Reverse	BOURNEMOUTH	Redacted
						620	Waterloo - Weymouth (Fast)	Reverse	WEYMOUTH	Redacted
						620	Waterloo - Weymouth (Fast)	Reverse	POOLE	Redacted
						620	Waterloo - Weymouth (Fast)	Reverse	WAREHAM	Redacted
						629	Waterloo - Basingstoke / Southampton / Wareham	Forward	WOKING	Redacted
						629	Waterloo - Basingstoke / Southampton / Wareham	Forward	BASINGSTOKE	Redacted
						629	Waterloo - Basingstoke / Southampton / Wareham	Forward	LONDON WATERLOO	Redacted
						629	Waterloo - Basingstoke / Southampton / Wareham	Forward	WINCHESTER	Redacted
						629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	EASTLEIGH	Redacted
						629	Waterloo - Basingstoke /	Reverse	WOKING	Redacted

								Southampton / Wareham			
							629	Waterloo - Basingstoke / Southampton / Wareham	Reverse	BASINGSTOKE	Redacted