

One Hundred and Second 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

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THIS ONE HUNDRED & SECOND SUPPLEMENTAL AGREEMENT is dated 12 Sept 2023 and made

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, a company registered in England under number 2904587 having its registered office at Waterloo General Office, London, SE1 8SW ("**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 the later of:
 - (1) 02:00 10th December 2023 (PCD 2023)
 - (2) the date upon which the Office of Rail and Road issues its approval of the terms of this Supplemental Agreement, pursuant to Section 22 of the Act.

2. **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 will continue until the Expiry Date.

3. **AMENDMENTS TO THE CONTRACT**

3.1 In Paragraph 1.1 Definitions in the front end of the Contract, delete the definition of "Expiry Date" in its entirety and replace it with the following:

"Expiry Date" means the Principal Change Date in 2025

3.2 Service Groups HU02 Kent Metro Off Peak (including Saturday)/HU05 Kent Metro Peak of Table 2.1 of Schedule 5 of the Contract shall be deleted and replaced with the tables described in Appendix A of this Supplemental Agreement.

3.3 Amendment to the first line of the front end of the contract to insert the 6th December 2007, reflecting the date the contract was signed (and therefore made) by the parties.

4. **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 "this 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 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 David Davidson)
)
duly authorised for and on behalf of)
NETWORK RAIL)
INFRASTRUCTURE LIMITED)

DocuSigned by:

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

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Appendix A

Schedule 5 Tables 2.1

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					
London Cross	Charing	Dartford	Bexleyheath		24650000	465	0	6	0	6	0	0
London Street	Cannon	Dartford	Bexleyheath		24650005	465	0	0	5	5	3	4
London Street	Cannon	Dartford	Bexleyheath		24650000	465	0	2	0	2	0	0
London Street	Cannon	Slade Green	Bexleyheath		24650000	465	0	6	0	6	0	0
London Street	Cannon	Slade Green	Bexleyheath		24650005	465	0	0	29	29	34	31
London Cross	Charing	Dartford	Bexleyheath		24650005	465	0	0	25	25	18	0
London Victoria		Dartford	Bexleyheath		24650000	465	0	6	0	6	0	0
London Victoria		Dartford	Bexleyheath		24650005	465	0	0	31	31	37	35
Dartford	London Charing		Bexleyheath		24650000	465	6	0	0	6	0	0
Dartford	London Charing		Bexleyheath		24650005	465	0	0	18	18	17	0
Dartford	London Victoria		Bexleyheath		24650000	465	6	0	0	6	0	0

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Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
Dartford	London Victoria	Bexleyheath		24650005	465	0	0	31	31	36	33
Barnehurst	London Charing Cross	Bexleyheath		24650005	465	0	0	2	2	0	0
Barnehurst	Dartford	Direct		24650005	465	0	0	1	1	0	0
Barnehurst	London Cannon Street	Bexleyheath		24650000	465	8	0	0	8	0	0
Barnehurst	London Cannon Street	Bexleyheath		24650005	465	0	0	30	30	37	33
Peckham Rye	London Victoria	Direct		24650005	465	0	0	2	2	0	0
London Victoria	Orpington	Herne Hill		24652000	465	0	12	0	12	0	0
London Victoria	Orpington	Herne Hill		24652005	465	0	0	48	48	38	35
Orpington	London Victoria	Herne Hill		24652000	465	12	0	0	12	0	0
Orpington	London Victoria	Herne Hill		24652005	465	0	0	49	49	38	34
Swanley	London Victoria	Herne Hill		24652005	465	0	0	1	1	1	0
Beckenham Jct.	London Blackfriars	Herne Hill		24652000	465	5	0	0	5	0	0
Beckenham Jct.	London Blackfriars	Herne Hill		24652005	465	0	0	1	1	0	0
London Blackfriars	Beckenham Jct.	Herne Hill		24652000	465	0	2	0	2	0	0

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Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
London Blackfriars	Beckenham Jct.	Herne Hill		24652005	465	0	0	3	3	0	0
Beckenham Jn	London Victoria	Herne Hill		24652005	465	0	0	1	1	0	0
London Charing Cross	Hayes	Ladywell		24653000	465	0	12	0	12	0	0
London Charing Cross	Hayes	Ladywell		24653005	465	0	0	62	62	73	34
Hayes	Lewisham	Ladywell		24653005	465	0	0	7	7	6	4
London Cannon Street	Hayes	Ladywell		24653005	465	0	0	2	2	0	0
Hayes	London Charing Cross	Ladywell		24653000	465	13	0	0	13	0	0
Hayes	London Charing Cross	Ladywell		24653005	465	0	0	63	63	70	33
Hayes	London Cannon Street	Ladywell		24653005	465	0	0	4	4	0	0
Hayes	London Bridge	Direct		24653005	465	0	0	4	4	0	0
London Charing Cross	Orpington	Grove Park		24655005	465	0	0	2	2	1	2
London Charing Cross	Sevenoaks	Orpington		24655000	465	0	8	0	8	0	0
London Cannon Street	Orpington	Grove Park		24655000	465	0	6	0	6	0	0
London Cannon Street	Orpington	Grove Park		24655005	465	0	0	31	31	32	0

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Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
London Cannon Street	Sevenoaks	Orpington		24655005	465	0	0	1	1	0	0
London Charing Cross	Sevenoaks	Grove Park		24655005	465	0	0	31	31	37	33
Sevenoaks	London Charing Cross	Orpington		24655000	465	6	0	0	6	0	0
Sevenoaks	London Charing Cross	Orpington		24655005	465	0	0	31	31	37	34
Sevenoaks	London Cannon Street	Orpington		24655005	465	0	0	2	2	0	0
Orpington	London Charing Cross	Grove Park		24655000	465	2	0	0	2	0	0
Orpington	London Charing Cross	Grove Park		24655005	465	0	0	5	5	1	1
Hither Green	London Charing Cross	Direct		24655005	465	0	0	0	0	1	0
Orpington	London Cannon Street	Grove Park		24655000	465	6	0	0	6	0	0
Orpington	London Cannon Street	Grove Park		24655005	465	0	0	30	30	32	0
Hither Green	London Cannon Street	Direct		24655005	465	0	0	1	1	0	0
Grove Park	Bromley North	Direct		24655005	465	0	0	48	48	38	2
Bromley North	Grove Park	Direct		24655005	465	0	0	47	47	38	1

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Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak												
Service description							Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday	
						AM Peak	PM Peak					
London Cross	Charing	Dartford	Sidcup	24657000	465	0	7	0	7	0	0	
London Cross	Charing	Dartford	Sidcup	24657005	465	0	0	31	31	35	33	
London Street	Cannon	Slade Green	Sidcup	24657005	465	0	0	1	1	0	0	
Lee		Slade Green	Sidcup	24657005	465	0	0	2	2	0	0	
London Cross	Charing	Gravesend	Sidcup	24657000	465	0	5	0	5	0	0	
London Cross	Charing	Gravesend	Sidcup	24657005	465	0	0	34	34	37	35	
London Street	Cannon	Dartford	Sidcup	24657005	465	0	0	2	2	0	0	
London Street	Cannon	Crayford	Sidcup	24657000	465	0	5	0	5	0	0	
Gravesend	London Charing Cross	Sidcup		24657000	465	3	0	0	3	0	0	
Gravesend	London Charing Cross	Sidcup		24657005	465	0	0	33	33	38	33	
Gravesend	London Cannon Street	Sidcup		24657005	465	0	0	3	3	0	0	
London Street	Cannon	Gravesend	Sidcup	24657005	465	0	0	3	3	0	0	
Dartford	London Charing Cross	Sidcup		24657000	465	5	0	0	5	0	0	
Dartford	London Charing Cross	Sidcup		24657005	465	0	0	27	27	37	34	

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Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
Crayford	London Charing Cross	Sidcup		24657005	465	0	0	2	2	0	0
Crayford	London Charing Cross	Sidcup		24657000	465	2	0	0	2	0	0
Gillingham (Kent)	London Charing Cross	Sidcup		24657000	465	1	0	0	1	0	0
London Charing Cross	Gillingham (Kent)	Sidcup		24657000	465	0	1	0	1	0	0
Strood	London Charing Cross	Sidcup		24657000	465	2	0	0	2	0	0
Crayford	London Cannon Street	Sidcup		24657000	465	6	0	0	6	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
London Charing Cross	Dartford	Lewisham/ Abbey Wood		24658005	465	0	0	1	1	0	0
London Cannon Street	Dartford	Lewisham/ Abbey Wood		24658005	465	0	0	5	5	0	0
London Cannon Street	Gravesend	Lewisham/ Abbey Wood		24658005	465	0	0	7	7	0	0
Gravesend	London Cannon Street	Lewisham/ Abbey Wood		24658005	465	0	0	5	5	0	0
Gravesend	London Cannon Street	Lewisham/ Abbey Wood		24658000	465	6	0	0	6	0	0

1											
Service Group HU02 Kent Metro off Peak (including Saturday and Sunday) / HU05 Kent Metro Peak											
Service description						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak Times		Off Peak times	Total Week day	Saturday	Sunday
						AM Peak	PM Peak				
London Cannon Street	Gravesend	Lewisham/ Abbey Wood		24658000	465	0	6	0	6	0	0
London Bridge	Dartford	Lewisham/ Abbey Wood		24658005	465	0	0	2	2	0	0
Dartford	London Cannon Street	Lewisham/ Abbey Wood		24658005	465	0	0	7	7	0	0
Slade Green	London Cannon Street	Lewisham/ Abbey Wood		24658005	465	0	0	1	1	0	0
Slade Green	London Bridge	Lewisham/ Abbey Wood		24658005	465	0	0	1	1	0	0
Dartford	London Charing Cross	Lewisham/ Abbey Wood		24658005	465	0	0	1	1	0	0
London Cannon Street	Barnehurst	Greenwich		24659000	465	0	6	0	6	0	0
London Cannon Street	Barnehurst	Greenwich		24659005	465	0	0	31	31	35	30
London Cannon Street	Dartford	Greenwich		24659005	465	0	0	4	4	4	4
Cannon Street	Crayford	Greenwich		24659005	465	0	0	1	1	0	0
London Bridge	Dartford	Greenwich		24659005	465	0	0	1	1	0	0
Dartford	London Cannon Street	Greenwich		24659005	465	0	0	1	1	0	0
Dartford	London Cannon Street	Greenwich		24659000	465	1	0	0	1	0	0
Slade Green	London Cannon Street	Greenwich		24659005	465	0	0	34	34	37	33

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	8	0	0	8	0	0
Crayford	London Charing Cross	Sidcup		24657000	465	1	0	0	1	0	0