

57th SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED
as Network Rail

And

GOVIA THAMESLINK RAILWAY LIMITED
as Train Operator

relating to the Track Access Contract (Passenger
Services) dated 02 March 2016

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THIS 57TH SUPPLEMENTAL AGREEMENT is dated
and made

8th November 2023

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) **GOVIA THAMESLINK RAILWAY LIMITED**, a company registered in England under number 07934306, having its registered office at 3rd Floor, 41-51 Grey Street, Newcastle upon Tyne, NE1 6EE (the "Train Operator").

WHEREAS:

- (A) The parties entered into a Track Access Contract (Passenger Services) dated 02 March 2016 in a form approved by the Office of Rail and Road ("ORR") pursuant to Section 18(7) of 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 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
- 1.2 "Effective Date" means:
 - (1) 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.
- 1.3 "Annex" shall mean the annexes and their relevant parts and attached hereto.

2. EFFECTIVE DATE AND TERM

- 2.1. The amendments to the Contract pursuant to 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.

3. AMENDMENTS TO THE CONTRACT

- 3.1 Table 2.1 Passenger Train Slots of Schedule 5 of the Contract, specific line entries relating to Service Groups ET02, ET03 and ET13 shall be deleted and replaced by those as set out in Annex A to this Supplemental Agreement.
- 3.2 Table 2.2 Calling Patterns of Schedule 5 of the Contract, specific line entries relating to Service Groups ET02, ET03 and ET13 as set out in Annex B to this Supplemental Agreement shall be deleted in their entirety.

4. 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.

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.

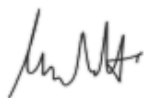
6. LAW

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 but one and the same document.

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.....Lucy McAuliffe.....

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED



SIGNED by

Print name: Angie Doll

Duly authorised for and on behalf of
GOVIA THAMESLINK RAILWAY LIMITED

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Annex A - Amendment to Schedule 5 Table 2.1

Service Group: ET02											
Service description: Thameslink Sussex Outer											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Blackfriars ⁵⁹	Brighton ⁵⁹	London Bridge	2.2	22721000	700	0	6 ²¹	26 ²¹	32 ²¹	32 ²¹	14 ²¹
Brighton ⁵⁹	St Pancras International ⁵⁹	London Bridge	2.6	22721000	700	6 ²³	0	26 ²³	32 ²³	31 ²³	13 ²³
Blackfriars ⁶⁰	Gatwick Airport ⁶⁰	London Bridge	2.12	22729000	700	0	6 ²⁰	26 ²⁰	32 ²⁰	32 ²⁰	8 ²⁰
Gatwick Airport ⁶²	St Pancras International ⁶²	London Bridge	2.14	22729000	700	4 ²²	0	30 ²²	34 ²²	31 ²²	13 ²²
London Bridge	Three Bridges		2.17	22729000	700	0	0	2	2	0	1

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1						2					
Service Group: ET03											
Service description: Thameslink South Metro											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
Sutton	St Pancras	Mitcham Junction and Tulse Hill	3.8	22722000	700	6 ³²	0	30 ³²	36 ³²	35 ³²	24 ³²
Sutton	Blackfriars	Mitcham Junction and Tulse Hill	3.9	22722000	700	0	0	0	0	0	1

1						2					
Service Group: ET13											
Service description: Thameslink Kent Outer											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Blackfrairs	Rainham	London Bridge and Greenwich	13.7	22761000	700	0	6 ⁵⁵	28 ⁵⁵	34 ⁵⁵	34 ⁵⁵	26 ⁵⁵

Annex B – Table 2.2 line entries to be deleted

1						2					
Service Group: ET02											
Service description: Thameslink Sussex Outer											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Gatwick Airport	Brighton			22729000	700	0	0	0	0	0	14 ⁹
Brighton	Gatwick Airport			22729000	700	0	0	0	0	0	13 ¹⁰

9. The Train operator must make an Access Proposal for these train slots to be combined with current rights for Train slots between Blackfriars and Gatwick Airport. These rights will expire on 13th November 2023

10. The Train operator must make an Access Proposal for these train slots to be combined with current rights for Train slots between Gatwick Airport and St Pancras International. These rights will expire on 13th November 2023

1						2					
Service Group: ET02											
Service description: Thameslink Sussex Outer											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Gatwick Airport	Three Bridges			22729000	700	0	0	0	0	0	1 ¹¹
Three Bridges	Gatwick Airport			22729000	700	0	0	0	0	0	1 ¹²

11. The Train operator must make an Access Proposal for these train slots to be combined with current rights for Train slots between London bridge and Gatwick Airport. These rights will expire on 13th November 2023

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12. The Train operator must make an Access Proposal for these train slots to be combined with current rights for Train slots between Gatwick Airport and London Bridge. These rights will expire on 13th November 2023

1						2					
Service Group: ET03											
Service description: Thameslink South Metro											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Blackfriars	St Pancras International			22729000	700	0	0	0	0	0	2 ¹³

13. The Train operator must make an Access Proposal for these train slots to be combined with current rights for Train slots between Sutton and Blackfriars. These rights will expire on 13th November 2023

1						2					
Service Group: ET13											
Service description: Thameslink Kent Outer											
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Total Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Blackfriars	Rainham	London Bridge and Greenwich	13.7	22761000	700	0	2 ¹⁴	5 ¹⁴	0	0	0

14. The Train Operator must make an Access Proposal for these Train Slots to be combined with other Train Slots to form through services from Luton, West Hampstead Thameslink or Bedford. These rights will expire on 13th November 2023