

35th SUPPLEMENTAL AGREEMENT

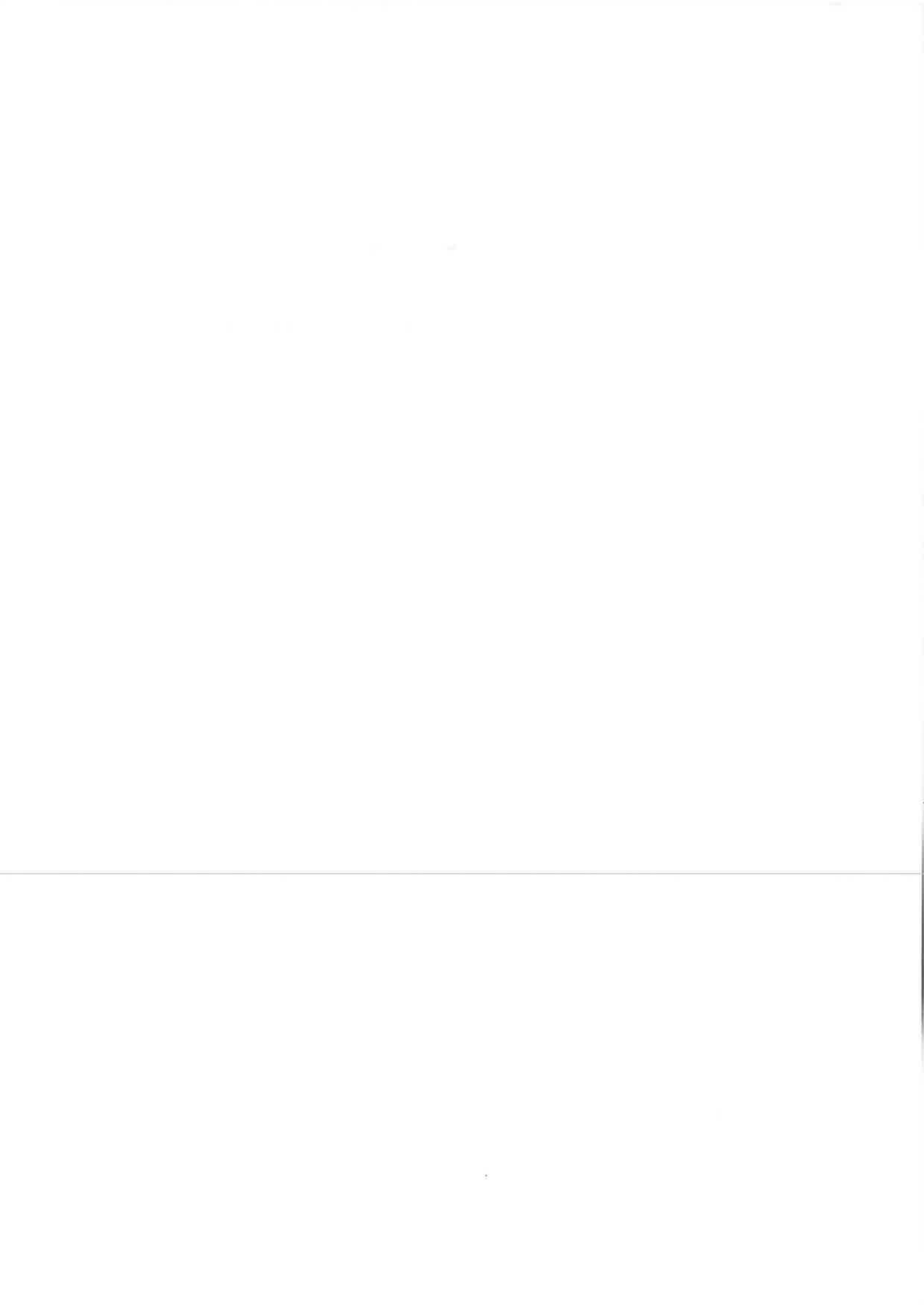
between

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 35TH SUPPLEMENTAL AGREEMENT is dated 12th November 2019 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) **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 the late of:
 - (1) 0200 hours on the Principal Change Date 2019; or
 - (2) 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 In Table 2.1 Passenger Train Slots of Schedule 5 of the Contract, the entries relating to Service Group ET09 shall be deleted in their entirety and replaced by those as set out in Annex A to this Supplemental Agreement.

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.....*Shaun King*

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by.....

Print name.....*STEVE WHITE*

Duly authorised for and on behalf of
GOVIA THAMESLINK RAILWAY LIMITED

Annex A

Passenger Train Slots

Table 2.1: Passenger Train Slots

| 1 | | | | | | 2 | | | | | |
|-------------------------------------|-----------------|----------------|-------------|----------|-------------|-------------------------|-----------------|-----------------------------|----------------------------|------------------|--------|
| Service Group: ET09 | | | | | | | | | | | |
| Service description: Southern Metro | | | | | | | | | | | |
| From | To | Via | Description | TSC | Timing Load | Peak times ⁶ | | Off-Peak times ² | Total Weekday ³ | Saturday | Sunday |
| | | | | | | Morning Peak | Evening Peak | | | | |
| London Victoria | Crystal Palace | Streatham Hill | 9.1 | 24782000 | 455 | 0 | 6 ⁴⁴ | 30 ⁴⁴ | 36 ⁴⁴ | 36 ⁴⁴ | 0 |
| Streatham Hill | Crystal Palace | Gipsy Hill | 9.2 | 24782000 | 455 | 0 | 0 ⁴⁴ | 2 ⁴⁴ | 2 ⁴⁴ | 2 ⁴⁴ | 0 |
| Crystal Palace | London Victoria | Streatham Hill | 9.3 | 24782000 | 455 | 6 ⁴⁵ | 0 | 28 ⁴⁵ | 34 ⁴⁵ | 35 ⁴⁵ | 0 |
| Crystal Palace | Streatham Hill | Gipsy Hill | 9.4 | 24782000 | 455 | 0 | 0 | 0 | 0 | 1 ⁴⁵ | 0 |
| Crystal Place | London Bridge | Sydenham | 9.5 | 24783000 | 455 | 0 | 6 ⁴⁶ | 32 ⁴⁶ | 38 ⁴⁶ | 38 ⁴⁶ | 0 |
| London Bridge | Crystal Palace | Sydenham | 9.6 | 24783000 | 455 | 0 | 6 ⁴⁷ | 28 ⁴⁷ | 34 ⁴⁷ | 36 ⁴⁷ | 0 |
| London Victoria | West Croydon | Streatham Hill | 9.7 | 24782000 | 455 | 0 | 6 | 30 | 36 | 35 | 33 |
| West Croydon | London Victoria | Streatham | 9.8 | 24782000 | 455 | 6 | 0 | 28 | 34 | 35 | 34 |

| | | | | | | | | | | | |
|------------------|-----------------|----------------|-----|----------|-----|---|---|---|---|---|---|
| | | Hill | | | | | | | | | |
| Norwood Junction | London Victoria | Streatham Hill | 9.9 | 24782000 | 455 | 0 | 0 | 3 | 3 | 2 | 0 |

| 1 | | | | | | 2 | | | | | |
|--|-----------------|--------------|-------------|----------|-------------|-------------------------|--------------|-----------------------------|----------------------------|----------|--------|
| Service Group: ET09 | | | | | | | | | | | |
| Service description: Southern Metro | | | | | | | | | | | |
| From | To | Via | Description | TSC | Timing Load | Peak times ⁶ | | Off-Peak times ² | Total Weekday ³ | Saturday | Sunday |
| | | | | | | Morning Peak | Evening Peak | | | | |
| London Victoria | Epsom Downs | Norbury | 9.10 | 24782000 | 455 | 0 | 6 | 30 | 36 | 35 | 29 |
| Selhurst | Epsom Downs | West Croydon | 9.11 | 24782000 | 455 | 0 | 0 | 1 | 1 | 0 | 0 |
| Epsom Down | London Victoria | Norbury | 9.12 | 24782000 | 455 | 5 | 0 | 29 | 34 | 33 | 29 |
| Selhurst | London Victoria | Norbury | 9.13 | 24782000 | 455 | 3 | 0 | 2 | 5 | 2 | 4 |
| London Victoria | Selhurst | Norbury | 9.14 | 24782000 | 455 | 0 | 0 | 0 | 0 | 0 | 3 |
| London Victoria | East Croydon | Norbury | 9.15 | 24782000 | 455 | 0 | 0 | 2 | 2 | 0 | 0 |
| London Bridge | West Croydon | Sydenham | 9.16 | 24783000 | 455 | 0 | 0 | 0 | 0 | 0 | 0 |
| London Bridge | Coulsdon Town | Sydenham | 9.17 | 24783000 | 455 | 0 | 1 | 21 | 22 | 34 | 0 |
| Coulsdon Town | London Bridge | Sydenham | 9.18 | 24783000 | 455 | 0 | 0 | 22 | 22 | 32 | 0 |

| | | | | | | | | | | | |
|-----------------|-----------------|------------|------|----------|-----|---|---|----|----|----|----|
| London Victoria | Epsom | Hackbridge | 9.19 | 24785000 | 455 | 0 | 6 | 30 | 36 | 36 | 30 |
| Epsom | London Victoria | Hackbridge | 9.20 | 24785000 | 455 | 6 | 0 | 29 | 35 | 33 | 31 |
| Epsom | London Victoria | Norbury | 9.21 | 24782000 | 455 | 0 | 0 | 0 | 0 | 0 | 0 |

| 1 | | | | | | 2 | | | | | |
|--|------------------|-------------|-------------|----------|-------------|-------------------------|--------------|-----------------------------|----------------------------|----------|--------|
| Service Group: ET09 | | | | | | | | | | | |
| Service description: Southern Metro | | | | | | | | | | | |
| From | To | Via | Description | TSC | Timing Load | Peak times ⁶ | | Off-Peak times ² | Total Weekday ³ | Saturday | Sunday |
| | | | | | | Morning Peak | Evening Peak | | | | |
| London Victoria | Caterham | Norbury | 9.25 | 24786000 | 455 | 0 | 5 | 4 | 9 | 0 | 0 |
| London Victoria | Tattenham Corner | Norbury | 9.26 | 24786000 | 455 | 0 | 0 | 1 | 1 | 0 | 0 |
| London Bridge | Caterham | Sydenham | 9.27 | 24786000 | 455 | 0 | 6 | 34 | 40 | 36 | 0 |
| London Bridge | Caterham | Sydenham | 9.28 | 24783000 | 455 | 0 | 0 | 0 | 0 | 0 | 34 |
| London Bridge | Caterham | Peckham Rye | 9.29 | 24787000 | 455 | 0 | 0 | 23 | 23 | 33 | 0 |
| Purley | Tattenham Corner | | 9.30 | 24786000 | 455 | 0 | 10 | 33 | 43 | 37 | 32 |
| Tattenham Corner | Purley | | 9.31 | 24786000 | 455 | 11 | 0 | 30 | 41 | 35 | 31 |
| Caterham | London Victoria | Norbury | 9.32 | 24786000 | 455 | 5 | 0 | 1 | 6 | 0 | 0 |
| Caterham | London Bridge | Sydenham | 9.33 | 24786000 | 455 | 6 | 0 | 29 | 35 | 35 | 0 |

| | | | | | | | | | | | |
|----------|---------------|----------|------|----------|-----|---|---|---|---|---|----|
| Caterham | London Bridge | Sydenham | 9.34 | 24783000 | 455 | 0 | 0 | 0 | 0 | 0 | 33 |
|----------|---------------|----------|------|----------|-----|---|---|---|---|---|----|

| 1 | | | | | | 2 | | | | | |
|--|--------------------|--------------------------|-------------|----------|-------------|-------------------------|--------------|-----------------------------|----------------------------|----------|--------|
| Service Group: ET09 | | | | | | | | | | | |
| Service description: Southern Metro | | | | | | | | | | | |
| From | To | Via | Description | TSC | Timing Load | Peak times ⁶ | | Off-Peak times ² | Total Weekday ³ | Saturday | Sunday |
| | | | | | | Morning Peak | Evening Peak | | | | |
| Caterham | London Bridge | Peckham Rye | 9.35 | 24787000 | 455 | 0 | 0 | 22 | 22 | 33 | 0 |
| London Bridge | Beckenham Junction | Peckham Rye | 9.36 | 24787000 | 455 | 0 | 6 | 28 | 34 | 32 | 0 |
| Beckenham Junction | London Bridge | Peckham Rye | 9.37 | 24787000 | 455 | 6 | 0 | 28 | 34 | 32 | 0 |
| London Bridge | Selhurst | Peckham Rye | 9.38 | 24787000 | 455 | 0 | 6 | 7 | 13 | 4 | 0 |
| Selhurst | London Bridge | Peckham Rye | 9.39 | 24787000 | 455 | 2 | 0 | 5 | 7 | 2 | 0 |
| London Bridge | Sutton | Peckham Rye & Hackbridge | 9.40 | 24787000 | 455 | 0 | 4 | 5 | 9 | 0 | 0 |
| London Bridge | Sutton | Sydenham | 9.41 | 24783000 | 455 | 0 | 5 | 4 | 9 | 0 | 0 |
| Sutton | London Bridge | Hackbridge & | 9.42 | 24787000 | 455 | 5 | 0 | 4 | 9 | 0 | 0 |

| | | | | | | | | | | |
|--|--|-------------|--|--|--|--|--|--|--|--|
| | | Peckham Rye | | | | | | | | |
|--|--|-------------|--|--|--|--|--|--|--|--|

| 1 | | | | | | 2 | | | | | |
|--|----------------|----------------------------|-------------|----------|-------------|-------------------------|--------------|-----------------------------|----------------------------|----------|--------|
| Service Group: ET09 | | | | | | | | | | | |
| Service description: Southern Metro | | | | | | | | | | | |
| From | To | Via | Description | TSC | Timing Load | Peak times ⁶ | | Off-Peak times ² | Total Weekday ³ | Saturday | Sunday |
| | | | | | | Morning Peak | Evening Peak | | | | |
| Sutton | London Bridge | Wallington and Peckham Rye | 9.43 | 24787000 | 455 | 4 | 0 | 3 | 7 | 0 | 0 |
| Streatham Hill | London Bridge | Tulse Hill | 9.44 | 24787000 | 455 | 0 | 0 | 1 | 1 | 0 | 0 |
| London Bridge | Crystal Palace | Tulse Hill | 9.45 | 24787000 | 455 | 0 | 0 | 3 | 3 | 0 | 30 |
| London Bridge | Crystal Palace | Sydenham | 9.46 | 24783000 | 455 | 0 | 0 | 0 | 0 | 0 | 32 |
| Crystal Palace | London Bridge | Tulse Hill | 9.47 | 24787000 | 455 | 0 | 0 | 3 | 3 | 0 | 30 |
| Crystal Palace | London Bridge | Sydenham | 9.48 | 24783000 | 455 | 0 | 0 | 0 | 0 | 0 | 32 |
| London Bridge | East Croydon | Sydenham | 9.49 | 24783000 | 455 | 0 | 0 | 4 | 4 | 3 | 0 |
| London Bridge | East Croydon | Tulse Hill | 9.50 | 24787000 | 455 | 0 | 0 | 0 | 0 | 0 | 33 |
| East Croydon | London Bridge | Tulse Hill | 9.51 | 24787000 | 455 | 0 | 0 | 0 | 0 | 0 | 33 |

| | | | | | | | | | | | |
|---------------|------------------|------------|------|----------|-----|---|---|------|------|---|---|
| London Bridge | Norwood Junction | Tulse Hill | 9.52 | 24787000 | 455 | 0 | 0 | 1 FO | 1 FO | 2 | 2 |
|---------------|------------------|------------|------|----------|-----|---|---|------|------|---|---|

| 1 | | | | | | 2 | | | | | |
|--|------------------|----------------|-------------|----------|-------------|-------------------------|--------------|-----------------------------|----------------------------|----------|--------|
| Service Group: ET09 | | | | | | | | | | | |
| Service description: Southern Metro | | | | | | | | | | | |
| From | To | Via | Description | TSC | Timing Load | Peak times ⁶ | | Off-Peak times ² | Total Weekday ³ | Saturday | Sunday |
| | | | | | | Morning Peak | Evening Peak | | | | |
| London Victoria | Norwood Junction | Streatham Hill | 9.53 | 24787000 | 455 | 0 | 0 | 2 FO | 2 FO | 2 | 1 |
| London Victoria | Sutton | Norbury | 9.54 | 24782000 | 455 | 0 | 6 | 30 | 36 | 37 | 37 |
| Sutton | London Victoria | Norbury | 9.55 | 24782000 | 455 | 7 | 0 | 29 | 36 | 36 | 34 |
| Epsom Downs | Sutton | | 9.56 | 24782000 | 455 | 0 | 0 | 1 | 1 | 1 | 0 |