ELEVENTH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED as Network Rail

and

MTR Corporation (Crossrail) Limited as Train Operator

Relating to the Track Access Contract dated 21st November 2018

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THIS ELEVENTH SUPPLEMENTAL AGREEMENT is dated S December 2019 and made

BETWEEN:

- Network Rail Infrastructure Limited, a company registered in England under company number 2904587 having its registered office 1 Eversholt Street, London NW1 2DN ("Network Rail"); and
- (2) MTR Corporation (Crossrail) Limited, a company registered in England under number 08754715 having its registered office at Providence House, Providence Place, London N1 0NT (the "Train Operator").

WHEREAS:

- (A) The parties entered into a First Crossrail Track Access Contract dated 21st November 2018 in a form approved by the Office of Rail and Road ("ORR") pursuant to Section 18(7) of the Act; (which is hereafter referred to as the "Contract").
- (B) 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;
- (B) "Effective Date" means the later of:
 - (1) 02.00 on 15th December 2019; and
 - (2) the date upon which the ORR issues its approval pursuant to section 22 of the Act of the terms of this Supplemental Agreement.

2. EFFECTIVE TERM AND DATE

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 at an earlier date where specified, or earlier termination of the Contract.

3. AMENDMENTS TO SCHEDULE 4

In Schedule 4, Annex B to Part 3 of Schedule 4 – Lookup Table for EBM Weights will be deleted and replaced with the version shown in Appendix 1 to this Supplemental Agreement.

In Schedule 4, Annex C to Part 3 of Schedule 4 – Payment Rate per train mile will be deleted and replaced with the version shown in Appendix 2 to this Supplemental Agreement.

In Schedule 4, Annex D to Part 3 of Schedule 4 – Defined Service Group Revenue will be deleted and replaced with the version shown in Appendix 3 to this Supplemental Agreement

4. AMENDMENTS TO SCHEDULE 5

In Schedule 5, Table 2.1: shall be deleted and replaced with the version shown in **Appendix 4** to this Supplemental Agreement.

5. EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT

The parties agree that 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 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 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

duly authorised for and on behalf of NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by

duly authorised for and on behalf of)
MTR Corporation (Crossrail) Limited)

APPENDIX 1 - Annex B to Part 3 of Schedule 4 - Lookup Table for EBM Weights

Applies from Principal Change Date December 2018 to Subsidiary Change Date May 2019

Viable Transfer Point [VTP] henfield - Stratford / Li		Applicable					*	FULL	Bus Rep	lacement	(100%)	PAI	RTIAL B	us Replac	ement (501	% x X%)	No Bus	Total
	Viable Transfer Point [VTP]	Infrastructure Rules	S4CS Code	Description of Possession Response	Comments	Service Group	Applicable	From	То	Miles	Trains	From	To	Mies	Trains	% Trains	Repla ceme nt (0%)	
Shenfield - Stratford /	/ Liverpool Street					ALTANIA I III MANA		AL.		1		1 W 72						
Shenfield (SNF)	Brentwood (BRE)	2 tracks available	EX001	No bus replacement - revised timetable in use,														
	Scinarios (unic,	All 4 lines blocked	EX002	Full bus replacement Shenfield to Brentwood.		EX01	100%	SNF	BRE	2				-6: -8			0	(A)25,34
		2 tracks available	EX003	No bus replacement - revised timetable in use.														
Brentwood (BRE)	Romford (RMF)	All 4 lines blocked	EX004	Full bus replacement Brentwood to Romford, partial bus replacement Shenfield to Brentwood.		EX01	100%	BRE	RMF	5.75		SNF	BRE	2			0	
	31	2 tracks available	EX005	No bus replacement - revised timetable in use	Mr. Charleston									180-10.				
Romford (RMF)	liford (IFD)	All 4 lines blocked	EX006	Full bus replacement – Service (A) Stratford to Romford calling at all stations except Maryland. Service (B) Shenfield to Newbury Park (via Chadwell Heath) for LUL calling all stations Chadwell Heath to Shenfield.		EX01	190%	RMF	IFD	5.25							0	
		2 tracks available	EX007	No bus replacement - revised timetable in use.								* *	to 18				0. 1011,0 00 81	
llford (IFD)	Stratford (SFA)	All 4 lines blocked	EX008	Full bus replacement – Service (A) Stratford to Romford calling at all stations except Maryland. Service (B) Shenfield to Newbury Park (via Chadwell Heath) for LUL calling all stations Chadwell Heath to Shenfield.		EX01	100%	IFD	SFA	3.25							o	
Stratford (SFA)	London Liverpool	2 tracks available	EX009	No bus replacement - revised timetable in use.	300001300 - 3									7		501-207	On	
aneriora lacul	Street (LST)	All 4 lines blocked	EX010	No bus replacement - passengers use LUL.														

Applies from Principal Change Date December 2018 to Subsidiary Change Date May 2019

Viable Transfer	Viable Transfer	Applicable Infrastructure	\$408	Description of Possession Response		Service	*	FULL	Bus Rep	placement	(100%)	PA	RTIAL	Bus Repla	cement (50%	x X%)	No Bus	EBM: Total
Point [VTP]	Point [VTP]	Rules	Code	Description of Possession Response	Comments	Group	Applicable	From	То	Miles	Trains	From	n To Miles Trains Trains			Replac ement (0%)		
Paddington - Hayes	& Harlington					- 0						- 2						
London Paddington (PAD)	Ealing Broadway (EAB)	2 tracks available (ML or RL)	n/a	No bus replacement when main line blocked. Local bus services (which may be enhanced) to be used when relief line blocked. For Main Line possessions customers to / from Acton Main Line to use Elizabeth line. For Relief Line possessions customers to/from Acton Main Line to use local bus services (which may be enhanced).														
		All 4 lines blocked	EX11	No bus replacement when main line blocked. Use local bus services (which may be enhanced).														
Ealing Broadway (EAB)	Hayes and Harlington (HAH)	2 tracks available (ML or RL)	n/a	No bus replacement when main line blocked. Local bus services (which may be enhanced) to be used when relief line blocked. For Main Une possessions customers to / from West Ealing use Elizabeth line. For Relief Line possessions customers to/from West Ealing to use local bus services (which may be enhanced). For main line blocks customers to / from Hanwell to use Elizabeth Line For Relief Line possessions customers to/from Hanwell to use local bus services (which may be enhanced).											400			SAM 14 10 10
		All 4 lines blocked	EX12	No bus replacement when main line blocked.														

	Use local bus services (which may be			
	enhanced)			
1 1				
	Customers from Hayes & Harlington to Ealing		1 1 1 1	
1 1	Broadway to use local bus services (which			
1 1	may be enhanced).	1 1 1 1		1 1 1
1 1	20 - 05/450 - 0 step H W C)	1 1 1 1	1 1 1 1 1	
1 1	Customers Paddington to Ealing Broadway to		1 1 1 1	
	use Elizabeth line.		1 1 1 1	
	Customers to / from West Ealing to use local	1 1 1 1	1 1 1 1	
	bus services (which may be enhanced).		1 1 1 1 3	
	Section (man may be blanked)			
	Customers to / from Hanwell to use rail		1 1 1 1	
	replacement buses.		1 1 1 1	
	Value of Control Hallon Control and Control of Control			
I I	Customers to / from Southall to use local bus			
	services (which may be enhanced).			
1 1	Customers to / from Hayes & Harlington to		1 1 1 1 1	
1 1	use Elizabeth line services to Heathrow	4 1 1 1		
	use character line services to negotirow	1 1 1 1	1 1 1 1	
	Customers to / from Hayes & Harlington to		1 1 1 1	
l II	use local bus services (which may be		1 1 1 1	
	enhanced).		1 1 1 1	
			1 1 1 1	
	Customers to / from Heathrow to use		1	
	Elizabeth line shuttle services between Hayes			
1 1	& Harlington and Heathrow.			

APPENDIX 2 - Annex C to Part 3 of Schedule 4 - Payment Rate per train mile

Service Group	Description	Compensation Rate	Total Train Cost per Mile (Pence)
EX01	Shenfield – Pudding Mill Lane Junction Connection Point/Liverpool Street (Off Peak)	LSE	
EX01	Shenfield – Pudding Mill Lane Junction Connection Point/Liverpool Street(Peak)	LSE	
	Paddington – Hayes & Harlington (Heathrow)		
	Paddington – Maidenhead/Reading		
EX02	(Off peak)	LSE	
	Paddington – Hayes & Harlington (Heathrow)		
	Paddington – Maidenhead/Reading		
EX02	(Peak)	LSE	

APPENDIX 3 - Annex D to Part 3 of Schedule 4 - Defined Service Group Revenue

Service Group	Description	Defined Service Group Revenue
EX01	Shenfield – Pudding Mill Lane Junction Connection Point/Liverpool Street (Off Peak)	1
EX01	Shenfield – Pudding Mill Lane Junction Connection Point/Liverpool Street (Peak)	
EX02	Paddington - Hayes & Harlington (Heathrow) Paddington - Maidenhead / Reading (Off Peak)	
EX02	Paddington - Hayes & Harlington (Heathrow) Paddington - Maidenhead / Reading (Peak)	

APPENDIX 4 - Schedule 5 Amendments

Table 2.1: Passenger Train Slots

These rights apply from the Principal Change Date in December 2019 until the Subsidiary Change Date in May 2020

1						2							
Service Group:	EX01 Shenfield - Stratford	/ Liverpo	ool Street			6 - sees			500	1			
Service descrip Street	tion Shenfield – Pudding Mi	ll Lane J	unction Connecti	on Point / Live	rpool	Passenge	Passenger Train Slots						
From	То	Via	Description	TSC	Timing	Peak time	es	Off-	Weekday1	Saturday	Sunday		
					Load	Morning Peak	Evening Peak	Peak times					
Shenfield	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0		
Shenfield	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	20	0	89	109	105	70		
Gidea Park	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0		
Gidea Park	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	18	0	15	33	0	4		

Pudding Mill Lane Junction Connection Point	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Liverpool Street	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	21	92	113	104	72
Pudding Mill Lane Junction Connection Point	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Liverpool Street	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	17	14	31	2	2
Seven Kings	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	1	0
llford	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	315	0	0	0	0	0	0

¹ 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".

These rights apply from the Principal Change Date in December 2019 until the Principal Change date in December 2020

1		0				2					
Service Group: EX	(02 Paddington – Hayes &	k Harling	gton (Heathrow)				11500000			- Wiles	
	n: Paddington (High Levenel Junction F			ction Connection	n Point	Passenge					
From	То	Via	Description	TSC	Timing	Peak time	es	Off-	Weekday1	Saturday	Sunday
					Load	Morning Peak	Evening Peak	Peak times			
Westbourne Park Junction Connection Point	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
London Paddington (High Level)	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25384001 (peak) 21384001 (off-peak)	345	0	12	64	76	76	61
Heathrow Tunnel Junction Connection Point	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Heathrow Tunnel Junction Connection Point	London Paddington(High Level)	n/a	Stopping	25384001 (peak) 21384001 (off-peak)	345	12	0	64	76	76	61

¹ 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".

These rights apply from the Principal Change Date in December 2019 until the Principal Change Date in December 2020

1			11.118 3818	5		2			ATEN TO ATENDROUS		
Service Group: EX0	2 Paddington – Mai	denhead/l	Reading	-			****	***************************************		-	
Service Description - Maidenhead / Re	: Paddington (High I ading	Level)/ We	estbourne Park Jur	nction Connection	on Point	Passenge	r Train Slot	:s	10.00		
From	То	Via	Description	TSC	Timing	Peak time	es .	Off-	Weekday1	Saturday	Sunday
					Load	Morning Peak	Evening Peak	Peak times			
Westbourne Park Junction Connection Point	Maidenhead	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Westbourne Park Junction Connection Point	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Westbourne Park Junction Connection Point	Slough	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Westbourne Park Junction Connection Point	West Drayton	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
London Paddington (High Level)	Maidenhead	n/a	Stopping	25384001 (peak) 21384001 (off-peak	345	0	1	2	3	1	1,

London Paddington (High Level)	Reading	n/a	Stopping	25384001 (peak) 21384001 (off-peak	345	0	11	38	49	37	32
Maidenhead	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Maidenhead	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	o	0	0	0	0	0
Reading	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0
Reading	London Paddington (High Level)	n/a	Stopping	25384001 (peak) 21384001 (off-peak	345	11	0	36	47	35	32
Maidenhead	London Paddington (High Level)	n/a	Stopping	25384001 (peak) 21384001 (off-peak	345	1	0	4	5	2	1

¹ 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".

These rights apply from the Subsidiary Change Date in May 2020

1						2					-11V - 10s
Service Group: EXO	1 Shenfield – Maidenhe	d/Read	ling	-							
Service description Street	Shenfield – Pudding Mil	l Lane J	unction Connecti	on Point / Live	rpool	Passenge	r Train Slot	ts	237		
From	То	Via	Description	TSC	Timing	Peak time	es .	Off-	Weekday1	Saturday	Sunday
					Load	Morning Peak	Evening Peak	Peak times			
Shenfield	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	34	35	117	186	177	143
Shenfield	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	2	2	2	5
Gidea Park	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	5	5	5	2
Gidea Park	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	11	0	1	12	1	5
Pudding Mill Lane Junction Connection Point	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	35	34	117	186	177	141

Liverpool Street	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	4	4	4	10
Pudding Mill Lane Junction Connection Point	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	5	5	5	4
Liverpool Street	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	10	2	12	0	0
Seven Kings	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	2	2	2	0
llford	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	0

¹ 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".

These rights apply from the from the Principal Change Date in December 2020

Service Group: EX01 Shenfield – Maidenhead/Reading Service description: Paddington (High Level)/ Westbourne Park Junction Connection Point – Heathrow Tunnel Junction Connection Point (Heathrow)							2 Passenger Train Slots							
							From	То	Via	Description	TSC	Timing Load	Peak times	
Morning Peak	Evening Peak	Peak times	2	The second secon										
Westbourne Park Junction Connection Point	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	18	18	71	107	107	94			
London Paddington (High Level)	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	5	5	5	13			
Heathrow Tunnel Junction Connection Point	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	18	18	77	113	113	96			
Heathrow Tunnel Junction Connection Point	London Paddington(High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	12			

¹ 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".

These rights apply from the from the Principal Change Date in December 2020

1							2						
Service Group: EXC	1 Shenfield - Maide	enhead/Re	ading		200								
Service Description - Maidenhead / Re	n: Paddington (High eading	Level)/ W	estbourne Park Jur	nction Connection	on Point	Passenge	r Train Slot	:s					
From	То	Via	Description	TSC	Timing Load	Peak times		Off-	Weekday1	Saturday	Sunday		
						Morning Peak	Evening Peak	Peak times					
Westbourne Park Junction Connection Point	Maidenhead	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	4	6	23	33	37	26		
Westbourne Park Junction Connection Point	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	8	10	25	43	34	30		
Westbourne Park Junction Connection Point	Slough	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	4	4	3	1		
Westbourne Park Junction Connection Point	West Drayton	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	1	1.7		
London Paddington (High Level)	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	3		

Maidenhead	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	0	0
Maidenhead	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	6	5	20	31	36	24
Reading	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	11	7	28	46	36	32
Reading	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	2
Maidenhead	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	1

¹ 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".