16th 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 16TH SUPPLEMENTAL AGREEMENT is dated 2nd February 2018 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 0200 hours on the 4th February 2018

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 5th May
2018.

3. ORR 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 THE CONTRACT**

In Table 4.1 Calling Patterns of Schedule 5 of the Contract, the entries relating to Service Group ET02 shall be deleted and replaced by those set out in Annex 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 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

Duly authorised for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by

Print name

Duly authorised for and on behalf of

GOVIA THAMESLINK RAILWAY LIMITED
# ANNEX A

Table 4.1: Calling Patterns

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<th>From</th>
<th>To</th>
<th>Via</th>
<th>Description</th>
<th>TSC</th>
<th>Regular Calling Pattern</th>
<th>Additional stations</th>
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Revised 8 January 2013
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