16TH SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

FIRST TRANSPENNINE EXPRESS LIMITED
### CONTENTS

1. INTERPRETATION .................................................................................................................. 3
2. EFFECTIVE DATE AND TERM .......................................................................................... 3
3. RETROSPECTIVE EFFECT .................................................................................................. 3
4. AMENDMENTS TO THE CONTRACT .................................................................................. 3
5. EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT .................. 4
6. LAW ....................................................................................................................................... 4
7. THIRD PARTY RIGHTS ....................................................................................................... 4
8. COUNTERPARTS ................................................................................................................ 4
THIS 16th SUPPLEMENTAL AGREEMENT is dated 7-8-2018 and made between:

(1) NETWORK RAIL INFRASTRUCTURE LIMITED, a company registered in England under company number 02904587, having its registered office at 1 Eversholt Street, London NW1 2DN ("Network Rail"); and

(2) FIRST TRANSPENNINE EXPRESS LIMITED, a company registered in England under number 09111801 having its registered office at 4th Floor Capital House, 25 Chapel Street, London, NW1 5DH.

Background:

(A) The parties entered into a Track Access Contract (Passenger Services) dated 03 March 2016 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 date on which the Office of Rail and Road issues its approval pursuant to section 22 of the Act of the terms of this Supplemental Agreement.

2. EFFECTIVE DATE AND TERM

The amendments to the Contract made pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the expiry of the Contract or the earlier termination of the Contract.

3. RETROSPECTIVE EFFECT

Notwithstanding the Effective Date, the amendments shall be applied retrospectively from 02:00 on 27th May 2018.

4. AMENDMENTS TO THE CONTRACT

4.1 In Schedule 8, Appendix 1 of the Contract, the entry for EA01 shall be deleted and replaced with the Appendix 1 as set out in Annex 1.

4.2 Delete the registered offices address of First TransPennine Express Limited in the preamble and replace with the following:

First TransPennine Express Limited, a company registered in England under number 09111801 having its registered office at 4th Floor Capital House, 25 Chapel Street, London, NW1 5DH (the "Train Operator").
4.3 Schedule 1, Contract Particulars shall be deleted and replaced with Schedule 1 as shown in Annex 2 of this Agreement; this is to reflect the change of registered offices address for First Transpennine Express Limited.

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 with effect from and including the date hereof 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. **LAW**

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with the law of England and Wales.

7. **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.

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 one and the same instrument.
IN WITNESS of which Network Rail and the Train Operator have, by their duly authorised representatives, respectively entered into 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

FIRST TRANSPENLINE EXPRESS LIMITED
## Annex 1

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ANNEX 2

SCHEDULE 1: CONTACT PARTICULARS

1. Network Rail’s address for service of notices is:

    Network Rail Infrastructure Limited
    1 Eversholt Street
    London
    NW1 2DN
    Tel:     020 7904 4001
    Email:  notices@networkrail.co.uk
    All written notices to be marked:
    “URGENT: ATTENTION THE COMPANY SECRETARY AND SOLICITOR”

    and copied to:

    Managing Director, London North Western
    Network Rail
    Floor 1, Baskerville House
    Centenary Square
    Birmingham
    B1 2ND
    Tel:     0330 854 0128

2. The Train Operator’s address for the service of notices is:

    First TransPennine Express Limited
    4th Floor, Capital House
    25 Chapel Street
    London
    NW1 5DH
    All written notices to be marked:
    “URGENT: ATTENTION COMPANY SECRETARY”

    and copied to:

    (a) The Secretary of State
        Department for Transport
        Great Minster House
        33 Horseferry Road
        London
        SW1P 4DR;
(b) First TransPennine Express Limited
Bridgewater House
60 Whitworth Street
Manchester
M1 6LT
All written notices to be marked:
"URGENT: ATTENTION OF THE MANAGING DIRECTOR OF FIRST TRANSPENNINE EXPRESS LIMITED"