

17th 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 17TH SUPPLEMENTAL AGREEMENT is dated 3rd of May 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 the later of:
 - (1) 0200 hours on 5th May 2018; and
 - (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 Subsidiary Change Date 2018.

3. 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.

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 where of the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

SIGNED by J. Hasall

Print name J. HASALL

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by N J F Brown

Print name N J F BROWN

Duly authorised for and on behalf of
GOVIA THAMESLINK RAILWAY LIMITED

ANNEX A

Table 4.1: Calling Patterns

1					2	3
Service Group: ET02						
Service description: Thameslink Brighton Mainline						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Blackfriars	Brighton	Crystal Palace	2.3	22721000	East Croydon, Gatwick Airport, Three Bridges and Haywards Heath	London Bridge, Burgess Hill and Hassocks
Blackfriars	Brighton	Selhurst	2.1	22721000	East Croydon, Gatwick Airport, Three Bridges, Haywards Heath, Wivelsfield, Burgess Hill, Hassocks and Preston Park	Balcombe
Blackfriars	Three Bridges	Selhurst	2.5	22721000	East Croydon and Gatwick Airport	Purley, Coulsdon South and Merstham
London Bridge	Brighton		2.6	22721000	East Croydon, Gatwick Airport, Three Bridges, Balcombe, Haywards Heath, Wivelsfield, Burgess Hill, Hassocks and Preston Park	
Blackfriars	Brighton	Crystal Palace	2.2	22721000	East Croydon, Gatwick Airport, Three Bridges, Balcombe, Haywards Heath, Wivelsfield, Burgess Hill, Hassocks and Preston Park	London Bridge, Elephant & Castle and Redhill

1					2	3
Service Group: ET02						
Service description: Thameslink Brighton Mainline (continued)						
From	To	Via	Description	TSC	Regular Calling Pattern	Additional stations
Blackfriars	Three Bridges	Crystal Palace	2.4	22721000	East Croydon, Redhill and Gatwick Airport	London Bridge
Brighton	Farringdon	Selhurst	2.13	22721000	Preston Park, Hassocks, Burgess Hill, Wivelsfield, Haywards Heath, Three Bridges, Gatwick Airport, East Croydon, Blackfriars and City Thameslink	Balcombe, Redhill and Tulse
Brighton	Farringdon	Crystal Palace	2.9	22721000	Preston Park, Hassocks, Burgess Hill, Wivelsfield, Haywards Heath, Three Bridges, Gatwick Airport, East Croydon, Blackfriars and City Thameslink	Balcombe Redhill, Tulse Hill, Herne Hill, Elephant & Castle and London Bridge
Three Bridges	Farringdon	Crystal Palace	2.10	22721000	Gatwick Airport, East Croydon, Blackfriars and City Thameslink	Redhill and London Bridge
Three Bridges	Farringdon	Selhurst	2.11	22721000	Gatwick Airport, East Croydon and Blackfriars	City Thameslink
Brighton	Farringdon	Crystal Palace	2.8	22721000	Haywards Heath, Three Bridges, Gatwick Airport, East Croydon, City Thameslink and Blackfriars	Hassocks, Burgess Hill
Brighton	London Bridge		2.12	22721000	Preston Park, Hassocks, Burgess Hill, Wivelsfield, Haywards Heath, Balcombe, Three Bridges,	Redhill

1					2		3
Service Group: ET02							
Service description: Thameslink Brighton Mainline (continued)							
From	To	Via	Description	TSC	Regular Calling Pattern		Additional stations
					Gatwick Airport, East Croydon		