THIRTY- SECOND 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

OFFICIAL

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THIS THIRTY-SECOND SUPPLEMENTAL AGREEMENT is dated 10th May 2024 and made

BETWEEN:

- <u>Network Rail Infrastructure Limited</u>, a company registered in England under company number 2904587 having its registered office at Waterloo General Office, London, United Kingdom, SE1 8SW ("Network Rail"); and
- (2) <u>MTR Corporation (Crossrail) Limited</u>, 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 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.

4. AMENDMENTS TO SCHEDULE 5

In Schedule 5, Table 2.1 Passenger Train Slots shall be deleted and replaced with the version shown in Annex 1 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) Limite) (d)

ANNEX 1

 $\textbf{Table 2.1: Passenger Train Slots} \\ {}^{3}\text{rd}, 11^{\text{th}}, 10^{\text{th}}, 13^{\text{th}}, 16^{\text{th}}, 17^{\text{th}}, 18^{\text{th}}, 20^{\text{th}}, 22^{\text{nd}}, 23^{\text{rd}}, 24^{\text{th}}, 26^{\text{th}}, 31^{\text{st}}} \\ {}^{3}\text{rd}, 18^{\text{th}}, 18^{\text{th}}, 18^{\text{th}}, 18^{\text{th}}, 20^{\text{th}}, 22^{\text{nd}}, 23^{\text{rd}}, 24^{\text{th}}, 26^{\text{th}}, 31^{\text{st}}} \\ {}^{3}\text{rd}, 18^{\text{th}}, 18^{\text{th}}, 18^{\text{th}}, 18^{\text{th}}, 20^{\text{th}}, 22^{\text{nd}}, 23^{\text{rd}}, 24^{\text{th}}, 26^{\text{th}}, 31^{\text{st}}} \\ {}^{3}\text{rd}, 18^{\text{th}}, 18^{\text{th}}, 20^{\text{th}}, 20^{\text{th}}, 22^{\text{nd}}, 23^{\text{rd}}, 24^{\text{th}}, 26^{\text{th}}, 31^{\text{st}}} \\ {}^{3}\text{rd}, 18^{\text{th}}, 18^{\text{th}}, 18^{\text{th}}, 20^{\text{th}}, 2$

These rights apply from the Stage 5C Start Date until 17th May 2025 $^{26^{th},\,28^{th},\,31^{st}}$

1						2						
Service Group: I Maidenhead/Rea	EX01 Shenfield – F ading	Pudding	Mill Lane Junc	tion Connecti	on							
Liverpool Street (on: Shenfield – Pud High level) & Paddi – Heathrow / Maid	ngton (H	High Level) / Wes			Passenger Train Slots						
From	То	Via	Description	TSC	Timing	Peak time	es	Off-	Weekday ¹	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	33	0	131	164	142	60	
Shenfield	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	2	2	2	10	
Gidea Park	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	1	1	46	
Gidea Park	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	6	0	1	7	1	4	
Pudding Mill Lane Junction Connection Point	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	33	132	165	143	60	

These rights apply from the Stage 5C Start Date until 17th May 2025 $^{26^{th},\,28^{th},\,31^{st\,32nd}}$

1						2						
Service Group: Be Maidenhead/Rea	EX01 Shenfield – F ading	Pudding	g Mill Lane Junc	tion Connecti	on							
Liverpool Street (on: Shenfield – Pud High level) & Paddi – Heathrow / Maid	ngton (I	High Level) / Wes			Passenger Train Slots						
From	То	Via	Description	TSC	Timing Load	Peak time Morning Peak	es Evening Peak	Off- Peak times	Weekday ¹	Saturday	Sunday	
Liverpool Street	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	4	4	4	14	
Pudding Mill Lane Junction Connection Point	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	46	
Liverpool Street	Gidea Park	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	6	0	6	0	0	
Seven Kings	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0	
Ilford	Liverpool Street	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0	
Stratford	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak	345	0	0	1	1	1	0	

Notes to Table:

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".

1					2								
Service Group: E	EX01 Shenfield – P ading	udding	Mill Lane Junc	tion Connecti	on								
Service Description	on: Shenfield – Pude High level) & Paddir					Passenger Train Slots							
	- Heathrow / Maide			to carro	3411011011								
From								Off-	Weekday ¹	Saturday	Sunday		
					Load	Morning Peak	Evening Peak	Peak times	rroomaay				
Westbourne Park Junction Connection Point	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	18	86	104	100	83		
London Paddington (High Level)	Heathrow Tunnel Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	7	7	6	15		
Heathrow Tunnel Junction Connection Point	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	18	0	88	106	102	82		
Heathrow Tunnel Junction Connection Point	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	3	3	3	16		

1					2						
Service Group: EX Maidenhead/Read	(01 Shenfield – Puddi ing	ing Mill I	Lane Junction	Connection							
Service Description	: Shenfield – Pudding	Mill Lane	Junction Conn	ection Point / L	iverpool	Passenge	er Train Slo	ots			
	& Paddington (High Le		estbourne Park	Junction Conne	ection						
	Maidenhead / Reading	,									
From	From To Via Description					Peak times		Off-	Weekday ¹	Saturday	Sunday
					Load	Morning Peak	Evening Peak	Peak times			
Westbourne				25381001							
Park Junction	Maidenhead	n/a	Stopping	(peak)	345	0	5	23	28	29	23
Connection	Maidoililodd	11/4	Ctopping	21381001	0.0				20	20	
Point				(off-peak)							
Westbourne				25381001							
Park Junction	Reading	n/a	Stopping	(peak)	345	0	12	33	45	33	24
Connection	3			21381001							
Point				(off-peak)							
Westbourne				25381001							
Park Junction Connection	Slough	n/a	Stopping	(peak) 21381001	345	0	0	0	0	0	0
Point				(off-peak)							
Westbourne				25381001							
Park Junction				(peak)							
Connection	West Drayton	n/a	Stopping	21381001	345	0	0	0	0	0	0
Point				(off-peak)							
				25381001							
London	D "	,		(peak)	0.45				_		
Paddington	Reading	n/a	Stopping	21381001	345	0	0	4	4	3	9
(High Level)				(off-peak)							

1					2								
Service Group: E Maidenhead/Rea	X01 Shenfield – Pudd ding	ing Mill	Lane Junction	Connection									
Service Description	n: Shenfield – Pudding	Mill Lane	e Junction Conr	nection Point / I	_iverpool	Passenger Train Slots							
	& Paddington (High Le	estbourne Park											
	/ Maidenhead / Readino				_								
From	То	Via	Description	TSC	Timing	Peak time	es	Off-	Weekday ¹	Saturday	Sunday		
					Load	Morning Peak	Evening Peak	Peak times					
Maidenhead	Reading	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	0		
London Paddington (High Level)	Maidenhead	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	3		
London Paddington (High Level)	Hayes & Harlington	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	0	0	0	1		
Westbourne Park Junction Connection Point	Hayes & Harlington	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	0		

1					2										
•	EX01 Shenfield - P	udding	Mill Lane June	tion Connecti	on										
Liverpool Street	Service Description: Shenfield – Pudding Mill Lane Junction Connection Point / Liverpool Street (High level) & Paddington (High Level) / Westbourne Park Junction Connection Point – Heathrow / Maidenhead / Reading								Passenger Train Slots						
From	To	Via	Description	TSC	Timing	Peak time	es	Off-	Weekday ¹	Saturday	Sunday				
					Load	Morning Peak	Evening Peak	Peak times							
Maidenhead	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	5	0	24	29	29	23				
Reading	Westbourne Park Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	12	0	35	47	35	26				
Reading	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	7				
Maidenhead	London Paddington (High Level)	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	1	1	1	2				

Notes to Table:

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 18th May 2025 $^{26^{th},\,28^{th},31^{st}}$

1						2							
Service Group: Maidenhead/Rea	EX01 Shenfield – F ading	Pudding	g Mill Lane Jund	ction Connect	ion								
Service Descripti	on: Shenfield – Puc	ding Mi	Il Lane Junction	Connection Po	int /	Passenger Train Slots							
	High level) & Paddi												
	tion Point - Heathro	ow / Mai Via	denhead / Read		1			1	1				
From	То	TSC	Timing	Peak time		Off-	Weekday1	Saturday	Sunday				
					Load	Morning Peak	Evening Peak	Peak times					
	Pudding Mill			25381001									
Shenfield	Lane Junction Connection	n/a	Stopping	(peak) 21381001	345	34	35	117	186	177	143		
	Point			(off-peak)									
				25381001									
Shenfield	Liverpool Street	n/a	Stopping	(peak) 21381001	345	0	0	2	2	2	5		
				(off-peak)									
	Pudding Mill			25381001									
Gidea Park	Lane Junction Connection	n/a	Stopping	(peak) 21381001	345	0	0	5	5	5	2		
	Point			(off-peak)									
				25381001									
Gidea Park	Liverpool Street	n/a	Stopping	(peak) 21381001	345	11	0	1	12	1	5		
				(off-peak)									
Pudding Mill				25381001									
Lane Junction Connection	Shenfield	n/a	Stopping	(peak) 21381001	345	35	34	117	186	177	141		
Point				(off-peak)									

These rights apply from 18th May 2025 $^{26^{th},\,28^{th},31^{st}}$

1						2						
Service Group Maidenhead/F	p: EX01 Shenfield - Reading	- Puddir	ng Mill Lane Jund									
Service Descri Liverpool Stree Junction Conn	Passenger Train Slots											
From	То	Via	Description	TSC	Timing	Peak time	es	Off-	Weekday1	Saturday	Sunday	
					Load	Morning Peak	Evening Peak	Peak times				
Liverpool Street	Shenfield	n/a	Stopping	25381001 (peak) 21381001 (off-peak)	345	0	0	4	4	4	10	
Stratford	Pudding Mill Lane Junction Connection Point	n/a	Stopping	25381001 (peak) 21381001 (off-peak	345	0	0	1	1	0	0	

These rights apply from 18th May 2025^{26th}, 28th, 31st

1					2							
Service Group: E Maidenhead/Rea	X01 Shenfield – I	Pudding	g Mill Lane Junc	tion Connect	ion							
Liverpool Street (I	on: Shenfield – Pud High level) & Padd Ion Point – Heathro	High Level) / Wes	Passenger Train Slots									
From	То	Via	Description	TSC	Timing	Peak time	es	Off-	Weekday1	Saturday	Sunday	
					Load	Morning Peak	Evening Peak	Peak times				
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	

Notes to Table:

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 18th May 2025 $^{26^{th},\,28^{th},31^{st}}$

1					2						
Service Group: Maidenhead/Rea	EX01 Shenfield – Pading	udding	Mill Lane Junct	tion Connecti	on						
Liverpool Street (on: Shenfield – Pudo High level) & Paddir tion Point – Heathro	ngton (F	ligh Level) / Wes	Passenger Train Slots							
From							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	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

These rights apply from 18th May 2025 $^{26^{th},\,28^{th},31^{st}}$

1						2						
<u> </u>	Service Group: EX01 Shenfield – Pudding Mill Lane Junction Connection Maidenhead/Reading											
Service Description: Shenfield – Pudding Mill Lane Junction Connection Point / Liverpool Street (High level) & Paddington (High Level) / Westbourne Park Junction Connection Point – Heathrow / Maidenhead / Reading						Passenger Train Slots						
From	То	Via	Description	TSC	Timing Load	Peak time Morning Peak	es Evening Peak	Off- Peak times	Weekday1	Saturday	Sunday	
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	
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	

These rights apply from the 18th May 2025 $^{26^{th},\,28^{th},31^{st}}$

1						2						
Service Group: EX01 Shenfield – Pudding Mill Lane Junction Connection												
Maidenhead/Reading						December	or Troin C	lata				
Service Description: Shenfield – Pudding Mill Lane Junction Connection Point / Liverpool Street (High level) & Paddington (High Level) / Westbourne Park						Passenger Train Slots						
	tion Point – Heathro											
From	To	Via	Description	TSC	Timing	Peak times		Off-	Weekday1	Saturday	Sunday	
					Load	Morning Peak	Evening Peak	Peak times				
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	

Notes to Table:

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".