

7<sup>th</sup> SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED  
as Network Rail

and

CALEDONIAN SLEEPER LIMITED  
as Train Operator

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relating to a track access extension

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**THIS 7<sup>th</sup> SUPPLEMENTAL AGREEMENT** is dated 7/30/2024 and made

**BETWEEN**

- (1) **Network Rail Infrastructure Limited**, a company registered in England under number 2904587, having its registered office at Waterloo General Office, London, SE1 8SW ("**Network Rail**"); and
- (2) **Caledonian Sleeper Limited**, a company registered in Scotland under company number SC328825, having its registered office at Basement and Ground Floor Premises, 1-5 Union Street, Inverness, Scotland, IV1 1PP (the "**Train Operator**").

Background:

- (A) Serco Caledonian Sleepers Limited and Network Rail entered into a Track Access Contract (Passenger Services) (which is hereafter referred to as the "Contract") dated 2 March 2018 in a form approved by the Office of Rail and Road pursuant to section 18(7) of the Act, as amended by various supplemental agreements (which track access contract as subsequently amended is hereafter referred to as the "Contract").
- (B) On 25 June 2023 the rights and obligations of Serco Caledonian Sleepers Limited under the Contract were transferred to the Train Operator pursuant to a transfer scheme made by Scottish Ministers under Schedule 2 of the Railways Act 2005.
- (C) Network Rail and the Train Operator (the Parties) now propose to enter into this Supplemental Agreement in order to amend the Contract as described herein.

**IT IS 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;
- 1.2 "Effective Date" means the date upon which the ORR issues its approval pursuant to Section 22 of the Act of the terms of its Seventh Supplemental Agreement.

**2. EFFECTIVE DATE AND DURATION**

The amendments made to the Contract pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect at 2359 hours on the Expiry Date or earlier termination of the Contract.

**3. AMENDMENTS TO THE AGREEMENT**

- 3.1 Expiry date of the Track Access Contract to be amended to read “Principal Change Date 2030”
- 3.2 References to Class 90s within the Track Access Contract, Schedule 5, Section 5.1a, shall be removed to accurately reflect the current specified equipment.

**4. EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT**

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. LAW**

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

**6. THIRD PARTY RIGHTS**

No rights shall be conferred under or arising out of this Supplemental Agreement on any person other than the Parties to this Supplemental Agreement and there shall not be created in any circumstances a jus quaesitum tertio in favour of any person.

**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 one and the same instrument.

**IN WITNESS WHEREOF** this Supplemental Agreement comprising this and the foregoing 2 pages are executed as follows:-

SIGNED on behalf of **NETWORK RAIL INFRASTRUCTURE LIMITED** by at  
WATERLOO on 22 JULY 2024 in the presence of:  
GENERAL OFFICES

Witness:

Full Name: ALEXANDER MIDDLETON

Address: WATERLOO GENERAL OFFICES  
SE1 8SW

DocuSigned by:  
2AC53F475E464CF...

SIGNED on behalf of **CALEDONIAN SLEEPER LIMITED** by at  
70 Wellington Street, ON 7/30/2024 in the presence of:-  
Glasgow, G2 6UA

Witness: DocuSigned by:  
93989F5309AA43D...

Samuel Price

Full Name: .....

Address: 70 Wellington Street, Glasgow GA 6UA  
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