

33rd SUPPLEMENTAL AGREEMENT

Between

NETWORK RAIL INFRASTRUCTURE LIMITED

-and-

First MTR South Western Trains Limited

**Relating to amendments to the
Track Access Contract (Passenger Services)
dated 9th April 2019**

THIS 33rd SUPPLEMENTAL AGREEMENT is dated 21st October 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) **First MTR South Western Trains Limited** a company registered in England and Wales under number 07900320, having its registered office at 8th Floor The Point, 37 North Wharf Road, London W2 1AF (the “**Train Operator**”).

WHEREAS

- (A) The parties entered into a Track Access Contract dated 9th April 2019, in a form approved by the Office Of Rail and Road (ORR) pursuant to directions under section 18 (7) of the Railways Act 1993 (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 AGREED AS FOLLOWS:

1. INTERPRETATION

In this Supplemental Agreement, unless the context otherwise requires:

- a) Words and phrases defined in, and rules of interpretation set out in, the Contract shall have the same meaning and effect when used in this Supplemental Agreement.
- b) “**Effective Date**” means the later of;
 - 1) 15th December 2024; and
 - 2) the date upon which the Office of Rail and Road issues its approval pursuant to section 22 of the Act.

2. EFFECTIVE DATE AND TERM

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 or earlier termination of the Contract.

3. AMENDMENTS TO SCHEDULE 5

Service Group HY05 of Table 2.1 of Schedule 5 of the Contract shall be deleted in its entirety and replaced by the version of Service Group HY05 of Table 2.1 which is contained in Appendix 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 two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental Agreement by signing either of such counterparts.

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

Signed by

Mark Goodall– Route Director, Wessex
Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

Signed by

James Percival – Finance Director
Duly authorised for and on behalf of
FIRST MTR SOUTH WESTERN TRAINS LIMITED

Appendix A: revised version of Service Group HY05 to Schedule 5 Table 2.1, applicable from Principal Change Date 2024

1						2					
Service Group HY05											
Service description: Windsor Lines (Inner)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Waterloo	Windsor & Eton Riverside	Twickenham	Stopping	24671105	455	0	6	29 +1 FO	35 + 1 FO	36	30
Windsor & Eton Riverside	Waterloo	Twickenham	Stopping	24671105	455	6	0	29 +1 FO	35 +1 FO	37	29
Windsor & Eton Riverside	Waterloo	Brentford	Stopping	24671105	455	0	0	1	1	0	0
Waterloo	Staines	Twickenham	Stopping	24671105	455	0	0	1	1	1	1
Staines	Waterloo	Twickenham	Stopping	24671105	455	0	0	2	2	2	0
Twickenham	Windsor & Eton Riverside	Direct	Stopping	24671105	455	0	0	1	1	1	0
Windsor & Eton Riverside	Staines	Direct	Stopping	24671105	455	0	0	1 -1 FO	1 -1 FO	0	2
Staines	Windsor & Eton Riverside	Direct	Stopping	24671105	455	0	0	1	1	1	0

1						2					
Service Group HY05											
Service description: Windsor Lines (Inner)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Waterloo	Weybridge	Brentford / Chertsey	Stopping	24671205	455	0	6	30	36	35	0
Weybridge	Waterloo	Chertsey / Brentford	Stopping	24671205	455	5	0	29 +1 FO	34 +1 FO	35	1
Weybridge	Twickenham	Chertsey	Stopping	24671205	455	0	0	0	0	0	0
Waterloo	Woking	Brentford / Chertsey	Stopping	24671205	455	0	0	1	1	1	16
Waterloo	Woking	Twickenham / Chertsey	Stopping	24671205	455	0	0	0	0	0	1
Woking	Waterloo	Chertsey / Brentford	Stopping	24671205	455	0	0	1	1	1	16
Waterloo	Staines	Brentford	Stopping	24671205	455	0	0	0	0	1	0
Staines	Waterloo	Brentford	Stopping	24671205	455	1	0	0	1	1	0
Clapham Junction	Weybridge	Twickenham / Chertsey	Stopping	24671205	455	0	0	1	1	1	0
Staines	Weybridge	Chertsey	Stopping	24671205	455	0	0	0	0	1	1

1						2					
Service Group HY05											
Service description: Windsor Lines (Inner)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Weybridge	Staines	Chertsey	Stopping	24671205	455	0	0	1 -1 FO	1 -1 FO	0	0
Staines	Woking	Chertsey	Stopping	24671205	455	0	0	0	0	0	1
Hounslow	Weybridge	Chertsey	Stopping	24671205	455	0	0	0	0	0	0
Waterloo	Waterloo	Brentford / Twickenham	Stopping	24671305	455	2	6	6	14	1	0
Waterloo	Waterloo	Twickenham / Brentford	Stopping	24671305	455	5	6	4	15	0	0
Waterloo	Strawberry Hill	Twickenham	Stopping	24671305	455	0	0	1	1	0	0
Twickenham	Waterloo	Brentford	Stopping	24671305	455	1	0	0	1	1	0
Waterloo	Hounslow	Brentford	Stopping	24671305	450	0	0	1 +1 FO	1 +1 FO	1	0
Hounslow	Waterloo	Brentford	Stopping	24671305	455	0	0	2	2	1	0
Hounslow	Waterloo	Twickenham	Stopping	24671305	455	1	0	0	1	0	0
Waterloo	Twickenham	New Malden	Stopping	24671405	455	0	0	1 -1 FO	1 -1 FO	1	0

1						2					
Service Group HY05											
Service description: Windsor Lines (Inner)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Kingston	Waterloo	Twickenham	Stopping	24671405	455	0	0	1	1	1	0
Kingston	Waterloo	Twickenham / Brentford	Stopping	24671405	455	0	0	0	0	0	11
Kingston	Twickenham	Direct	Stopping	24671405	455	0	0	0	0	0	1
Wimbledon	Waterloo	New Malden	Stopping	24671405	455	0	0	0	0	1	0
Waterloo	Waterloo	New Malden / Twickenham	Stopping	24671405	455	6	6	23 +1 FO	35 +1 FO	35	17
Waterloo	Strawberry Hill	New Malden	Stopping	24671405	455	0	0	1	1	2	2
Strawberry Hill	Waterloo	Twickenham	Stopping	24671405	455	0	0	1	1	0	0
Waterloo	Waterloo	Twickenham / New Malden	Stopping	24671505	455	6	6	24 +1 FO	36 +1 FO	37	17
Waterloo	Kingston	Twickenham	Stopping	24671505	455	0	0	2	2	2	2
Waterloo	Kingston	Brentford / Twickenham	Stopping	24671505	455	0	0	0	0	0	10
Waterloo	Strawberry Hill	Twickenham	Stopping	24671505	455	0	0	1	1	0	1

1						2					
Service Group HY05											
Service description: Windsor Lines (Inner)						Passenger Train Slots					
From	To	Via	Description	TSC	Timing Load	Peak times ¹		Off-Peak times ²	Weekday ³	Saturday	Sunday
						Morning Peak	Evening Peak				
Twickenham	Waterloo	New Malden	Stopping	24671505	455	0	0	1	1	1	0
Teddington	Waterloo	New Malden	Stopping	24671505	455	1	0	0	1	0	0
Waterloo	Shepperton	Twickenham	Stopping	24671605	455	0	2	3	5	0	0
Shepperton	Waterloo	Twickenham	Stopping	24671605	455	3	0	21	5	0	0
Strawberry Hill	Waterloo	Twickenham	Stopping	24671605	455	0	0	1	1	1	0

Notes to Table:

1 Peak times – arriving London Waterloo between 0700 and 0959, departing London Waterloo between 1600 and 1859

2 Off-Peak times - arriving at and departing from a relevant station outside Peak times

3 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".