

37th 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 37th SUPPLEMENTAL AGREEMENT is dated 7th March 2025 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 March 2025; 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 at the Expiry Date or earlier termination of the Contract.

3. AMENDMENTS TO SCHEDULE 5

Service Group HY07 of Table 2.1 of Schedule 5 of the Contract shall be deleted in its entirety and replaced by the version of Service Group HY07 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.

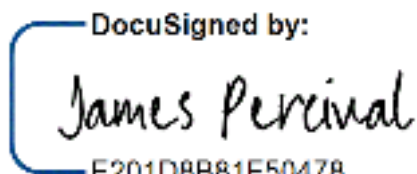
IN WITNESS of which the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

Signed by



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

Signed by

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James Percival – Finance Director

Duly authorised for and on behalf of
FIRST MTR SOUTH WESTERN TRAINS LIMITED

Appendix A: revised version of Service Group HY07 to Schedule 5 Table 2.1

1						2					
Service Group HY07											
Service description: Waterloo - Portsmouth						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	Portsmouth Harbour	Woking / Guildford	Fast	24621104	450	0	6	25	31	33	16
Portsmouth Harbour	Waterloo	Guildford / Woking	Fast	24621104	450	5	0	25	30	30	16
Portsmouth Harbour	Waterloo	Guildford / Cobham	Fast	24621104	450	1	0	1	2	1	0
Havant	Waterloo	Guildford / Woking	Fast	24621104	450	0	0	0	0	0	0
Fareham	Waterloo	Havant / Woking	Fast	24621104	450	1	0	0	1	0	0
Waterloo	Guildford	Woking	Fast	24621104	450	0	0	0	0	1	0
Waterloo	Portsmouth Harbour	Woking / Guildford	Semi-Fast	24621204	450	0	0	5	5	4	16
Portsmouth Harbour	Waterloo	Guildford / Woking	Semi-Fast	24621204	450	3	0	3	6	4	16

1						2					
Service Group HY07											
Service description: Waterloo - Portsmouth						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	Southampton Central	Havant / Netley	Semi-Fast	24621204	450	0	0	2	2	1	0
Waterloo	Fareham	Woking/Havant	Semi-Fast	24621204	450	0	1	0	1	0	0
Woking	Portsmouth Harbour	Direct	Semi-Fast	24621204	450	0	0	0	0	0	1
Portsmouth Harbour	Woking	Direct	Semi-Fast	24621204	450	0	0	0	0	0	1
Guildford	Portsmouth Harbour	Direct	Semi-Fast	24621204	450	0	0	1	1	1	0
Portsmouth Harbour	Guildford	Direct	Semi-Fast	24621204	450	0	0	1	1	1	0
Portsmouth and Southsea	Waterloo	Guildford / Woking	Semi-Fast	24621204	450	1	0	5	6	13	0
Waterloo	Portsmouth and Southsea	Woking / Guildford	Semi-Fast	24621204	450	0	1	4	5	14	0
Waterloo	Portsmouth Harbour	Cobham / Guildford	Semi-Fast	24621204	450	0	3	0	3	0	0

1						2					
Service Group HY07											
Service description: Waterloo - Portsmouth						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				
Havant	Waterloo	Guildford / Woking	Semi-Fast	24621204	450	1	0	0	1	0	0
Havant	Portsmouth Harbour	Direct	Local	24621204	450	0	0	1	1	1	0
Haslemere	Waterloo	Guildford / Woking	Semi-Fast	24621204	450	0	0	8	8	0	0
Waterloo	Haslemere	Woking / Guildford	Semi-Fast	24621204	450	0	0	9	9	0	0
Portsmouth Harbour	Waterloo	Guildford/Cobham	Semi Fast	24621204	450	0	0	0	0	1	0
Southampton Central	Waterloo	Netley/Havant	Semi-Fast	24621204	450	0	0	1	1	1	0
Fareham	Waterloo	Havant / Woking	Semi-Fast	24621204	450	1	0	2	3	0	0
Southampton Central	Woking	Netley/Havant	Semi-Fast	24621204	450	0	0	1	1	0	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