

38th 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 38th SUPPLEMENTAL AGREEMENT is dated 24th 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 date of this General Approval.

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 will continue until the Expiry Date.

3. OFFICE OF RAIL AND ROAD GENERAL APPROVAL

This Supplemental Agreement is entered into pursuant to the Passenger Access (Short Term Timetable and Miscellaneous Changes) General Approval 2023.

4. AMENDMENTS TO THE CONTRACT

From the Effective Date, Appendix 7D of Schedule 7 of the Track Access Contract shall be deleted in its entirety and replaced by a new Appendix 7D as set out in Appendix A of this Supplemental Agreement.

5. 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.

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 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.

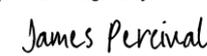
Signed by



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 Schedule 7 Appendix 7D

Train Type	Train ID	Traction Type
444	444001, 444002, 444003, 444004, 444005, 444006, 444007, 444008, 444009, 444010, 444011, 444012, 444013, 444014, 444015, 444016, 444017, 444018, 444019, 444020, 444021, 444022, 444023, 444024, 444025, 444026, 444027, 444028, 444029, 444030, 444031, 444032, 444033, 444034, 444035, 444036, 444037, 444038, 444039, 444040, 444041, 444042, 444043, 444044, 444045.	DC
450	450001, 450002, 450003, 450004, 450005, 450006, 450007, 450008, 450009, 450010, 450011, 450012, 450013, 450014, 450015, 450016, 450017, 450018, 450019, 450020, 450021, 450022, 450023, 450024, 450025, 450026, 450027, 450028, 450029, 450030, 450031, 450032, 450033, 450034, 450035, 450036, 450037, 450038, 450039, 450040, 450041, 450042, 450043, 450044, 450045, 450046, 450047, 450048, 450049, 450050, 450051, 450052, 450053, 450054, 450055, 450056, 450057, 450058, 450059, 450060, 450061, 450062, 450063, 450064, 450065, 450066, 450067, 450068, 450069, 450070, 450071, 450072, 450073, 450074, 450075, 450076, 450077, 450078, 450079, 450080, 450081, 450082, 450083, 450084, 450085, 450086, 450087, 450088, 450089, 450090, 450091, 450092, 450093, 450094, 450095, 450096, 450097, 450098, 450099, 450100, 450101, 450102, 450103, 450104, 450105, 450106, 450107, 450108, 450109, 450110, 450111, 450112, 450113, 450114, 450116, 450115, 450117, 450118, 450119, 450120, 450121, 450122, 450123, 450124, 450125, 450126, 450127.	DC
455	455702, 455703, 455705, 455710, 455713, 455714, 455715, 455716, 455717, 455718, 455720, 455721, 455723, 455728, 455730, 455731, 455732, 455733, 455738, 455739, 455741, 455742, 455750, 455852, 455858, 455860, 455862, 455864, 455866, 455868, 455872, 455873, 455902, 455903, 455904, 455910, 455911, 455912, 455914, 455915, 455920.	DC
458	458405, 458406, 458407, 458412, 458413, 458415, 458416, 458418, 458419, 458421, 458422, 458423, 458424, 458426, 458427 458402, 458403, 458414	DC

Train Type	Train ID	Traction Type
701 (10 car)	701001, 701002, 701003, 701004, 701005, 701006, 701007, 701008, 701009, 701010, 701011, 701012, 701013, 701014, 701015, 701016, 701017, 701018, 701019, 701020, 701021, 701022, 701023, 701024, 701025, 701026, 701027, 701028, 701029, 701030, 701031, 701032, 701033, 701034, 701035, 701036, 701037, 701038, 701039, 701040, 701041, 701042, 701043, 701044, 701045, 701046, 701047, 701048, 701049, 701050, 701051, 701052, 701053, 701054, 701055, 701056, 701057, 701058, 701059, 701060.	DC
701 (5 car)	701501, 701502, 701503, 701504, 701505, 701506, 701507, 701508, 701509, 701510, 701511, 701512, 701513, 701514, 701515, 701516, 701517, 701518, 701519, 701520, 701521, 701522, 701523, 701524, 701525, 701526, 701527, 701528, 701529, 701530.	DC