### EIGHTY THIRD SG SUPPLEMENTAL AGREEMENT

between

## NETWORK RAIL INFRASTRUCTURE LIMITED

and

## ARRIVA TRAINS WALES/ TRENAU ARRIVA CYMRU LIMITED

relating to Schedule 5

### THIS EIGHTY THIRD SG SUPPLEMENTAL AGREEMENT

is dated 18/08/2017

201 and made between:

- NETWORK RAIL INFRASTRUCTURE LIMITED ("Network Rail"), a private company limited (1) by shares registered in England under company number 02904587, having its registered office at 1 Eversholt Street, London, NW1 2DN; and
- ARRIVA TRAINS WALES/TRENAU ARRIVA CYMRU LIMITED (the "Train Operator"), a (2)private company limited by shares registered in England and Wales under company number 04337645, having its registered office at St. Mary's House, 47 Penarth Road, Cardiff CF10 5DJ.

#### Whereas:

- A. The parties entered into a Track Access Contract (Passenger Services) dated 5 February 2004 pursuant to Section 18 (7) of the Act as amended by various supplemental agreements in a form approved pursuant to Section 22 of the Act (which track access contract as subsequently amended is hereafter referred to as the "Contract");
- The parties now propose to enter into this Supplemental Agreement in order to amend B. Schedule 5 of the Contract in order to enable the Train Operator to provide additional services.

IT IS HEREBY AGREED as follows:

#### 1. INTERPRETATION

In this Supplemental Agreement:

11 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; and

"Effective Date" shall mean the later of:

- The date upon which the ORR issues its approval pursuant to Section 22 of the Act of the terms of this Supplemental Agreement; and
- 0200 hours on 19 August 2017 .

#### EFFECTIVE DATE AND DURATION 2.

The amendments made to the Contract shall have effect from the Effective Date. 2.1

#### AMENDMENTS TO SCHEDULE 5 of THE CONTRACT 3.

- In Schedule 5, Table 2.1: Passenger Train Slots, the entries in Service Group HL02 (Winter) 3.1 relating to Descriptions 2.6.1, shall be deleted and replaced with those set out in Appendix 1 to this Supplemental Agreement.
- 3.2 In Schedule 5, Table 2.1: Passenger Train Slots, the entries in Service Group HL02 (Summer) relating to Descriptions 2.6.1, shall be deleted and replaced with those set out in Appendix 2 to this Supplemental Agreement.
- 3.3 In Schedule 5, Table 2.1: Passenger Train Slots, the entries in Service Group HL05 relating to Descriptions 5.2.1, 5.4.1, 5.4.2, 5.4.3, 5.4.4, 5.5.1, 5.5.2, 5.8.1, 5.8.4 and 5.9.8 shall be deleted and replaced with those set out in Appendix 3 to this Supplemental Agreement.

- 3.4 In Schedule 5, Table 2.1: Passenger Train Slots, the entries in Service Group HL08 (Winter) relating to Description 8.1.6, shall be deleted and replaced with those set out in Appendix 4 to this Supplemental Agreement.
- 3.5 In Schedule 5, Table 2.1: Passenger Train Slots, the entries in Service Group HL08 (Summer) relating to Description 8.1.7, shall be deleted and replaced with those set out in Appendix 5 to this Supplemental Agreement.

### 4. 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 with effect from and including the Effective Date 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 law in England and Wales.

#### 6. 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.

#### 7. 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.

IN WITNESS WHEREOF Network Rail and the Train Operator have, by their duly authorised representatives, respectively entered into this Supplemental Agreement on the date first above written.

SIGNED BY

for and on behalf of

NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED BY

for and on behalf of

ARRIVA TRAINS WALES/ TRENAU ARRIVA CYMRU LIMITED

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# Appendix 1

| 1            |                                   | 2                     |          |          |     |         |    |   |
|--------------|-----------------------------------|-----------------------|----------|----------|-----|---------|----|---|
| Service Grou | ip: HLO2                          | Passenger Train Slots |          |          |     |         |    |   |
| Service Desc | ription: West                     | Total                 | Saturday | Sunday   |     |         |    |   |
| From         | To Via Description TSC Timing Loa |                       |          |          |     | Weekday |    |   |
| Bridgend     | Barry                             | Rhoose                | 2.6.1    | 25439000 | 142 | 19      | 18 | 7 |

# Appendix 2

| 1            |               | 2                     |             |          |             |         |          |        |
|--------------|---------------|-----------------------|-------------|----------|-------------|---------|----------|--------|
| Service Grou | ip: HLO2      | Passenger Train Slots |             |          |             |         |          |        |
| Service Desc | ription: West | Total                 |             |          |             |         |          |        |
| From         | То            | Via                   | Description | TSC      | Timing Load | Weekday | Saturday | Sunday |
| Bridgend     | Barry         | Rhoose                | 2.6.1       | 25439000 | 142         | 19      | 18       | 7      |

# Appendix 3

| Service Group: H   | HL05            |                     |                |          |             | Passenge         | r Train Slot     | IS                |                     |                   |          |           |                     |
|--|-----------------|---------------------|----------------|----------|-------------|------------------|------------------|-------------------|---------------------|-------------------|----------|-----------|---------------------|
| Service Description: Valley Lines and Cardiff Local Services |                 |                     |                |          |             |                  | Peak Times       |                   |                     |                   | Saturday |           |                     |
| From *   | To 7            | Via                 | Description .1 | TSC ·    | Timing Load | Total<br>Weekd * | Moming<br>Peak * | Evening<br>Peak * | Off-peak<br>times * | Total<br>Saturd * | Peak *   | Off-Pei * | Sunda *             |
| Cardiff Central  | Radyr           | Danescourt          | 5.2.1          | 25440000 | 142         | 28               | 5                | 5                 | 18                  | 27                | 16       | 11        | 0                   |
| Валу   | Cardiff Central | Cogan               | 5.4.1          | 25442000 | 142         | 20               | 4                | 3                 | 13                  | 18                | 8        | 10        | 7                   |
| Barry Island   | Cardiff Central | Cogan               | 5.4.2          | 25442000 | 142         | 44               | 7                | 7                 | 30                  | 45                | 24       | 21        | 23 (29 in<br>Summer |
| Cardiff Central  | Валу            | Cogan               | 5.4.3          | 25442000 | 142         | 19               | 4                | 2                 | 13                  | 17                | 8        | 9         | 7                   |
| Cardiff Central  | Barry Island    | Cogan               | 5.4.4          | 25442000 | 142         | 44               | 8                | 8                 | 28                  | 45                | 24       | 21        | 23 (29 in<br>Summer |
| Cardiff Central  | Penarth         | Grangetown          | 5.5.1          | 25443000 | 142         | 56               | 8                | 10                | 38                  | 56                | 30       | 26        | 7                   |
| Penarth  | Cardiff Central | Grangetown          | 5.5.2          | 25443000 | 142         | 56               | 8                | 8                 | 40                  | 56                | 30       | 26        | 7                   |
| Cardiff Central  | Pontypridd      | Llandaf             | 5.8.1          | 25447000 | 142         | 5                | 2                | 1                 | 2                   | 1                 | 1        | 0         | 0                   |
| Radyr  | Cardiff Central | Llandaf             | 5.8.4          | 25447000 | 142         | 1                | 1                | a                 | 0                   | 1                 | 0        | 1         | 0                   |
| Ystrad Mynach  | Cardiff Central | Heath High<br>Level | 5.9.8          | 25448000 | 142         | 1                | 0                | 0                 | 1                   | 0                 | 0        | 0         | 4                   |

# Appendix 4

| 1           |                 | 2                        |         |          |        |    |    |    |
|-------------|-----------------|--------------------------|---------|----------|--------|----|----|----|
| Service Gro | up: HL08        | Passenger<br>Train Slots |         |          |        |    |    |    |
| Service Des | cription: North | Wales Interu             | Total   |          |        |    |    |    |
| From        | To              | Via                      | Weekday | Saturday | Sunday |    |    |    |
| Chester     | Crewe           | Beeston                  | 8.1.6   | 22340000 | 150    | 15 | 16 | 22 |

## Appendix 5

| 1  |                                   | 2                     |       |          |     |         |          |        |
|--|-----------------------------------|-----------------------|-------|----------|-----|---------|----------|--------|
| Service Gro  | up: HL08                          | Passenger Train Slots |       |          |     |         |          |        |
| Service Description: North Wales Interurban (Summer) |                                   |                       |       |          |     |         |          |        |
| From   | To Via Description TSC Timing Loa |                       |       |          |     | Weekday | Saturday | Sunday |
| Chester  | Crewe                             | Beeston               | 8.1.7 | 22340000 | 150 | 15      | 16       | 22     |