ORACLE®

Assignor: Department for Transport
Assignor's Location: Great Minster House, 33 Horseferry Rd, Westminster, London SW1P 4DR, United Kingdom

Assignee: EAST WEST RAILWAY COMPANY LIMITED
Assignee's Location: Great Minster House 3/13 33 Horseferry Road, London, England, SW1P 4DR, United Kingdom

This document must be executed by Assignor and Assignee on or before May 09th, 2019 to be valid and once so executed shall become effective upon the date of Oracle's consent and execution below.

ASSIGNMENT AND CERTIFICATION OF NON POSSESSION

Assignor represents and warrants that Assignee is a majority owned subsidiary of Assignor. Assignor also represents and warrants that Assignor wishes to assign to Assignee certain Oracle programs and, as a result, Assignee will be assuming all liabilities of Assignor in relation to such programs. Assignor also represents and warrants that Assignor has not sold, assigned or otherwise transferred the Oracle program(s) described below or the license(s) thereto to another entity. Assignor hereby assigns to Assignee all its right, title and interest in and to the following license(s) for the Oracle program(s) represented as per the below mentioned table (the "Oracle program(s)").

Program	CSI	Quantity	License Type	Support Expiration Date
Primavera Risk Analysis	21801224	3	Application User	09-MAY-19
Primavera P6 Enterprise Project Portfolio Management	21801224	5	Application User	09-MAY-19
Primavera Unifier Project Controls	21801224	25	Application User	09-MAY-19
Oracle AutoVue 2D Professional	21801224	25	Application User	09-MAY-19
Oracle WebLogic Server Standard Edition	21801224	25	Named User Plus	09-MAY-19

Assignor hereby certifies, represents and warrants that upon execution of the above assignment, it will discontinue use of the Oracle program(s). Appropriate documentation and other materials received from Oracle for the Oracle program(s) will be immediately transferred to Assignee.

By signing below, signatory further represents and warrants that signatory has the authority to make the above representations and warranties and sign on Assignor's behalf.

Assignor: Department for Transport

Signature: _____

Name: _____Carwyn Jenkins_____

Title: _____DfT Procurement Business Partner (EWR)_

Date: _____10/05/19_____

ACCEPTANCE OF ASSIGNMENT

Assignee represents and warrants that Assignee is a majority owned subsidiary of Assignor. Assignee also represents and warrants that Assignor wishes to assign to Assignee certain Oracle programs and as a result, Assignee will be assuming all liabilities of Assignor in relation to such programs .Assignee hereby accepts the foregoing assignment and agrees that the use of the Oracle program(s) will be governed by the attached Transactional Oracle Master Agreement OPN_Partner TOMA_v090118_UK_ENG ("TOMA") and by the licensing metrics set forth below. To the extent that any of the licensing metric definitions set forth below are different from the definitions for the same metrics set out in the Agreement, then the definitions set forth below shall apply in place of the definitions for such metrics set out in the Agreement. Assignee acknowledges that the Oracle program(s) are for use in United Kingdom**.** The annual fee for Software Update License & Support for the Oracle program(s) is GBP 6,530.09, and these technical support services are valid through as per the support expiration date(s) of the above mentioned table. After that time, Software Update License & Support may be renewed subject to the terms of the Agreement.

Licensing Metrics:

Application User: is defined as an individual authorized by you to use the applicable licensed application programs which are installed on a single server or on multiple servers regardless of whether the individual is actively using the programs at any given time. If you license the Oracle Self Service Work Request option in conjunction with Oracle Enterprise Asset Management, you are required to maintain licenses for the equivalent number of Application Users licensed and you are granted unlimited access to initiate work requests, view work request status and view scheduled completion date for your entire employee population. Applications Users licensed for Oracle Order Management are allowed to manually enter orders directly into the programs but any orders entered electronically from other sources must be licensed separately. For Oracle Sourcing, Oracle iSupplier Portal, and Oracle Services Procurement programs, use by your external suppliers is included with your application user licenses.

Named User Plus: is defined as an individual authorized by you to use the programs which are installed on a single server or multiple servers, regardless of whether the individual is actively using the programs at any given time. A non human operated device will be counted as a named user plus in addition to all individuals authorized to use the programs, if such devices can access the programs. If multiplexing hardware or software (e.g., a TP monitor or a web server product) is used, this number must be measured at the multiplexing front end. Automated batching of data from computer to computer is permitted. You are responsible for ensuring that the named user plus per processor minimums are maintained for the programs contained in the user minimum table in the licensing rules section; the minimums table provides for the minimum number of named users plus required and all actual users must be licensed.

For the purposes of the following programs: Configuration Management Pack for Applications, System Monitoring Plug-in for Non Oracle Databases, System Monitoring Plug-in for Non Oracle Middleware, Management Pack for Non-Oracle Middleware, Management Pack for WebCenter Suite, only the users of the program that is being managed/monitored are counted for the purpose of determining the number of licenses required.

With respect to the following programs: Load Testing, Load Testing Developer Edition, Load Testing Accelerator for Web Services, Load Testing Accelerator for Oracle Database, and Load Testing Suite for Oracle Applications, each emulated human user and non human operated device shall be considered as a virtual user and shall be counted for the purposes of determining the number of Named User Plus licenses required.

For the purposes of the following programs: Data Masking and Subsetting Pack, only the users of the database servers where masked data or data subsets originates must be licensed.

For the purposes of the following programs: Application Management Suite for Oracle E-Business Suite, Application Management Suite for PeopleSoft, Application Management Suite for Siebel, Application Management Suite for JD Edwards EnterpriseOne, Real User Experience Insight, Application Replay Pack, all users of the respective managed application program must be counted for the purpose of determining the number of licenses required.

For the purposes of the following program: Oracle GoldenGate and Oracle GoldenGate for Oracle Applications, only (a) the users of the Oracle database from which you capture data and (b) the users of the Oracle database where you will apply the data must be counted for the purpose of determining the number of licenses required.

For the purposes of the following program: Oracle GoldenGate for Non Oracle Database, only (a) the users of the Non Oracle database from which you capture data and (b) the users of the Non Oracle database where you will apply the data must be counted for the purpose of determining the number of licenses required.

For the purposes of the following program: Oracle GoldenGate for Mainframe, only (a) the users of the database from which you capture data and (b) the users of the database where you will apply the data must be counted for the purpose of determining the number of licenses required.

For the purposes of the following program: Oracle GoldenGate for Teradata Replication Services, only (a) the users of the database from which you capture data and (b) the users of the database where you will apply the data must be counted for the purpose of determining the number of licenses required.

For the purposes of the following program: Oracle GoldenGate for Big Data, only the users of the source Oracle or non Oracle database(s) or NoSQL repositories from which you capture data must be counted for the purpose of determining the number of licenses required. For any messaging systems from which you capture, every queue/topic is counted as a user. In the instance of multiple source databases, NoSQL repositories, or messaging systems all users for all sources must be counted.

For the purposes of the following program: Data Integrator Enterprise Edition, Data Integrator Enterprise Edition for Oracle Applications, and Application Adapters for Data Integrations, the users that are running or accessing the data transformation processes must be counted for the purposes of determining the number of licenses required.

For the purposes of the following programs: Oracle Mobile Suite Client Runtime and Mobile Application Framework, only the end users of each Application Developed must be counted for the purposes of determining the number of licenses required, regardless of the choice of the mobile application development tool or the framework used to build the Application Developed.

For the purposes of the following program: Audit Vault and Database Firewall, only users of the sources which are protected, monitored or audited must be counted for the purpose of determining the number of licenses required.

By signing below, signatory further represents and warrants that signatory has the authority to make the above representations and warranties and sign on Assignee's behalf.

Assignee: EAST WEST RAILWAY COMPANY LIMITED

Signature: _____

Name: _____

Title: _____

Date: _____

CONSENT TO ASSIGNMENT

Subject to the terms and conditions of the above-mentioned assignment and certification of non-possession and acceptance of assignment, Oracle hereby consents to the foregoing assignment. By signing below, signatory further represents and warrants that signatory has the authority to sign on Oracle's behalf.

Oracle Corporation UK Limited

Signature: _____

Name: _____

Title: _____

Date: _____