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| Projectorganisatie HSL-Zuid | |
| Datum ontvangst | : 05-08-99 |
| Registratiecode | : L199902531 |
| Beh. eenh. (+ rubriek) | : |
| Behandelen door | : M.W. |
| Kopie: | |

Ministry of Transport, Public Works
and Water Management
Project Organisation HSL
Attn. Mr. M. WIEDENHOF
P.O. Box 43
3500 AA Utrecht
The Netherlands

Fax 00 31 30 272 8843

Verw/DGMO-2009/4747

Brussels, July 29 1999

Dear Sir,

In reaction to the Registration Document «HSL-Zuid Transport Contracts » and related to the consultation of potential operators for passenger services over "HSL-Zuid", we have the pleasure to subscribe officially for this offer.

This subscription is done as a consortium constituted by three partners, i.e.:

- La Société Nationale des Chemins de Fer Français (SNCF),
- La Société Nationale des Chemins de Fer Belges (SNCB-NMBS),
- Thalys International S.C.

Thalys International is a joint subsidiary of the SNCF and the SNCB and together we manage and operate the high speed train service Thalys in France and in Belgium. The operating in the Netherlands and in Germany is done in cooperation respectively with HST-VEM NV and Deutsche Bahn AG.

The annual turnover of our business reached an amount of 192 million euro in 1998.

As you will find in the attached information, we have a large experience with the launch of a new high speed train service and we have all necessary skills for the commercial and operational aspects of the national and international transport of passengers to make the HSL-Zuid transport services a success.

Thalys international srl/cvba



The attached appendice gives a brief description of Thalys International and its expertise.

Of course, we will stay at your disposal for any further information you may consider as necessary in this matter.

Yours faithfully,

For SNCF

Cécile QUEILLE

For SNCB

Leo PARDON

For Thalys International SC

Jean-Philippe DUPONT

Michel JADOT

Thalys international scrl/cvba

Appendices

A. Interest registration - HS-services contract(s)

I Details of Company

| | |
|---------------------------------------|---|
| Name | THALYS INTERNATIONAL |
| Current Trading Name | THALYS INTERNATIONAL |
| Previous Trading Names (if different) | WESTRAIL INTERNATIONAL |
| Principal Address | 20, Place Stéphanie, 1050 Bruxelles |
| Name of contact persons | Jean-Philippe DUPONT Michel JADOT |
| Telephone | 00 32 2 548 06 00 |
| Facsimile | 00 32 2 511 29 44 |
| E-mail | j-ph.dupont@thalys-int.com / michel.jadot@thalys-int.com |
| Type of Organisation | société coopérative à responsabilité limitée |
| Country of registration | Belgium |
| Registration number | 592 677 |
| Year of registration | 1995 |

Describe the nature of the business and the services the company provides

Commercial and operational management of the Thalys train services in Belgium, France, Germany and the Netherlands.Is the company a subsidiary of another organisation : Yes/No. If yes, please provide :Name of the parent companies **SNCB Group - SNCF Group**

What interest do the parent companies have in the company ?

**SNCF Group has 70% of the shares, SNCB Group 30 %
Each group has 2 members in the board.****II Type of contract(s)**

1. Assuming the objectives and conditions laid out in this document and assuming both international and domestic contracts will be publicly offered, do you intend to register for :

- | | | |
|------------------------------------|------------|-----------|
| • International transport contract | <u>yes</u> | no |
| • Domestic transport contract | yes | <u>no</u> |
| • The combination of the two | <u>yes</u> | no |

Thalys international srl/cvba



Venw/DG/PCB-2009/4747.07

1. Thalys International has a large experience to attract and accommodate passengers and make HSL-Zuid transport services a success.

On the one hand the company succeeded in the commercial and operational launch of the new high speed train service Thalys, for which it had done the market studies, conceived and marketed the commercial offer and put in place the services to the customers.

Thalys operates now on several routes linking Amsterdam and Köln to Brussels and Paris with intermediate stops in the major cities. The service has been extended to other destinations in Belgium and France and to ski destinations in the winter season.

On the other hand, thanks to its dynamic and flexible structure and its European open mind, the company has great expertise in co-operation with different partners, both in the railway sector with its shareholders (SNCF, SNCB) and partners (NS, HST-VEM, DB AG, Eurostar, distribution partners...) as outside the railway sector (Disneyland Paris, Avis, Galeries Lafayette, Bijenkorf, Nieuwe Kerk, American Express....)

As Thalys calls also at Schiphol and Roissy/CDG (new service between Brussels and Roissy/CDG will be implemented by the end of the year 99), partnerships with various airlines are being built in order to develop air-rail substitution.

An extension of the service to other destinations is being studied. Current direct Thalys destinations are shown on the map attached to the document.

2. Thalys International is involved in the commercial and operational management of the Thalys train services. This includes the following missions:

- analysis of the demand: market studies, conception of the offer, management of loyalty program for companies (TCP) and private customers (LYS)
- definition and control of on board services (such as catering...)
- operational management: management of the trainsets, yield management, Thalys optimisation centre, quality control
- distribution policy, data management
- communication, management of the brand
- accounting and sharing of revenues and costs of the overall business

...

Thalys international scrl/cvba



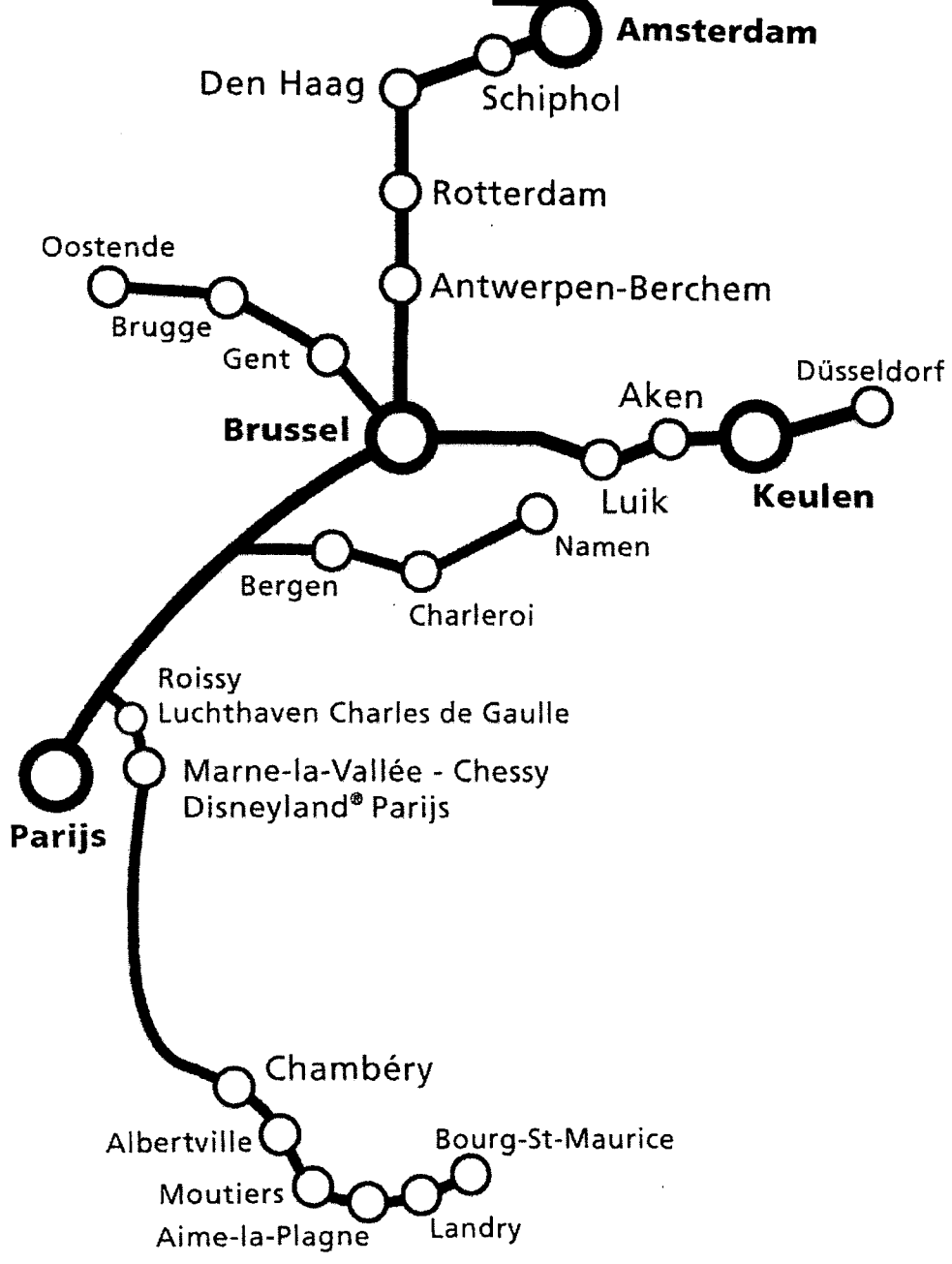
The following numbers give a clear view of the Thalys activity in 1998.

- mode of transport: high-speed train.
- number of passenger trips per year: 4.7 million
out of which Paris-Brussels: 2.5 million
Paris-Netherlands: 0.7 million
- number of passenger kilometres per year: 1723 million
out of which Paris-Brussels: 792 million
Paris-Netherlands: 338 million
- annual turnover: 192 million euro
out of which Paris-Brussels: 104 million euro
Paris-Netherlands: 32 million euro

3. SNCF, SNCB and Thalys International consider NS/HST-VEM to be their natural partner.

Thalys international scrl/cvba

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THALYS NETWORK

Thalys international srl/cvba

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Mr M. Wiedenhof
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Uw kenmerk
Ons kenmerk 5AL/RU/99.25
Onderwerp Registration of interest;
HSL-Zuid transport contracts

Telefoon 030 - 235 81 90
Telefax 030 - 235 48 07

Utrecht, 29 July 1999

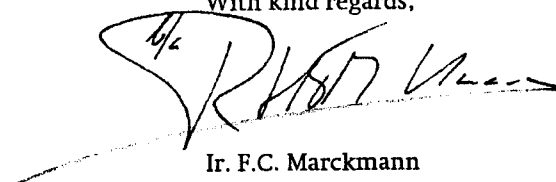
Dear Mr Wiedenhof,

Please find enclosed our registration form, based on Appendix A of the 'Registration Document HSL-Zuid transport contracts', dated 10 June 1999, and our answers to the questions as requested under section III of Appendix A.

The registration of Thalys Nederland N.V. and replies to the questions are made in good faith but cannot be regarded as legally or contractually binding.

We hope to be given the chance to carry out our plans for rail services on the HSL-Zuid.

With kind regards,



Ir. F.C. Marckmann

THALYS NEDERLAND NV

Laan van Puntenburg 100 • Postbus 2025 • 3500 HA Utrecht • Tel. (31) 030 235 81 90 • Fax. (31) 030 235 48 07
Handelsregister Utrecht 30113689



nw/DGMO-2009/4748.01

I. Details of Company

Name : Thalys Nederland N.V.
Current trading name : Thalys Nederland
Previous trading names : NV HST-VEM
Principal address : Laan van Puntenburg 100, Postbus 2025, 3500 HA Utrecht
Name of contact person : Ir. F.C. Marckmann
Telephone : 030-2358190
Facsimile : 030-2354807
E-mail : f.c.marckmann@ct.reizigers.ns.nl
Type of organisation : Railway company (passenger transport)
Country of Registration : The Netherlands
Registration number : 30113689
Year of registration : 1993

Describe the nature of the business and the services the company provides :
Rail passenger transport and related services

Is the company a subsidiary of another organisation: Yes
Name of the parent company: NS Reizigers B.V.
What interest does the parent company have in the company? 100 % shareholder.

II. Type of contracts.

International transport contracts Yes
Domestic transport contracts Yes
The combination of the two Yes

III. Expertise.

1. Thalys Nederland N.V. (until recently called N.V. HST-VEM) has been since 1993 in partnership with SNCF and SNCB for the development, introduction and operation of Thalys high speed train services on the Amsterdam-Paris route.
 - ◊ HST-VEM has been, from the introduction of Thalys in 1996, a railway company with all related commercial and operational responsibilities, under arm's length control by NS (Reizigers).
 - ◊ In 1999 Thalys Nederland N.V. has been awarded a Railed safety certificate and it now has its own license to operate as a railway company. The Thalys traindrivers, until now hired from NSR, will be transferred to Thalys Nederland N.V. in 1999, making it a fully fledged and commercially run railway company.
 - ◊ The introduction of Thalys in 1996 was a success. The market, that had been eroded in the years 1991 - 1995 (by about 0,5 mio pass/yr) has more than recovered in the last three years. A survey 5 months after Thalys' introduction showed that 20% of the passengers indicated that they would have taken the car if Thalys had not been available and 19 % would have taken the plane.
 - ◊ Of our passengers 81% are satisfied, and 96 % would recommend a Thalys-trip to friends and relatives.
2. Experience with implementation and operation of high speed train services:
 - ◊ Number of international passenger-trips in Thalys trains : 0,9 mio/year (expectation 1999)
 - ◊ Thalys turnover on the Amsterdam- Brussels-Paris route exceeds Euro 50 mio year.
 - ◊ As from September 1999 Thalys Nederland N.V. will offer limited capacity in order to accommodate domestic passengers in Thalys-trains without compulsory reservation.
 - ◊ Employees of Thalys Nederland N.V. have co-operated with the Projectbureau HSL-Zuid and with Rail Infra Beheer from 1993 to 1996 in the preparation of 'De nieuwe HSL Nota' (1994) and the

THALYS NEDERLAND NV



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Coopers and Lybrand 'Studie HSL Brussel - Amsterdam' (1995) which formed the basis for the Treaty between The Netherlands and Belgium regarding the construction of the HSL.

3. Thalys Nederland N.V. has been a part of the existing international railway grouping (together with SNCF, NMBS and DB) from the beginning for the Thalys services. Other parties such as airlines, other transport-companies and airports are free to join this partnership.

III Consultation questions

Tender process

1. Irrespective of the outcome of this tender process, the existing Thalys consortium intends to continue to operate Thalys services.
2. The Thalys consortium will soon require additional rolling stock, so the shorter the uncertainty the better it is for the development of the Franco-Dutch market.

Objectives

1. Thalys Nederland N.V. plans to respect our current business relationships with our partner railway companies in order to continue our successful operations.
2. Thalys Nederland N.V. will offer domestic travel without compulsory reservation in cooperation with domestic operators, allowing passengers to take any train on the HSL to his destination.
3. Thalys Nederland N.V. intends to operate direct trains to new destinations such as the South of France (from 2000 onwards) and London (from 2005 onwards).

Contracts on offer

4. Thalys Nederland N.V. firmly believes that true entrepreneurship does not tally with a short concession period.
It is our experience that the railway business is a long term one, for example rolling stock has a life expectancy of at least 30 years. Short term concession periods furthermore involve very high transaction costs.
5. **Concern:**
 - * if the current consortium is not allowed to continue operating, we are worried that Thalys services will be discontinued.
 - * if Thalys Nederland N.V. will be excluded from the existing Thalys consortium, we will have to end our activities at the same time being confronted with a lack of reciprocity concerning the operation of Thalys Nederland N.V. services to Paris.
6. and 7.
Thalys Nederland N.V. believes that the best value can be obtained by integration of domestic and international rail services
8. Thalys Nederland N.V. expects that by allowing voluntary co-operation between the operators of domestic and international trains, the Governments objectives are best met.
9. We refer to the remarks made above.