Český rozhlas

DODATEK Č. 1 KE SMLOUVĚ O POSKYTOVÁNÍ SLUŽEB

satelitní distribuce programů Českého rozhlasu

Český rozhlas
zřízený zákonem č. 484/1991 Sb., o Českém rozhlasu
nezapisuje se do obchodního rejstříku
se sídlem Vinohradská 12, 120 99 Praha 2
zastoupený [redacted]
IČ 45245053, DIČ CZ45245053
bankovní spojení: [redacted]
zástupce pro věcná jednání [redacted]
tel.: [redacted]
e-mail: [redacted]
(dále jen jako **„objednatel")**
na straně jedné

a

Canal+ Luxembourg S. à r.l.
registrována v obchodním rejstříku Lucemburska R.C.S. pod číslem B 87.905
se sídlem 2, rue Albert Borchette, L-1246 Luxembourg, Grand Duchy of Luxembourg
zastoupena: [redacted]
DIC/VAT: LU23716367
bankovní spojení: [redacted]
zástupce pro věcná jednání: [redacted]
tel. : [redacted]
e-mail: [redacted]

(dále jen jako „**poskytovatel**")
na straně druhé

(dále společně jen jako „**smluvní strany**")

uzavírají níže uvedeného dne, měsíce a roku tento **Dodatek č. 1**, kterým se mění a doplňuje Smlouva o poskytování služeb satelitní distribuce programů Českého rozhlasu uzavřená dne 21.12.2016 mezi objednatelem a právním předchůdcem poskytovatele, společností M7 Group S.A. Právní nástupnictví společnosti Canal+ Luxembourg S. à r.l. po společnosti M7 Group S.A. dokládají dokumenty uvedené v Příloze č 1 tohoto dodatku.

I. Předmět dodatku

1. Smluvní strany se dohodly, že ode dne účinnosti tohoto dodatku dojde k následujícím změnám a doplněním Smlouvy o poskytování služeb satelitní distribuce programů Českého rozhlasu

JT EJ

uzavřené dne 21.12.2016, jejímž předmětem je povinnost poskytovatele na svůj náklad a nebezpečí poskytovat objednateli služby satelitní distribuce programů Českého rozhlasu v rozsahu a za podmínek stanovených smlouvou (dále jen „**smlouva**“).

2. Účinnost a platnost smlouvy, která byla dle čl. I. odst. 3 uzavřena na dobu 36 měsíců od jejího uzavření a která byla v souladu s čl. I. odst. 4 smluvními stranami na základě písemného oznámení objednatele a písemné akceptace poskytovatele ze dne 12.11.2019 prodloužena o dalších 12 měsíců, se tímto dodatkem za stejných podmínek s výjimkou změn uvedených v tomto dodatku prodlužuje o dalších 12 měsíců.

3. Článek IV. odst. 1 smlouvy se mění a zní takto:

   Cena plnění dle této smlouvy za dobu platnosti a účinnosti této smlouvy nepřesáhne částku 12.960.000,- Kč bez DPH a činí 216.000,- Kč bez DPH/měsíc. Poskytovatel poskytne slevu ve výši [redacted] Kč bez DPH za každý den podle čl. II. odst. 2, za který nebude poskytnut přenos transportního toku mezi Českým rozhlasem a Kavčími horami.

II. Závěrečná ustanovení

1. Ostatní ustanovení smlouvy, která nejsou tímto dodatkem dotčena, zůstávají beze změn.
2. Tento dodatek nabývá platnosti dnem jeho podpisu oběma smluvními stranami a účinnosti dnem jeho uveřejnění v registru smluv v souladu se zákonem č. 340/2015 Sb., o zvláštních podmínkách účinnosti některých smluv, uveřejňování těchto smluv a o registru smluv (zákon o registru smluv), ve znění pozdějších předpisů.
3. Tento dodatek je vyhotoven ve 4 stejnopisech s platností originálu, z nichž objednatel obdrží dva a poskytovatel dva.
4. Tento dodatek včetně jeho příloh bude uveřejněn objednatelem v registru smluv v souladu se zákonem o registru smluv. Tento odstavec je samostatnou dohodou smluvních stran oddělitelnou od ostatních ustanovení smlouvy.

Příloha č. 1 Dokumenty dokládající právní nástupnictví společnosti Canal+ Luxembourg S. à r.l. po společnosti M7 Group S. A.

V Praze dne :

V Lucemburku dne : 23. November 2020

Za objednatele

[redacted]

Za poskytovatele

[redacted]

JT EJ

Luxembourg, 08 September 2020

[redacted]

[redacted]

JT EJ

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ET DES SOCIÉTÉS

EXCERPT

Canal + Luxembourg S.à r.l.
Register number: **B87905**

Registration / entry date
04/07/2002

Denomination(s) or company name(s)
Canal + Luxembourg S.à r.l.

Commercial brand(s)

Commercial brand(s)	Short form(s) used
M7 Group	M7
Focus Sat	
Canal Digitaal	
TV VLAANDEREN	
Télésat	
AustriaSat	
HD Austria	
Skylink	
Online.nl	Online

Legal form
Société à reponsabilité limitée (Limited liability company)

Registered office

Number	Street
2	rue Albert Borschette
Zip Code	**Locality**
1246	Luxembourg

Object of the company

The object of the Company is the taking of participations under any form whatsoever, both in Luxembourg and abroad, in an companies or undertakings, under any form whatsoever, and the holding, administration, management, control, development and sale or alienation of these participations, in totality or in part, for the counterpart the Company deems appropriate, and more specifically against corporate shares or securities of any company acquiring them. The Company can, more specifically, acquire through subscription, purchase and exchange or in any other way, any certificates, corporate shares and/or other participating securities, bonds, debts, certificates of deposits and/or other debt instruments, and in general, any financial assets or instruments issued by any public or private entity. The Company can conclude, assist or participate in financial, commercial or other transactions. It can grant any assistance and participate in the creation, development, management and control of any company or undertaking. The Company can raise funds under any form whatsoever with the exception of public offering, including through the issuing of bonds, and guarantee the reimbursement of any borrowed amount. It can be party to any type of loan agreement and it can proceed (...)

[redacted]

Corporate capital

Type	Amount	Currency	Status
Fixed	2 700 000	Euro	Fully paid-up

Date of incorporation
07/06/2002

Duration of the company
Unlimited

Financial year

First financial year or shortened financial year		Financial year	
from	until	from	until
not registered	not registered	not registered	not registered

NACE Code (Information updated on a monthly basis)
61.300
Télécommunications par satellite (Satellite telecommunications)

Partner(s)
CDS TopCo B.V.

Registration number
32122598
Name of the company or corporate denomination
CDS TopCo B.V.

Country	Name of registry
The Netherlands	Trade register of the Chamber of Commerce of The Netherlands

Foreign legal form
Société à responsabilité limitée (Limited liability company)

Registered office

Number	Street	
21	Wilhelminastraat	
Zip Code	Locality	Country
1211RH	Hilversum	The Netherlands

[redacted]

Director(s) / Manager(s)
Signature powers as per the articles of association
In case of a sole manager, the Company will be bound by the sole signature of the manager, and in case there are more managers, by the joint signature of any two managers.

[redacted]

Number	Street	
2	Rue Albert Borschette	
Zip Code	Locality	Country
1246	Luxembourg	Luxembourg

Type of mandate

Body	Function
Board of managers	Manager

Term of office

Date of appointment	Term of office
30/06/2020	Unlimited

[redacted]

Private or professional address

Number	Street	
2	Rue Albert Borschette	
Zip Code	Locality	Country
1246	Luxembourg	Luxembourg

Type of mandate

Body	Function
Board of managers	Manager

Term of office

Date of appointment	Term of office
30/06/2020	Unlimited

[redacted]

Private or professional address

Number	Street	
2	Rue Albert Borschette	
Zip Code	Locality	Country
1246	Luxembourg	Luxembourg

Type of mandate

Body	Function
Board of managers	Manager

Term of office

Date of appointment	Term of office
30/06/2020	Unlimited

Person(s) in charge of the daily management

[redacted]

Private or professional address

Number	Street	
2	Rue Albert Borschette	
Zip Code	Locality	Country
1246	Luxembourg	Luxembourg

Type of mandate

Function
Delegate to the daily management

Term of office

Date of appointment	Term of office
30/06/2020	Unlimited

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Person(s) in charge of auditing the accounts

[redacted]

Merger/Splitt

Type of operation	Form
Merger	Through absorption

(1) Canal + Luxembourg S.à r.l.

Registration number	Name of the company or corporate denomination
B87905	Canal + Luxembourg S.à r.l.

Legal form
Société à reponsabilité limitée (Limited liability company)

Registered office

Number	Street	
2	rue Albert Borschette	
Zip Code	**Locality**	**Country**
1246	Luxembourg	Luxembourg

(1) M7 Group SA

Registration number	Name of the company or corporate denomination
B148037	M7 Group SA

Legal form
Société anonyme (Joint stock company)

Registered office

Number	Street	
2	rue Albert Borschette	
Zip Code	**Locality**	**Country**
1246	Luxembourg	Luxembourg

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For certified extract (2)

Luxembourg, 10/07/2020

For the Manager of the Register of Trade and Companies (3)

Luxembourg Business Registers (Electronic signature)

(1) Registration pursuant to the law of 27/05/2016 on the reform of the legal publication for companies and associations
(2) Pursuant to article 21, paragraph 2 of the amended law of 19 December 2002 regarding the Register of Trade and Companies and of the companies' bookkeeping and the annual accounts and article 21 of the amended grand ducal regulation of 23 January 2003 on the implementation of the law of 19 December 2002 regarding the Register of Trade and Companies and of the companies' bookkeeping and the annual accounts, the present extract recapitulates at least the latest data communicated to the Register of trade and Companies until three days before the issuing of said extract. If in the meantime an amendment notified to the Register of Trade and Companies, it is possible that such modification was not taken into account at the time the present extract was issued.
(3) The present excerpt was issued and signed electronically
The officer of the trade register only warrants the authenticity of the origin and the integrity of the information in the present excerpt with regard to the information recorded in the trade register only if the present excerpt bears an electronic signature issued by the officer of the trade register

Certified translation of the document in French done in Luxembourg, on 08 September 2020

[redacted]

JT EJ

RCS

REGISTRE DE COMMERCE
ET DES SOCIÉTÉS

Document muni d'une signature électronique qualifiée

Le présent document est établi électroniquement et est muni d'une signature électronique qualifiée par le gestionnaire du registre de commerce et des sociétés de manière à garantir l'authenticité de l'origine et l'intégrité des informations contenues sur ce document par rapport aux informations inscrites ou par rapport aux documents déposés au registre de commerce et des sociétés.

[redacted]

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Recueil Electronique des Sociétés et Associations
Numéro RCS : B87905
Référence de publication : RESA_2020_115.454
Publié au RESA N° RESA_2020_115 le 22/05/2020
Déposé et enregistré le 22/05/2020

UPC DTH S.à r.l.
Société à responsabilité limitée
Siège social: 2, Rue Albert Borschette, L-1246 Luxembourg
Grand-Duché de Luxembourg
R.C.S. Luxembourg: B 87905

UPC DTH S.à r.l.
Société à responsabilité limitée
Registered office: 2, Rue Albert Borschette, L-1246 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 87905

AND

M7 Group SA
Société anonyme
Registered office: 2, Rue Albert Borschette, L-1246 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 148073

COMMON DRAFT TERMS OF MERGER

THE UNDERSIGNED:

1. **UPC DTH S.à r.l.**, a Luxembourg private limited liability company (*société à responsabilité limitée*), having its registered office at 2, rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies' Register (*R.C.S. Luxembourg*) under number B 87905 ("**UPC**" or the "**Absorbing Company**");

AND

2. **M7 Group SA**, a Luxembourg public limited liability company (*société anonyme*), having its registered office at 2, Rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies' Register (*R.C.S. Luxembourg*) under

JT EJ

number B 148073 ("**M7 Group**" or the "**Absorbed Company**", together with the Absorbing Company being referred to as the "**Merging Companies**"),

have decided to establish together, in writing and under private seal, the following common draft terms of merger (the "**Merger Project**") relating to the merger by absorption of the Absorbed Company by the Absorbing Company, followed by its dissolution without liquidation (the "**Merger**") in accordance with articles 1020-1 and following of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "**Law**").

IT IS STATED AS FOLLOWS:

[redacted]

JT EJ

[redacted]

JT EJ

[redacted]

JT. EJ

JT EJ

[redacted]

JT EJ
EJ

(Signature page follows)

[redacted]

(Signature page follows)

JT. JT

EJ EJ

Signed in Luxembourg on _______ May 2020.

____

UPC DTH S.à r.l.
Represented by: ____________________
Title: Manager

____

M7 Group SA
Represented by: ____________________
Title: Director

JT EJ

SUIT LA TRADUCTION FRANCAISE DU TEXTE QUI PRECEDE :

PROJET COMMUN DE FUSION

LES SOUSSIGNES :

1. **UPC DTH S.à r.l.**, une société à responsabilité limitée luxembourgeoise, ayant son siège social sis au 2, rue Albert Borschette, L-1246 Luxembourg, Grand-Duché de Luxembourg, et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg (*R.C.S. Luxembourg*) sous le numéro B 87905 (« **UPC** » ou la « **Société Absorbante** ») ;

ET

2. **M7 Group SA**, une société anonyme luxembourgeoise, ayant son siège social sis au 2, rue Albert Borschette, L-1246 Luxembourg, Grand-Duché de Luxembourg, et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg (*R.C.S. Luxembourg*) sous le numéro B 148073 (« **M7 Group** » ou la « **Société Absorbée** », ensemble avec la Société Absorbante étant définies comme les « **Sociétés Fusionnantes** »),

ont décidé d'établir ensemble, par écrit et sous seing privé, le présent projet commun de fusion (le « **Projet de Fusion** ») concernant la fusion par absorption de la Société Absorbée par la Société Absorbante, suivie de sa dissolution sans liquidation (la « **Fusion** ») conformément aux articles 1020-1 et suivants de la loi luxembourgeoise du 10 Août 1915 sur les sociétés commerciales, telle que modifiée (la « **Loi** »).

[redacted]

JT EJ

[redacted]

JC EJ

[redacted]

JT EJ

[redacted]

JT JT EJ EJ

[redacted]

JT EJ

[redacted]

JT EJ

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REGISTRE DE COMMERCE
ET DES SOCIÉTÉS

Document muni d'une signature électronique qualifiée

Le présent document est établi électroniquement et est muni d'une signature électronique qualifiée par le gestionnaire du registre de commerce et des sociétés de manière à garantir l'authenticité de l'origine et l'intégrité des informations contenues sur ce document par rapport aux informations inscrites ou par rapport aux documents déposés au registre de commerce et des sociétés.

[redacted]

JT EJ

Recueil Electronique des Sociétés et Associations
Numéro RCS : B87905
Référence de publication : RESA_2020_153.657
Publié au RESA N° RESA_2020_153 le 10/07/2020
Déposé le 10/07/2020

UPC DTH S.à r.l.
R.C.S. Luxembourg: B 87905
Société à responsabilité limitée
Siège social: 2, Rue Albert Borschette, L-1246 Luxembourg
Grand-Duché de Luxembourg

ASSEMBLEE GENERALE EXTRAORDINAIRE DE L'ASSOCIE UNIQUE DU 30 JUIN 2020 NUMERO 1565/20	

In the year two thousand and twenty, on the thirtieth day of June.

[redacted]

There appeared:

M7 Group SA, a Luxembourg public limited liability company (*société anonyme*), having its registered office at 2, Rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies' Register (*R.C.S. Luxembourg*) under number B 148073 (the "**Sole Shareholder**" or the "**Absorbed Company**"),

[redacted]

JT EJ

The appearing party, represented as stated here above, has requested the undersigned notary to record as follows:

I. The Sole Shareholder is the sole shareholder of **UPC DTH S.à r.l.**, a Luxembourg private limited liability company (*société à responsabilité limitée*), having its registered office at 2, Rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies' Register under number B 87905 (the "**Absorbing Company**" together with the Absorbed Company being referred to as the "**Merging Companies**").

II. The sole shareholder of the Absorbed Company is **CDS TopCo B.V.**, a private company with limited liability organized and existing under the laws of the Netherlands, with office address at Wilhelminastraat 21, 1211 RH Hilversum, the Netherlands, and registered with the Trade Register of the Chamber of [redacted]

III. It is intended to merge the Absorbed Company into the Absorbing Company pursuant to the terms and conditions of articles 1020-1 and following of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "**Law**"), whereby the Absorbed Company will cease to exist, and its entire assets and liabilities will be transferred to the Absorbing Company (the "**Merger**").

IV. It is noted that the publication requirements applicable to mergers provided by the Law were fulfilled:

- the common project of merger prepared in accordance with article 1021-1 of the Law (the "**Merger Project**") was published on 22 May 2020 under number RESA_2020_115.454 on the Luxembourg official electronic platform

JT EJ

of central publication in respect of companies and associations (*Recueil Electronique des Sociétés et Associations*, the "**RESA**"), corresponding to a period of at least one month before the date of the present extraordinary general meeting of the sole shareholder of the Absorbing Company convened to decide on the Merger Project; and

- all documents required by article 1021-7 of the Law were deposited at the registered offices of the Merging Companies at least one month before the date of the holding of the general meeting of the sole shareholder of the Merging Companies resolving on the Merger Project.

V. The agenda of the meeting is the following:

AGENDA

1. **Waiving of convening notice;**

2. **Presentation of the Merger Project established by the board of managers and the board of directors of the Merging Companies and acknowledgment of the availability of documents in relation to the contemplated Merger;**

3. **Approval of the merger by absorption of M7 Group SA into UPC DTH S.à r.l.;**

[redacted]

JT EJ

[redacted]

6. **Approval of the amendment to the corporate object of the Absorbing Company;**

7. **Approval of the change of corporate denomination of the Absorbing Company from "UPC DTH S.à r.l." to "Canal+ Luxembourg S.à r.l.";**

8. **Subsequent amendment of article 1, article 2 and article 5 of the articles of association of the Absorbing Company;**

[redacted]

After the foregoing was approved by the Sole Shareholder, the following resolutions have been taken:

JT EJ

[redacted]

JT. EJ

JB[illegible] EJ

[redacted]

JT. EJ

JRT EJ

[redacted]

JT EJ

[redacted]

JT. EJ

JT EJ

[redacted]

SEVENTH RESOLUTION: Subject to approval of the above resolutions, and simultaneously with their approval, the Sole Shareholder resolves to approve the change of corporate denomination of the Absorbing Company from "UPC DTH S.à r.l." to "Canal+ Luxembourg S.à r.l.".

[redacted]

JT EJ

[redacted]

JT EJ

[redacted]

JT. EJ
EJ

[redacted]

JT.

J[illegible]

EJ

EJ

[redacted]

JT EJ

[redacted]

JD EJ

[redacted]

ORDRE DU JOUR

1. **Renonciation au droit de convocation préalable ;**

2. **Présentation du Projet de Fusion établi par le conseil de gérance et le conseil d'administration des Sociétés Fusionnantes et reconnaissance de la disponibilité des documents relatifs à la Fusion envisagée ;**

3. **Approbation de la fusion par absorption de M7 Group SA au sein de UPC DTH S.à r.l. ;**

JT EJ

[redacted]

JT. EJ

JT EJ

[redacted]

JT. EJ

J[illegible] EJ

[redacted]

JT. EJ

EJ

[redacted]

JT. EJ

EJ

[redacted]

JT. EJ

JT EJ

[redacted]

JT. EJ

J[illegible] EJ

[redacted]

JT. EJ

J[illegible] EJ

[redacted]

JT. EJ

JRT EJ

[redacted]

JT. EJ

JT EJ

[redacted]

JT EJ

[redacted]

JT EJ