



**Return of Allotment of Shares**

Company Name: **SoundCloud Limited**

Company Number: **06343600**



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X82YKC5N

## Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From              | To                |
|---|-------------------|-------------------|
|   | <b>19/03/2019</b> | <b>19/03/2019</b> |

|                         |                 |                             |                 |
|-------------------------|-----------------|-----------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted             | <b>39616400</b> |
| <b>Currency:</b>        | <b>EUR</b>      | Nominal value of each share | <b>0.01</b>     |
|                         |                 | Amount paid:                | <b>0.01</b>     |
|                         |                 | Amount unpaid:              | <b>0</b>        |

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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|-------------------------|-----------------|--------------------------|---------------|
| <b>Class of Shares:</b> | <b>A</b>        | Number allotted          | <b>419140</b> |
|                         | <b>ORDINARY</b> | Aggregate nominal value: | <b>4191.4</b> |

Currency: **EUR**

Prescribed particulars

**THE A ORDINARY SHARES SHALL NOT ENTITLE THE HOLDERS OF THEM TO VOTE AT ANY GENERAL MEETING OF THE COMPANY OR TO RECEIVE AND VOTE ON WRITTEN RESOLUTIONS OF THE COMPANY. THE A ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE A ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES THAT IS OUTSIDE OF THIS CONTEXT) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT PLUS ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF THE ARTICLES); (B) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF €1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (C) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES A SHARE HELD, €10.25 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE**

RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 PER SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "ARREARS" MEANS IN RELATION TO ANY SHARE, ALL ARREARS OF ANY DIVIDEND OR OTHER SUMS PAYABLE IN RESPECT OF THAT SHARE AND IRRESPECTIVE OF WHETHER OR NOT THE COMPANY HAS HAD AT ANY TIME SUFFICIENT AVAILABLE PROFITS TO PAY ANY DIVIDEND OR SUMS, TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE ON THAT SHARE.

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|------------------|----------|--------------------------|--------------|
| Class of Shares: | ORDINARY | Number allotted          | 14985877396  |
| Currency:        | EUR      | Aggregate nominal value: | 149858773.96 |

Prescribed particulars

THE ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES THAT IS OUTSIDE OF THIS CONTEXT) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT PLUS ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF THE ARTICLES); (B) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF €1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (C) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY

SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES A SHARE HELD, €10.25 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 PER SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "ARREARS" MEANS IN RELATION TO ANY SHARE, ALL ARREARS OF ANY DIVIDEND OR OTHER SUMS PAYABLE IN RESPECT OF THAT SHARE AND IRRESPECTIVE OF WHETHER OR NOT THE COMPANY HAS HAD AT ANY TIME SUFFICIENT AVAILABLE PROFITS TO PAY ANY DIVIDEND OR SUMS, TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE ON THAT SHARE.

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| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>678333</b>  |
|                         | <b>A</b>      | Aggregate nominal value: | <b>6783.33</b> |
| <b>Currency:</b>        | <b>EUR</b>    |                          |                |

Prescribed particulars

THE SERIES A SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES A SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES THAT IS OUTSIDE OF THIS CONTEXT) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT PLUS ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES

C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF THE ARTICLES); (B) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF €1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (C) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES A SHARE HELD, €10.25 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 PER SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "ARREARS" MEANS IN RELATION TO ANY SHARE, ALL ARREARS OF ANY DIVIDEND OR OTHER SUMS PAYABLE IN RESPECT OF THAT SHARE AND IRRESPECTIVE OF WHETHER OR NOT THE COMPANY HAS HAD AT ANY TIME SUFFICIENT AVAILABLE PROFITS TO PAY ANY DIVIDEND OR SUMS, TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE ON THAT SHARE.

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| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>818195</b>  |
|                         | <b>B</b>      | Aggregate nominal value: | <b>8181.95</b> |
| Currency:               | <b>EUR</b>    |                          |                |

Prescribed particulars

THE SERIES B SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES B SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION

OR PURCHASE OF SHARES THAT IS OUTSIDE OF THIS CONTEXT) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT PLUS ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF THE ARTICLES); (B) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF €1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (C) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES A SHARE HELD, €10.25 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 PER SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "ARREARS" MEANS IN RELATION TO ANY SHARE, ALL ARREARS OF ANY DIVIDEND OR OTHER SUMS PAYABLE IN RESPECT OF THAT SHARE AND IRRESPECTIVE OF WHETHER OR NOT THE COMPANY HAS HAD AT ANY TIME SUFFICIENT AVAILABLE PROFITS TO PAY ANY DIVIDEND OR SUMS, TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE ON THAT SHARE.

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| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>341846</b>  |
|                         | <b>C</b>      | Aggregate nominal value: | <b>3418.46</b> |
| Currency:               | <b>EUR</b>    |                          |                |

Prescribed particulars

**THE SERIES C SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES C SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES THAT IS OUTSIDE OF THIS CONTEXT) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT PLUS ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF THE ARTICLES); (B) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF €1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (C) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES A SHARE HELD, €10.25 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 PER SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES E SHARE HELD, IN**

EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "ARREARS" MEANS IN RELATION TO ANY SHARE, ALL ARREARS OF ANY DIVIDEND OR OTHER SUMS PAYABLE IN RESPECT OF THAT SHARE AND IRRESPECTIVE OF WHETHER OR NOT THE COMPANY HAS HAD AT ANY TIME SUFFICIENT AVAILABLE PROFITS TO PAY ANY DIVIDEND OR SUMS, TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE ON THAT SHARE.

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| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>42074</b>  |
|                         | <b>C-1</b>    | Aggregate nominal value: | <b>420.74</b> |
| Currency:               | <b>EUR</b>    |                          |               |

Prescribed particulars

THE SERIES C-1 SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES C-1 SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES THAT IS OUTSIDE OF THIS CONTEXT) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST, IN PAYING TO EACH OF THE SERIES E SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE EQUAL TO THE PREFERENCE AMOUNT PLUS ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES E SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (A) OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")); (B) SECOND, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT PLUS ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF THE ARTICLES); (C) THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF €1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (D) THE BALANCE OF THE SURPLUS



ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES A SHARE HELD, €10.25 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 PER SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "ARREARS" MEANS IN RELATION TO ANY SHARE, ALL ARREARS OF ANY DIVIDEND OR OTHER SUMS PAYABLE IN RESPECT OF THAT SHARE AND IRRESPECTIVE OF WHETHER OR NOT THE COMPANY HAS HAD AT ANY TIME SUFFICIENT AVAILABLE PROFITS TO PAY ANY DIVIDEND OR SUMS, TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE ON THAT SHARE.

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| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>474616</b>  |
|                         | <b>D</b>      | Aggregate nominal value: | <b>4746.16</b> |
| Currency:               | <b>EUR</b>    |                          |                |

Prescribed particulars

THE SERIES D SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES D SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES THAT IS OUTSIDE OF THIS CONTEXT) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT PLUS ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS

ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF THE ARTICLES); (B) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF €1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (C) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES A SHARE HELD, €10.25 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 PER SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "ARREARS" MEANS IN RELATION TO ANY SHARE, ALL ARREARS OF ANY DIVIDEND OR OTHER SUMS PAYABLE IN RESPECT OF THAT SHARE AND IRRESPECTIVE OF WHETHER OR NOT THE COMPANY HAS HAD AT ANY TIME SUFFICIENT AVAILABLE PROFITS TO PAY ANY DIVIDEND OR SUMS, TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE ON THAT SHARE.

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| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>724459</b>  |
|                         | <b>E</b>      | Aggregate nominal value: | <b>7244.59</b> |
| <b>Currency:</b>        | <b>EUR</b>    |                          |                |

Prescribed particulars

**THE SERIES E SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES E SHARES**

DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES THAT IS OUTSIDE OF THIS CONTEXT) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST, IN PAYING TO EACH OF THE SERIES E SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE EQUAL TO THE PREFERENCE AMOUNT PLUS ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES E SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (A) OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")); (B) SECOND, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT PLUS ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF THE ARTICLES); (C) THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF €1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (D) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES A SHARE HELD, €10.25 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 PER SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT

IN RESPECT OF EACH SERIES E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "ARREARS" MEANS IN RELATION TO ANY SHARE, ALL ARREARS OF ANY DIVIDEND OR OTHER SUMS PAYABLE IN RESPECT OF THAT SHARE AND IRRESPECTIVE OF WHETHER OR NOT THE COMPANY HAS HAD AT ANY TIME SUFFICIENT AVAILABLE PROFITS TO PAY ANY DIVIDEND OR SUMS, TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE ON THAT SHARE.

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## Statement of Capital (Totals)

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|           |            |                                |                     |
|-----------|------------|--------------------------------|---------------------|
| Currency: | <b>EUR</b> | Total number of shares:        | <b>14989376059</b>  |
|           |            | Total aggregate nominal value: | <b>149893760.59</b> |
|           |            | Total aggregate amount unpaid: | <b>0</b>            |

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.



Companies House

**COMPANY NAME: SOUND CLOUD LIMITED**

**COMPANY NUMBER: 06343600**

**A second filed SH01 was registered on 03/06/2019.**