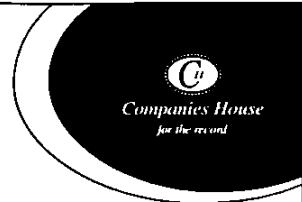


SH01

Return of allotment of shares



You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

What this form is for
You may use this form to give
notice of shares allotted following
incorporation

What this form is NOT for
You cannot use this form
notice of shares taken by
on formation of the company
for an allotment of a new
shares by an unlimited company

FRIDAY



LD3 30/12/2011 #175
COMPANIES HOUSE

1 Company details

Company number 06343600

Company name in full SOUND CLOUD LIMITED

Filling in this form
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Allotment dates

From Date 23 12 2011
To Date

Allotment date
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares
(Please use a continuation page if necessary)

Currency
If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc)	Currency	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
SERIES C	€	315,550	€0.01	€70,828.8	NIL

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Continuation page
Please use a continuation page if
necessary

Details of non-cash
consideration
If a PLC, please attach
valuation report (if
appropriate)

SH01
Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Currency		EURO			
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸	
ORDINARY	€0.01	NIL	1,293,610	€12,936.10	
SERIES A	€3,685	NIL	678,333	€6,783.33	
Totals					

Currency					
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸	
Totals					

6 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital		❸ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	3,105,688		
Total aggregate nominal value ❸	€31,056.88		

❶ Including both the nominal value and any share premium

❷ E.g. Number of shares issued multiplied by nominal value of each share

❸ Total number of issued shares in this class.

Continuation Pages
Please use a Statement of Capital continuation page if necessary

SH01
Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5		<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share	ORDINARY	
Prescribed particulars	The ordinary shares have attached to them full voting, dividend and capital distribution rights, including on a winding up. The ordinary shares do not confer any rights of redemption. Liquidation rights are per the continuation page	
Class of share	SERIES A	
Prescribed particulars	The series A shares have attached to them full voting, dividend and capital distribution rights, including on a winding up. The series A shares do not confer any rights of redemption. Liquidation rights are per the continuation page	
Class of share	SERIES B	
Prescribed particulars	The series B shares have attached to them full voting, dividend and capital distribution rights, including on a winding up. The series B shares do not confer any rights of redemption. Liquidation rights are per the continuation page	

8

Signature

I am signing this form on behalf of the company		<p>Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X <i>Tue Pal</i>, <i>for and on behalf of BR Secretaries Limited</i> X</p>	
<p>This form may be signed by</p> <p>Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>		

SH01

Return of allotment of shares



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name PHILLIP BURTON

Company name BROWN RUDNICK LLP

Address 8 CLIFFORD STREET

Post town LONDON

Country/Region

Postcode W 1 S 2 L Q

Country ENGLAND

DX

Telephone 0207 851 6000



Checklist

We may return the forms completed incorrectly or with information missing

Please make sure you have remembered the following

- The company name and number match the information held on the public Register
- You have shown the date(s) of allotment in section 2
- You have completed all appropriate share details in section 3
- You have completed the appropriate sections of the Statement of Capital
- You have signed the form



Important information

Please note that all information on this form will appear on the public record



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

SH01 - continuation page
Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	SERIES C +
Prescribed particulars	The series C shares have attached to them full voting, dividend and capital distribution rights, including on a winding up. The series C shares do not confer any rights of redemption. Liquidation rights are per the continuation page.

SOUNDCLOUD LIMITED
COMPANY NUMBER 6343600

CONTINUATION PAGE TO FORM SH01· RETURN OF ALLOTMENT OF SHARES

Definitions

"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,

"Articles" means the articles of association of the Company,

"Company" means Soundcloud Limited,

"Deferred Shares" means deferred shares of £0 01 each in the capital of the Company,

"Ordinary Shares" means the ordinary shares of £0 01 each or €0 01 each in the capital of the Company, or any one or more of them, as the context requires,

"Preference Amount" means €3 6855 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 A Share held, €10 25 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 B Share held and €70 8288 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 C Share held, in each case as adjusted for any stock splits, consolidation or anti-dilution adjustments,

"Series A Shares" means the series A convertible preferred shares of €0 01 each in the capital of the Company,

"Series A Shareholders" means the holders of the Series A Shares,

"Series B Shares" means the series B convertible preferred shares of €0 01 each or £0 01 each in the capital of the Company, or any one or more of them, as the context requires,

"Series B Shareholders" means the holders of the Series B Shares,

"Series C Shares" means the series C convertible preferred shares of €0 01 each in the capital of the Company, or any one or more of them, as the context requires,

"Series C Shareholders" means the holders of the Series C Shares,

"Shares" means the Ordinary Shares, Deferred Shares, the Series A Shares, Series B Shares and the Series C Shares in issue and outstanding from time to time,

Liquidation preference

On a distribution of assets on a liquidation or a 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 (to the extent that the Company is lawfully permitted to do so)

- (a) first, in paying to each of the Series A Shareholders, Series B Shareholders and the Series C 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 and Series C Shareholders pro rata to the aggregate amounts otherwise due to them under 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) finally, the balance of the any surplus assets shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held