

Soundcloud Limited
(the "Company")


Company number 6343600

STATEMENT OF THE DIRECTORS UNDER SECTION 627(8) OF THE COMPANIES ACT 2006

We, the directors named below (being all the directors of the Company as at the date of this statement), have formed the opinion that:

- the reduction in share capital of the Company taking place on the date of this statement is in accordance with section 626(4) of the Companies Act 2006 such that the amount by which the Company's share capital is being reduced does not exceed 10% of the nominal value of the Company's allotted share capital immediately after the reduction.

Signed by


Fred Wilson
Date 23/12/11

Alexander Ljung
Date

Stefan Tirley
Date

Christophe Meire
Date

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THURSDAY



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COMPANIES HOUSE

Soundcloud Limited
(the "Company")

Company number 6343600

STATEMENT OF THE DIRECTORS UNDER SECTION 627(6) OF THE COMPANIES ACT 2006

We the directors named below (being all the directors of the Company as at the date of this statement) have formed the opinion that

- the reduction in share capital of the Company taking place on the date of this statement is in accordance with section 626(4) of the Companies Act 2006 such that the amount by which the Company's share capital is being reduced does not exceed 10% of the nominal value of the Company's allotted share capital immediately after the reduction

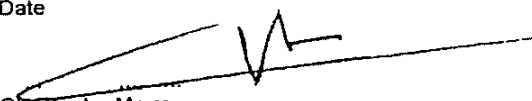
Signed by

Fred Wilson
Date


Alexander Ljung
Date

23/12/11

Stefan Tirtey
Date


Christophe Maire
Date

23/12/11

Soundcloud Limited
(the 'Company')

Company number 6343800

STATEMENT OF THE DIRECTORS UNDER SECTION 627(B) OF THE
COMPANIES ACT 2006

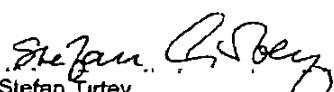
We, the directors named below (being all the directors of the Company as at the date of this statement), have formed the opinion that:

- the reduction in share capital of the Company taking place on the date of this statement is in accordance with section 626(4) of the Companies Act 2006 such that the amount by which the Company's share capital is being reduced does not exceed 10% of the nominal value of the Company's allotted share capital immediately after the reduction

Signed by

Fred Wilson
Date

Alexander Ljung
Date


Stefan Tirtey
Date

23.12.2011

Christophe Maire
Date