

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE MEMBERS
OF
SOUNDCLOUD LIMITED
(the "Company")

SATURDAY



THE FOLLOWING SPECIAL RESOLUTIONS WERE DULY PASSED AS WRITTEN RESOLUTIONS BY THE REQUISITE MEMBERS OF THE COMPANY ON 15 AUGUST 2017, PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (THE "ACT"):

SPECIAL RESOLUTIONS

1. THAT the Company's existing articles of association (the "**Articles**") of the Company shall be amended as follows:

a. the definition of "Holding Company" shall be deleted in its entirety and replaced as follows:

'Holding Company' means any newly formed company or vehicle (including, without limitation, a Cayman Islands limited liability corporation or other exempted company or exempted limited partnership) in which the economic rights of each Shareholder are or are to be held in the same proportions as their shares in the Company in all material respects and the economic rights of the classes of shares or membership interests in the Holding Company are or are to be the same, and are or are to be held in the same proportions, in each case in all material respects as those of the classes of shares in the Company;

b. Article 14.5 in the Articles shall be deleted in its entirety and replaced as follows:

"14.5 Unless required so to in these Articles, no Ordinary Shares shall be transferred without the consent of the Board, other than transfers which are Permitted Transfers."

c. Article 15.11 in the Articles shall be deleted in its entirety and replaced as follows:

"15.11 Notwithstanding any other provision in these Articles, the Company may at any time cause the transfer of all of the shares in the Company to a Holding Company, provided such transaction has been approved by the Board with Investor Majority Consent (a "Holding Company Transfer") and such transaction shall not be required to comply with any of the other provisions of these Articles (including, without limitation articles 5, 6 and 22). If the Board resolves (with Investor Majority Consent) to cause a Holding Company Transfer then each Shareholder is obliged to exchange its shares in the Company for securities, units or membership interests in that Holding Company ("Exchange Securities") and each Shareholder hereby irrevocably undertakes to do all things, execute, complete and deliver all documents, waivers or consents and pass all resolutions, in each case to give effect to

and in respect of the Holding Company Transfer and issue of Exchange Securities. If in connection with a Holding Company Transfer, the Board or the board of directors or managers of any Holding Company resolves to take any action to restructure the Company or the Holding Company or any equity interest in the Company or the Holding Company, including, without limitation, converting some or all of the Exchange Securities into a single class of securities or other interests, re-designating some or all of the Exchange Securities (or other interests), re-classifying some or all of the Exchange Securities (or other interests), exchanging some or all of the Exchange Securities for securities or other interests in another entity (in any class), undertaking a reorganisation or restructuring of the group or varying any rights of Shareholders or holders of Exchange Securities or rights attaching to Shares or Exchange Securities ("Holding Company Transfer Related Actions"), then provided that such Holding Company Transfer Related Actions are effected substantially in accordance with any circular sent to Shareholders informing them of the Holding Company Transfer, each Shareholder hereby irrevocably undertakes, and irrevocably appoints one of the Directors (or some other person nominated by a resolution of the Board) as its agent, to do all things, and execute and deliver, on behalf and in the name of such Shareholder, all documents to give effect to and in respect of the relevant Holding Company Transfer, the issue of Exchange Securities and/or the Holding Company Transfer Related Actions, including, without limitation, consents, execution of stock transfer forms, share exchange agreements and any members' agreements (both before and after the implementation of any Holding Company Transfer Related Actions)."

d. the following article shall be inserted as Article 15.12:

"15.12 Notwithstanding any other provision in these Articles, on any person, on or following a Holding Company Transfer and/or any Holding Company Transfer Related Actions, becoming a holder of shares pursuant to the exercise of subscription rights (including, without limitation, options to acquire shares in the Company, warrants to require the allotment of shares in the Company or the conversion of any convertible security of the Company) (a "New Equity Security Holder"), the provisions of Article 15.11 (with the necessary changes) shall apply to such New Equity Security Holder on the same terms and such New Equity Security Holder shall be bound, immediately upon becoming a New Equity Security Holder, to do all things, execute, complete and deliver all documents, waivers or consents and pass all resolutions to give effect to and in respect of the Holding Company Transfer, the issue of Exchange Securities and/or any Holding Company Transfer Related Actions, as if such New Equity Security Holder had been a Shareholder immediately prior to the Holding Company Transfer. Each New Equity Security Holder hereby irrevocably undertakes, and irrevocably appoints one of the Directors (or some other person nominated by a resolution of the Board) as its agent, to do all things, and execute and deliver, on behalf and in the name of such New Equity Security Holder, all documents to give effect to and in respect of the relevant Holding Company Transfer, the issue of Exchange Securities and/or the Holding Company Transfer Related Actions, including, without limitation, consents, execution of stock transfer forms, share exchange agreements and any members' agreements (both before and after the implementation of any Holding Company Transfer Related Actions)."

e. the current Article 15.12 be re-numbered as Article 15.13; and

f. Article 26 in the Articles shall be deleted in its entirety and replaced as follows:

"26 Unless and until the Company in general meeting shall otherwise determine the number of Directors shall be not less than two (2) and not more than six (6)."

2. THAT any decision or action taken by the directors of the Company or the Company (including without limitation any resolutions of the directors of the Company) while the Company was in breach of Article 26 of the Articles prior to the date of these Resolutions is hereby approved and ratified.


ERISKA SECRETARIES LIMITED
Company Secretary