

Company Number 6343600

SOUNDCLOUD LIMITED

(the "Company")

MEMBERS WRITTEN RESOLUTIONS PURSUANT TO SECTION 283(2) OF THE COMPANIES ACT 2006 (the Act)

December 2011 (the "Circulation Date")

Passed 23 December 2011

We the undersigned, being eligible members of the Company holding not less than 75% of the total voting rights being entitled to attend and vote at general meetings of the Company, pursuant to section 283(2) of the Act, hereby AGREE and RESOLVE the following to take effect as if they had been passed as an ordinary resolution and special resolutions (as indicated) of the Company at a general meeting duly convened and held

ORDINARY RESOLUTION

- 1 THAT 1,293,610 Ordinary Shares of £0.01 each in the capital of the Company and 111,950 Series B Shares of £0.01 each in the capital of the Company be redenominated to 1,293,610 Ordinary Shares of £0.01172 each in the capital of the Company and 111,950 Series B Shares of £0.01172 each in the capital of the Company, respectively by using a spot rate of exchange of 1/1.172 £/€ which was the rate of exchange prevailing on 8 December 2011

SPECIAL RESOLUTIONS

- 2 THAT further to Resolution 1 above the Company's share capital be reduced from €30,318.94 to €27,901.38 for the purpose of rounding the nominal value of each of the newly redenominated shares referred to in Resolution 1 above to €0.01 each and the aggregate amount of the reduction being €2,417.56, be transferred to a redenomination reserve of the Company
- 3 THAT in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot Series C Shares of €0.01 each in the capital of the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to a nominal amount of €3155.50 provided that this authority is for a period expiring five years from the date of this resolution, unless renewed, varied or revoked by the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act or section 80 of the Companies Act 1985
- 4 THAT in accordance with section 551 of the Act the directors be generally and unconditionally authorised to allot up to 365,358 Ordinary Shares of €0.01 each in the capital of the Company in respect of an employee share option plan in the Company provided that this authority is for a period expiring five years from the date of this resolution, unless renewed, varied or revoked by the Company, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority

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conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act or section 80 of the Companies Act 1985.

- 5 THAT pursuant to the authorities granted in resolutions 3 and 4 above in accordance with section 570 of the Act, the directors be generally empowered to allot such relevant securities (as defined in section 560 of the Act) as if section 561(1) of the Act, or the restrictions as to pre-emption provisions in the articles of association of the Company did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived, provided that this power shall be limited to the allotment of 315,550 Series C Shares of €0.01 each in the capital of the Company and of 365,358 Ordinary Shares of €0.01 each in the capital of the Company and in each case is for a period of five years from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
- 6 THAT the aggregate 26,296 ordinary shares of €0.01 each in the capital of the Company (the "Ordinary Shares") proposed to be transferred by 1000 Monkeys Consulting GmbH and Wonky GmbH to GGK Capital IV L.P. (following the redenomination and reduction of capital referred to in Resolutions 1 and 2, respectively) (the "Ordinary Share Transfer") be re-designated into Series C Shares of €0.01 each in the capital of the Company, having the rights and being subjected to the restrictions set out in the New Articles referred to in Resolution 7 below, such re-designation to take effect immediately prior to completion of the Ordinary Share Transfers.
- 7 THAT the attached articles of association (the "New Articles") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

Company Number 6343600

NOTES

1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning a copy of it to the Company

(a) by email by attaching a scanned copy of the signed document to an email and sending it to pburton@brownrudnick.com Please enter "Soundcloud Limited Resolutions" in the email subject box

Please then deliver the original signed copy:

(b) by hand delivering the signed copy to Phill Burton at Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ, or

(c) by post returning the signed copy by post to Phill Burton at Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ

2 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date

5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

6 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document

Company Number 6343600

AGREEMENT

Please read the notes to this document before signifying your agreement to the above resolutions (the "Resolutions")

The undersigned being members of the Company entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions

B J. E.
Bird Equity (B. ZACHARIAS-LANGLANS,
Director) Ableton AG

Atlantic Ventures GmbH

Gerhard Behles

Jan Bohi GmbH

Tariq Krim

Newborn Capital Holding AG

Bernd Roggendorf

Christian Zippel

Atlantic Internet GmbH

W A T Z Ventures GmbH

DHCT II Nominees Limited

Officers Nominees Limited

Wonky GmbH

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Atlantic Ventures GmbH

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Gerhard Behles

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Jan Beni GmbH

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Tariq Krim

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Newborn Capital Holding AG

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Bernd Roggenhoff

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Christian Zippel

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Atlantic Internet GmbH

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WATZ Ventures GmbH

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DHCT II Nominees Limited

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Officers Nominees Limited

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Winky GmbH

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1000 Monkeys Consulting GmbH

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Index Ventures V (Jersey) L P

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Gerhard Behles

Jan Bohl GmbH


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Jan Bohl GmbH

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Newborn Capital Holding AG

Bernd Roggendorf

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Atlantic Internet GmbH

W A T Z Ventures GmbH

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Gerhard Behles

Jan Bohl GmbH

Tanq Kim

Newborn Capital Holding AG

Bernd Roggendorf

Christian Zippel


Atlantic Internet GmbH

WATZ Ventures GmbH

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Jan Bohl GmbH

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Tanq Krim

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Newborn Capital Holding AG

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Bernd Roggendorf

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Christian Zippel

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Atlantic Internet GmbH

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W.A.T.Z. Ventures GmbH

- Felix Petersen

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DHCT II Nominees Limited

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Officers Nominees Limited

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Worley GmbH

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Atlantic Ventures GmbH

Gerhard Behles

Jan Bohl GmbH

Tanq Km

Newborn Capital Holding AG

Bernd Rogendorf

Christian Zippel

Atlantic Internet GmbH

WATZ Ventures GmbH


DHCT II Nominees Limited

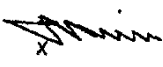

Officers Nominees Limited


Wonky GmbH

1000 Monkeys Consulting GmbH

Index Ventures V (Jersey) L P

Index Ventures V Parallel
Entrepreneur Fund (Jersey) L P


* Yucca Partners L P Jersey Branch
SHANE HUGGIN AUTHORIZED SIGNATORY

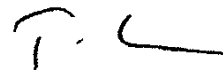

PETER MITCHELL AUTHORIZED SIGNATORY

Union Square Ventures 2008, L P

A-Grade Investments, LLC

* By Ogier Employee Benefit Services Limited
as Authorised Signatory of Yucca Partners LP
Jersey Branch in its capacity as Administrator of
The Index Co-Investment Scheme

1000 Monkeys Consulting GmbH



**Tamara Williams
Director**

Index Venture Associates V Limited
As Managing General Partner of
Index Ventures V (Jersey) L P



**Tamara Williams
Director**

Index Venture Associates V Limited
As Managing General Partner of
Index Ventures V Parallel
Entrepreneur Fund (Jersey) L P

Yucca Partners L P Jersey Branch

Union Square Ventures 2008, L P

A-Grade Investments, LLC



1000 Monkeys Consulting GmbH

Index Ventures V (Jersey) L P

Index Ventures V Parallel
Entrepreneur Fund (Jersey) L P

Yucca Partners L P Jersey Branch

Union Square Ventures 2008, L P

A-Grade Investments, LLC

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1000 Monkeys Consulting GmbH

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Index Ventures V (Jersey) L.P.

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Index Ventures V Parallel
Entrepreneur Fund (Jersey) L.P.

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Yucca Partners L P Jersey Branch

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Union Square Ventures 2008, L.P


A-Grade Investments, LLC

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

NEW

ARTICLES OF ASSOCIATION

of

SOUNDCLOUD LIMITED

(Adopted by a special resolution passed on 23 Dec 2011)

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Brown Rudnick LLP
8 Clifford Street
London W1S 2LQ
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