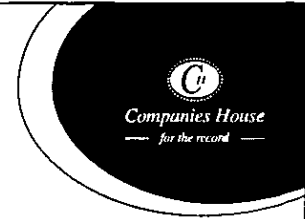


RP04

Second filing of a document previously delivered



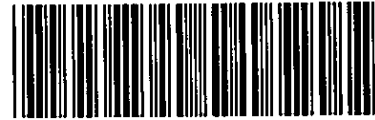
What this form is for
You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register

What this form is NOT for
You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 regardless of when it was delivered

A second filing of a document cannot be filed where it is corrected information that was originally properly delivered. Form RP04 cannot be used in these circumstances

For further information, please refer to our guidance at www.companieshouse.gov.uk



A03 *A1C5GJ75* #223
30/06/2012
COMPANIES HOUSE

SATURDAY

1 Company details

Company number 0 6 3 4 3 6 0 0

Company name in full SOUND CLOUD LIMITED

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

2 Description of the original document

Document type ① SH01 (allotment date 23 05 2012)

Date of registration of the original document ^d3 ^d0 ^m0 ^m5 ^y2 ^y0 ^y1 ^y2

① **Description of the original document**
Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day

3 Applicable documents

This form **only** applies to the following forms:
AP01 Appointment of director
AP02 Appointment of corporate director
AP03 Appointment of secretary
AP04 Appointment of corporate secretary
CH01 Change of director's details
CH02 Change of corporate director's details
CH03 Change of secretary's details
CH04 Change of corporate secretary's details
TM01 Termination of appointment of director
TM02 Termination of appointment of secretary
SH01 Return of allotment of shares
AR01 Annual Return

4 Section 243 Exemption ②

If you are applying for, or have been granted, exemption under section 243 of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

② If you are currently in the process of applying for or have been granted a Section 243 exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01)

RP04

Second filing of a document previously delivered



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 **EMMA QUINN**

Company name **BROWN RUDNICK LLP**

Address **8 CLIFFORD STREET**

Post town **LONDON**

County/Region

Postcode **W 1 S 2 L Q**

Country **UNITED KINGDOM**

DX

Telephone **0207 851 6000**



Checklist

We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies
- If you are updating a document where you have previously paid a fee, do not send a fee along with this form
- You have enclosed the second filed document(s)
- If the company to which this document relates has signed up to the PROOF (PROTECTED Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing'



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

Section 243 exemption

If you are applying for or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



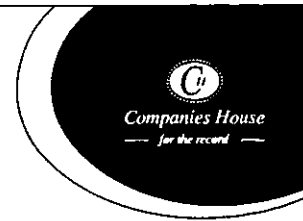
Further information

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

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 to give
notice of shares taken by subs
on formation of the company
for an allotment of a new class
shares by an unlimited company

SATURDAY

A03 "A1C5GJ/1" #222
30/06/2012
COMPANIES HOUSE

1 Company details

Company number	0	6	3	4	3	6	0	0
Company name in full	SOUNDCLOUD LIMITED							

→ **Filing 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	^d 2	^d 3	^m 0	^m 5	^y 2	^y 0	^y 1	^y 2
To Date	^d	^d	^m	^m	^y	^y	^y	^y

⌚ **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-1	\$	42,074	0 01	\$95 07*	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)

*VALUE IN RESPECT OF ALL ASSETS TRANSFERRED BY INSTINCTIV BUGARIA EOOD

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	€0 01	NIL	1,267,314	€12,673 14
SERIES A	€3 6855	NIL	678,333	€6,783 33
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 3,147,762

Total aggregate nominal value ③ €31,477 62

③ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② Total number of issued shares in this class

④ E.g. Number of shares issued multiplied by nominal value of each share

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

Class of share	ORDINARY
Prescribed particulars ¹	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 ¹	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 ¹	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

1 Prescribed particulars of rights attached to shares

- The particulars are
- 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

A separate table must be used for each class of share

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

8 Signature

I am signing this form on behalf of the company

Signature

Signature

X


for and on behalf of BR Secretaries Ltd

X

1 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

1 Person authorised
Under either section 270 or 274 of the Companies Act 2006

This form may be signed by
~~Director~~ ¹ Secretary, ~~Person authorised~~ ¹ Administrator, ~~Administrative receiver,~~
~~Receiver, Receiver manager, CIC manager~~

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.

7 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	SERIES C-1 +
Prescribed particulars	<p>The series C-1 shares have attached to them full voting, dividend and capital distribution rights, including on a winding up. The series C-1 shares do not confer any rights of redemption. Liquidation rights are per the continuation page.</p>

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 in the capital of the Company, or any one or more of them,

"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 in the capital of the Company, or any one or more of them,

"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,

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

"Series C-1 Shares" means the series C-1 convertible preferred shares of €0 01 each in the capital of the Company, or any one or more of them,

"Series C-1 Shareholders" means the holders of the Series C-1 Shares,

"Shares" means the Ordinary Shares, Deferred Shares, the Series A Shares, Series B Shares, Series C Shares and the Series C-1 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 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 this Article 5(a)),
- (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 any surplus assets shall be distributed among the holders of the Series C-1 Shares and the Ordinary Shares pro rata to the number of Series C-1 Shares or, as the case may be, Ordinary Shares held

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 **EMMA QUINN**

Company name **BROWN RUDNICK LLP**

Address **8 CLIFFORD STREET**

Post town **LONDON**

Country/Region

Postcode **W 1 S 2 L Q**

Country **UNITED KINGDOM**

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

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