

**Return of Allotment of Shares**Company Name: **SOUNDCLOUD LIMITED**Company Number: **06343600**Received for filing in Electronic Format on the: **21/12/2016**

X5MARQEQ

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	19/07/2016	22/09/2016

Class of Shares:	SERIES D	Number allotted	8904
Currency:	EUR	Nominal value of each share	0.01
		Amount paid:	0.01
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1252159
Currency:	EUR	Aggregate nominal value:	12521.59

Prescribed particulars

THE ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR 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 (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D 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, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF 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) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE 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 THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 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 E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "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.

Class of Shares:	A	Number allotted	419140
	ORDINARY	Aggregate nominal value:	4191.4
Currency:	EUR		

Prescribed particulars

THE A ORDINARY SHARES SHALL NOT ENTITLE THE HOLDERS OF THEM TO VOTE AT ANY GENERAL MEETING OF THE COMPANY OR TO RECEIVE AND VOTE ON WRITTEN RESOLUTIONS OF THE COMPANY. THE A ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE A ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR 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 (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D 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, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF 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) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES,

A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE 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 THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 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 E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "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.

Class of Shares:	SERIES	Number allotted	678333
	A	Aggregate nominal value:	6783.33
Currency:	EUR		

Prescribed particulars

THE SERIES A SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES A SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR 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 (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS,

SERIES C SHAREHOLDERS AND SERIES D 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, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF 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) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE 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 THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 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 E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "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.

Class of Shares:	SERIES	Number allotted	818195
	B	Aggregate nominal value:	8181.95
Currency:	EUR		

THE SERIES B SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES B SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR 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 (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D 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, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF 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) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE 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 THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 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 E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. ARREARS MEANS IN RELATION TO ANY SHARE, ALL ARREARS OR 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.

Class of Shares:	SERIES	Number allotted	341846
	C	Aggregate nominal value:	3418.46
Currency:	EUR		

Prescribed particulars

THE SERIES C SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES C SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR 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 (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D 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, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF 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) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE 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 THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF

EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 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 E SHARE HELD, IN EACH CASE 3S ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "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.

Class of Shares:	SERIES	Number allotted	42074
	C-1	Aggregate nominal value:	420.74
Currency:	EUR		

Prescribed particulars

THE SERIES C-1 SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES C-1 SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR 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 (A) FIRST, IN PAYING TO EACH OF THE SERIES E SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE 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 E SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (A) OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")); (B) SECOND, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D 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, SERIES C SHAREHOLDERS AND

SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF THE ARTICLES); (C) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF C1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (D) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE 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 THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 PER SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACRRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "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.

Class of Shares:	SERIES	Number allotted	463546
	D	Aggregate nominal value:	4635.46

Currency: **EUR**

Prescribed particulars

THE SERIES D SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES D SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR 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 (A) FIRST, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D 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, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF 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) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE 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 THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 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 E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. ARREARS" MEANS IN RELATION TO ANY SHARE, ALL ARREARS OR 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.

Class of Shares:	SERIES	Number allotted	724459
	E	Aggregate nominal value:	7244.59
Currency:	EUR		

Prescribed particulars

THE SERIES E SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON WINDING UP. THE SERIES E SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, EXIT OR 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 (A) FIRST, IN PAYING TO EACH OF THE SERIES E SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AND AMOUNT PER SHARE 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 E SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (A) OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")); (B) SECOND, IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, SERIES B SHAREHOLDERS, SERIES C SHAREHOLDERS AND SERIES D 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, SERIES C SHAREHOLDERS AND SERIES D SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THIS ARTICLE 5 (B) OF THE ARTICLES); (C) THIRD 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 (D) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES C-1 SHARES, A ORDINARY SHARES AND THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES C-1 SHARES, A ORDINARY SHARES OR ORDINARY SHARES HELD, RESPECTIVELY. "PREFERENCE AMOUNT" MEANS €3.6855 PER SHARE TOGETHER WITH A SUM EQUAL TO THE 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 THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES B SHARE HELD, €70.8288 PER

SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES C SHARE HELD AND \$159.35 PER SHARE TOGETHER WITH A SUM EQUAL TO THE ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH SERIES D SHARE HELD AND \$132.9261 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 E SHARE HELD, IN EACH CASE AS ADJUSTED FOR ANY STOCK SPLITS, COMBINATIONS OR ANTI-DILUTION ADJUSTMENTS. "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.

Statement of Capital (Totals)

Currency:	EUR	Total number of shares:	4739752
		Total aggregate nominal value:	47397.52
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.



Companies House

COMPANY NAME: SOUNDCLOUD LIMITED

COMPANY NUMBER: 06343600

A second filed SH01 was registered on 30/01/2017