



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **SoundCloud Limited**

Company Number: **06343600**



Received for filing in Electronic Format on the: **26/01/2021**

X9WYVGXF

Company Name: **SoundCloud Limited**

Company Number: **06343600**

Confirmation **21/12/2020**

Statement date:

Sic Codes: **64209**

Principal activity description: **Activities of other holding companies n.e.c.**

Statement of Capital (Share Capital)

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 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:	ORDINARY	Number allotted	21829279893
Currency:	EUR	Aggregate nominal value:	218292798.93

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:	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

Prescribed particulars

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 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	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 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	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 €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.

Class of Shares:	SERIES	Number allotted	474616
	D	Aggregate nominal value:	4746.16
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 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	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, 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 €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:	21832778556
		Total aggregate nominal value:	218327785.56
		Total aggregate amount unpaid:	0

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	419140 A ORDINARY shares held as at the date of this confirmation statement
Name:	SOUNDCLOUD HOLDINGS GMBH
Shareholding 2:	419140 transferred on 2020-12-15
	0 A ORDINARY shares held as at the date of this confirmation statement
Name:	SOUNDCLOUD HOLDINGS II LTD
Shareholding 3:	1315 transferred on 2020-02-07
	0 ORDINARY shares held as at the date of this confirmation statement
Name:	OMID ALADINI
Shareholding 4:	205 transferred on 2020-02-07
	0 ORDINARY shares held as at the date of this confirmation statement
Name:	TOBIAS BIELOHLAWEK
Shareholding 5:	5200 transferred on 2020-02-07
	0 ORDINARY shares held as at the date of this confirmation statement
Name:	KATHARINA BIRKENBACH
Shareholding 6:	150 transferred on 2020-02-07
	0 ORDINARY shares held as at the date of this confirmation statement
Name:	DANIEL BORNKESSEL
Shareholding 7:	5200 transferred on 2020-02-07
	0 ORDINARY shares held as at the date of this confirmation statement
Name:	DAVID NOEL
Shareholding 8:	12500 transferred on 2020-02-07
	0 ORDINARY shares held as at the date of this confirmation statement
Name:	PARKKONTOR GMBH
Shareholding 9:	5200 transferred on 2020-02-07
	0 ORDINARY shares held as at the date of this confirmation statement
Name:	MATAS PETRIKAS
Shareholding 10:	21829279893 ORDINARY shares held as at the date of this confirmation statement
Name:	SOUNDCLOUD HOLDINGS GMBH

Shareholding 11: **21829279893 transferred on 2020-12-15**
Name: **0 ORDINARY shares held as at the date of this confirmation statement**
SOUNDCLOUD HOLDINGS II LTD

Shareholding 12: **68770 transferred on 2020-02-07**
Name: **0 ORDINARY shares held as at the date of this confirmation statement**
SOUNDCLOUD HOLDINGS LLC

Shareholding 13: **39000 transferred on 2020-02-07**
Name: **0 ORDINARY shares held as at the date of this confirmation statement**
SEAN RICHARD TREADWAY

Shareholding 14: **678333 SERIES A shares held as at the date of this confirmation statement**
Name: **SOUNDCLOUD HOLDINGS GMBH**

Shareholding 15: **678333 transferred on 2020-12-15**
Name: **0 SERIES A shares held as at the date of this confirmation statement**
SOUNDCLOUD HOLDINGS II LTD

Shareholding 16: **818195 SERIES B shares held as at the date of this confirmation statement**
Name: **SOUNDCLOUD HOLDINGS GMBH**

Shareholding 17: **818195 transferred on 2020-12-15**
Name: **0 SERIES B shares held as at the date of this confirmation statement**
SOUNDCLOUD HOLDINGS II LTD

Shareholding 18: **341846 SERIES C shares held as at the date of this confirmation statement**
Name: **SOUNDCLOUD HOLDINGS GMBH**

Shareholding 19: **341846 transferred on 2020-12-15**
Name: **0 SERIES C shares held as at the date of this confirmation statement**
SOUNDCLOUD HOLDINGS II LTD

Shareholding 20: **755 transferred on 2020-12-07**
Name: **0 SERIES C-1 shares held as at the date of this confirmation statement**
BARTELS HOLDINGS LCC

Shareholding 21: **42074 SERIES C-1 shares held as at the date of this confirmation statement**
Name: **SOUNDCLOUD HOLDINGS GMBH**

Shareholding 22: **42074 transferred on 2020-12-15**
Name: **0 SERIES C-1 shares held as at the date of this confirmation statement**
SOUNDCLOUD HOLDINGS II LTD

Shareholding 23: **474616 SERIES D shares held as at the date of this confirmation statement**
Name: **SOUNDCLOUD HOLDINGS GMBH**

Shareholding 24: **474616 transferred on 2020-12-15**
0 SERIES D shares held as at the date of this confirmation statement
Name: **SOUNDCLOUD HOLDINGS II LTD**

Shareholding 25: **724459 SERIES E shares held as at the date of this confirmation statement**
Name: **SOUNDCLOUD HOLDINGS GMBH**

Shareholding 26: **724459 transferred on 2020-12-15**
0 SERIES E shares held as at the date of this confirmation statement
Name: **SOUNDCLOUD HOLDINGS II LTD**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor