

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE MEMBER
OF

SOUNDCLOUD LIMITED
Company Number: 06343600

(the “Company”)

Circulation Date: 10 February 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “Act”), the directors of the Company (the “Directors”) propose that the resolutions below be passed, resolution 1 as an ordinary resolution and resolution 2 as a special resolution (the “Resolutions”):

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the capital of the Company up to an aggregate nominal amount of EUR 6,847,939,227 having the rights and subject to the restrictions set out in the articles of association of the Company. Unless renewed, varied or revoked by the Company, this authority shall expire on the date five (5) years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment.

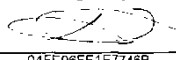
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.



SoundCloud Holdings II Ltd

DocuSigned by:

04FE06FET1E7748B
Title: CEO, SoundCloud
Date: 10 February 2020

NOTES

- (a) If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (i) by hand: delivering the signed copy to Joe Donaghey, Morrison & Forster (UK) LLP, The Scalpel, 52 Lime Street, London EC3M 7AF;
 - (ii) by post: returning the signed copy by post to Joe Donaghey, Morrison & Forster (UK) LLP, The Scalpel, 52 Lime Street, London EC3M 7AF; and
 - (iii) by e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to jdonaghey@mofo.com.
- (b) 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.
- (c) Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- (d) Unless by the 28th day beginning with the Circulation Date stated above sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.
- (e) 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. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.