

THE COMPANIES ACT 2006  
COMPANY NUMBER: 06343600  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
**SOUNDCLOUD LIMITED**  
(the “Company”)

circulated on 30 December 2020 (the “Circulation Date”)

**SPECIAL RESOLUTION**

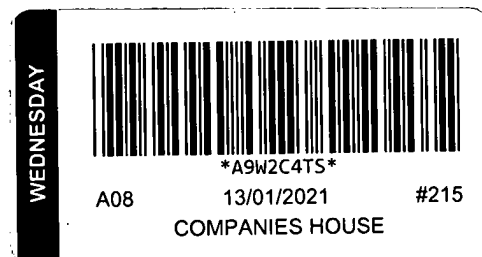
I, being the sole member of the Company for the time being entitled to receive notice of, and to attend and vote at, general meetings of the Company as of the Circulation Date, in accordance with Chapter 2, Part 13 of the Companies Act 2006, pass the following as a written resolution which has been proposed as a special resolution (the “Resolution”):

**THAT**, the draft regulations attached to this written resolution be adopted with effect from 30 December 2020 (24:00 CET) as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.



Signed:

DocuSigned by:  
*Jan Gackenholtz*  
C448202EE1D147B...

Name:

Jan Gackenholtz

For and on behalf of **SoundCloud Holdings GmbH**

Date:

30 December 2020

## NOTES

1. If you agree with the Resolution, 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:
  - **By Hand:** delivering the signed copy to Jennifer Buckby at Morrison & Foerster (UK) LLP, The Scalpel, 52 Lime Street, London, EC3M 7AF.
  - **Post:** returning the signed copy by post to Jennifer Buckby at Morrison & Foerster (UK) LLP, The Scalpel, 52 Lime Street, London, EC3M 7AF.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to JBuckby@mofo.com. Please enter "SoundCloud Ltd Written Resolution" in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply. However, it would be helpful if you would reply indicating your disagreement.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. 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.
5. 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.