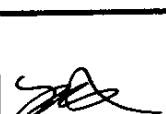


SOUNDCLOUD LIMITED
(the "Company")

On 6 July 2011, the following resolutions were duly passed as Special Resolutions by means of written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the eligible members of the Company

SPECIAL RESOLUTIONS

- 1 **THAT** in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot series B convertible preferred shares of €0.01 each in the capital of the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to a nominal amount of €66.65 in connection with a subscription for shares made by A-Grade Investments, LLC provided that this authority is for a period expiring three months from the date of this resolution, unless renewed, varied or revoked by the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired
- 2 **THAT** pursuant to the authority granted in resolution 1 above and in accordance with section 570 of the Act, the directors be generally empowered to allot such relevant securities (as defined in section 560 of the Act) as if section 561(1) of the Act, or the restrictions as to pre-emption provisions in the articles of association of the Company did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived, provided that this power shall be limited to the allotment of series B convertible preferred shares of €0.01 each in the capital of the Company up to a nominal amount of €66.65 in connection with a subscription for shares made by A-Grade Investments, LLC for a period of three months from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired


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for and on behalf of BR Secretaries Ltd

Company Secretary



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