RP04

Second filing of a document previously delivered



What this form is for What this form is NOT for For further information, please You can only use this form to file You cannot use this form to file refer to our guidance at a second filing of a document a second filing of a document www companieshouse gov uk delivered under the Companies Act delivered under the Companies Act 2006 on or after 1 October 2009 1985 regardless of when it was that held inaccuracies delivered A second filing of a document must A second filing of a doc only be filed where it is providing cannot be filed where i information that was oil corrected information that has been properly delivered Form properly delivered but inaccuracies still appear on the register be used in these circum 03/02/2016 Company details COMPANIES HOUSE Company number → Filling in this form Please complete in typescript or in Company name in full SOUNDCLOUD LIMITED bold black capitals All fields are mandatory unless specified or indicated by Description of the original document O Description of the original Document type • FORM SH01 - Return of allotment of shares document Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day Date of registration of the original document Applicable documents This form only applies to the following forms AP01 Appointment of director AP02 Appointment of corporate director AP03 Appointment of secretary AP04 Appointment of corporate secretary CH01 Change of director's details **CH02** Change of corporate director's details **CH03** Change of secretary's details **CH04** Change of corporate secretary's details TM01 Termination of appointment of director TM02 Termination of appointment of secretary SH01 Return of allotment of shares AR01 **Annual Return** Section 243 Exemption® If you are applying for, or have been granted, exemption under section 243 If you are currently in the process of applying for or have been granted of the Companies Act 2006 and the document(s) you are updating contain(s) a Section 243 exemption, you your usual residential address, please post this form along with the updated may wish to check that you have document(s) to the address below not entered your usual residential address as the service address in The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE the accompanying form (e.g. AP01 or CH01)

> CHFP000 04/11 Version 1 0

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Presenter information You do not have to give any contact information, but if you do it will help Companies House if there is a guery on the form. The contact information you give will be visible to searchers of the public record Contact name JAG SHAW BAKER Berners House 47 - 48 Berners Street London County/Region Postcode W United Kingdom Telephone Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- You can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after
 October 2009 that held inaccuracies
- If you are updating a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the second filed document(s)
 ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PRO3 form 'Consent for paper filing'

Important information

Please note that all information on this form will appear on the public record

■ Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

Section 243 exemption

If you are applying for or have been granted a section 243 exemption, please post this whole form to the different postal address below The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online Please go to www companieshouse gov uk What this form is for What this form is ≥ase A4LXWB4A You cannot use this You may use this form to give A05 03/02/2016 #386 notice of shares allotted following notice of shares tak ıv uk **COMPANIES HOUSE** incorporation on formation of the *A4Z01R00* for an allotment of A14 20/01/2016 #135 shares by an unlim COMPANIES HOUSE Company details → Filling in this form Company number 6 3 Please complete in typescript or in bold black capitals Company name in full SOUNDCLOUD LIMITED All fields are mandatory unless specified or indicated by * Allotment dates • From Date Allotment date If all shares were allotted on the To Date same day enter that date in the 'from date' box If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes **Shares allotted** Please give details of the shares allotted, including bonus shares O Currency If currency details are not (Please use a continuation page if necessary) completed we will assume currency is in pound sterling Number of shares Amount paid Nominal value of Amount (if any) Class of shares Currency @ (E.g. Ordinary/Preference etc.) allotted each share (including share unpaid (including premium) on each share premium) on share each share 710 €0 01 €22 74 0 **ORDINARY EURO ORDINARY** 168 €33 03 0 **EURO** €0 01 **ORDINARY EURO** 14 €50 25 0 €0 01 If the allotted shares are fully or partly paid up otherwise than in cash, please Continuation page Please use a continuation page if state the consideration for which the shares were allotted necessary Details of non-cash consideration If a PLC, please attach valuation report (if appropriate)

	SH01 Return of allotme	ent of shares				
	Statement of ca	npital				
	Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return					
4	' Statement of ca	apital (Share capit	al in pound sterling (£))		
Please complete the ta			ld in pound sterling If all you	our		
Class of shares (E g Ordinary/Preference etc	:)	Amount pard up on each share	Amount (if any) unpaid on each share	Number of shares 3		Aggregate nominal value 9
						£
						£
						£
						£
			Totals			£
Please complete the ta Please complete a sep Currency			Tim other currencies			
Class of shares (E g Ordinary / Preference et	tc)	Amount paid up on each share ①	Amount (if any) unpaid on each share •	Number of shar	es ②	Aggregate nominal value 3
ORDINARY		€0 01	0	1,236,212		€12,362 12
ORDINARY		€22 74	0	5,398		€53 98
			Totals	See cont	page	See cont page
Currency						
Class of shares (E g Ordinary/Preference etc)		Amount paid up on each share	Amount (if any) unpaid on each share ①	Number of shar	es 🛭	Aggregate nominal value
			Totals			
6	Statement of ca	nital (Totals)	iotais	<u> </u>	a	
	Please give the total number of shares and total aggregate nominal value of issued share capital O Total aggregate nominal value of Please list total aggregate value			ist total aggregate values in		
Total number of shares						t currencies separately For e £100 + €100 + \$10 etc
Total aggregate nominal value 🍑						
 Including both the noming share premium Total number of issued s 		E g Number of shares nominal value of each	share Plea	ntinuation Pago ase use a Statem e if necessary		ital continuation

SH01 - continuation page Return of allotment of shares

Statement of capital

Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency

C	u	rr	er	ıc	v

Class of shares (E g Ordinary/preference etc)	Amount paid up on each share •	Amount (if any) unpaid on each share	Number of shares 2	Aggregate nominal value
ORDINARY	€33 03	0	963	€9 63
ORDINARY	€50 25	0	166	€1 66
SERIES A	€3 6855	0	678,333	€6,783 33
SERIES B	€10 25	0	818,195	€8,181 95
SERIES C	€0 01	0	26,296	€262 96
SERIES C	€70 8288	0	315,550	€3,155 50
SERIES C-1	\$95 07	0	42,074	€420 74
SERIES D	€0 01	0	31,042	€310 42
SERIES D	\$159.35	0	407,908	€4,079 08
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	<u>-</u>			
		Total	ls 3,562,137	€35,621 37

[•] Including both the nominal value and any share premium

❸ E g Number of shares issued multiplied by nominal value of each share

Total number of issued shares in this class

SH01 Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to sh	nares)
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5	Prescribed particulars of rights attached to shares The particulars are
Class of share		a particulars of any voting rights,
Prescribed particulars	Please see continuation pages	including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares
Class of share		A separate table must be used for
Prescribed particulars •		each class of share Continuation page Please use a Statement of Capital continuation page if necessary
Class of share		
Prescribed particulars		
8	Signature	1
	I am signing this form on behalf of the company	Societas Europaea
Signature	Signature X FOR AND ON REHALF OF ERISCA SECRETARIES UNITED This form may be signed by Director ② Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager	If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership Person authorised Under either section 270 or 274 of the Companies Act 2006

SH01 - continuation page

Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

ORDINARY

Prescribed particulars

The Ordinary shares have attached to them full voting, dividend and capital distribution rights, including on a 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 (to the extent that the company is lawfully permitted to do so) (a) first, in laying 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 article 5(a) of the Company's articles of association, (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 any surplus assets shall be distributed among the holders of the Series C-1 shares and Ordinary shares pro rata to the number of Series C-1 shares or, as the case may be, Ordinary shares

"Preference Amount" means €3 6855 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 A share held, €10 25 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 B share held, €70 8288 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 C share held and \$159 35 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 D share held, in each case adjusted for any stock splits, consolidation 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

SH01 - continuation page Return of allotment of shares

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

SERIES A

Prescribed particulars

The Series A shares have attached to them full voting, dividend and capital distribution rights, including on a winding up The Senes 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 (to the extent that the company is lawfully permitted to do so) (a) first, in laying to each of the Senes A shareholders, Senes B shareholders, Senes 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 article 5(a) of the Company's articles of association, (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 any surplus assets shall be distributed among the holders of the Series C-1 shares and Ordinary shares pro rata to the number of Senes C-1 shares or, as the case may be, Ordinary shares

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"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

CHFP000 03/11 Version 5 0

SH01 - continuation page Return of allotment of shares

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

SERIES B

Prescribed particulars

The Series B shares have attached to them full voting, dividend and capital distribution rights, including on a 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 (to the extent that the company is lawfully permitted to do so) (a) first, in laying 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 article 5(a) of the Company's articles of association, (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 any surplus assets shall be distributed among the holders of the Series C-1 shares and Ordinary shares pro rata to the number of Senes C-1 shares or, as the case may be, Ordinary shares

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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

CHFP000 03/11 Version 5 0

SH01 - continuation page

Return of allotment of shares

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

SERIES C

Prescribed particulars

The Series C shares have attached to them full voting, dividend and capital distribution rights, including on a 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 (to the extent that the company is lawfully permitted to do so) (a) first, in laying 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 article 5(a) of the Company's articles of association, (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 any surplus assets shall be distributed among the holders of the Series C-1 shares and Ordinary shares pro rata to the number of Series C-1 shares or, as the case may be, Ordinary shares "Preference Amount" means €3 6855 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 A share held, €10 25 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 B share held, €70 8288 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 C share held and \$159 35 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 Senes D share held, in each case adjusted for any stock splits, consolidation 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

SH01 - continuation page Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

SERIES C - 1

Prescribed particulars

The Series C-1 shares have attached to them full voting, dividend and capital distribution rights, including on a 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 (to the extent that the company is lawfully permitted to do so) (a) first, in laying 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 article 5(a) of the Company's articles of association, (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 any surplus assets shall be distributed among the holders of the Series C-1 shares and Ordinary shares pro rata to the number of Series C-1 shares or, as the case may be, Ordinary shares

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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

SH01 - continuation page

Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

SERIES D

Prescribed particulars

The Series D shares have attached to them full voting, dividend and capital distribution rights, including on a 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 (to the extent that the company is lawfully permitted to do so) (a) first, in laying 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 article 5(a) of the Company's articles of association, (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 any surplus assets shall be distributed among the holders of the Series C-1 shares and Ordinary shares pro rata to the number of Series C-1 shares or, as the case may be, Ordinary shares

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SH01

Return of allotment of shares

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Sarah McConville
Company name JAG Shaw Baker
Address Berners House
47-48 Berners Street
Post town London
County/Region
Postcode W 1 T 3 N F
Country United Kingdom
DX
Telephone

1

Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date(s) of allotment in section 2
- You have completed all appropriate share details in section 3
- You have completed the appropriate sections of the Statement of Capital
- You have signed the form

Important information

Please note that all information on this form will appear on the public record.

☑ Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland. The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

Further information

For further information please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk