

SH01

Return of allotment of shares



Companies House

You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is for**
You cannot use this form to give
notice of shares taken on formation of the
company for an allotment of a
share by an unlimited



A16 *A520RXLC* #291
04/03/2016
COMPANIES HOUSE

A12 *A50VAG63* #212
16/02/2016
COMPANIES HOUSE

1 Company details

Company number 06343600

Company name in full SOUNDCLOUD LIMITED

Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Allotment dates

From Date 27 01 2016
To Date 27 01 2016

Allotment date
If all shares were allotted on the
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

3 Shares allotted

Please give details of the shares allotted, including bonus shares
(Please use a continuation page if necessary)

Currency
If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
SERIES D	EURO	15,688	€0.01	\$159.35	0

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Continuation page
Please use a continuation page if
necessary

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

RE-SCAN

813/16 117 121

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Statement of capital

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 capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

5 Statement of capital (Share capital in other currencies)

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

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	€0.01	0	1,236,212	€12,362.12
ORDINARY	€22.74	0	5,536	€55.36
Totals			See cont page	See cont page

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		③ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares		
Total aggregate nominal value ③		

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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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

Currency

Class of shares (E g Ordinary/preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY	€33 03	0	6,403	€64 03
ORDINARY	€43 57	0	236	€2 36
ORDINARY	€50 25	0	241	€2 41
A ORDINARY	€0 01	0	191,472	€1,914 72
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	423,598	€4,235 98
Totals			3,775,188	€37 751 88

❶ Including both the nominal value and any share premium
❷ E g Number of shares issued multiplied by nominal value of each share
❸ Total number of issued shares in this class

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

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**

Class of share

Prescribed particulars

①

Please see continuation pages

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, 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

A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

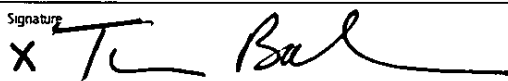
8

Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

FOR AND ON BEHALF OF ERIKA SECRETARIES LIMITED

This form may be signed by
Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager

② Societas Europaea

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

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006

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

Class of share	ORDINARY	
Prescribed particulars	<p>The Ordinary shares have attached to them full voting, dividend and capital distribution rights, including on a winding up</p> <p>The Ordinary shares do not confer any rights of redemption</p> <p>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</p> <p>"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.</p> <p>"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</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>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</p> <p>The A Ordinary Shares have attached to them full dividend and capital distribution rights, including on a winding up</p> <p>The A Ordinary Shares do not confer any rights of redemption</p> <p>On a distribution of assets on a liquidation, exit or return of capital (other than a conversion, redemption or purchase of shares that the company is lawfully permitted to do so) (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 Article 5(a) of the Company's articles,</p> <p>(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</p> <p>(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</p> <p>"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 as adjusted for any stock splits, combinations or anti-dilution adjustments</p> <p>"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</p>	

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

Class of share	SERIES A
Prescribed particulars	<p>The Series A shares have attached to them full voting, dividend and capital distribution rights, including on a winding up</p> <p>The Series A shares do not confer any rights of redemption.</p> <p>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</p> <p>"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</p> <p>"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</p>

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

Class of share	SERIES B
Prescribed particulars	<p>The Series B shares have attached to them full voting, dividend and capital distribution rights, including on a winding up</p> <p>The Series B shares do not confer any rights of redemption</p> <p>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</p> <p>"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</p> <p>"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</p>

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

Class of share	SERIES C
Prescribed particulars	<p>The Series C shares have attached to them full voting, dividend and capital distribution rights, including on a winding up</p> <p>The Series C shares do not confer any rights of redemption</p> <p>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</p> <p>"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</p> <p>"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</p>

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

Class of share	SERIES C - 1
Prescribed particulars	<p>The Series C-1 shares have attached to them full voting, dividend and capital distribution rights, including on a winding up</p> <p>The Series C-1 shares do not confer any rights of redemption</p> <p>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</p> <p>"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</p> <p>"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</p>

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

Class of share	SERIES D
Prescribed particulars	<p>The Series D shares have attached to them full voting, dividend and capital distribution rights, including on a winding up</p> <p>The Series D shares do not confer any rights of redemption</p> <p>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</p> <p>"Preference Amount" means €3 8855 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</p> <p>"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</p>

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Return of allotment of shares

**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 020 3598 3070

**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



Companies House

COMPANY NAME: SOUNDCLOUD LIMITED

COMPANY NUMBER: 06343600

A SECOND FILED SH01 WAS REGISTERED ON 27/07/2016