# **RP04**

## Second filing of a document previously delivered



What this form is for You can only use this form to file a second filing of a document

delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register

#### What this form is NOT for

You cannot use this form to file a second filing of a document delivered

under the Companies the Companies (Nort Order 1986 regardles delivered

A second filing of a cannot be filed whe information that wa properly delivered Formum

used in these circumstances

For further information, please refer to our guidance at www.gov.uk/companieshouse



15/07/2016 COMPANIES HOUSE

#### Company details

Company number 6 3 0

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 \*

#### Applicable documents

This form only applies to the following forms

AP01 Appointment of director

Appointment of corporate director AP02

Appointment of secretary **AP03** 

AP04 Appointment of corporate secretary

Change of director's details CH01

CH02 Change of corporate director's details

Change of secretary's details **CH03** 

**CH04** Change of corporate secretary's details

Termination of appointment of director TM01

TM02 Termination of appointment of secretary

SH01 Return of allotment of shares

AR01 Annual Return

**CS01** Confirmation statement (Parts 1-5 only)

PSC01 Notice of individual person with significant control (PSC)

Notice of relevant legal entity (RLE) with significant control PSC02

PSC03 Notice of other registrable person (ORP) with significant control

PSC04 Change of details of individual person with significant control (PSC)

PSC05 Change of details of relevant legal entity (RLE) with significant control

PSC06 Change of details of other registrable person (ORP) with significant

PSC07 Notice of ceasing to be a person with significant control (PSC),

relevant legal entity (RLE), or other registrable person (ORP)

PSC08 Notification of PSC statements

PSC09 Update to PSC statements

## RP04

Second filing of a document previously delivered

3	Description of the original document	
Document type •	SH01 - RETURN OF ALLOTMENT OF SHARES ON 27 JANUARY 2016	Description of the original 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 documen	of d 1 d 4 m 3 m 2 m 3 m 3 m 3 m 3 m 3 m 3 m 3 m 3	

#### Section 243 or 790ZF Exemption ${f e}$

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e g AP01 or CH01)

#### **RP04**

Second filing of a document previously delivered

#### 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	CAT	HEF	RINE	ΗA	RGR	EΑV	/ES		
Company name	JAG	SHA	٩W	BAK	ER				
				·					
Address	BER	NEF	RS F	OUS	SE				
47-48 B	ERN	ERS	ST	REE	T				
Post town	LOD	ON							
County/Region									
Postcode		w	1	T		3	N	F	
Country									
DX									
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 1 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 PR03 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 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF 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 gov uk/companieshouse or email enquiries@companieshouse gov uk

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

# SH01

## Return of allotment of shares





Go online to file this information www.gov.uk/companieshouse

- ✓ What this form is for You may use this form to give notice of shares allotted following incorporation
- You cannot use this form to give notice of shares taken by subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company

For further information, please refer to our guidance at www gov uk/companieshouse

	Company details	=		→ Filling in this	form	
Company number	0   6   3   4   3   6   0   0			Please comple	ete in typescript or in	
Company name in full	SOUNDCLOUD LIMITED				bold black capitals  All fields are mandatory unless	
					dicated by *	
2	Allotment dates •					
From Date	$\begin{bmatrix} d & d & d & d \end{bmatrix}$ $\begin{bmatrix} d & d & d \end{bmatrix}$	) <sup>y</sup> 1 <sup>y</sup> 6		• Allotment da		
To Date	d d m m	у		same day ente 'from date' bo allotted over a	ere allotted on the er that date in the ix If shares were a period of time, i 'from date' and 'to	
3	Shares allotted					
	Please give details of the shares allotted, including bonus shares (Please use a continuation page if necessary)			completed we	Ocurrency If currency details are not completed we will assume currence is in pound sterling	
Currency <b>3</b>	Class of shares (E g Ordinary/Preference etc )	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) or each share	
EURO	SERIES D	15,688	€0 01	\$159 35	0	
, <u>, , , , , , , , , , , , , , , , , , </u>				<u> </u>		
	If the allotted shares are fully or partly state the consideration for which the s				page ontinuation page if	
Details of non-cash consideration						
f a PLC, please attach valuation report (if appropriate)						

# SH01

## Return of allotment of shares

4	Statement of capital	-					
	Complete the table(s) below to show the issued share capital at the date to which this return is made up  Complete a separate table for each currency (if appropriate) For example, add pound sterling in  'Currency table A' and Euros in 'Currency table B'						
	Please use a Statement of Capital continuation	on page if necessary					
Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)			
Complete a separate table for each currency	E g Ordinary/Preference etc		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium			
Currency table A				'			
EURO	ORDINARY	1,248,679	€12,486 79				
EURO	SERIES A	678,333	€6,783 33				
EURO	SERIES B	818,195	€8,181 95				
	Totals	SEE CONT PAG	SEE CONT PAG	SEE CONT PAG			
Currency table B							
	Totals						
Currency table C							
<u>                                     </u>							
	Totals						
	Takala Gualindan ang dan ayan	Total number of shares	Total aggregate nominal value ●	Total aggregate amount unpaid •			
	Totals (including continuation pages)	3,775,239	€37,752.39	0			

**<sup>•</sup>** Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

# SH01 - continuation page Return of allotment of shares

### Statement of capital

Complete the table below to show the issued share capital Complete a separate table for each currency

Currency	Class of shares	Number of shares	Aggregate nominal value	Total aggregate amount
Complete a separate table for each currency	E g Ordinary/Preference etc		(£, €, \$, etc) Number of shares issued	unpaid, if any (£, €, \$, etc) Including both the nominal
			multiplied by nominal value	value and any share premium
EURO	SERIES C	341,846	€3,418 46	
EURO	SERIES C-1	42,074	€420 74	
EURO	SERIES D	454,640	€4,546 40	
EURO	A ORDINARY	191,472	€1,914 72	
·				
	•	Totals 3,775,239	€37,752 39	0

SH01 Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached shares)	to
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in <b>Section 4</b>	• Prescribed particulars of rights attached to shares
Class of share		The particulars are 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
Class of share		A separate table must be used for each class of share
Prescribed particulars  •		Continuation page Please use a Statement of Capital continuation page if necessary
Class of share		
Prescribed particulars		
6	Signature	
	I am signing this form on behalf of the company	Societas Europaea If the form is being filed on behalf
Signature	For and on behalf of Eriska Secretaries Ltd  This form may be signed by Director • Secretary, Person authorised • Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager	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

>		

#### 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 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 (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 prorata to the aggregate amounts otherwise due to them under this article 5 (b) of the Articles), (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 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

"Preference Amount" means €3 6855 per share together with a sum equal to the 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 the 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 the 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 the Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132 9261 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 E Share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments

# SH01 - continuation page

Return of allotment of shares

5

#### Statement of capital (prescribed particulars of rights attached to shares)

Class of share

A Ordinary

Prescribed particulars

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

The A Ordinary shares have attached to them full dividend and capital distribution rights, including on winding up

The A 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 (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 this article 5 (b) of the Articles), (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 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

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## SH01 - continuation page

Return of allotment of shares

5

#### 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 winding up The Series 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 (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 this article 5 (b) of the Articles), (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 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

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# SH01 - continuation page

Return of allotment of shares

5

#### 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 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 (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 this article 5 (b) of the Articles), (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 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

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# 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 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 (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 this article 5 (b) of the Articles), (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 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

"Preference Amount" means €3 6855 per share together with a sum equal to the 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 the 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 the 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 the Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132 9261 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 E Share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments

# SH01 - continuation page

Return of allotment of shares

5

#### 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 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 (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 prorata to the aggregate amounts otherwise due to them under this article 5 (b) of the Articles), (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 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

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#### SH01

#### 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 CA	CATHERINE HARGREAVES						
Company name JA	G SHAW	BAKER					
Address BE	RNERS I	HOUSE					
47-48 BERI	NERS ST	REET					
Post town LO	NDON						
County/Region							
Postcode	$\sqrt{\sqrt{1}}$	Т	3	N	F		
Country							
DX							
Telephone							

### ✓ 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 relevant 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

### *f* Further information

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

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