SH01 Return of allotment of shares



		VebFiling service to		nline.		***** <u>**</u>	
•	What this form is You may use this fo notice of shares allo incorporation.	rm to give	What this form You cannot use to notice of shares on formation of for an allotment shares by an unl	taken Language Constitution of a new Annual Cons	10	*A46U09 06/05/20 COMPANIES	15 #73
1	Company deta	ils					
Company number	0 6 3 4	3 6 0 0	_			→ Filling in this Please complet	form te in typescript or in
Company name in full	SOUNDCLOUD	LIMITED				bold black cap All fields are m specified or inc	andatory unless
2	Allotment date	es 0					-
rom Date To Date	d d m	m y y y	0 Y 1 Y 4 Y Y Y Y Y Y Y Y			same day ente 'from date' box allotted over a	re allotted on the r that date in the c. If shares were
3	Shares allotted						
· .		of the shares allotte nuation page if nec		shares.		• Currency If currency deta completed we is in pound ster	will assume currency
Class of shares (E.g. Ordinary/Preference et	c.)	Currency 2	Number of shares allotted	Nominal value of each share	(inc	ount pald luding share nium) on each	Amount (if any) unpaid (including share premium) on each share
SERIES D		EURO	15,689	€0.01	\$15	59.35	0
					<u> </u>		
					<u> </u>		
	If the allotted share state the consider	res are fully or partly ation for which the	/ paid up otherwise shares were allotte	than in cash, pleasod.	e	Continuation Please use a co necessary.	page ntinuation page if
Details of non-cash consideration. If a PLC, please attach valuation report (if					·		
appropriate)	• .						

	SH01 Return of allotme	nt of shares				
1	Statement of capital					
		ction 5 and Section 6 apital at the date of th	, if appropriate) should refl is return.	lect the		•
4	Statement of ca	pital (Share capita	al in pound sterling (£))	-	
Please complete the ta			d in pound sterling. If all yo to Section 7 .	our		
Class of shares (E.g. Ordinary/Preference etc	:.)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares • Aggreg		Aggregate nominal value 🥹
						£
						£
						£
						£
			Totals			£
5	Statement of ca	pital (Share capita	al in other currencies)			
Please complete the ta Please complete a sep			in other currencies.			
Currency	EURO					
Class of shares (E.g. Ordinary / Preference et	c.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ② Aggregate nomi		Aggregate nominal value
ORDINARY		€0.01	0	1,236,212 €12,36		€12,362.12
ORDINARY		€22.74	0			€3.79
			Totals			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 •	Number of shares ② Agg		Aggregate nominal value 3
			Totals			
6	Statement of ca	nital (Totals)	Iotais			
	Please give the total	number of shares and	d total aggregate nominal v	value of		ggregate nominal value
	issued share capital.				different	st total aggregate values in t currencies separately. For
Total number of shares					example	e: £100 + €100 + \$10 etc.
Total aggregate nominal value 🍑						
 Including both the noming share premium. Total number of issued signal 	•	3 E.g. Number of shares in nominal value of each s	hare. Plea	itinuation Page use use a Statem e if necessary.		tal 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.

Class of shares (E.g. Ordinary/prefere	ence etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share •	Number of shares ②	Aggregate nominal value
ORDINARY		€33.03	0	13	€0.13
ORDINARY	·	€50.25	0	85	€0.85
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
12 21212					
	· · · · · · · · · · · · · · · · · · ·				
		,			
			Total	3,556,087	€35,560.87

SH01 Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to	hares)
	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	ORDINARY/SERIES A/SERIES B/SERIES C/SERIES C1/SERIES D	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
Class of share		to redemption of these shares.
Prescribed particulars		A separate table must be used for each class of share. Continuation page Please use a Statement of Capital continuation page if necessary.
Class of share		
Prescribed particulars		·
	· · · · · · · · · · · · · · · · · · ·	·
	Signature	
Signature	I am signing this form on behalf of the company. Signature For and on behalf of ERISKA SECRETARIES LIMITED This form may be signed by: Director Secretary, Person authorised Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	O 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. O 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

"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.

the case may be, Ordinary shares.

"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

/

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 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 (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

7

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 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.

CHFP000 03/11 Version 5.0

SH01 - continuation page Return of allotment of shares

7

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 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

7

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.

"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

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.

"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.

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
4th Floor Woolverstone House
61 - 62 Berners Street
Post town London
County/Region
Postcode W 1 T 3 N J
Country United Kingdom
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 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

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 document only be filed where it is providing cannot be filed where it is correcting corrected information that has been information that was originally not properly delivered but inaccuracies properly delivered. Form RP01 must still appear on the register. be used in these circumstances. Company details → Filling in this form 0 Company number Please complete in typescript or in Company name in full bold black capitals. SOUNDCLOUD LIMITED 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 an 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. d 0 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 Appointment of corporate secretary AP04 **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 1 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).

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.

Sarah McConville
Company name JAG Shaw Baker
Address 4th Floor Woolverstone House
61 - 62 Berners Street
Post town London
County/Region
Postcode W 1 T 3 N J
Country United Kingdom
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 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