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 NOT
You cannot use this form
notice of shares taken by
on formation of the completer
for an allotment of a new
shares by an unlimited co



A10 06/05/2015 COMPANIES HOUSE

#88

							
Company number	Company details 0 6 3 4 3 6 0 0 SOUNDCLOUD LIMITED				bold black All fields a	nplete in typescript or in	
2	Allotment date	es 0					
rom Date To Date	d d m1	m y 2			same day 'from date allotted ov	is were allotted on the enter that date in the ' box. If shares were ver a period of time, both 'from date' and 'to	
3	Shares allotted						
		ails of the shares allotted, including bonus shares. ontinuation page if necessary.)				Ocurrency If currency details are not completed we will assume currency is in pound sterling.	
Class of shares (E.g. Ordinary/Preference etc.)		Currency 2	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	
ORDINARY		EURO	85	€0.01	€50.25	0	
	If the allotted sha state the consider	res are fully or pa ation for which th	rtly paid up otherwis ne shares were allotte	e than in cash, plea ed.	SE Continual Please use necessary.	a continuation page if	
Details of non-cash consideration. If a PLC, please attach valuation report (if appropriate)		`					

	Statement of	capital				
		ection 5 and Section (capital at the date of the	6, if appropriate) should refl nis return.	ect the		
4	Statement of	capital (Share capit	al in pound sterling (£))		
		each class of shares he Section 4 and then go	old in pound sterling. If all your 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 ①	Number of sha	ares 😉	Aggregate nominal value €
						£
						£
_						£
						£
			Totals			£
5	Statement of	capital (Share capit	al in other currencies)			
Please complete the ta Please complete a sep		any class of shares held currency.	d in other currencies.		1000	
Currency	EURO					
Class of shares (E.g. Ordinary / Preference et	tc.)	Amount paid up on each share •	Amount (if any) unpaid on each share ①	Number of sha	res 2	Aggregate nominal value ©
ORDINARY		€0.01	0	1,236,212		€12,362.12
ORDINARY		€22.74	0	379		€3.79
~			Totals	See cont	. page	See cont. page
Turrency			*			
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 sha	res ②	Aggregate nominal value 3
- <u> </u>						
			Totals			
6	Statement of o	capital (Totals)				
	Please give the to issued share capit		d total aggregate nominal v	value of	Please	ggregate nominal value list total aggregate values in
otal number of shares						nt currencies separately. For e: £100 + €100 + \$10 etc.
otal 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	tinuation Pag se use a Stater e if necessary.		ital continuation

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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.

lass of shares E.g. Ordinary/preference etc	:.)	Amount paid up on each share •	Amount (if any) unpaid on each share •	Number of shares •	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	392,219	€3,922.19
	·				
	······································				
		•	Total	s 3,540,398	€35,403.98

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7	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.	• Prescribed particulars of rights attached to shares
Class of share	ORDINARY/SERIES A/SERIES B/SERIES C/SERIES C1/SERIES D	 The particulars are: a particulars of any voting rights,
Prescribed particulars	Please see continuation pages.	including rights that arise only incertain 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		
3	Signature	<u> </u>
	I am signing this form on behalf of the company.	9 Societas Europaea
ignature	Signature K For and on behalf of ERISKA SECRETARIES LIMITED	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.
Ì	This form may be signed by: Director Q , Secretary, Person authorised Q , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	Person authorised Under either section 270 or 274 of the Companies Act 2006.

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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.

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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 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.

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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 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

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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 Series D share held, in each case adjusted for any stock splits, consolidation or anti-dilution adjustments.

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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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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.

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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
4th Floor Woolverstone House
61 - 62 Berners Street
Post town London
Caunty/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
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

What this form is NOT for You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 regardless of when it was delivered.

A second filing of a document cannot be filed where it is correcting information that was originally not properly delivered. Form RP01 must be used in these circumstances.

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

	still appear on the register. De used in these circumstances	.
1	Company details	
Company number	0 6 3 4 3 6 0 0	→ 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 *
2	Description of the original document	
Document type Date of registration of the original document	FORM SH01 - Return of an Allotment of Shares d 0 d 9 m 1 m 2 y 2 y 0 y 1 y 4	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.
3	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	

Section 243 Exemption®

CH02

CH03

CH04

TM01

TM02

SH01

AR01

If you are applying for, or have been granted, exemption under section 243 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.

Change of corporate director's details

Change of corporate secretary's details

Termination of appointment of director

Termination of appointment of secretary

Change of secretary's details

Return of allotment of shares

Annual Return

If you are currently in the process of applying for or have been granted a Section 243 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

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 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

Cardiff, CF14 3WE.

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,

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