

AR01 2015

Annual Return



Companies House



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

A fee is payable with this form
Please see 'How to pay' on the
last page

FRIDAY



☒ **What this form is for**
You may use this form to confirm
that the company information is
correct as at the date of this return
You must file an Annual Return at
least once every year

☒ **What this form is NOT for**
You cannot use this form to
give notice of changes to the
company's officers, registered office address,
company type or information
relating to the company records

Part 1 Company details

The section must be completed by all companies

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Company number 0 6 3 4 3 6 0 0

Company name in full **SOUNDCLOUD LIMITED**

❶ **Company name change**
If your company has recently
changed its name, please provide
the company name as at the date of
this return

A2 Return date

Please give the annual return made up date. The return date must not be a future
date. The annual return must be delivered within 28 days of the date given below

Date of this return ❷

d	1	d	2	m	0	m	9	y	2	y	0	y	1	y	5
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

❷ **Date of this return**
Your company's return date
is usually the anniversary of
incorporation or the anniversary
of the last annual return filed at
Companies House. You may choose
an earlier return date but it must not
be a later date

A3 Principal business activity

Please show the trade classification code number(s) for the principal
activity or activities ❸

Classification code 1

8	2	9	9	0
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Classification code 2

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Classification code 3

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Classification code 4

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If you cannot determine a code, please give a brief description of your
business activity below

Principal activity
description

❸ **Principal business activity**
You must provide a trade
classification code (SIC code 2007)
or a description of your company's
main business in this section

A full list of the trade classification
codes are available on our website
www.gov.uk/companieshouse

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A4

Company type^①

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☐ Public limited company
☒ Private company limited by shares
☐ Private company limited by guarantee
☐ Private company limited by shares exempt under section 60
☐ Private company limited by guarantee exempt under section 60
☐ Private unlimited company with share capital
☐ Private unlimited company without share capital

① Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website

www.gov.uk/companieshouse

A5

Registered office address^②

Building name/number c/o JAG Shaw Baker

Street Berners House

47-48, Berners Street

Post town LONDON

County/Region GREATER LONDON

Postcode W 1 T 3 N F

② Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return

A6

Single alternative inspection location (SAIL) of the company records (if applicable)^③

Building name/number

Street

Post town

County/Region

Postcode

③ SAIL address

This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form AD02 and submit it together with this annual return

A7

Location of company records^④

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6

- ☐ Register of members
☐ Register of directors
☐ Directors' service contracts
☐ Directors' indemnities
☐ Register of secretaries
☐ Records of resolutions etc
☐ Contracts relating to purchase of own shares
☐ Documents relating to redemption or purchase of own share out of capital by private company
☐ Register of debenture holders
☐ Report to members of outcome of investigation by public company into interests in its shares
☐ Register of interests in shares disclosed to public company
☐ Instruments creating charges and register of charges England and Wales or Northern Ireland
☐ Instruments creating charges and register of charges Scotland

④ Location of company records

If the company records are held at the registered office address, **do not** tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return

Part 2 Officers of the company

This section should include details of the company at the date to which this annual return is made up

- For a **secretary** who is an individual, go to **Section B1**
- For a **corporate secretary**, go to **Section C1**
- For a **director** who is an individual, go to **Section D1**
- For a **corporate director**, go to **Section E1**

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary

B1 Secretary's details ^①

Please use this section to list all the secretaries of the company
For a corporate secretary, complete Section C1-C4

Title*	
Full forename(s)	
Surname	
Former name(s) ^②	

① Secretary appointments

You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.

Corporate details

Please use **Section C1-C4** to enter corporate secretary details.

Secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.

B2 Secretary's service address ^③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate secretary

C1	Corporate secretary's details ^①	
	Please use this section to list all the corporate secretaries of the company	
Corporate body/firm name	ERISKA SECRETARIES LIMITED	
Building name/number	Fourth Floor	
Street	115 George Street	
Post town	EDINBURGH	
County/Region		
Postcode	E H 2 4 J N	
Country	UNITED KINGDOM	
	① Corporate secretary appointments You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return. Corporate secretary details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04. This information will appear on the public record.	
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ^③	SCOTLAND	
Registration number	SC391502	
	② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.	

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Director

D1

Director's details ¹

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	MR												
Full forename(s)	ALEXANDER												
Surname	LJUNG												
Former name(s) ²													
Country/State of residence	GERMANY												
Nationality	BRITISH												
Month/year of birth ³	X X <table><tr><td>m</td><td>1</td><td>m</td><td>0</td></tr></table> <table><tr><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>8</td><td>y</td><td>1</td></tr></table>	m	1	m	0	y	1	y	9	y	8	y	1
m	1	m	0										
y	1	y	9	y	8	y	1						
Business occupation (if any)	DIRECTOR												

¹ Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

² Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.

³ Month and year of birth

Please provide month and year only.

D2

Director's service address ¹

Building name/number				
Street	ODERBERGERSTR 11			
Post town	BERLIN			
County/Region				
Postcode	1 0 4 3 5 <table><tr><td></td><td></td><td></td></tr></table>			
Country	GERMANY			

¹ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ¹

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	MR
Full forename(s)	CHRISTOPHE FERDINAND
Surname	MAIRE
Former name(s) ²	
Country/State of residence	GERMANY
Nationality	SWISS
Month/year of birth ³	X X ^m 0 ^m 7 ^y 1 ^y 9 ^y 6 ^y 6
Business occupation (if any)	MANAGER

¹ Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

² Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.

³ Month and year of birth

Please provide month and year only.

D2

Director's service address ¹

Building name/number	
Street	LYCHENERSTR 43
Post town	BERLIN
County/Region	
Postcode	1 0 4 3 7
Country	GERMANY

¹ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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Director

D1

Director's details ¹

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	Mr
Full forename(s)	FRED
Surname	WILSON
Former name(s) ²	
Country/State of residence	UNITED STATES OF AMERICA
Nationality	
Month/year of birth ³	X X 0 8 1 9 6 1
Business occupation (if any)	VENTURE CAPITAL INVESTING

¹ Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

² Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.

³ Month and year of birth

Please provide month and year only.

D2

Director's service address ¹

Building name/number	C/o JAG Shaw Baker
Street	Berners House, 47-48 Berners Street
Post town	LONDON
County/Region	
Postcode	W 1 T 3 N F
Country	UNITED KINGDOM

¹ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Part 3 Statement of capital ¹

Does your company have share capital?

- Yes Complete the sections below and the following Part 4
→ No Go to Part 5 (Signature)

¹ This should reflect the company's capital status at the made up date of this annual return

F1 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 F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
				£
				£
				£
				£
Totals				£

F2 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 ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
	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 ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Totals					

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ⁵

⁵ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

² Including both the nominal value and any
share premium

³ Total number of issued shares in this class

⁴ Number of shares issued multiplied by
nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

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Statement of capital ^①

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

^① This should reflect the company's capital status at the made up date of this annual return.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ^②	Amount (if any) unpaid on each share ^②	Number of shares ^③	Aggregate nominal value ^④
ORDINARY	€33 03	0	6,385	€63 85 ✓
ORDINARY	€43 57	0	155	€1 55 ✓
ORDINARY	€50 25	0	209	€2 09 ✓
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	\$195 35	0	407,908	€4,079 08 ✓
Totals			3,567,895	€35,678 95

^② Including both the nominal value and any share premium

^③ Number of shares issued multiplied by nominal value of each share

^④ Total number of issued shares in this class

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F4 Statement of capital (Voting rights)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Voting rights

See continuation pages

Class of share

Voting rights

Class of share

Voting rights

Class of share

Voting rights

F4	Statement of capital (Voting rights)
Class of share	ORDINARY
Voting rights	<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 On a distribution of assets on a liquidation, exit or return of capital (other than a conversion, redemption or a purchase of shares that is outside of this context) the surplus assets of the company remaining after the payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so) (a) first in paying 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 share, if any, a total of €1 00 for the entire class of deferred shares (for which payment shall be deemed satisfied by payment to any 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 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 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 any 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 of sums, together with all interest and other amounts payable on that share</p>

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F4

Statement of capital (Voting rights)

Class of share

SERIES A

Voting rights

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 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 sufficient 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 amount otherwise due to them under article 5 (a) of the Company's articles of association (b) second, in paying the holders of the deferred share, if any, a total of €1 00 for the entire class of deferred shares (for which payment shall be deemed satisfied by payment to any holder of the 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 the Arrears and any dividends accrued down to the relevant date of payment in respect of each Series A shares 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 of the Series B shares 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 payment any Arrears and any dividends accrued down to the relevant date of payment in respect of each of the Series D shares 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 of sums, together with all interest and other amounts payable on that share

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F4

Statement of capital (Voting rights)

Class of share

SERIES B

Voting rights

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 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 sufficient 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 amount otherwise due to them under article 5 (a) of the Company's articles of association (b) second, in paying the holders of the deferred share, if any, a total of €1.00 for the entire class of deferred shares (for which payment shall be deemed satisfied by payment to any holder of the 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 €3,685.50 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 any Arrears and any dividends accrued down to the relevant date of payment in respect of each of the Series B shares held, €70,828.80 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 payment any Arrears and any dividends accrued down to the relevant date of payment in respect of each of the Series D shares 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.

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F4

Statement of capital (Voting rights)

Class of share	SERIES C
Voting rights	<p>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 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 sufficient 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 amount otherwise due to them under article 5 (a) of the Company's articles of association (b) second, in paying the holders of the deferred share, if any, a total of €1 00 for the entire class of deferred shares (for which payment shall be deemed satisfied by payment to any holder of the 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 the Arrears and any dividends accrued down to the relevant date of payment in respect of each Series A shares 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 of the Series B shares 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 payment any Arrears and any dividends accrued down to the relevant date of payment in respect of each of the Series D shares 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 of sums, together with all interest and other amounts payable on that share</p>

F4

Statement of capital (Voting rights)

Class of share

SERIES C-1

Voting rights

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 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 sufficient 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 amount otherwise due to them under article 5 (a) of the Company's articles of association (b) second, in paying the holders of the deferred share, if any, a total of €1 00 for the entire class of deferred shares (for which payment shall be deemed satisfied by payment to any holder of the 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 the Arrears and any dividends accrued down to the relevant date of payment in respect of each Series A shares 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 of the Series B shares 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 payment any Arrears and any dividends accrued down to the relevant date of payment in respect of each of the Series D shares 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 of sums, together with all interest and other amounts payable on that share

F4

Statement of capital (Voting rights)

Class of share

SERIES D

Voting rights

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 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 sufficient 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 amount otherwise due to them under article 5 (a) of the Company's articles of association (b) second, in paying the holders of the deferred share, if any, a total of €1 00 for the entire class of deferred shares (for which payment shall be deemed satisfied by payment to any holder of the 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 the Arrears and any dividends accrued down to the relevant date of payment in respect of each Series A shares 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 of the Series B shares 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 payment any Arrears and any dividends accrued down to the relevant date of payment in respect of each of the Series D shares 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 of sums, together with all interest and other amounts payable on that share

Part 4 Shareholders

Does your company have share capital?
→ Yes go to **Section G1** 'Companies with share capital'
→ No Go to **Part 5 (Signature)**

G1 Companies with share capital

Question 1	Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below ❶ <input checked="" type="checkbox"/> No go to Section G2 'Past and present shareholders' <input type="checkbox"/> Yes go to Question 2	❶ A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognized investment exchanges and regulated markets can be found at www.fsa.gov.uk/register/exchanges.do ❷ DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%).
Question 2	Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'. Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies? Please tick the appropriate box below ❷ <input type="checkbox"/> No go to Section G4 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return' <input type="checkbox"/> Yes go to Part 5 'Signature'	

G2 List of past and present shareholders ❸

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below
☒ There were no shareholder changes in this period. Go to **Part 5 (Signature)**
☐ A full list of shareholders is enclosed
☐ A list of shareholder changes is enclosed

How is the list of shareholders enclosed? Please tick the appropriate box below
☐ The list of shareholders is enclosed on paper. Go to **Section G3** 'List of past and present shareholders'
☐ The list of shareholders is enclosed in another format. Go to **Part 5 (Signature)**

❸ This section only applies to companies answering 'No' in **Section G1**

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G3

List of past and present shareholders^①

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

① Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

[illegible]

Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

10/15 Version 6.0

Part 5

Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X *Sal* *X*
FOR AND ON BEHALF OF ERIKA SECRETARIES LIMITED

This form may be signed by
Director ^①, Secretary, Person authorised ^②, Charity commission receiver and
manager, CIC manager, Judicial factor

① 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

② Person authorised

Under either section 270 or 274 of
the Companies Act 2006



Do not cover this barcode

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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 David Wynne-Griffith

Company name JAG Shaw Baker

Address Berners House

47-48 Berners Street

Post town LONDON

County/Region GREATER LONDON

Postcode W 1 T 3 N F

Country UNITED KINGDOM

DX

Telephone 0203 598 6452



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 have completed your principal business activity
- ☐ You have not used this form to make changes to the registered office address
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

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



How to pay

A fee of £40 is payable to Companies House in respect of a paper Annual Return

Make cheques or postal orders payable to 'Companies House'



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.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



Companies House

COMPANY NAME: SOUNDCLOUD LIMITED

COMPANY NUMBER: 06343600

A SECOND FILED AR01 WAS REGISTERED ON 27/07/2016