

RP04

Second filing of a document previously delivered



Companies House

✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies

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

✗ What this form is NOT for

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

A second filing of a document cannot be filed where it is providing information that was originally properly delivered. Form RP04 cannot be used in these circumstances

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



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A12

10/11/2015

#223

COMPANIES HOUSE

TUESDAY

1 Company details

Company number 06343600

Company name in full SOUNDCLOUD LIMITED

→ Filling in this form

Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

2 Description of the original document

Document type ① Form SH01 - return of an allotment of shares

Date of registration of the original document 05/11/2015

① 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
- 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

4 Section 243 Exemption²

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

² 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



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Sarah McConville

Company name JAG Shaw Baker

Address Berners House

47 - 48 Berners Street

Post town London

County/Region

Postcode W 1 T 3 N F

Country United Kingdom

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the second filed document(s)
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing'



Important information

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



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 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

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 for**
You cannot use this form to give
notice of shares taken by a company
on formation of the company or
for an allotment of a new class of
shares by an unlimited company

COMPANIES HOUSE

1 Company details

Company number 06343600

Company name in full **SOUND CLOUD LIMITED**

→ **Filing in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date d 1 d 3 m 0 m 8 y 2 y 0 y 1 y 5
To Date d 1 d 9 m 0 m 8 y 2 y 0 y 1 y 5

1 Allotment date
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes

3 Shares allotted

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

2 Currency
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	138	€0 01	€22 74	0
ORDINARY	EURO	5,440	€0 01	€33 03	0
ORDINARY	EURO	155	€0 01	€43 57	0

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

Continuation page
Please use a continuation page if
necessary

Details of non-cash
consideration

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

3

Please give details of the shares allotted, including bonus shares

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

[illegible]

SH01

Return of allotment of shares

Statement of capital

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

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

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

5 Statement of capital (Share capital in other currencies)

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

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

6 Statement of capital (Totals)

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

❶ Including both the nominal value and any share premium

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

❸ Total number of issued shares in this class

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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

[illegible]

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class
- ③ E.g. Number of shares issued multiplied by nominal value of each share

SH01

Return of allotment of shares

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**

Class of share	
Prescribed particulars ①	Please see continuation pages
Class of share	
Prescribed particulars ①	
Class of share	
Prescribed particulars ①	

① Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share


Continuation page

Please use a Statement of Capital continuation page if necessary

8

Signature

I am signing this form on behalf of the company

Signature	<p>Signature</p> <p>X  X</p> <p>FOR AND ON BEHALF OF ERKA SECURITIES LIMITED</p> <p>This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>
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② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006

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	<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 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 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 (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 €3,885 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 Series B share held, €70,828 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held, in each case adjusted for any stock splits, consolidation or anti-dilution adjustments</p> <p>"Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	SERIES A	
Prescribed particulars	<p>The Series A shares have attached to them full voting, dividend and capital distribution rights, including on a winding up</p> <p>The Series A shares do not confer any rights of redemption. 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 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 (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 A share held, €10.25 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series B share held, €70.8288 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held, in each case adjusted for any stock splits, consolidation or anti-dilution adjustments</p> <p>"Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share</p>	

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	<p>The Series B shares have attached to them full voting, dividend and capital distribution rights, including on a winding up</p> <p>The Series B shares do not confer any rights of redemption. 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 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 (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 A share held, €10.25 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series B share held, €70.8288 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held, in each case adjusted for any stock splits, consolidation or anti-dilution adjustments</p> <p>"Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share</p>	

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	<p>The Series C shares have attached to them full voting, dividend and capital distribution rights, including on a winding up</p> <p>The Series C shares do not confer any rights of redemption. 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 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 6 (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 (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 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 Series B share held, €70.8288 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held, in each case adjusted for any stock splits, consolidation or anti-dilution adjustments</p> <p>"Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share</p>	

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	<p>The Series C-1 shares have attached to them full voting, dividend and capital distribution rights, including on a winding up</p> <p>The Series C-1 shares do not confer any rights of redemption. 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 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 (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 €3,685 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 Series B share held, €70,828 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held, in each case adjusted for any stock splits, consolidation or anti-dilution adjustments</p> <p>"Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share</p>	

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	SERIES D
Prescribed particulars	<p>The Series D shares have attached to them full voting, dividend and capital distribution rights, including on a winding up</p> <p>The Series D shares do not confer any rights of redemption. 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 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 (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 €3,685.50 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 Series B share held, €70,828.88 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held, in each case adjusted for any stock splits, consolidation or anti-dilution adjustments</p> <p>"Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share</p>

SH01

Return of allotment of shares



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Sarah McConville

Company name JAG Shaw Baker

Address Berners House

47 - 48 Berners Street

Post town London

County/Region

Postcode W 1 T 3 N F

Country

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