

Company Number 6343600

Written Resolution

of

SOUNDCLOUD LIMITED (the "Company")

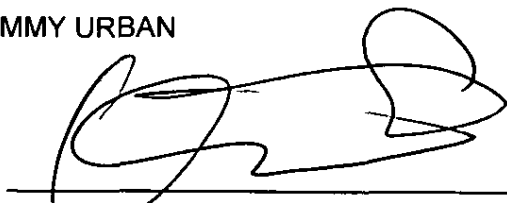
(agreed to on November 29, 2007)

Pursant to section 9 (resolutions) of the Company's articles of association, the following written resolution was unanimously agreed to by the holders of all ordinary shares in the Company on November 29, 2007 as written resolution of the Company

Special Resolution

In accordance with section 3 (b) of the Articles of Association of the Company, no pre-emption rights shall apply to the issue of 2 500 (two-thousand five-hundred) ordinary shares (in total) of GBP 1 each in the Company to ABLETON AG, GERHARD BEHLES, BERND ROGGENDORF, JAN BOHL GMBH , CHRISTIAN ZIPPEL , ATLANTIC VENTURES GMBH, CAROLINE EMMY URBAN

Signed



November 29, 2007

ERIC WAHLFORSS, director and holder of 4 680 ordinary shares

Signed



November 29, 2007

ALEXANDER LJUNG, director and holder of 4 320 ordinary shares

