

Company Number 06343600

THE COMPANIES ACT 1985 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

SOUNDCLOUD LIMITED (the "Company")

FRIDAY



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29/08/2008
COMPANIES HOUSE

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Circulation Date: 11. July 2008

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the members, irrevocably agree that Resolutions 1 and 2 below are passed as ordinary resolutions and that Resolution 3 below is passed as a special resolution

ORDINARY RESOLUTIONS

(1) THAT

subject to the passing of Resolution 3 below, the authorised share capital of the Company is increased from £12500 to £14905 by the creation of an additional 2405 ordinary shares of £1 each,

(2) THAT

subject to the passing of Resolution number 1 above the Directors are generally and unconditionally authorised for the purposes of section 80 Companies Act 1985 (the "Act") and in substitution for any existing power to allot relevant securities to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £2405 during the period commencing on the date of the

passing of this Resolution and expiring five years thereafter (both dates inclusive), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after that expiry and notwithstanding that expiry the Directors may allot relevant securities in accordance with such offers or agreements

SPECIAL RESOLUTIONS

(3) THAT

subject to the passing of Resolution number 2 set out above the Directors are empowered, in accordance with section 95 of the Act, to allot equity securities wholly for cash in exercise of the authority given in accordance with section 80 of the Act by the said Resolution number 2 as if section 89(1) of the Act did not apply to any such allotment, but this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £2405 and shall expire five years from the date of this Resolution except that the Company may before that expiry make offers or agreements which would or might require equity securities to be allotted after that expiry and notwithstanding that expiry the Directors may allot equity securities in accordance with such offers or agreements

Signature

Print Name

ABLETON AG

represented by Jan Bohl and Matthias Ullrich


Date of Signature 11 July 2008

Signature

Print Name

CHRISTIAN ZIPPEL


Date of Signature 11 July 2008

Signature 

Print Name **ATLANTIC VENTURES**

represented by **Christophe Maire**

Date of Signature 11 July 2008

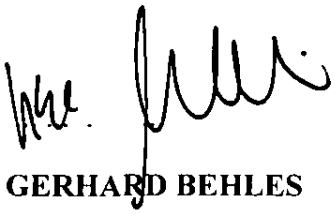
Signature 

Print Name **Caroline E. Urban**

represented by proxy **Alexander Ljung**

as per PoA of 10 July 2008 (copy attached)

Date of Signature 11 July 2008


Signature 

Print Name **GERHARD BEHLES**

represented by proxy **Matthias Ullrich**

as per PoA of 09 July 2008 (copy attached)

Date of Signature 11 July 2008

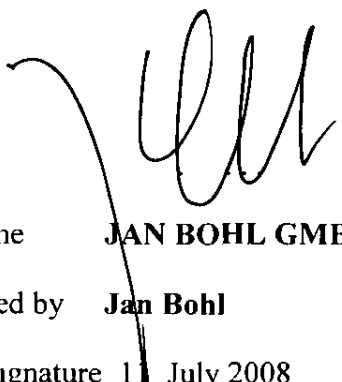
Signature 

Print Name **BERND ROGGENDORF**

represented by proxy **Matthias Ullrich**

as per PoA of 10 July 2008 (copy attached)


Date of Signature 11 July 2008

Signature 

Print Name **JAN BOHL GMBH**


represented by **Jan Bohl**

Date of Signature 11 July 2008

Signature 

Print Name **ERIC WAHLFORSS**

Date of Signature 11 July 200

Signature 

Print Name **ALEXANDER LJUNG**

Date of Signature 11 July 2008

SOUNDCLOUD LIMITED ("the Company")
(Company Number: 06343600)

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS held on
11 July 2008

PRESENT: Alexander Ljung, Director
Eric Wahlforss, Director

1 Chairman, Notice and Quorum

- 1 1 Mr Ljung took the Chair at the Meeting. The Chairman reported that notice of the meeting and the nature of the business to be conducted had been duly given to all the directors of the Company entitled to attend and vote at the meeting and that, a quorum being present, the meeting could proceed to business.

2 Purpose of Meeting

- 2 1 The chairman reported that the purpose of the meeting was to consider and, if thought fit, to

- (a) increase the Company's authorised share capital from £12,500 to £14,905 by the creation of a further 2,405 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares in the Company,
- (b) seek the necessary authority under s80 of the Companies Act 1985 (the "Act") to give the directors the authority to allot the Ordinary Shares,
- (c) empower the Board (in accordance with s95 of the Act) to disapply any pre-emption rights and allot the Ordinary Shares as if s89(1) of the Act did not apply to such allotment, and
- (d) approve the proposed subscription for Ordinary Shares in the capital of the Company by the parties (the "Subscribers") and in the numbers listed below

- Ableton AG – 1242 Ordinary Shares of £1 each at

EUR 112.73 = approx. GBP 89.69 per share

Christian Zippel – 293 Ordinary Shares of £1 each at

EUR 112.73 = approx. GBP 89.69 per share

Atlantic Ventures GmbH – 293 Ordinary Shares of £1 each at
EUR 112.73 = approx. GBP 89.69 per share

- NewBorn Consulting Network L P – 222 Ordinary Shares of £1 each at EUR 112 73 = approx GBP 89 69 per share
- Caroline Emmy Urban – 177 Ordinary Shares of £1 each at EUR 112 73 = approx GBP 89 69 per share
- Jan Bohl GmbH – 89 Ordinary Shares of £1 each at EUR 112 73 = approx GBP 89 69 per share
- Tariq Krim - 89 Ordinary Shares of £1 each at EUR 112 73 = approx GBP 89 69 per share

3 **Written resolutions**

3.1 Accordingly, there was produced to the meeting in the form attached to these minutes a copy of the proposed written resolutions of the shareholders of the Company to

- (a) increase the authorised share capital of the Company from £12,500 to £14,905 by the creation of 2405 Ordinary Shares of £1 each in the capital of the Company,
- (b) authorise the directors for the purposes of s80 of the Act to allot relevant securities up to an aggregate nominal amount of £2405 in substitution to all the existing authorities to the extent unused, and
- (c) empower the directors in accordance with s95 of the Act to allot equity securities wholly for cash in exercise of the authority given in accordance with s80 of the Act by the resolution above as if s89(1) of the Act did not apply to such allotment, provided this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £2405.

3.2 **IT WAS RESOLVED** that the draft written resolutions be approved and that it be put before the members of the Company forthwith. The meeting then adjourned to enable the Written Resolutions to be signed by the members of the Company

ADJOURNMENT

3.3 Upon resumption, it was noted that the resolutions to increase the share capital and grant the directors authority to allot the Ordinary Shares and had been duly passed as ordinary resolutions and the resolution to disapply any pre-emption rights had been duly passed as a special resolution

4 Subscription

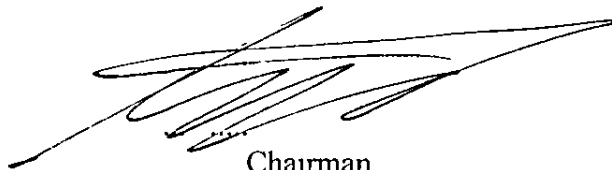
4 1 There was then produced to the meeting letters signed on behalf of the Subscribers in which the Subscribers each applied for the Shares (the “**Subscription Letters**”)

4 2 IT WAS RESOLVED THAT

- (a) the allotment of Ordinary Shares to the Subscribers in the amounts set out in the Subscription Letters be approved,
- (b) such allotments be made subject to the provisions of the Memorandum and Articles of Association of the Company,
- (c) the Company Secretary be instructed to enter the respective Subscribers in the Register of Members as holders of the shares in question,
- (d) the Company Secretary be instructed to file the following forms and documents with the Registrar of Companies:
 - a print of the Written Resolutions that were passed signed by a director,
 - a return of allotments form (Form G88(2)) in respect of the allotments of the Ordinary Shares,
 - Form G123 in respect of the Company’s increase in authorised share capital, and
- (e) the appropriate share certificates be prepared, executed and issued in due course

5 Closure

5 1 There being no further business, the Chairman declared the meeting closed

A handwritten signature in black ink, consisting of several fluid, overlapping strokes, positioned above the word "Chairman".

Chairman