RP04

Second filing of a document previously delivered

0



For further information, please

refer to our guidance at

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 or

the Companies (No Order 1986 regard delivered

cannot be filed when properly delivered used in these circumstances

www.gov.uk/companieshouse



15/07/2016 **COMPANIES HOUSE**

Company details

Company number 6 3

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 '

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

Change of director's details CH01

Change of corporate director's details CH02

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

CS01 Confirmation statement (Parts 1-5 only)

Notice of individual person with significant control (PSC) PSC01

PSC02 Notice of relevant legal entity (RLE) with significant control

Notice of other registrable person (ORP) with significant control PSC03

PSC04 Change of details of individual person with significant control (PSC)

PSC05 Change of details of relevant legal entity (RLE) with significant control

Change of details of other registrable person (ORP) with significant PSC06

PSC07 Notice of ceasing to be a person with significant control (PSC).

relevant legal entity (RLE), or other registrable person (ORP)

Notification of PSC statements PSC08

PSC09 Update to PSC statements

RP04

Second filing of a document previously delivered

3	Description of the original document	
Date of registration of the original document	SH01 - RETURN OF ALLOTMENT OF SHARES ON 12 JANUARY 2016 of d 1 d 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

If you are applying for, or have been granted, exemption under section 243 or 790ZF 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

If you are currently in the process of applying for or have been granted a Section 243 or 790ZF 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 conta you do it will help Companies Hou on the form. The contact 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	CATHERINE HARGREAVES
Company name	JAG SHAW BAKER
Address	BERNERS HOUSE
47-48 B	ERNERS STREET
Post town	LODON
County/Region	
Postcode	W 1 T 3 N F
Country	****
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 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF 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 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

SH01

Return of allotment of shares





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

✓ What this form is for
You may use this form to give
notice of shares allotted following
incorporation

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

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

	Company details			→ Filling in th	→ Filling in this form	
Company number	0 6 3 4 3 6 0 0			Please comp	Please complete in typescript or in	
Company name in full	SOUNDCLOUD LIMITED				bold black capitals. All fields are mandatory unless specified or indicated by *	
	Allotment dates •					
rom Date	$\begin{bmatrix} d & 1 & d & 2 \end{bmatrix}$ $\begin{bmatrix} m & 0 & m & 1 \end{bmatrix}$ $\begin{bmatrix} y & 2 & y & 0 \end{bmatrix}$	d 1 d 2 d Allotment date				
o Date	d d m m y y	y y		same day en 'from date' b allotted over	were allotted on the ter that date in the lox If shares were a period of time, th 'from date' and 'to	
3	Shares allotted		3000-01			
	Please give details of the shares allotted, including bonus shares (Please use a continuation page if necessary)			completed w	O Currency If currency details are not completed we will assume currence is in pound sterling	
Currency 3	Class of shares (E g Ordinary/Preference etc)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) or each share	
EURO	A ORDINARY	191,472	€0 01	€0 01	0	
EURO	SERIES D	2	€0 01	\$159 35	0	
		_		<u> </u>		
	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 Please use a necessary	Continuation page Please use a continuation page if necessary	
Details of non-cash consideration						
If a PLC, please attach valuation report (if appropriate)						

SH01

Return of allotment of shares

4	Statement of capital		 .	
	Complete the table(s) below to show the issued share capital at the date to which this return is made up			
	Complete a separate table for each currency (If appropriate) For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B' Please use a Statement of Capital continuation page if necessary			d sterling in
Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
Currency table A				•
EURO	ORDINARY	1,248,679	€12,486 79	
EURO	SERIES A	678,333	€6,783 33	1
EURO	SERIES B	818,195	€8,181 95	
·	Totals	SEE CONT PAG	SEE CONT PAG	SEE CONT PAG
Currency table B		1000		
· 	Totals			
Currency table C		and the state of t		
<u> </u>		West transfer of the second se		
	Totals		-	
	Takala (maladana anata anta anta	Total number of shares	Total aggregate nominal value •	Total aggregate amount unpaid •
	Totals (including continuation pages)	3,759,551	€37,595 51	0

[•] Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

SH01 - continuation page Return of allotment of shares

4 Statement of capital			····			
	Complete the table below to show the issued share capital Complete a separate table for each currency					
Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, et Including both the nominal value and any share premiu		
EURO	SERIES C	341,846	€3,418 46			
EURO	SERIES C-1	42,074	€420 74			
EURO	SERIES D	438,952	€4,389 52			
EURO	A ORDINARY	191,472	€1,914 72			
				,		
	Totals	3,759,551	€37,595 51	0		

SH01

Return of allotment of shares

5	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 share capital tables in Section 4	• Prescribed particulars of rights attached to shares	
Class of share		The particulars are a particulars of any voting rights,	
Prescribed particulars	PLEASE SEE CONTINUATION PAGES	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	
Class of share		A separate table must be used for each class of share	
Prescribed particulars		Continuation page Please use a Statement of Capital continuation page if necessary	
Class of share			
Prescribed particulars			
6	Signature		
	I am signing this form on behalf of the company	⊘ Societas Europaea	
Signature	For and on behalf of Eriska Secretaries X This form may be signed by Director • Secretary, Person authorised • Administrator, Administrative receiver,	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 Person authorised Under either section 270 or 274 of the Companies Act 2006	

SH01 - continuation page

Return of allotment of shares

5

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 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 (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 this article 5 (b) of the Articles), (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 the surplus assets shall be distributed among the holders of the Series C-1 Shares, A Ordinary Shares and the Ordinary Shares pro rata to the number of Series C-1 Shares, A Ordinary Shares or Ordinary Shares held, respectively

"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 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 the 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 the Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132 9261 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 E Share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments

SH01 - continuation page

Return of allotment of shares

5

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

Class of share

A Ordinary

Prescribed particulars

The A Ordinary shares shall not entitle the holders of them to vote at any general meeting of the Company or to receive and vote on written resolutions of the Company

The A Ordinary shares have attached to them full dividend and capital distribution rights, including on winding up

The A 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 (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 this article 5 (b) of the Articles), (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 the surplus assets shall be distributed among the holders of the Series C-1 Shares, A Ordinary Shares and the Ordinary Shares pro rata to the number of Series C-1 Shares, A Ordinary Shares or Ordinary Shares held, respectively

"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 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 the 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 the Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132 9261 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 E Share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments

SH01 - continuation page

Return of allotment of shares

5

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 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 (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 prorata to the aggregate amounts otherwise due to them under this article 5 (b) of the Articles), (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 the surplus assets shall be distributed among the holders of the Series C-1 Shares, A Ordinary Shares and the Ordinary Shares pro rata to the number of Series C-1 Shares, A Ordinary Shares or Ordinary Shares held, respectively

"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 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 the 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 the Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132 9261 per share together with a sum equal to any Arrears and any dividends acrued down to the relevant date of payment in respect of each Series E Share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments

SH01 - continuation page

Return of allotment of shares

5

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

Class of share

Series B

Prescribed particulars

capital distribution rights, including on 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 (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 prorata to the aggregate amounts otherwise due to them under this article 5 (b) of the Articles), (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 the surplus assets shall be distributed among the holders of the Series C-1 Shares, A Ordinary Shares and the Ordinary Shares pro rata to the number of Series C-1 Shares, A Ordinary Shares or Ordinary Shares held, respectively

The Series B shares have attached to them full voting, dividend and

"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 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 the 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 the Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132 9261 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 E Share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments

SH01 - continuation page

Return of allotment of shares

5

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 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 (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 this article 5 (b) of the Articles), (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 the surplus assets shall be distributed among the holders of the Series C-1 Shares, A Ordinary Shares and the Ordinary Shares pro rata to the number of Series C-1 Shares, A Ordinary Shares or Ordinary Shares held, respectively

"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 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 the 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 the Arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132 9261 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 E Share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments

SH01 - continuation page

Return of allotment of shares

5

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 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 (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 this article 5 (b) of the Articles), (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 the surplus assets shall be distributed among the holders of the Series C-1 Shares, A Ordinary Shares and the Ordinary Shares pro rata to the number of Series C-1 Shares, A Ordinary Shares or Ordinary Shares held, respectively

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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 CA	THERINE HARGREAVES
Company name JAC	S SHAW BAKER
Address BEI	RNERS HOUSE
47-48 BERN	NERS STREET
Post town LOI	NDON
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 relevant 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

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

or LP - 4 Edinburgh 2 (Legal Post)

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