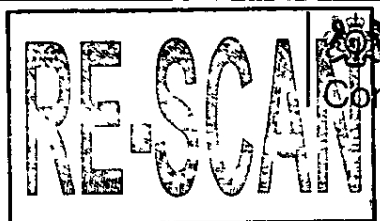


SH01

Return of allotment of shares



Companies House



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

☐ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by
formation of the company
for an allotment of a new
share by an unlimited company

SATURDAY



A21 *A5D9YGOR* #416
13/08/2016
COMPANIES HOUSE

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 Allotment dates ¹

From Date d 0 5 m 0 8 y 2 0 y 1 6
To Date d d m m y y y y

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

Currency ²	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) on each share
EURO	ORDINARY	88	€0 01	€50 25	0
EURO	ORDINARY	3	€0 01	€61 23	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)

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

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 (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
EURO	ORDINARY	1,252,030	€12,520 30	
EURO	A ORDINARY	419,140	€4,191 40	
EURO	SERIES A	678,333	€6,783 33	
Totals		SEE CONT PAG	SEE CONT PAG	SEE CONT PAG

Currency table B				
Totals				

Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		4,730,719	€47,307 19	0

❶ 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 (£, €, \$, etc) Including both the nominal value and any share premium
EURO	SERIES B	818,195	€8,181 95	
EURO	SERIES C	341,846	€3,418 46	
EURO	SERIES C-1	42,074	€420 74	
EURO	SERIES D	454,642	€4,546 42	
EURO	SERIES E	724,459	€7,244 59	
Totals		4,730,719	€47,307 19	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

Class of share

Prescribed particulars
1

SEE CONTINUATION PAGES

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

A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

Class of share

Prescribed particulars
1

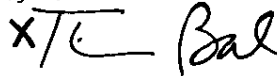
Class of share

Prescribed particulars
1**6****Signature**

I am signing this form on behalf of the company

Signature

Signature

For and on behalf of
Eriska Secretanes
Ltd

X

This form may be signed by
Director 2, Secretary, Person authorised 2, Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager**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

1 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	<p>The Ordinary shares have attached to them full voting, dividend and capital distribution rights, including on winding up</p> <p>The Ordinary shares do not confer any rights of redemption</p> <p>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 E Shareholders, in priority to any other classes of Shares, and amount per share 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 E Shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (a) of the Company's articles of association (the "Articles")), (b) second, 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), (C) third 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 (d) 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</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 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</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

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>The A Ordinary shares have attached to them full voting, dividend and capital distribution rights, including on winding up</p> <p>The A Ordinary shares do not confer any rights of redemption</p> <p>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 E Shareholders, in priority to any other classes of Shares, and amount per share 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 E Shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (a) of the Company's articles of association (the "Articles")), (b) second, 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), (C) third 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 (d) 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</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 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</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

5	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 winding up</p> <p>The SERIES A shares do not confer any rights of redemption</p> <p>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 E Shareholders, in priority to any other classes of Shares, and amount per share 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 E Shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (a) of the Company's articles of association (the "Articles")), (b) second, 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), (C) third 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 (d) 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</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 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</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

5	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 winding up</p> <p>The SERIES B shares do not confer any rights of redemption</p> <p>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 E Shareholders, in priority to any other classes of Shares, and amount per share 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 E Shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (a) of the Company's articles of association (the "Articles")), (b) second, 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), (C) third 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 (d) 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</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 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</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

5	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 winding up</p> <p>The SERIES C shares do not confer any rights of redemption</p> <p>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 E Shareholders, in priority to any other classes of Shares, and amount per share 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 E Shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (a) of the Company's articles of association (the "Articles")), (b) second, 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), (C) third 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 (d) 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</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 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</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

5	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 winding up</p> <p>The SERIES C-1 shares do not confer any rights of redemption</p> <p>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 E Shareholders, in priority to any other classes of Shares, and amount per share 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 E Shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (a) of the Company's articles of association (the "Articles")), (b) second, 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), (C) third 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 (d) 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</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 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</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

5	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 winding up</p> <p>The SERIES D shares do not confer any rights of redemption</p> <p>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 E Shareholders, in priority to any other classes of Shares, and amount per share 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 E Shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (a) of the Company's articles of association (the "Articles")), (b) second, 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), (C) third 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 (d) 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</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 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</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

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	SERIES E	
Prescribed particulars	<p>The SERIES E shares have attached to them full voting, dividend and capital distribution rights, including on winding up</p> <p>The SERIES E shares do not confer any rights of redemption</p> <p>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 E Shareholders, in priority to any other classes of Shares, and amount per share 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 E Shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (a) of the Company's articles of association (the "Articles")), (b) second, 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), (C) third 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 (d) 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</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 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</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 **CATHERINE HARGREAVES**

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 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
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 SH01 WAS REGISTERED ON 30/01/2017