

Company Number 06436047

SPOTIFY LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS



12 November 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution and resolutions 2 and 3 are passed as an ordinary resolution (together the "**Resolutions**").

SPECIAL RESOLUTION

1. THAT, the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association that, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's articles of association.

ORDINARY RESOLUTIONS

2. THAT, in accordance with paragraph 43 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the directors be and are hereby authorised to exercise any power of the Company under section 550 of the Companies Act 2006.
3. THAT, upon the recommendation of the directors:
 - (a) the aggregate sum of GBP 22,946,450 be capitalised, consisting of:
 - (i) GBP 14,544,300 (being the entire amount standing to the credit of the shareholder contributions reserve); and
 - (ii) GBP 8,402,150 (being the entire amount standing to the credit of the profit and loss account as at 31 December 2019);
 - (b) the directors be and are hereby authorised and directed to appropriate the said sum to the sole member of the Company;
 - (c) that sum be applied on its behalf in paying up in full at par 22,946,450 ordinary shares of GBP 1 each to rank pari passu in all respects with the ordinary shares now in issue; and
 - (d) to allot and distribute those shares credited as fully paid at par to the sole member of the Company.

Please read the Notes at the end of this document before signifying your agreement to the Resolutions below.

BY ORDER OF THE BOARD



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Director

AGREEMENT

I THE UNDERSIGNED, being the sole member of the Company on the Circulation Date HEREBY IRREVOCABLY AGREE to the Resolutions.

Signed:



PRINT NAME: Peter Grandelius

duly authorised signatory

for and on behalf of **Spotify AB**

Dated: 12 November 2020

NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
5. A copy of this document was sent to the Company's auditors, Ernst & Young LLP, on the Circulation Date.