

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BAYER AKTIENGESELLSCHAFT</u> <hr/> (Last) (First) (Middle) <u>KAISER-WILHELM-ALLEE 1</u> <hr/> (Street) <u>LEVERKUSEN 2M 51373</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/17/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Century Therapeutics, Inc. [IPSC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	10,390,600	(2)	D ⁽³⁾	
Series C Preferred Stock	(1)	(1)	Common Stock	1,535,238	(4)	D ⁽³⁾	

1. Name and Address of Reporting Person* <u>BAYER AKTIENGESELLSCHAFT</u> <hr/> (Last) (First) (Middle) <u>KAISER-WILHELM-ALLEE 1</u> <hr/> (Street) <u>LEVERKUSEN 2M 51373</u> <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Bayer World Investments B.V.</u> <hr/> (Last) (First) (Middle) <u>ENERGIEWEG 1</u> <hr/> (Street) <u>MIJDRECHT P7 3641 RT</u> <hr/> (City) (State) (Zip)
--

Explanation of Responses:

1. Shares of Series B and Series C Preferred Stock (collectively, the "Preferred Stock") have no expiration date and are convertible, at the option of the holder, into shares of Common Stock at the then-effective conversion rate for no additional consideration (subject to the payment of cash in lieu of any fractional shares in accordance with the Issuer's Amended and Restated Certificate of Incorporation (as amended, the "Certificate of Incorporation")). The shares of Preferred Stock will automatically convert into shares of

Common Stock at the then-effective conversion rate for no additional consideration (subject to the payment in cash in lieu of any fractional shares in accordance with the Certificate of Incorporation) immediately prior to the closing of the Issuer's initial public offering.

2. Shares of Series B Preferred Stock are convertible into shares of Common Stock at a 2.5161-for-1 conversion rate, which is the applicable conversion rate as of the date hereof.

3. The securities reported are held directly by Bayer World Investments B.V., a Dutch private limited company, which is an indirect, wholly owned subsidiary of Bayer Aktiengesellschaft, a German stock corporation. Accordingly, Bayer Aktiengesellschaft may be deemed to be an indirect beneficial owner of the shares beneficially owned directly by Bayer World Investments B.V.

4. Shares of Series C Preferred Stock are convertible into shares of Common Stock at a 2.5161-for-1 conversion rate, which is the applicable conversion rate as of the date hereof.

Remarks:

/s/ Christian Bank, on
behalf of Bayer 06/17/2021
Aktiengesellschaft

/s/ Patrick Lennaerts, on
behalf of Bayer World 06/17/2021
Investments B.V

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.