



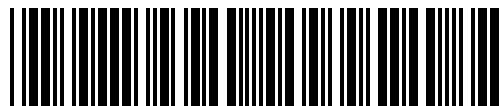
Companies House

CS01 (ef)

Confirmation Statement

Company Name: **TROPIC BIOSCIENCES UK LIMITED**

Company Number: **10271134**



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XC8WSA0W

Company Name: **TROPIC BIOSCIENCES UK LIMITED**

Company Number: **10271134**

Confirmation **10/07/2023**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	2832507
Currency:	USD	Aggregate nominal value:	354063.38

Prescribed particulars

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,
DIVIDENDS AND DISTRIBUTIONS.**

Class of Shares:	SERIES	Number allotted	2078968
	A	Aggregate nominal value:	259871
	PREFERRED		

Currency: **USD**

Prescribed particulars

ALL DEFINED TERMS SHALL HAVE THE MEANINGS ASCRIBED TO THEM IN THE COMPANY'S ARTICLES OF ASSOCIATION. 1) EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING. 2) EACH SHARE ENTITLES THE HOLDER TO AN AMOUNT EQUAL TO THE ORIGINAL PURCHASE PRICE ON (I) A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) FROM THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO); (II) IN RESPECT OF ANY DIVIDENDS LAWFULLY PAID OUT OF AVAILABLE PROFITS IN A FINANCIAL YEAR; EACH IN PREFERENCE TO THE ORDINARY SHARES BUT FOLLOWING PAYMENT TO HOLDERS OF SERIES B SHARES. 3) EACH SHARE IS CONVERTIBLE INTO ORDINARY SHARES AT THE REQUEST OF THE HOLDER OR AUTOMATICALLY UPON (I) A QUALIFYING IPO; OR (II) THE DATE OF A SERIES A MAJORITY CONSENT. 4) EACH SHARE ENTITLES THE HOLDER TO RECEIVE ADDITIONAL SERIES A SHARES IN THE EVENT ANY NEW SECURITIES ARE ISSUED BY THE COMPANY AT A PRICE PER NEW SECURITY WHICH EQUATES TO LESS THAN THE SERIES A ORIGINAL ISSUE PRICE, WHERE THE NUMBER OF NEW SERIES A SHARES IS DETERMINED BY APPLYING THE FOLLOWING FORMULA (AND ROUNDING THE PRODUCT, N, DOWN TO THE NEAREST WHOLE SHARE): $N = ((SIP/WA)XZ))-Z$ WHERE: N= NUMBER OF ANTI-DILUTION SHARES TO BE ISSUED TO THE EXERCISING SHAREHOLDER $WA = ((SIPXESC) + (QISPXNS))/(ESC+NS)$ SIP= SERIES A ORIGINAL ISSUE PRICE ESC = THE NUMBER OF EQUITY SHARES IN ISSUE PLUS THE AGGREGATE NUMBER OF SHARES IN RESPECT OF WHICH OPTIONS TO SUBSCRIBE HAVE BEEN GRANTED, OR WHICH ARE SUBJECT TO CONVERTIBLE SECURITIES (INCLUDING BUT NOT LIMITED TO WARRANTS) IN EACH CASE IMMEDIATELY PRIOR TO THE SERIES A QUALIFYING ISSUE QISP = THE LOWEST PER SHARE PRICE OF THE NEW SECURITIES ISSUED PURSUANT TO THE SERIES A QUALIFYING ISSUE (WHICH IN THE EVENT THAT THAT NEW SECURITY IS NOT ISSUED FOR CASH SHALL BE THE SUM CERTIFIED BY THE AUDITORS ACTING AS EXPERTS AND NOT ARBITRATORS AS BEING IN THEIR OPINION THE CURRENT CASH VALUE OF THE NON CASH CONSIDERATION FOR THE ALLOTMENT OF THE NEW SECURITY) NS= THE NUMBER OF NEW SECURITIES ISSUED PURSUANT TO THE SERIES A QUALIFYING ISSUE Z = THE NUMBER OF SERIES A SHARES HELD BY THE EXERCISING SHAREHOLDER PRIOR TO THE SERIES A QUALIFYING ISSUE.

Class of Shares:	SERIES	Number allotted	2460437
	B	Aggregate nominal value:	307554.625
	PREFERRED		

Currency: USD

Prescribed particulars

ALL DEFINED TERMS SHALL HAVE THE MEANINGS ASCRIBED TO THEM IN THE COMPANY'S ARTICLES OF ASSOCIATION. 1) EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING. 2) EACH SHARE ENTITLES THE HOLDER TO AN AMOUNT EQUAL TO THE ORIGINAL PURCHASE PRICE ON (I) A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) FROM THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO); (II) IN RESPECT OF ANY DIVIDENDS LAWFULLY PAID OUT OF AVAILABLE PROFITS IN A FINANCIAL YEAR; EACH IN PREFERENCE TO ANY OTHER CLASS OF SHARES. 3) EACH SHARE IS CONVERTIBLE INTO ORDINARY SHARES AT THE REQUEST OF THE HOLDER OR AUTOMATICALLY UPON (I) A QUALIFYING IPO; OR (II) THE DATE OF AN INVESTOR MAJORITY CONSENT. 4) EACH SHARE ENTITLES THE HOLDER TO RECEIVE ADDITIONAL SERIES B SHARES IN THE EVENT ANY NEW SECURITIES ARE ISSUED BY THE COMPANY AT A PRICE PER NEW SECURITY WHICH EQUATES TO LESS THAN THE SERIES B ORIGINAL ISSUE PRICE, WHERE THE NUMBER OF NEW SERIES B SHARES IS DETERMINED BY APPLYING THE FOLLOWING FORMULA (AND ROUNDING THE PRODUCT, N, DOWN TO THE NEAREST WHOLE SHARE): $N = ((SIP/WA) \times Z) - Z$ WHERE: N= NUMBER OF ANTI-DILUTION SHARES TO BE ISSUED TO THE EXERCISING SHAREHOLDER $WA = ((SIP \times ESC) + (QISP \times NS)) / (ESC + NS)$ SIP= SERIES B ORIGINAL ISSUE PRICE ESC = THE NUMBER OF EQUITY SHARES IN ISSUE PLUS THE AGGREGATE NUMBER OF SHARES IN RESPECT OF WHICH OPTIONS TO SUBSCRIBE HAVE BEEN GRANTED, OR WHICH ARE SUBJECT TO CONVERTIBLE SECURITIES (INCLUDING BUT NOT LIMITED TO WARRANTS) IN EACH CASE IMMEDIATELY PRIOR TO THE SERIES B QUALIFYING ISSUE QISP = THE LOWEST PER SHARE PRICE OF THE NEW SECURITIES ISSUED PURSUANT TO THE SERIES B QUALIFYING ISSUE (WHICH IN THE EVENT THAT THAT NEW SECURITY IS NOT ISSUED FOR CASH SHALL BE THE SUM CERTIFIED BY THE AUDITORS ACTING AS EXPERTS AND NOT ARBITRATORS AS BEING IN THEIR OPINION THE CURRENT CASH VALUE OF THE NON CASH CONSIDERATION FOR THE ALLOTMENT OF THE NEW SECURITY) NS= THE NUMBER OF NEW SECURITIES ISSUED PURSUANT TO THE SERIES B QUALIFYING ISSUE Z = THE NUMBER OF SERIES B SHARES HELD BY THE EXERCISING SHAREHOLDER PRIOR TO THE SERIES B QUALIFYING ISSUE.

Statement of Capital (Totals)

Currency:	USD	Total number of shares:	7371912
		Total aggregate nominal value:	921489.005
		Total aggregate amount	0
		unpaid:	

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **1330010 ORDINARY shares held as at the date of this confirmation statement**

Name: **GILAD GERSHON**

Shareholding 2: **15000 ORDINARY shares held as at the date of this confirmation statement**

Name: **JAMIE ROWLES**

Shareholding 3: **80000 ORDINARY shares held as at the date of this confirmation statement**

Name: **VINCENT PETIARD**

Shareholding 4: **300000 ORDINARY shares held as at the date of this confirmation statement**

Name: **MAORI HOLDINGS LIMITED**

Shareholding 5: **35021 ORDINARY shares held as at the date of this confirmation statement**

Name: **YARON GALANTY**

Shareholding 6: **40000 ORDINARY shares held as at the date of this confirmation statement**

Name: **ELI KHAYAT**

Shareholding 7: **18571 ORDINARY shares held as at the date of this confirmation statement**

Name: **SYBER CAPITAL**

Shareholding 8: **14286 ORDINARY shares held as at the date of this confirmation statement**

Name: **ADI VAGMAN**

Shareholding 9: **7000 ORDINARY shares held as at the date of this confirmation statement**

Name: **ALAN ORCHARD**

Shareholding 10: **31620 ORDINARY shares held as at the date of this confirmation statement**

Name: **ALEXANDER DICKSON BLACK**

Shareholding 11: **11429 ORDINARY shares held as at the date of this confirmation statement**

Name: **ANKUSH SAXENA**

Shareholding 12:	36350 ORDINARY shares held as at the date of this confirmation statement
Name:	AVITAL LOEBEL
Shareholding 13:	19513 ORDINARY shares held as at the date of this confirmation statement
Name:	CHRIS SWORN
Shareholding 14:	14286 ORDINARY shares held as at the date of this confirmation statement
Name:	EAST COAST GROWERS LTD
Shareholding 15:	8571 ORDINARY shares held as at the date of this confirmation statement
Name:	CLIVE BERELOWITZ
Shareholding 16:	45714 ORDINARY shares held as at the date of this confirmation statement
Name:	GABRIEL SHAPIRO
Shareholding 17:	14286 ORDINARY shares held as at the date of this confirmation statement
Name:	ELSOM (SPALDING) SEEDS LTD
Shareholding 18:	28571 ORDINARY shares held as at the date of this confirmation statement
Name:	ILAN FURMAN
Shareholding 19:	27876 ORDINARY shares held as at the date of this confirmation statement
Name:	HITESH THAKRAR
Shareholding 20:	28571 ORDINARY shares held as at the date of this confirmation statement
Name:	JAMIE TRUST
Shareholding 21:	57143 ORDINARY shares held as at the date of this confirmation statement
Name:	IVO WELCH
Shareholding 22:	5714 ORDINARY shares held as at the date of this confirmation statement
Name:	KENNY KADAR
Shareholding 23:	14286 ORDINARY shares held as at the date of this confirmation statement
Name:	JUSTIN HOERTLING
Shareholding 24:	46776 ORDINARY shares held as at the date of this confirmation statement

Name:	MICHAEL LOVERIDGE
Shareholding 25:	1818 ORDINARY shares held as at the date of this confirmation statement
Name:	MATIAS STOFENMACHER
Shareholding 26:	20000 ORDINARY shares held as at the date of this confirmation statement
Name:	PATRICK SMITH
Shareholding 27:	28571 ORDINARY shares held as at the date of this confirmation statement
Name:	ODED KAHANA
Shareholding 28:	33344 ORDINARY shares held as at the date of this confirmation statement
Name:	PERRY THOMAS
Shareholding 29:	14286 ORDINARY shares held as at the date of this confirmation statement
Name:	ROBERT SMITH
Shareholding 30:	35714 ORDINARY shares held as at the date of this confirmation statement
Name:	UK INNOVATION & SCIENCE SEED FUND
Shareholding 31:	27876 ORDINARY shares held as at the date of this confirmation statement
Name:	RICHARD PEMBERTON
Shareholding 32:	28571 ORDINARY shares held as at the date of this confirmation statement
Name:	STEPHEN GEORGE WESTCOTT
Shareholding 33:	20000 ORDINARY shares held as at the date of this confirmation statement
Name:	STEVEN SCHEINER VIBEKE SCHEINER
Shareholding 34:	28571 ORDINARY shares held as at the date of this confirmation statement
Name:	SEAN KEEGAN
Shareholding 35:	5714 ORDINARY shares held as at the date of this confirmation statement
Name:	SEBASTIAN STOFENMACHER
Shareholding 36:	7143 ORDINARY shares held as at the date of this confirmation statement
Name:	TONY PICKFORD

Shareholding 37:	85714 ORDINARY shares held as at the date of this confirmation statement
Name:	TOTAL MARKET HOLDINGS
Shareholding 38:	17143 ORDINARY shares held as at the date of this confirmation statement
Name:	TASVIR PATEL
Shareholding 39:	27876 ORDINARY shares held as at the date of this confirmation statement
Name:	TOM GREEN
Shareholding 40:	14286 ORDINARY shares held as at the date of this confirmation statement
Name:	AUTOCHROME VENTURES, LLC
Shareholding 41:	14286 ORDINARY shares held as at the date of this confirmation statement
Name:	YELLOWSTONE PIONEER ENTERPRISES, LLC
Shareholding 42:	13590 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	ADI VAGMAN
Shareholding 43:	13590 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	ELSOM (SPALDING) SEEDS LTD
Shareholding 44:	55310 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	GABRIEL SHAPIRO
Shareholding 45:	44248 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	JAMIE TRUST
Shareholding 46:	16118 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	JUSTIN HOERTLING
Shareholding 47:	5436 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	KENNY KADAR
Shareholding 48:	1729 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	MATIAS STOFENMACHER
Shareholding 49:	56416 SERIES A PREFERRED shares held as at the date of this confirmation statement

Name:	UK INNOVATION & SCIENCE SEED FUND
Shareholding 50:	28571 ORDINARY shares held as at the date of this confirmation statement
Name:	THE 2012 RYAN JACOB SHAPIRO FAMILY TRUST
Shareholding 51:	33186 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	THE 2012 RYAN JACOB SHAPIRO FAMILY TRUST
Shareholding 52:	13590 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	SEAN KEEGAN
Shareholding 53:	5436 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	SEBASTIAN STOFENMACHER
Shareholding 54:	16308 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	TASVIR PATEL
Shareholding 55:	81540 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	TOTAL MARKET HOLDINGS GROUP
Shareholding 56:	13590 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	AUTOCHROME VENTURES LLC
Shareholding 57:	11062 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	YELLOWSTONE PIONEER ENTERPRISES, LLC
Shareholding 58:	73016 ORDINARY shares held as at the date of this confirmation statement
Name:	PONTIFAX GLOBAL FOOD AND AGRICULTURE TECHNOLOGY FUND, LP
Shareholding 59:	563969 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	PONTIFAX GLOBAL FOOD AND AGRICULTURE TECHNOLOGY FUND, LP
Shareholding 60:	553097 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	FPCI FOOD TECH OPPORTUNITY I
Shareholding 61:	398230 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	TEKFEN VENTURES, LP

Shareholding 62: **55310 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **SHIN SHIN INTERNATIONAL HOLDINGS LIMITED**

Shareholding 63: **19163 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **EMERALD INDUSTRIAL INNOVATION FUND LP**

Shareholding 64: **25085 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **EMERALD CLEANTECH FUND III LP**

Shareholding 65: **44248 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **JABUTICABA INVESTMENT LTD.**

Shareholding 66: **5531 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **AHMAD BUTT**

Shareholding 67: **22124 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **RWG 2004 IRREVOCABLE TRUST**

Shareholding 68: **11062 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **STECHNET INVESTMENTS LLC**

Shareholding 69: **1286 transferred on 2022-01-21**
758 transferred on 2023-04-11
2500 transferred on 2023-04-17
20435 ORDINARY shares held as at the date of this confirmation statement
Name: **TROPIC BIOSCIENCES UK LIMITED - TREASURY**

Shareholding 70: **254237 transferred on 2022-02-04**
0 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name: **AGRONOMICS LIMITED**

Shareholding 71: **84746 SERIES B PREFERRED shares held as at the date of this confirmation statement**
Name: **GENOA VENTURES FUND I, LP**

Shareholding 72: **19239 SERIES B PREFERRED shares held as at the date of this confirmation statement**
Name: **DIGITAL ASSET STRATEGIES LLC**

Shareholding 73: **127118 transferred on 2022-10-04**

	0 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	SUMITOMO CORPORATION EUROPE LTD
Shareholding 74:	84746 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	SKYVIEWS LIFE SCIENCE LTD.
Shareholding 75:	8475 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	GIOIA MORATTI
Shareholding 76:	42373 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	POLARIS FOUNDERS CAPITAL FUND I, L.P.
Shareholding 77:	508474 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	ELBRUS NVESTMENT PTE LTD
Shareholding 78:	4237 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	GABRIEL SHAPIRO
Shareholding 79:	33230 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	JAMIE TRUST (JAMIE MCCOURT)
Shareholding 80:	41101 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	UK INNOVATION & SCIENCE SEED FUND LP
Shareholding 81:	1618 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	MATIAS STOFENMACHER
Shareholding 82:	847 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	SEBASTIAN STOFENMACHER
Shareholding 83:	423728 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	PONTIFAX GLOBAL FOOD AND AGRICULTURE TECHNOLOGY FUND, LP
Shareholding 84:	296610 SERIES B PREFERRED shares held as at the date of this confirmation statement
Name:	FOOD TECH OPPORTUNITY I, FPCI
Shareholding 85:	186440 SERIES B PREFERRED shares held as at the date of this confirmation statement

Name: **TEKFEN VENTURES, L.P.**

Shareholding 86: **91754 SERIES B PREFERRED shares held as at the date of this confirmation statement**
Name: **EMERALD INDUSTRIAL INNOVATION FUND LP**

Shareholding 87: **120109 SERIES B PREFERRED shares held as at the date of this confirmation statement**
Name: **EMERALD CLEANTECH FUND III LP**

Shareholding 88: **4237 SERIES B PREFERRED shares held as at the date of this confirmation statement**
Name: **YELLOWSTONE PIONEER ENTERPRISES LLC**

Shareholding 89: **127118 SERIES B PREFERRED shares held as at the date of this confirmation statement**
Name: **AGRI BIOSCIENCES INVESTMENT III**

Shareholding 90: **127118 SERIES B PREFERRED shares held as at the date of this confirmation statement**
Name: **PRESIDIO VENTURES EUROPE LIMITED**

Shareholding 91: **1286 ORDINARY shares held as at the date of this confirmation statement**
Name: **JAMES ELLIS**

Shareholding 92: **254237 SERIES B PREFERRED shares held as at the date of this confirmation statement**
Name: **AGRONOMICS INVESTMENT HOLDINGS LIMITED**

Shareholding 93: **4434 ORDINARY shares held as at the date of this confirmation statement**
Name: **ISABELLA NAVARRO**

Shareholding 94: **60000 ORDINARY shares held as at the date of this confirmation statement**
Name: **DANIEL KNEVITT**

Shareholding 95: **2500 ORDINARY shares held as at the date of this confirmation statement**
Name: **ELI GILSOHN**

Shareholding 96: **758 ORDINARY shares held as at the date of this confirmation statement**
Name: **KIERAN FERGUSON**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor