

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**BABYLON HOLDINGS LIMITED**

(Exact name of registrant as specified in its charter)

Bailiwick of Jersey, Channel Islands  
(State or other jurisdiction of  
incorporation or organization)

Not applicable  
(I.R.S. Employer  
Identification No.)

1 Knightsbridge Green  
London, SW1X 7QA  
United Kingdom  
+44 (0) 20 7100 0762

(Address of principal executive offices, including zip code)

**Babylon Holdings Limited 2021 Equity Incentive Plan with Non-Employee Sub-Plan  
Babylon Holdings Limited Company Share Option Plan  
Babylon Holdings Limited Long Term Incentive Plan**  
(Full title of the plan)

CT Corporation System  
28 Liberty Street  
New York, New York 10005  
Tel: (212) 894-8940

(Name and address and telephone number, including area code, of agent for service)

*Copies to:*

**Ryan Maierson  
Edward Barnett  
Julia Thompson  
Latham & Watkins LLP  
99 Bishopsgate  
London, EC2M 3XF  
Tel: +44 (0) 20 7710 1000**

**Manny Rivera, Esq.  
Deputy General Counsel,  
US Corporate and Securities  
Babylon Inc.  
2500 Bee Cave Road  
Austin, Texas 78746  
Tel: (646) 481-6605**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (this “Registration Statement”) in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Registrant hereby incorporates by reference into this Registration Statement the Registrant’s prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the fiscal year ended December 31, 2020 and a description of the Ordinary Shares, originally filed with the Securities and Exchange Commission (the “Commission”) on [November 30, 2021](#), as supplemented by the prospectus supplement filed with the Commission on [February 3, 2022](#).

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Registrant has entered into indemnification agreements with each of its directors to indemnify them against certain liabilities and expenses arising from their being a director to the maximum extent permitted by Jersey law. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Subject to the Jersey Companies Law, the Registrant's Articles of Association permit the Registrant to indemnify any director or officer against any liability incurred by them for negligence, default, breach of duty, breach of trust or otherwise in relation to the affairs of the company and to purchase and maintain insurance against any liability for any director, officer, employee or auditor of the company.

However, Article 77 of the Jersey Companies Law limits the ability of a Jersey company to exempt or indemnify a director from any liability arising from acting as a director. It provides that neither a company (or any of its subsidiaries) nor any other person for some benefit conferred or detriment suffered directly or indirectly by the company may exempt or indemnify any director from, or against, any liability incurred by him as a result of being a director of the company except where the company exempts or indemnifies him against:

- (a) any liabilities incurred in defending any proceedings (whether civil or criminal):
  - (i) in which judgment is given in his or her favor or he or she is acquitted;
  - (ii) which are discontinued otherwise than for some benefit conferred by him or her or on his or her behalf or some detriment suffered by him or her; or
  - (iii) which are settled on terms which include such benefit or detriment and, in the opinion of a majority of the directors of the company (excluding any director who conferred such benefit or on whose behalf such benefit was conferred or who suffered such detriment), he or she was substantially successful on the merits in his or her resistance to the proceedings; or
- (b) any liability incurred otherwise than to the company if he or she acted in good faith with a view to the best interests of the company;
- (c) any liability incurred in connection with an application made under Article 212 of the Jersey Companies Law in which relief is granted to him or her by the court; or
- (d) any liability against which the company normally maintains insurance for persons other than directors.

Article 77 of the Jersey Companies Law permits a company to purchase and maintain directors' and officers' insurance and the Registrant maintains a directors' and officers' liability insurance policy for the benefit of its directors and officers.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description	Included herein	Form	Incorporated by	
				Reference Filing Date	Exhibit Number
3.1	<a href="#">Amended and Restated Memorandum and Articles of Association of the Registrant</a>		F-4/A	09/15/21	Annex B
4.1	<a href="#">Specimen Class A Ordinary Share Certificate of the Registrant</a>		F-4/A	09/15/21	4.1
4.2	<a href="#">The Registrant's 2021 Equity Incentive Plan with Non-Employee Sub-Plan</a>		F-4/A	09/27/21	Annex C
4.3	<a href="#">The Registrant's Company Share Option Plan</a>		F-4	07/02/21	10.9
4.4	<a href="#">The Registrant's Long Term Incentive Plan</a>		F-4	07/02/21	10.8
5.1	<a href="#">Opinion of Walkers (Jersey) LLP</a>	X			
23.1	<a href="#">Consent of KPMG LLP, independent registered accounting firm for the Registrant</a>	X			
23.2	<a href="#">Consent of Walkers (Jersey) LLP (included in Exhibit 5.1)</a>	X			
24.1	<a href="#">Power of Attorney (contained on the signature pages hereto)</a>	X			
107	<a href="#">Calculation of Filing Fee Table</a>	X			

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**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales of the securities registered hereby are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, United Kingdom, on the 17th day of March 2022.

### BABYLON HOLDINGS LIMITED

By: /s/ Ali Parsadoust  
Name: Ali Parsadoust  
Title: Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below appoints Ali Parsadoust, Charles Steel and Henry Bennett, jointly, as such individual's true and lawful attorneys-in-fact and agents with full power of substitution, for such individual in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto any said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or the individual's substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ali Parsadoust</u> Ali Parsadoust	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 17, 2022
<u>/s/ Charles Steel</u> Charles Steel	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 17, 2022
<u>Mohannad AlBLEhed</u>	Director	
<u>/s/ Per Brilioth</u> Per Brilioth	Director	March 17, 2022
<u>/s/ Georgi Ganev</u> Georgi Ganev	Director	March 17, 2022
<u>Mairi Johnson</u>	Director	
<u>/s/ David Warren</u> David Warren	Director	March 17, 2022

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**SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of the Registrant has signed this Registration Statement on March 17, 2022.

**BABYLON INC.**

By: /s/ Paul-Henri Ferrand  
Name: Paul-Henri Ferrand  
Title: President, Chief Executive Officer and Secretary



17 March 2022

Our Ref: DL/LS/J46209

Babylon Holdings Limited  
31 Esplanade  
St Helier  
Jersey  
JE2 3QA

(the “Addressee”)

Dear Addressee

**BABYLON HOLDINGS LIMITED (THE “COMPANY”)**

We have been asked to provide this legal opinion to you with regard to the laws of Jersey in relation to the Registration Statement on FormS-8 (the “**Registration Statement**”) being filed with the Securities and Exchange Commission in relation to the Company’s registration under the US Securities Act of 1933, as amended (the “**Securities Act**”) of:

1. 20,801,097 Class A ordinary shares with a par value of \$0.0000422573245084686 per share added to the shares authorized for issuance pursuant to future awards under the Company’s 2021 Equity Incentive Plan with Non-Employee Sub-Plan (the “**2021 Plan**”) pursuant to the evergreen and share recycling provisions pursuant to such plan;
2. 7,094,347 Class A ordinary shares issuable upon the exercise of granted and outstanding options under the Company’s share option plan (“**CSOP**”); and
3. 13,433,891 Class A ordinary shares issuable upon the exercise of granted and outstanding options under the Company’s long term incentive plan (“**LTIP**”),

(collectively, the “**Shares**”).

For the purposes of giving this opinion, we have examined and relied upon the originals, copies or translations of the documents listed in Schedule 1 (the “**Documents**”).

In giving this opinion we have relied upon the assumptions set out in Schedule 2, which we have not independently verified.

We are Jersey lawyers and express no opinion as to any laws other than the laws of Jersey in force and as interpreted at the date of this opinion. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction. Except as explicitly stated herein, we express no opinion in relation to any representation or warranty contained in the Documents nor upon matters of fact or the commercial terms of the transactions contemplated by the Documents.

**Walkers (Jersey) LLP**

Registered as a limited liability partnership in Jersey with registration number 84  
PO Box 72, Walker House, 28-34 Hill Street, St Helier, Jersey JE4 8PN, Channel Islands  
T +44(0)1534 700 700 F +44(0)1534 700 800 www.walkersglobal.com

Bermuda | British Virgin Islands | Cayman Islands | Dubai | Guernsey | Hong Kong | Ireland | Jersey | London | Singapore

Based upon the foregoing examinations and assumptions and having regard to legal considerations which we consider relevant, and subject to the qualifications set out in Schedule 3, and under the laws of Jersey, we give the following opinions in relation to the matters set out below.

In this opinion, the term “non-assessable” means, in respect of a Share, that the consideration for which the Company has agreed to issue that Share has been paid in full to the Company, such that no further or additional sum is payable to the Company or owed by the holder of that Share in respect of the purchase price of that Share.

**OPINION**

As a matter of Jersey law, and on the basis of and subject to the assumptions and qualifications set out herein, we are of the opinion that the Shares, when issued and paid for in accordance with the 2021 Plan, the CSOP rules and the LTIP rules (as relevant) and the applicable grant instruments, will be validly issued, fully paid and non-assessable.

**GOVERNING LAW, LIMITATIONS, BENEFIT AND DISCLOSURE**

This opinion shall be governed by and construed in accordance with the laws of Jersey and is limited to the matters expressly stated herein.

This opinion is limited to matters of Jersey law and practice as at the date hereof and we have made no investigation and express no opinion with respect to the law or practice of any other jurisdiction.

We assume no obligation to advise you (to any other person who may rely on this opinion in accordance with this paragraph), or undertake any investigations, as to any legal developments or factual matter arising after the date of this opinion that might affect the opinions expressed herein.

We consent to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement and to reference to us being made in the Registration Statement. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated by the US Securities and Exchange Commission under the Securities Act.

Yours faithfully

/s/ Walkers (Jersey) LLP

**WALKERS (JERSEY) LLP**



## SCHEDULE 1

## LIST OF DOCUMENTS EXAMINED

- (a) the Registration Statement;
- (b) the Certificate of Incorporation dated 11 April 2014 and the Memorandum and Articles of Association in force as at the date hereof (the “**Memorandum and Articles**”);
- (c) the results of an online search of the public records of the Company conducted on 16 March 2022 maintained by the Registrar (the “**Company Search**”);
- (d) copies of the following COBO consents:
  - (i) a consent to issue shares dated 1 January 2017 issued to the Company by the Jersey Financial Services Commission (the “**Commission**”) under the Control of Borrowing (Jersey) Order 1958, as amended (“**COBO Law**”);
  - (ii) a consent to issue options in respect of the LTIP dated 10 November 2020 issued to the Company by the Commission under the COBO Law;
  - (iii) a consent to issue certain warrants dated 23 March 2021 issued to the Company by the Commission under the COBO Law; and
  - (iv) a consent to issue certain securities in connection with the Registration Statement dated 7 September 2021 issued to the Company by the Commission under the COBO Law,((d)(i) to (iv) above being, together, the “**COBO Consents**”);
- (e) a consent to circulate a prospectus dated 7 September 2021 issued to the Company by the Commission, pursuant to the Companies (General Provisions) (Jersey) Order 2002, as amended (the “**CGPO Consent**”); and
- (f) copies of resolutions of the directors of the Company passed on:
  - (i) 15 January 2016;
  - (ii) 3 June 2021;
  - (iii) 6 September 2021;
  - (iv) 19 October 2021; and
  - (v) 2 December 2021,each at meetings of the board of directors of the Company or by written resolution (together, the “**Director Resolutions**”).

## SCHEDULE 2

## ASSUMPTIONS

1. The originals of all documents examined in connection with this opinion are authentic. The signatures, initials and seals on the Documents are genuine and are those of a person or persons given power to execute the (where at all relevant) the Documents under the Director Resolutions or any power of attorney given by the Company to execute such documents. All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals. Any translations are a complete and accurate translation of the original document they purport to translate. The Documents conform in every material respect to the latest drafts of the same produced to us and, where provided in successive drafts, have been marked up to indicate all changes to such documents. Where any means of electronic signature has been used or when any contract has been formed by means of electronic communication, the method used identifies the person who provided the signature or formed the contract, indicates the person's approval of the document or contract, was adopted with the intention of creating a duly executed, valid and binding contract or document, and was carried out with the consent of all other parties to or intended recipients of such contract or document.
2. The rules of the 2021 Plan, CSOP and LTIP have been properly adopted by the Company and the 2021 Plan, CSOP and LTIP has been, and at all times will be, operated in accordance with its rules.
3. The Company's board of directors (or a duly authorised committee thereof or a duly authorised person or persons appointed by the board of directors as an administrator in respect of the 2021 Plan, CSOP and LTIP):
  - (a) has authorised and granted all existing awards relating to the Shares; and
  - (b) has resolved to satisfy all existing awards relating to the Shares,in a manner consistent with the board's or committee's or administrator's (as the case may be) fiduciary duties and in accordance with the rules of the 2021 Plan, CSOP and LTIP and the Memorandum and Articles.
4. To the extent relevant, each of the 2021 Plan, CSOP and LTIP received necessary stakeholder and/or shareholder consent for their adoption.
5. The Company's board of directors (or a duly authorised committee thereof or a duly authorised person or persons appointed by the board of directors as an administrator in respect of the 2021 Plan, CSOP and LTIP):
  - (a) will duly authorise and grant all future awards relating to the Shares; and
  - (b) will resolve to satisfy all future awards relating to the Shares,in a manner consistent with the board's or committee's or administrator's (as the case may be) fiduciary duties and in accordance with the rules of the 2021 Plan, CSOP and LTIP and the Memorandum and Articles.
6. All Shares currently in issue which may be transferred to an award holder under the 2021 Plan, CSOP and LTIP in settlement of an award have been validly issued and are credited as fully paid;
7. A meeting of the Company's board of directors (or a duly authorised committee thereof or a duly authorised person or persons appointed by the board of directors as an administrator in respect of the 2021 Plan, CSOP and LTIP) has been, or will be, duly convened and held at which it was, or will be, resolved to allot and issue, or (where applicable) approve the transfer of, the Shares to the relevant award holder.

8. No allotment and issue of Shares will result in:
  - (a) a breach of any authority to allot ordinary shares conferred on the directors of the Company by the shareholders of the Company; or
  - (b) a breach of any pre-emptive or anti-dilution provision in the Memorandum and Articles; or
  - (c) the number of shares reserved for issue under the 2021 Plan, CSOP or LTIP being exceeded; or
  - (d) the authorised share capital of the Company being exceeded.
9. No Shares have been, or will be, issued at a price less than their nominal value.
10. All Shares have been, or will be, duly allotted and issued and (where applicable) transferred, in accordance with the Memorandum and Articles.
11. The transferee of any Share will have: (A) the capacity, power and authority; (B) taken all necessary action; and (C) obtained or made all necessary agreements, approvals, authorisations, consents, filings, licences, registrations and qualifications (whether as a matter of any law or regulation applicable to it or as a matter of any agreement binding on it), to become the registered holder of that Share in accordance with all applicable laws.
12. All signatures purporting to be on behalf of (or to witness the execution on behalf of) the Company or any officer of the Company or of one of its subsidiaries are genuinely those of the persons whose signatures they purport to be.
13. The Company is not insolvent or unable to pay its debts as they fall due and will not become insolvent or unable to pay its debts as they fall due or bankrupt (as defined in Article 8 of the Interpretation (Jersey) Law 1954) as a result of the creation or performance of the 2021 Plan, CSOP or LTIP or the issue or transfer of Shares pursuant to the 2021 Plan, CSOP or LTIP.
14. The Company has received in full the consideration for which the Company agreed to issue the Shares.
15. Words and phrases used in the Registration Statement have the same meaning and effect as they would if the Registration Statement were governed by Jersey law.
16. No other event occurs after the date of this opinion which would affect the opinion herein stated.
17. There is no provision of law or regulation of any jurisdiction other than Jersey which would have any adverse implication in relation to the opinion expressed hereunder.
18. There has been no amendment to any of the COBO Consents or the CGPO Consent.
19. The Memorandum and Articles are the memorandum and articles of association of the Company and are in force at the date hereof and have embodied in them or attached to them copies of all resolutions or agreements or acts of court to which the provisions of Articles 100 or 125 of the Companies (Jersey) Law 1991 as amended (the “CJL”) apply.

**SCHEDULE 3**  
**QUALIFICATIONS**

1. The obligations of the Company under, or in respect of, the Shares will be subject to any law from time to time in force relating to bankruptcy, insolvency, liquidation, reorganization or administration or any other law or legal procedure affecting generally the enforcement of creditors' rights.
2. Our opinion is subject to any matter of fact that has not been disclosed to us.
3. The register of members of a Jersey company is prima facie evidence of any matters which are by the CJL directed or authorized to be inserted in it. The CJL requires that the register of members of a Jersey company includes, among other things, the name and address of every member and, where he or she is a member because he or she holds shares in the company, the number of shares held by the member and, in the case of shares which are not fully paid, the amount remaining unpaid on each share.

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated September 15, 2021, with respect to the consolidated financial statements of Babylon Holdings Limited, incorporated herein by reference.

/s/ KPMG LLP

London, United Kingdom  
March 17, 2022

## Calculation of Filing Fee Table

Form S-8  
(Form Type)

## BABYLON HOLDINGS LIMITED

(Exact Name of Registrant as Specified in its Charter)

## Newly Registered Securities

Title of Securities to be Registered	Amount to be Registered(4)	Proposed Maximum Offering Price Per Share(5)	Proposed Maximum Aggregate Offering Price(5)	Amount of Registration Fee
Class A ordinary shares, par value \$0.0000422573245084686 per share ("Ordinary Shares"), reserved for issuance pursuant to future awards under the 2021 Plan(1)	20,801,097	\$4.68	\$97,349,133.96	\$9,024.26
Ordinary Shares issuable upon the exercise of options outstanding under the CSOP(2)	7,094,347	\$0.69	\$4,895,099.43	\$453.78
Ordinary Shares issuable upon the exercise of options outstanding under the LTIP(3)	13,433,891	\$0.38	\$5,104,878.58	\$473.22
Total:	41,329,335			\$9,951.26

- (1) Represents the sum of (a) 20,678,118 Ordinary Shares that were added to the shares authorized for issuance pursuant to future awards under the Registrant's 2021 Equity Incentive Plan with Non-Employee Sub-Plan (the "2021 Plan") on January 1, 2022 pursuant to an "evergreen" provision contained in the 2021 Plan. Pursuant to such evergreen provision, the total number of Ordinary Shares reserved for issuance under the 2021 Plan will automatically increase on January 1st of each year commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to the least of: (i) 45,335,210 Ordinary Shares; (ii) 5% of the total number of all classes of shares of the Registrant that have been issued as at December 31st of the preceding calendar year, in each case, subject to applicable law and the Registrant having sufficient authorized but unissued shares; and (iii) such number of Ordinary Shares as the Registrant's board of directors may designate prior to the applicable January 1; and (b) and 122,979 Ordinary Shares that were added to the shares authorized for issuance pursuant to future awards under the 2021 Plan, calculated through January 1, 2022, pursuant to the share recycling provisions of the 2021 Plan, which provide for recycling of a maximum of 23,902,282 Ordinary Shares underlying options subsisting as of October 21, 2021 under the LTIP and CSOP which have expired, lapsed, terminated or meet other recycling criteria set forth in the 2021 Plan.
- (2) This Registration Statement registers 7,094,347 Ordinary Shares issuable upon the exercise of granted and outstanding options under the Registrant's Company Share Option Plan (the "CSOP").
- (3) This Registration Statement registers 13,433,891 Ordinary Shares issuable upon the exercise of granted and outstanding options under the Registrant's Long Term Incentive Plan (the "LTIP" and, together with the 2021 Plan and the CSOP, the "Plans").

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- (4) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers any additional Ordinary Shares of the Registrant that become issuable under the Plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding Ordinary Shares.
  - (5) The offering price per share and the aggregate offering price (a) for Ordinary Shares reserved for future issuance under the 2021 Plan are estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act, on the basis of the average of the high (\$4.92) and low (\$4.44) trading prices of the Ordinary Shares as reported on the New York Stock Exchange on March 11, 2022, which date is within five business days prior to filing this Registration Statement, and (b) for Ordinary Shares issuable upon exercise of outstanding options granted under the LTIP and the CSOP, are based upon the weighted average exercise price of such outstanding options in accordance with Rule 457(h) under the Securities Act.