

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>PUBLIC INVESTMENT FUND</u>  (Last) (First) (Middle) <u>ALR'IDAH DIGITAL CITY, BUILDING MU04</u> <u>AL NAKHIL DISTRICT, P.O. BOX 6847</u>  (Street) <u>RIYADH TO 11452</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2023	3. Issuer Name and Ticker or Trading Symbol <u>Babylon Holdings Ltd [ BBLN ]</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) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
Class A ordinary shares, \$0.001056433113 par value per share	3,030,789	D	

**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				

Explanation of Responses:

**Remarks:**

Exhibit No. 24.1 Power of Attorney dated December 27, 2022.

Public Investment Fund, by David Brinton, its Attorney-in-fact 01/01/2023

\*\* 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.

**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS**, that the undersigned hereby constitutes and appoints David Brinton, as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute, acknowledge, deliver and file for and on behalf of the undersigned, in the undersigned's capacity as a stockholder of Babylon Holdings Limited (the "Company"), any and all forms, schedules, statements and other documents which the undersigned is required to file with the U.S. Securities and Exchange Commission (the "SEC");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, execute and timely file such report with the SEC and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder, as amended.

This Power of Attorney shall remain in full force and effect until the earlier to occur of: (a) the date on which the undersigned no longer has filing obligations with respect to the Company pursuant to Sections 13 and 16 of the Exchange Act and (b) revocation by the undersigned, at any time for any reason, with or without cause, in a written notice (including by certified mail, by email or in person) delivered to such attorney-in-fact.

This Power of Attorney shall be governed by and construed in accordance with the laws of the State of New York, without regard to the conflict of law provisions thereof (other than Section 5-1401 of the General Obligations Law and any successor statute thereto). Any legal suit, action or proceeding arising out of or based upon this Power of Attorney may be instituted only in the federal courts of the United States of America located in the Borough of Manhattan in the City of New York or the courts of the State of New York in each case located in the Borough of Manhattan in the City of New York, and the Stockholder irrevocably submits to the exclusive jurisdiction (except for proceedings instituted in regard to the enforcement of a judgment of any such court, as to which such jurisdiction is non-exclusive) of such courts in any such suit, action or proceeding.

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**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of this 2<sup>nd</sup> day of December, 2022.

**Public Investment Fund**

By: /s/ Turqi A. Alnowaiser

Name: Turqi A. Alnowaiser

Title: Deputy Governor and Head of International Investments

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