

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>Johnson Mairi</u> (Last) (First) (Middle) <u>2500 BEE CAVE ROAD</u> <u>BLDG. 1, SUITE 400</u> (Street) <u>AUSTIN TX 78746</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2023</u>	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) <input checked="" type="checkbox"/> Director 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	503	D	
Class A ordinary shares (earnout shares)	1,552,000 ⁽¹⁾	I	By Spouse indirectly through ALP Partners Limited
Class A ordinary shares	4,693,983	I	By Spouse indirectly through ALP Partners Limited
Class A ordinary shares	160,000	I	By Spouse

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				
Restricted share units	(2)	(2)	Class A ordinary shares	2,088	(3)	D
Performance share units	(4)	(4)	Class A ordinary shares	160,000	(3)	I

Explanation of Responses:

1. The earnout shares are subject to transfer restrictions which are to be released in four equal portions subject to achieving milestones on the trading price of the Class A ordinary shares on the NYSE of \$312.50, \$375, \$437.50 and \$500, within and for specified time periods. If the milestones are not met, all of the earnout shares for which the applicable milestone has not been met will be automatically converted into redeemable shares which the issuer can redeem for \$1.00.

2. The restricted share units ("RSUs") were awarded under the Babylon Holdings Limited 2021 Equity Incentive Plan (the "2021 Plan") and are made up of three separate awards. The first award for 497 Class A ordinary shares vests on March 14, 2025. The second award for 1,360 Class A ordinary shares vests in equal quarterly installments beginning February 1, 2023. The third award for 231 Class A ordinary shares vests in equal quarterly installments beginning March 14, 2023. Vested RSUs will be settled in shares or cash as soon as administratively practicable after vesting, but in no event more than 60 days after the RSUs' vesting date.

3. Each RSU and PSU represents a contingent right to receive one Class A ordinary share.

4. The performance share units ("PSUs") were awarded under the 2021 Plan and vest in three tranches consisting of 50%, 25% and 25% of the PSUs. Each such tranche of PSUs vests upon the earlier of the date on which the issuer's (i) Class A ordinary shares achieve a specified price per share or (ii) market capitalization in respect of its Class A ordinary shares meets a specified dollar threshold. Vested PSUs will be settled in shares or cash as soon as administratively practicable after vesting, but in no event more than 60 days after the PSUs' vesting date.

Remarks:

/s/ Mairi Johnson

01/10/2023

** 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

With respect to holdings of and transactions in securities issued by Babylon Holdings Limited (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A to execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

1. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or
2. 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

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transac

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of December, 2022.

/s/ Mairi Johnson
Mairi Johnson

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

David Humphreys Chief Financial Officer
Samira Lowman Chief Administrative Officer