

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>Humphreys David James</u> (Last) (First) (Middle) <u>1 KNIGHTSBRIDGE GREEN</u> (Street) <u>LONDON X0 SW1X 7QA</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	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	22,787	D	
Class A ordinary shares	4,349	I	By Ocorian Trustees (Jersey) Limited (as trustee of Babylon Holdings Limited Employee Benefit Trust)

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				
Performance share units	(1)	(1)	Class A ordinary shares	18,000	(2)	D
Restricted share units	(3)	(3)	Class A ordinary shares	2,488	(2)	D

Explanation of Responses:

- The performance share units ("PSUs") were awarded under the Babylon Holdings Limited 2021 Equity Incentive Plan (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.
- Each PSU and RSU represents a contingent right to receive one Class A ordinary share.
- The restricted share units ("RSUs") were awarded under the 2021 Plan and are made up of three separate awards. The first award for 1,373 Class A ordinary shares vests on March 14, 2025. The second award for 709 Class A ordinary shares vests in equal quarterly installments beginning January 22, 2023. The third award for 406 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.

Remarks:

/s/ David James Humphreys

01/11/2023

** 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 19th day of December, 2022.

/s/ David Humphreys
David Humphreys

Schedule A

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

Martin J.E. Arms Chief Legal Officer
Samira Lowman Chief Administrative Officer