

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware (State)

Case number (if known): Chapter 7

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Babylon Inc.

2. All other names debtor used in the last 8 years. Include any assumed names, trade names, and doing business as names.

3. Debtor's federal Employer Identification Number (EIN) 32 - 0567657

4. Debtor's address. Principal place of business: 2500 Bee Cave Road, Building 1, Suite 400, Austin TX 78746. Mailing address, if different from principal place of business. Location of principal assets, if different from principal place of business.

5. Debtor's website (URL) babylonhealth.com/en-us

Debtor Babylon Inc.  
Name

Case number (if known) \_\_\_\_\_

**6. Type of debtor**

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: \_\_\_\_\_

**7. Describe debtor's business**

A. *Check one:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. *Check all that apply:*

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .

6211

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

*Check one:*

- Chapter 7
- Chapter 9
- Chapter 11. *Check all that apply:*

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

Debtor Babylon Inc.  
Name

Case number (if known) \_\_\_\_\_

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

No

Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

No

Yes. Debtor Babylon Healthcare Inc. Relationship Affiliate

District District of Delaware When \_\_\_\_\_  
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State ZIP Code \_\_\_\_\_

**Is the property insured?**

No

Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information**

Debtor Babylon Inc.  
Name

Case number (if known) \_\_\_\_\_

**13. Debtor's estimation of available funds**

Check one:

- Funds will be available for distribution to unsecured creditors.  
 After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> 1-49             | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input checked="" type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199          | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999          |  |  |

**15. Estimated assets**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

**16. Estimated liabilities**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

08/09/2023

Executed on \_\_\_\_\_  
MM / DD / YYYY

**x** /s/ Paul-Henri Ferrand

Signature of authorized representative of debtor

Paul-Henri Ferrand

Printed name

Title Director

Debtor Babylon Inc.  
Name

Case number (if known) \_\_\_\_\_

18. Signature of attorney

**x** /s/ Michael J. Merchant

Date 08/09/2023

Signature of attorney for debtor

MM / DD / YYYY

Michael J. Merchant

Printed name

Richards, Layton & Finger, P.A.

Firm name

920 North King Street

Number Street

Wilmington

City

Delaware 19801

State ZIP Code

(302) 651-7700

Contact phone

merchant@rlf.com

Email address

3854

Bar number

Delaware

State

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

---

In re:	)	)
	)	Chapter 7
BABYLON INC.	)	)
	)	Case No. 23-[_____] (____)
Debtor.	)	)

---

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly own 10% or more of any class of the debtor's equity interest:

Babylon Group Holdings Limited owns 100% of the equity interests of Babylon Inc.

**RESOLUTIONS ADOPTED BY WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
BABYLON INC.**

**August 7, 2023**

The undersigned, constituting the sole member of the board of directors (the “**Board**”), of Babylon Inc., a Delaware corporation (the “**Corporation**”), acting pursuant to and in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, does hereby consent to, adopt, and approve by written consent in accordance with applicable law, the following resolutions and each and every action effected thereby:

WHEREAS, after careful consideration of all facts and circumstances regarding the Corporation’s operational and financial affairs, and after consultation with management and the Corporation’s financial, legal, and other advisors, including numerous discussions regarding the liabilities and liquidity situation of the Corporation, the short-term and long-term prospects of the Corporation, the restructuring and strategic alternatives available to the Corporation, and the effect of the foregoing on the Corporation’s business and operations, the Board has determined that it is desirable and in the best interests of the Corporation that the Corporation file a voluntary petition for relief under chapter 7 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), in the United States Bankruptcy Court for the District of Delaware (the “**Petition**”); and

WHEREAS, subject to the resolutions hereinafter set forth, the Board has determined that the Corporation does not have sufficient capital to continue its operations and the Board has therefore determined that it is in the best interests of the Corporation and the Corporation’s stakeholders, creditors, and other interested parties to terminate all employees of the Corporation and commence a case under the provisions of chapter 7 of the Bankruptcy Code.

**Commencement and Prosecution of Chapter 7 Case**

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Petition, be, and are hereby, approved; and be it further

RESOLVED, that the Corporation is hereby authorized to execute, deliver, perform and file the Petition; and be it further

RESOLVED, that the officers of the Corporation (each, an “**Authorized Person**” and collectively, the “**Authorized Persons**”) be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Corporation (i) to execute and verify the Petition and all documents ancillary thereto, and to cause such Petition to be filed with the Bankruptcy Court commencing a case (a “**Bankruptcy Case**”), and to make or cause to be made prior to the execution thereof any modifications to such Petition or ancillary documents, (ii) to execute, verify, and file or cause to be filed all other petitions, schedules, lists, motions, applications, declarations, affidavits, and other papers or documents necessary, appropriate, or desirable in connection with the foregoing, and (iii) take or cause to be taken any and all such further actions on behalf of the Corporation as may be related or incidental to the

Petition, including, without limitation, executing and delivering any and all agreements, certificates, instruments and other documents and paying all expenses and fees, including filing fees, in each case as in such Authorized Person's or Authorized Persons' judgment shall be necessary or desirable to fully carry out the intent and accomplish the foregoing resolutions, such necessity or desirability to be evidenced conclusively by such actions; and be it further; and it is further

### **Reduction in Force**

RESOLVED, that, without limitation of any general authorizing resolution set forth herein, the officers of the Corporation are authorized and directed to notify any and all employees of the Corporation that their employment with the Corporation will be terminated in connection with the filing of the Petitions, including the provision of any and all notices that are required by law or otherwise deemed advisable, including under "WARN" or similar laws, rules, or regulations; and it is further

### **Retention of Professionals**

RESOLVED, that the Corporation be, and hereby is, authorized, empowered, and directed to retain the law firm Richards, Layton & Finger, P.A. to represent the Corporation as its general bankruptcy counsel on the terms set forth in such firm's engagement letter, which engagement letter is hereby ratified and approved, and to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including, without limitation, the preparation of certain documents to be filed simultaneously with the Petition or during the chapter 7 cases and it is further

RESOLVED, that the Corporation be, and hereby is, authorized, empowered, and directed to retain the firm of Stretto, Inc., as claims and noticing agent on the terms set forth in such firm's engagement letter, which engagement letter is hereby ratified and approved, to assist the Corporation in carrying out its duties under the Bankruptcy Code, including without limitation, the preparation of certain documents to be filed simultaneously with the Petition or during the chapter 7 cases and it is further

RESOLVED, that each Authorized Person be, and each hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and to take and perform any and all further acts and deeds that each of the Authorized Persons deems necessary, proper, or desirable in connection with the Corporation's chapter 7 case, with a view to the successful prosecution of such cases; and it is further

RESOLVED, that each of the aforementioned retained advisors of the Corporation and Authorized Persons is hereby authorized to take any and all actions necessary or desirable to advise the Corporation's rights and obligations and facilitate the commencement of any case commenced by the Corporation under the Bankruptcy Code, and it is further



RESOLVED, that any and all actions heretofore taken by any Authorized Person on behalf of the Corporation, with respect to the matters described in these resolutions be, and are hereby, authorized, approved, ratified and confirmed in all respects; and be it further

RESOLVED, that this Unanimous Written Consent may be executed by electronic signature and electronic transmission, including via DocuSign or other similar method.

*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent as of the date first written above.

**BOARD OF DIRECTORS:**

DocuSigned by:

*Paul-Henri Ferrand*  
8/7/2023

68536265B6E24D5...

Paul-Henri Ferrand

*[Signature Page to Unanimous Written Consent of the Board of Directors of Babylon Inc.]*

**Fill in this information to identify the case and this filing:**

Debtor Name Babylon Inc.  
 United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)  
 Case number (If known): \_\_\_\_\_

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/09/2023  
MM / DD / YYYY

**x** /s/ Paul-Henri Ferrand  
 Signature of individual signing on behalf of debtor

Paul-Henri Ferrand  
 Printed name  
Director  
 Position or relationship to debtor

B2030 (Form 2030) (12/15)

# United States Bankruptcy Court

\_\_\_\_\_ District Of Delaware \_\_\_\_\_

**In re** Babylon Inc.

Case No. \_\_\_\_\_

**Debtor**

Chapter 7 \_\_\_\_\_

### DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

- Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept ..... \$ 125,000.00  
 Prior to the filing of this statement I have received ..... \$ 125,000.00  
 Balance Due ..... \$ 0.00

- The source of the compensation paid to me was:

Debtor                       Other (specify)

- The source of compensation to be paid to me is:

Debtor                       Other (specify)

- I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

- In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
  - Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
  - Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
  - Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

B2030 (Form 2030) (12/15)

- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

8/9/2023

*Date*

/s/ Michael J. Merchant

*Signature of Attorney*

Richards, Layton & Finger, P.A.

*Name of law firm*