IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-_____ (___)
Debtor.[1]	)	

MOTION OF THE DEBTOR FOR ENTRY OF INTERIM AND FINAL ORDERS (I) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR TRANSFERS OF EQUITY SECURITIES, (II) ESTABLISHING A RECORD DATE FOR NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN CLAIMS AGAINST THE DEBTOR'S ESTATE, AND (III) GRANTING RELATED RELIEF

Sangamo Therapeutics, Inc., as debtor and debtor in possession (the "**Debtor**") in the above-captioned case, hereby files this motion (the "**Motion**") and respectfully states as follows:

RELIEF REQUESTED

1. By this Motion, the Debtor seeks entry of interim and final orders, substantially in the forms attached hereto as **Exhibit A** (the "**Interim Order**") and **Exhibit B** (the "**Final Order**", and together with the Interim Order, the "**Proposed Orders**") (i) establishing notice and objection procedures for transfers of equity securities, (ii) establishing a record date (the "**Record Date**") for notice and sell-down procedures for trading in claims against the Debtor's estate, and (iii) granting related relief.

JURISDICTION AND VENUE

2. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012 (Sleet, C.J.). This is a core proceeding under 28

[1] The last four digits of the Debtor's federal tax identification number are 9556. The Debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

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U.S.C. § 157(b). Venue of this Chapter 11 Case (as defined below) and this Motion is proper in this District under 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are sections 105(a), 362 and 541 of title 11 of the United States Code (the "**Bankruptcy Code**"), rules 3001, 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and rule 9013-1(m) of the *Local Rules of the United States Bankruptcy Court for the District of Delaware* (the "**Local Rules**").

4. Pursuant to Local Rule 9013-1(f), the Debtor consents to the entry of a final order or judgment with respect to this Motion if it is determined that this Court lacks Article III jurisdiction to enter such final order or judgment absent consent of the parties.

BACKGROUND

I. This Chapter 11 Case

5. On June 23, 2026 (the "**Petition Date**"), the Debtor commenced with the United States Bankruptcy Court for the District of Delaware (this "**Court**") a voluntary case under chapter 11 of the Bankruptcy Code (this "**Chapter 11 Case**"). The Debtor continues to operate its business and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No creditors' committee has been appointed by the Office of the United States Trustee for the District of Delaware (the "**U.S. Trustee**"), nor has a trustee or examiner been appointed in this Chapter 11 Case.

6. Additional factual background and information regarding the Debtor, including its business operations, its corporate and capital structure, and the events leading to the commencement of this Chapter 11 Case, are set forth in detail in the *Declaration of Scott B.*

Willoughby in Support of Chapter 11 Petition and First Day Motions (the "**First Day Declaration**").[2]

II. The Debtor's NOLs

7. The Debtor is a publicly-traded company with approximately forty-seven record holders and 414,471,132 outstanding shares of common stock (the "**Equity Securities**") as of June 8, 2026.

8. The Debtor has experienced losses for federal and state income tax purposes from the operation of its business. The Debtor believes, based on preliminary estimates, that its federal and state income tax net operating losses are in excess of approximately $980.4 million and $470.3 million, respectively, as of December 31, 2025 (the "**NOLs**"). These potential tax savings, if preserved, could substantially enhance the Debtor's efforts to maximize value for the benefit of its stakeholders.

RELIEF REQUESTED

9. The Debtor respectfully requests that this Court enter the Proposed Orders (i) establishing notice and objection procedures for transfers of equity securities, (ii) establishing the Record Date for notice and sell-down procedures for trading in claims against the Debtor's estate, and (iii) granting related relief.

10. As described more fully below, the Debtor may lose the ability to use the tax savings generated by its NOLs if it experiences an "ownership change" for federal income tax purposes. To prevent this potential loss of the estate's property, the Debtor requests Court approval of the procedures detailed in this Motion to govern the transfers of Equity Securities during the

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration.

pendency of this Chapter 11 Case. In addition, the Debtor may ultimately need to seek an order (a "**Sell-Down Order**") with respect to trading in claims to protect and preserve the value of the NOLs, and this Motion is designed to give advance notice of such possibility.

I. Potential Limitations on the Use of the Debtor's NOLs

11. Section 172 of the Internal Revenue Code of 1986 (as amended, the "**IRC**") permits corporate taxpayers to carry forward NOLs for up to twenty subsequent tax years to offset future income in years following the years in which they were incurred, thereby reducing their federal income tax liability on such future income and significantly improving their cash position. However, section 382 of the IRC limits the income against which the NOLs can be deducted after an ownership change.

II. Ownership Changes Outside the Context of a Chapter 11 Plan

12. The Debtor's ability to use its NOLs is subject to certain statutory limitations. Section 382 of the IRC limits the ability of a corporation to use its NOLs if an "ownership change" occurs. Generally, an "ownership change" occurs if the percentage (by value) of the stock of the corporation owned by one or more five-percent shareholders has increased by more than fifty percentage points over the lowest percentage of stock owned by such shareholders at any time during the relevant testing period, which is usually three years.[3] For example, an ownership change would occur in the following situation:

> Three individuals ("A," "B" and "C") each own 20% of the stock of corporation X ("X"). Each sells 15% to another individual ("D"), who has recently acquired 7%. Under section 382 of the IRC, an

[3] In general, under section 382(g)(4)(A) of the IRC, all shareholders who individually hold less than 5% of the stock of a company are deemed to be a single five-percent shareholder throughout the three-year testing period, and transfers between such shareholders are disregarded for purposes of determining whether an ownership change has occurred. Accordingly, the Debtor does not seek to impose the requested notice and objection procedures on transfers among shareholders holding less than 4.5% of the Debtor's stock, provided that such shareholders do not have an intent to accumulate a 5% or greater block of stock or add or sell shares to or from such block.

> ownership change has occurred because D both became a five-percent shareholder and increased his ownership in X by more than 50 percentage points (from 0% to 52%) during the testing period.

13. When an ownership change occurs, section 382 of the IRC limits the amount of future taxable income that the company can offset by its "pre-change losses" in any taxable year (or a portion thereof) to an annual amount equal to (a) the value of its stock prior to the ownership change, multiplied by (b) the long-term, tax-exempt interest rate. *See* IRC § 382(b). For distressed companies in particular, this limitation could severely restrict the use of NOLs because the value of their stock may be quite low. For example, if a hypothetical company were to become distressed, such that its equity value was $2 million, and undergo an ownership change when its equity value was at this depressed level, the annual limitation on the company's use of its NOLs resulting from that ownership change would be $73,600 (based on a 3.68% long-term, tax-exempt rate that would apply under section 382 of the IRC for an ownership change occurring in June 2026). In other words, the company would be able to utilize only $73,600 of its NOLs in each post-change tax year because the ownership change occurred when the company's stock value was low. Taxable income in excess of this amount would be taxable to the company at the federal rate of 21%.

14. Thus, if left unrestricted, transfers of Equity Securities could severely limit the Debtor's ability to use its NOLs, and could have significant negative consequences for the Debtor and its estate and its efforts to maximize the estate's value for stakeholders. Specifically, transfers of Equity Securities could adversely affect the Debtor's NOLs if (a) too many 5% or greater blocks of Equity Securities are created, or (b) too many Equity Securities are added to or sold from such blocks, such that, together with previous transfers by or to 5% shareholders during the preceding three year period, an ownership change within the meaning of section 382 of the IRC has occurred.

15. To preserve to the fullest extent possible optionality in connection with a sale of certain of the Debtor's assets through a court-supervised auction process, the Debtor seeks limited relief that will enable it to closely monitor certain transfers of Equity Securities, and thereby put the Debtor in a position to act expeditiously to prevent or to limit such transfers if necessary to preserve the value of its NOLs.

III. Ownership Changes in the Context of a Confirmed Chapter 11 Plan

16. The limitations imposed by section 382 of the IRC are significantly relaxed if an ownership change occurs pursuant to a confirmed chapter 11 plan. Under section 382(l)(5) of the IRC, a corporation is not subject to the limitations imposed by section 382 of the IRC if (a) the ownership change resulted from consummation of a chapter 11 plan and (b) under the plan, the debtor's pre-change-in-ownership shareholders (i.e., persons or entities who owned the debtor's stock immediately before the relevant ownership change) and/or "Qualified Creditors" emerge from the reorganization owning at least 50% of the total value and voting power of the debtor's stock immediately after the ownership change (the "**Section 382(l)(5) Safe Harbor**").

17. Under section 382(l)(5)(E) of the IRC and the regulations promulgated thereunder, a creditor whose claim is exchanged for stock of the debtor under a plan of reorganization or pursuant to an applicable bankruptcy court order is a "Qualified Creditor" for section 382 purposes if such claim either (a) has been owned by such creditor for 18 or more months prior to the date of filing of the bankruptcy petition, or (b) arose in the ordinary course of the debtor's business and was at all times beneficially owned by such creditor. Creditors may also be "qualified," despite not satisfying the continuous ownership requirements under either (a) or (b) of the preceding sentence, if they meet the criteria set forth in the De Minimis Rule (as defined below).

18. For purposes of the Section 382(l)(5) Safe Harbor, under Treasury Regulation § 1.382-9(d)(3) (the "**De Minimis Rule**"), a debtor generally may "treat indebtedness as always having been owned by the beneficial owner of the indebtedness immediately before the ownership change if the beneficial owner is not, immediately after the ownership change, either a five-percent shareholder or an entity through which a five-percent shareholder owns an indirect ownership interest" in the debtor. Such a claimholder will generally be a Qualified Creditor under the Section 382(l)(5) Safe Harbor unless the particular claim(s) that it holds both (a) did not arise in the ordinary course of the issuing debtor's business and (b) was not in existence eighteen months prior to the filing of the bankruptcy petitions.

19. Alternatively, where an ownership change results from consummation of a chapter 11 plan but the requirements for the Section 382(l)(5) Safe Harbor are *not* met, section 382(b) of the IRC would limit the amount of taxable income that the debtor could offset with NOLs.

20. Under the scenario where the requirements for the Section 382(l)(5) Safe Harbor are not met, the section 382 limitation is calculated using the special rule of section 382(l)(6) of the IRC. That rule provides that the value of the debtor, for purposes of calculating the section 382 limitation, generally must reflect any increase in value resulting from any surrender or cancellation of creditors' claims, as well as any new investments, pursuant to the plan. As a result, assuming the debtor's value increases as a result of its reorganization, the amount of taxable income that can be offset will still be limited—although not by as much as if the ownership change occurred outside the context of a confirmed chapter 11 plan.

21. Therefore, to protect the Debtor's ability to maximize the use of its NOLs, the Debtor may need to seek entry of a Sell-Down Order allowing the Debtor to (a) determine whether the reorganized Debtor will qualify for and benefit from the Section 382(l)(5) Safe Harbor, and

(b) require certain persons or entities that have acquired claims during this bankruptcy case in an amount that would entitle such claimholders to receive more than 4.5% of the equity of the reorganized Debtor (collectively, the "**Substantial Claimholders**") to sell down their claims to the extent necessary to allow the reorganized Debtor to qualify for the Section 382(l)(5) Safe Harbor (the "**Sell-Down Procedures**").[4]

IV. The Proposed Equity Transfer Procedures

22. By establishing procedures for monitoring the transfer of Equity Securities, the Debtor can preserve the ability to seek the necessary relief at the appropriate time if it appears that transfers of Equity Securities may jeopardize the Debtor's use of its NOLs. Therefore, the Debtor proposes the following notice and objection procedures for holding and transferring Equity Securities (the "**Equity Transfer Procedures**"):

(1) Certain Defined Terms. For purposes of the Proposed Orders (a) a "**Substantial Equityholder**" is any person or entity that beneficially owns at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding Equity Securities);[5] (b) "**beneficial ownership**" of Equity Securities shall be determined in accordance with applicable rules under section 382 of the IRC and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of stock and ownership of options to acquire stock; (c) an "**option**" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (d) a "**Transfer**" means any transfer of Equity Securities to the extent described in paragraph 22(3) below (Stock Acquisition Notice) and/or paragraph 22(4) below (Stock Disposition Notice).

(2) Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall (a) file with the Court and (b) serve upon the following parties (the "**Notice Parties**") a notice of such status, in the

[4] A summary of the potential Sell-Down Procedures is provided below.

[5] To allow for a prudent margin of error and in a good faith effort to avoid underestimating the threshold, the Debtor has calculated the threshold using 4.5% instead of 5%.

form attached as Annex 1 to the Equity Transfer Procedures Notice (a "**Notice of Substantial Equityholder Status**"), on or before the later of (A) fourteen (14) days after entry of the Interim Order or (B) fourteen (14) days after becoming a Substantial Equityholder: proposed counsel to the Debtor, (a) Cooley LLP, Cullen Drescher Speckhart (cspeckhart@cooley.com), Lauren A. Reichardt (lreichardt@cooley.com), Miriam Peguero Medrano (mpegueromedrano@cooley.com), and Robert Eisenbach, III (reisenbach@cooley.com) and (b) Richards, Layton & Finger, P.A., Daniel J. DeFranceschi (defranceschi@rlf.com), Amanda R. Steele (steele@rlf.com), and Brendan J. Schlauch (schlauch@rlf.com).

(3) Stock Acquisition Notice. At least fourteen (14) days prior to any transfer of Equity Securities that would result in an increase in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (a) file with the Court and (b) serve on the Notice Parties (at the addresses set forth in paragraph 22(2) above), advance written notice of the intended transfer of Equity Securities, in the form attached as Annex 2 to the Equity Transfer Procedures Notice (a "**Stock Acquisition Notice**").

(4) Stock Disposition Notice. At least fourteen (14) days prior to any transfer of Equity Securities that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall (a) file with the Court and (b) serve on the Notice Parties (at the addresses set forth in paragraph 22(2) above), advance written notice of the intended transfer of Equity Securities, in the form attached as Annex 3 to the Equity Transfer Procedures Notice (a "**Stock Disposition Notice**").

(5) Objection Procedures. The Debtor shall have seven (7) days after receipt of a Stock Acquisition Notice or a Stock Disposition Notice (each, a "**Transfer Notice**") to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed Transfer on the grounds that such Transfer may adversely affect the ability of the Debtor to utilize its NOLs. If the Debtor files an objection, the proposed Transfer will not be effective unless and until approved by a final and nonappealable order of the Court. If the Debtor does not object within such 7-day period, the Transfer may proceed solely as set forth in the Transfer Notice. Further Transfers within the scope of this paragraph must comply with the Equity Transfer Procedures set forth in this paragraph 22.

(6) Unauthorized Transfers of Equity Securities. Effective as of the date of entry of the Interim Order and until further order of the Court to the contrary, any acquisition or disposition of Equity Securities in violation of the Equity Transfer Procedures

shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 Bankruptcy Code.[6]

23. With respect to the Equity Transfer Procedures, the Debtor may, in writing, waive any and all restrictions, stays and notification procedures contained in this Motion or in any order entered with respect hereto.

24. After entry of the Proposed Orders, the Debtor proposes to provide a notice in substantially the form attached as **Exhibit C** hereto (the "**Equity Transfer Procedures Notice**"), which describes the authorized transfer restrictions and notification requirements with respect to Equity Securities and notifies parties of the Record Date (which shall be the date on which the Interim Order is entered), to the following parties or their respective counsels: (a) the U.S. Trustee; (b) the United States Attorney's Office for the District of Delaware and all other states in which the Debtor operates; (c) the Internal Revenue Service; (d) all known record holders of the issued and outstanding Equity Securities (with instructions to serve down to beneficial holders, as applicable); (e) every attorney general of a state in which the Debtor conducts business; (f) the Securities and Exchange Commission; (g) the United States Department of Justice; and (h) any other party who has requested service of notices under Bankruptcy Rule 2002.

25. Upon receipt of such Equity Transfer Procedures Notice, any broker, bank, dealer, direct seller of, or other agent or nominee of a beneficial holder of Equity Securities (each a "**Nominee**") will be required, within five business days after receipt of such notice and on at least a quarterly basis thereafter, to send the Equity Transfer Procedures Notice to all beneficial holders of Equity Securities on whose behalf such Nominee holds Equity Securities. To the extent

[6] In the event any acquisition or disposition of the Debtor's Equity Securities, including after the Petition Date and prior to the date of entry of the Proposed Orders, causes an adverse impact on the Debtor's NOLs, the Debtor reserves all rights to seek entry of an order from the Court holding such acquisition or disposition null and void *ab initio* as an act in violation of the automatic stay under section 362 Bankruptcy Code.

such beneficial holder is also a Nominee, such Nominee must, in turn, promptly provide the Equity Transfer Procedures Notice to any holder for whose account such holder holds Equity Securities, and so on down the chain of ownership. Additionally, any person, entity, broker or agent acting on behalf of any holder of Equity Securities who sells at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding Equity Securities) to another person or entity must provide a copy of the Equity Transfer Procedures Notice to such purchaser or any broker or agent acting on such purchaser's behalf.

V. Record Date Notice and Summary of Potential Sell-Down Procedures

26. At this stage, it is too early to determine whether it will be necessary for the Debtor to obtain a Sell-Down Order. The Debtor's determination of whether to seek entry of a Sell-Down Order will most likely occur once the sale process is complete and the Debtor has determined whether it may qualify for and benefit from the Section 382(l)(5) Safe Harbor such that it is necessary to require Substantial Claimholders to comply with the Sell-Down Procedures summarized below. Accordingly, this Motion does not seek entry of a Sell-Down Order, but seeks to establish the Record Date through entry of the Interim Order. The Debtor proposes to set the Record Date as the date of entry of the Interim Order.

27. After entry of the Interim Order, the Debtor proposes to provide a notice of the Record Date in substantially the form attached as **Exhibit D** hereto (the "**Record Date Notice**") to the following parties or their respective counsels: (a) the U.S. Trustee; (b) the United States Attorney's Office for the District of Delaware and all other states in which the Debtor operates; (c) the Internal Revenue Service; (d) all known record holders of the issued and outstanding Equity Securities (with instructions to serve down to beneficial holders, as applicable); (e) every attorney general of a state in which the Debtor conducts business; (f) the Securities and Exchange

Commission; (g) the United States Department of Justice; and (h) any other party who has requested service of notices under Bankruptcy Rule 2002.

28. Upon receipt of such Record Date Notice, any registered holder, in turn, must promptly provide the Record Date Notice to any holder for whose account such registered holder holds claims, and so on down the chain of ownership.

29. If the Debtor seeks entry of a Sell-Down Order, the Debtor anticipates that the Sell-Down Procedures would require an entity that has acquired an amount of claims after the Record Date entitling that claimholder to receive more than 4.5% of the equity of the reorganized Debtor (the "**Threshold Amount**") to provide the Debtor with limited information such as the size of its Claim and the date(s) on which such Claim was acquired. The amount of claims held by a claimholder as of the Record Date would constitute the "**Protected Amount**." Substantial Claimholders would never be required to sell down their claims below the Threshold Amount or the Protected Amount, whichever is greater. In other words, the Sell-Down Order would apply only to persons or entities that acquire claims in excess of the Threshold Amount after the Record Date and with full notice of the possibility that the claims they acquire could be subject to sell-down if the Debtor later determines that the Sell-Down Procedures are necessary.

30. If the Sell-Down Procedures prove to be necessary, the Debtor would seek to require Substantial Claimholders to provide updated holdings information shortly after the date on which the Court approves a disclosure statement for a plan. Based on the updated holdings information, the Debtor would then determine whether it would be necessary to require Substantial Claimholders to sell down a portion of their holdings so that the Debtor may qualify for the Section 382(l)(5) Safe Harbor and to preserve the value of the Debtor's NOLs.

31. If the Debtor seeks entry of a Sell-Down Order, the Debtor will provide adequate notice and opportunity for claimholders to sell down their claims without triggering an unreasonable adverse impact on the value of such claims. Specifically, if a claimholder were required to sell down its holdings, the claimholder would have until shortly before the Debtor consummates a plan to effectuate the necessary sell-down. Moreover, establishment of the Record Date at this early stage of this Chapter 11 Case will provide claimholders with sufficient notice in advance of any trading opportunity that any claims purchased after the Record Date may ultimately be subject to the Sell-Down Procedures as set forth in a Sell-Down Order.

BASIS FOR RELIEF

I. The NOLs Are Property of the Debtor's Estate and Are Entitled to Protection

32. Section 541 of the Bankruptcy Code provides that property of the estate comprises, among other things, "all legal or equitable interests of the debtor in property as of the commencement of the case." 11 U.S.C. § 541. The NOLs are property of the Debtor's estate. *See, e.g.*, *Off. Comm. of Unsecured Creditors v. PSS Steamship Co., Inc. (In re Prudential Lines, Inc.)*, 928 F.2d 565, 573 (2d Cir. 1991) ("We hold that the right to a carryforward attributable to its . . . NOL was property of [the debtor's] bankruptcy estate."), *cert. denied*, 502 U.S. 821 (1991); *Off. Comm. of Unsecured Creditors v. Forman (In re Forman Enters., Inc.)*, 273 B.R. 408, 416 (Bankr. W.D. Pa. 2002) (finding that NOLs are property of the estate); *Nisselson v. Drew Indus., Inc. (In re White Metal Rolling & Stamping Corp.)*, 222 B.R. 417, 424 (Bankr. S.D.N.Y. 1998) (same). Section 362(a)(3) of the Bankruptcy Code, moreover, stays "any act [of an entity] to obtain possession of property of the estate or of property from the estate or to exercise control over property of the estate." Because the NOLs are property of the Debtor's estate, the Court has the

authority under section 362 of the Bankruptcy Code to enforce the automatic stay by taking steps to restrict the transfer of claims that could jeopardize the existence of these valuable assets.

33. The Equity Transfer Procedures are designed to protect the Debtor from losing the benefit of all or any portion of its NOLs in connection with Transfers of Equity Securities prior to the effective date of a plan that may (a) trigger an ownership change not within the scope of sections 382(l)(5) or 382(l)(6) of the IRC, (b) preclude the Debtor from taking advantage of the more favorable NOL utilization rules under sections 382(l)(5) or 382(l)(6) of the IRC, or (c) severely limit the ability of the Debtor to use its NOLs to shelter any taxable income or gain resulting from any sale of assets or reorganization in the course of this bankruptcy case. The Debtor requires a mechanism to monitor and possibly object to ownership changes resulting from Transfers of Equity Securities and/or loss of eligibility for the Section 382(l)(5) Safe Harbor resulting from trading in claims in order to be able to use the Debtor's NOLs to the fullest extent possible to reduce federal income taxes on the Debtor's post-reorganization income or to shelter any taxable income or gain resulting from any sale of assets, thereby maximizing value for all stakeholders.

34. Moreover, it is in the best interests of the Debtor, its estate, and its stakeholders to restrict Transfers that could result in an ownership change prior to consummation of a plan and to establish the Record Date with respect to trading in claims. Transfers of Equity Securities are limited only for parties who are or might become five-percent shareholders. Because Transfers of Equity Securities by or into the hands of five-percent shareholders before the effective date of a plan could trigger an ownership change that would impose a severe limitation on the use by the Debtor of its NOLs on an annual basis, such Transfers also pose a threat to the value of its NOLs even if the Debtor later satisfied the requirements of sections 382(l)(5) or 382(l)(6) of the IRC.

Courts in this jurisdiction routinely approve relief similar to that requested herein. *See, e.g.*, *In re Impact Mortg. Holdings, Inc.*, No. 26-10593 (CTG) (Bankr. D. Del. May 20, 2026) (imposing notice and objection requirements on certain shareholders, pursuant to section 362, to restrict the transfer of equity securities if the transfer would adversely impact the debtor's use of its NOLs); *In re Finch Therapeutics Grp., Inc*., No. 26-10409 (LSS) (Bankr. D. Del. May 1, 2026) (same); *In re iRobot Corp.*, No. 25-12197 (BLS) (Bankr. D. Del. Jan. 8, 2026); *In re Clearside Biomedical, Inc.*, No. 25-12109 (TMH) (Bankr. D. Del. Dec. 31, 2025) (same); *In re Claire's Holdings LLC*, No. 25-11454 (CTG) (Bankr. D. Del. Aug. 6, 2025) (same).[7]

II. The Equity Transfer Procedures and Record Date Notice Are Narrowly Tailored

35. The establishment of the Equity Transfer Procedures will not categorically bar all Transfers of Equity Securities; rather, the Equity Transfer Procedures will only impact those types of Transfers that pose a serious risk to the Debtor's NOLs under the IRC section 382 ownership change test. Further, the Equity Transfer Procedures will only be in effect during the pendency of this Chapter 11 Case. As such, the requested relief is narrowly tailored to allow the Debtor to preserve its ability to seek substantive relief if it appears that a proposed Transfer will jeopardize the use of its NOLs. The Equity Transfer Procedures would otherwise permit Transfers of Equity Securities to continue unaffected, subject to applicable law.

36. As discussed above, the Equity Transfer Procedures are necessary to preserve the value of the Debtor's NOLs. But the Equity Transfer Procedures may not be sufficient if, pursuant to a plan, (a) holders of claims or interests receive sufficient equity to trigger an "ownership

[7] Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request of the Debtor's proposed counsel.

change" under section 382 of the IRC and (b) the Debtor is unable to utilize the Section 382(l)(5) Safe Harbor.

37. To avoid that scenario, the Debtor may need to seek the entry of a Sell-Down Order. In the meantime, the Debtor needs to be able to set and provide notice of the Record Date to give all stakeholders who may be subject to Sell-Down Procedures advance notice and ensure that the value of the Debtor's NOLs will be preserved.

38. Approval of the proposed Record Date does not constitute approval of the Sell-Down Procedures and does not restrict trading in claims. Importantly, the Proposed Orders will not impose a burden on any person or entity because the Proposed Orders are designed to provide notice to claimholders and claims traders (a) of the Record Date, (b) that the Threshold Amounts will be measured as of the Record Date, and (c) that claims may ultimately be subject to sell-down if the Debtor determines that a Sell-Down Order is necessary to preserve the value of the Debtor's NOLs. If the Debtor does later determine that a Sell-Down Order is necessary, the Debtor will file a separate motion requesting entry of a Sell-Down Order applicable to certain claims traded on or after the Record Date.

III. Relief is Necessary to Avoid Irreparable Harm to the Debtor

39. Once a NOL is limited under section 382 of the IRC, its use is limited forever, and once an equity interest is transferred, it cannot be undone. The relief sought herein is necessary to avoid an irrevocable loss of the Debtor's NOLs and the irreparable harm that could be caused by unfettered Transfers of Equity Securities, which, unmonitored, could jeopardize the Debtor's ability to offset taxable income with its NOLs, thereby risking the Debtor's ability to increase liquidity and maximize recoveries for stakeholders.

40. Absent establishing the Record Date at this time, it is unlikely that the Debtor would be able to implement the Sell-Down Procedures in any effective fashion to enable it to maximize the value of its NOLs. Whether or not the Debtor seeks and the Court ultimately enters a Sell-Down Order, setting the Record Date now is essential to adequately protect the Debtor's option to choose to preserve the value of its NOLs without adversely affecting any parties in interest.

IMMEDIATE RELIEF IS NECESSARY
TO AVOID IMMEDIATE AND IRREPARABLE HARM

41. Bankruptcy Rule 6003(a) provides that "[u]nless relief is needed to avoid immediate and irreparable harm, the court must not, within 21 days after the petition is filed, grant an application or motion to . . . use, sell, or lease," or otherwise "incur any other obligation regarding property of the estate. . . ." Fed. R. Bankr. P. 6003. The Debtor respectfully submits that Bankruptcy Rule 6003 does not apply to the relief requested herein because the Debtor is not, by this Motion, seeking to use, sell, or lease property of their estates. *See* Fed. Bankr. R. P. 6003 Advisory Comm.'s note to 2011 amend. ("[T]he rule does not prohibit the court from entering orders in the first 21 days of the case that may relate to the motion and applications set out in (a), (b), and (c) of Bankruptcy Rule 6003; it is only prohibited from granting the relief requested by those motions or applications" (emphasis added)). Notwithstanding the foregoing, even if the Court were to find that Bankruptcy Rule 6003 applied to this Motion, the relief requested herein is necessary to avoid immediate and irreparable harm and, therefore, Bankruptcy Rule 6003 is satisfied.

42. As discussed herein, the NOLs are a valuable asset of the Debtor's estate. In addition, once a NOL is limited under section 382 of the IRC, its use is limited forever. Absent granting the relief requested herein on an interim basis at the outset of this Chapter 11 Case, the Debtor may be irreparably harmed by any equity trading that occurs prior to the Court's entry of

an order granting this Motion on a final basis. By this Motion, the Debtor seeks to implement the Equity Transfer Procedures that would protect against such irreparable harm. Accordingly, to the extent that Bankruptcy Rule 6003 applies to the relief requested herein, it does not require the Court to wait twenty-one days before entering the Interim Order.

WAIVER OF BANKRUPTCY RULES 6004(a) AND 6004(h)

43. To implement the foregoing successfully, the Debtor requests that the Court find that notice of this Motion is adequate under Bankruptcy Rule 6004(a) under the circumstances and waive the 14-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h). As described above, and in the First Day Declaration, the relief requested herein is necessary to avoid immediate and irreparable harm to the Debtor. Accordingly, ample cause exists to justify finding that the notice requirements under Bankruptcy Rule 6004(a) have been satisfied and to grant a waiver of the 14-day stay imposed by Bankruptcy Rule 6004(h), to the extent such notice requirements and such stay apply.

NOTICE

44. The Debtor has provided notice of this Motion to the following parties or their respective counsel: (i) the U.S. Trustee; (ii) the holders of the twenty largest unsecured claims against the Debtor; (iii) counsel to the DIP Lender; (iv) the Internal Revenue Service; (v) the Securities and Exchange Commission; (vi) the United States Attorney's Office for the District of Delaware and all other states in which the Debtor operates; (vii) any Substantial Equityholders; and (viii) all other parties entitled to notice pursuant to Local Rule 9013-1(m). The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

45. No previous request for the relief sought herein has been made by the Debtor to this Court or any other court.

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Debtor respectfully requests that the Court grant the relief requested in this Motion, the Interim Order, the Final Order, and such other and further relief as is just and proper.

[Remainder of Page Intentionally Left Blank]

Dated: June 23, 2026
Wilmington, Delaware

Respectfully submitted,

/s/ Daniel J. DeFranceschi

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Proposed Counsel for the Debtor and Debtor in Possession

EXHIBIT A

Interim Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-_____ (___)
Debtor.[1]	)	**Re: Docket No. __**

INTERIM ORDER (I) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR TRANSFERS OF EQUITY SECURITIES AND (II) ESTABLISHING A RECORD DATE FOR NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN CLAIMS AGAINST THE DEBTOR'S ESTATE

Upon consideration of the motion (the "**Motion**")[2] of the Debtor for entry of an interim order (this "**Interim Order**") (i) establishing notice and objection procedures for transfers of equity securities, (ii) establishing the Record Date for notice and sell-down procedures for trading in claims against the Debtor's estate, and (iii) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012 (Sleet, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided under the circumstances and in accordance with the Bankruptcy Rules and the Local Rules, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "**Hearing**"); and upon consideration of the First

1 The last four digits of the Debtor's federal tax identification number are 9556. The Debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

2 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Day Declaration and the record of the Hearing; and the Court having determined that the relief sought in the Motion is necessary to avoid immediate and irreparable harm to the Debtor and its estate, as contemplated by Bankruptcy Rule 6003, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.

2. The Equity Transfer Procedures (as they are defined below) are approved.

3. Any purchase, sale, trade, or other transfer of Equity Securities in violation of the Equity Transfer Procedures shall be null and void *ab initio* and shall confer no rights on the transferee.

4. The following notice and objection procedures for holding and transferring Equity Securities (the "**Equity Transfer Procedures**") shall apply in this bankruptcy case:

(1) Certain Defined Terms. For purposes of this Interim Order (a) a "**Substantial Equityholder**" is any person or entity that beneficially owns at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding Equity Securities);[3] (b) "**beneficial ownership**" of Equity Securities shall be determined in accordance with applicable rules under section 382 of the IRC and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of stock and ownership of options to acquire stock; (c) an "**option**" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (d) a "**Transfer**" means any transfer of Equity Securities to the extent described in paragraph 4(3) below (Stock Acquisition Notice) and/or paragraph 4(4) below (Stock Disposition Notice).

[3] To allow for a prudent margin of error and in a good faith effort to avoid underestimating the threshold, the Debtor has calculated the threshold using 4.5% instead of 5%.

(2) Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall (a) file with the Court and (b) serve upon the following parties (the "**Notice Parties**") a notice of such status, in the form attached as Annex 1 to the Equity Transfer Procedures Notice (a "**Notice of Substantial Equityholder Status**"), on or before the later of (A) fourteen (14) days after entry of the Interim Order or (B) fourteen (14) days after becoming a Substantial Equityholder: proposed counsel to the Debtor, (a) Cooley LLP, Cullen Drescher Speckhart (cspeckhart@cooley.com), Lauren A. Reichardt (lreichardt@cooley.com) Miriam Peguero Medrano (mpegueromedrano@cooley.com), and Robert Eisenbach, III (reisenbach@cooley.com) and (b) Richards, Layton & Finger, P.A., Daniel J. DeFranceschi (defranceschi@rlf.com), Amanda R. Steele (steele@rlf.com), and Brendan J. Schlauch (schlauch@rlf.com).

(3) Stock Acquisition Notice. At least fourteen (14) days prior to any transfer of Equity Securities that would result in an increase in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (a) file with the Court and (b) serve on the Notice Parties (at the addresses set forth in paragraph 4(2) above), advance written notice of the intended transfer of Equity Securities, in the form attached as Annex 2 to the Equity Transfer Procedures Notice (a "**Stock Acquisition Notice**").

(4) Stock Disposition Notice. At least fourteen (14) days prior to any transfer of Equity Securities that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall (a) file with the Court and (b) serve on the Notice Parties (at the addresses set forth in paragraph 4(2) above), advance written notice of the intended transfer of Equity Securities, in the form attached as Annex 3 to the Equity Transfer Procedures Notice (a "**Stock Disposition Notice**").

(5) Objection Procedures. The Debtor shall have seven (7) days after receipt of a Stock Acquisition Notice or a Stock Disposition Notice (each, a "**Transfer Notice**") to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed Transfer on the grounds that such Transfer may adversely affect the ability of the Debtor to utilize its NOLs. If the Debtor files an objection, the proposed Transfer will not be effective unless and until approved by a final and nonappealable order of the Court. If the Debtor does not object within such 7-day period, the Transfer may proceed solely as set forth in the Transfer Notice. Further Transfers within the scope of this paragraph must comply with the Equity Transfer Procedures set forth in this paragraph 4.

(6) Unauthorized Transfers of Equity Securities. Effective as of the date of entry of the Interim Order and until further order of the Court to the contrary, any acquisition or disposition of Equity Securities in violation of the Equity Transfer Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code section 362.[4]

5. Within five business days after the entry of this Interim Order, the Debtor shall provide notice in substantially the form attached as Exhibit C (the "**Equity Transfer Procedures Notice**") and Exhibit D (the "**Record Date Notice**") to the Motion to the following parties or their respective counsels: (a) the U.S. Trustee; (b) the United States Attorney's Office for the District of Delaware and all other states in which the Debtor operates; (c) the Internal Revenue Service; (d) all known record holders of the issued and outstanding Equity Securities (with instructions to serve down to beneficial holders, as applicable); (e) every attorney general of a state in which the Debtor conducts business; (f) the Securities and Exchange Commission; (g) the United States Department of Justice; and (h) any other party who has requested service of notices under Bankruptcy Rule 2002.

6. Upon receipt of such Equity Transfer Procedures Notice, any broker, bank, dealer, direct seller of, or other agent or nominee of a beneficial holder of Equity Securities (each a "**Nominee**") shall, within five business days of receipt of such notice and on at least a quarterly basis thereafter, send the Equity Transfer Procedures Notice to all beneficial holders of Equity Securities on whose behalf such Nominee holds Equity Securities. To the extent such beneficial holder is also a Nominee, such Nominee must, in turn, promptly provide the Equity Transfer Procedures Notice to any holder for whose account such holder holds Equity Securities, and so on down the chain of ownership. Additionally, any person, entity, broker or agent acting on behalf

[4] In the event any acquisition or disposition of the Debtor's Equity Securities, including after the Petition Date and prior to the date of entry of the Final Order, causes an adverse impact on the Debtor's NOLs, the Debtor reserves all rights to seek entry of an order from the Court holding such acquisition or disposition null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code section 362.

of any holder of Equity Securities who sells at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding Equity Securities) to another person or entity must provide a copy of the Equity Transfer Procedures Notice to such purchaser or any broker or agent acting on such purchaser's behalf.

7. Claimholders and potential purchasers of claims against the Debtor are hereby deemed notified that, if the Debtor ultimately seeks, and the Court enters, a Sell-Down Order, claimholders that acquire claims after the date of this Interim Order (the "**Record Date**") in an amount that would entitle them to receive more than 4.5% of the stock of the reorganized Debtor may be subject to a required sell-down of any claims acquired after the Record Date in accordance with the Sell-Down Procedures.

8. Upon receipt of the Record Date Notice, any registered holder shall, in turn, promptly provide such Record Date Notice to any claimholder for whose account such registered holder holds such claims, and so on down the chain of ownership.

9. This Interim Order's entry shall not be deemed a determination of any kind that a Sell-Down Order's entry is necessary or warranted in this Chapter 11 Case, and the Court's review of any request for a Sell-Down Order's entry shall be without regard to this Interim Order's entry.

10. This Interim Order's entry shall not prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved.

11. The notices substantially in the form attached to the Motion as Exhibit C (and Annexes 1, 2, and 3 thereto) and Exhibit D are approved.

12. The Debtor may, in writing, waive any and all restrictions, stays, and notice procedures that this Interim Order contains.

13. This Interim Order's requirements are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable law, and compliance with this Interim Order's requirements does not excuse an entity's non-compliance with the requirements of Bankruptcy Rule 3001(e) and applicable law.

14. The requirements of Bankruptcy Rule 6003(b) are satisfied.

15. Under the circumstances of this Chapter 11 Case, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

16. Notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.

17. This Court retains jurisdiction with respect to all matters arising from or related to the enforcement of this Interim Order.

18. The deadline by which objections to entry of the Final Order on the Motion must be filed is _____, 2026 at ____ __.m. (Eastern Time). The Final Hearing, if required, will be held on _____, 2026 at ____ __.m. (Eastern Time).

19. The Court retains jurisdiction of any matter arising from or relating to this Interim Order, including its interpretation, implementation, or enforcement.

EXHIBIT B

Final Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-_____ (___)
Debtor.[1]	)	**Re: Docket Nos. __ & __**

FINAL ORDER (I) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR TRANSFERS OF EQUITY SECURITIES AND (II) ESTABLISHING A RECORD DATE FOR NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN CLAIMS AGAINST THE DEBTOR'S ESTATE

Upon consideration of the motion (the "**Motion**")[2] of the Debtor for entry of a final order (this "**Final Order**") (i) establishing notice and objection procedures for transfers of equity securities, (ii) establishing the Record Date for notice and sell-down procedures for trading in claims against the Debtor's estate, and (iii) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* for the United States District Court for the District of Delaware, dated February 29, 2012 (Sleet, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due, sufficient, and proper notice of the Motion having been provided and in accordance with the Bankruptcy Rules and the Local Rules, and it appearing that no other or further notice need be provided; and a hearing, if any, having been held to consider the relief requested in the Motion (the "**Hearing**"); and upon consideration of the First Day Declaration and the record

[1] The last four digits of the Debtor's federal tax identification number are 9556. The Debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

of the Hearing, if any, and all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT**:**

1. The Motion is GRANTED on a final basis as set forth herein. Any objections or reservations of rights filed in respect of the Motion not otherwise withdrawn or resolved are overruled.

2. The Equity Transfer Procedures (as they are defined below) are approved.

3. Any purchase, sale, trade, or other transfer of Equity Securities in violation of the Equity Transfer Procedures shall be null and void *ab initio* and shall confer no rights on the transferee.

4. The following notice and objection procedures for holding and transferring Equity Securities (the "Equity Transfer Procedures") shall apply in this bankruptcy case:

(1) Certain Defined Terms. For purposes of this Final Order (a) a "**Substantial Equityholder**" is any person or entity that beneficially owns at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding Equity Securities);[3] (b) "**beneficial ownership**" of Equity Securities shall be determined in accordance with applicable rules under section 382 of the IRC and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of stock and ownership of options to acquire stock; (c) an "**option**" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (d) a "**Transfer**" means any transfer of Equity Securities to the extent described in paragraph 4(3) below (Stock Acquisition Notice) and/or paragraph 4(4) below (Stock Disposition Notice).

[3] To allow for a prudent margin of error and in a good faith effort to avoid underestimating the threshold, the Debtor has calculated the threshold using 4.5% instead of 5%.

(2) Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall (a) file with the Court and (b) serve upon the following parties (the "**Notice Parties**") a notice of such status, in the form attached as Annex 1 to the Equity Transfer Procedures Notice (a "**Notice of Substantial Equityholder Status**"), on or before the later of (A) fourteen (14) days after entry of the Interim Order or (B) fourteen (14) days after becoming a Substantial Equityholder: proposed counsel to the Debtor, (a) Cooley LLP, Cullen Drescher Speckhart (cspeckhart@cooley.com), Lauren A. Reichardt (lreichardt@cooley.com) Miriam Peguero Medrano (mpegueromedrano@cooley.com), and Robert Eisenbach, III (reisenbach@cooley.com) and (b) Richards, Layton & Finger, P.A., Daniel J. DeFranceschi (defranceschi@rlf.com), Amanda R. Steele (steele@rlf.com), and Brendan J. Schlauch (schlauch@rlf.com).

(3) Stock Acquisition Notice. At least fourteen (14) days prior to any transfer of Equity Securities that would result in an increase in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (a) file with the Court and (b) serve on the Notice Parties (at the addresses set forth in paragraph 4(2) above), advance written notice of the intended transfer of Equity Securities, in the form attached as Annex 2 to the Equity Transfer Procedures Notice (a "**Stock Acquisition Notice**").

(4) Stock Disposition Notice. At least fourteen (14) days prior to any transfer of Equity Securities that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall (a) file with the Court and (b) serve on the Notice Parties (at the addresses set forth in paragraph 4(2) above), advance written notice of the intended transfer of Equity Securities, in the form attached as Annex 3 to the Equity Transfer Procedures Notice (a "**Stock Disposition Notice**").

(5) Objection Procedures. The Debtor shall have seven (7) days after receipt of a Stock Acquisition Notice or a Stock Disposition Notice (each, a "**Transfer Notice**") to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed Transfer on the grounds that such Transfer may adversely affect the ability of the Debtor to utilize its NOLs. If the Debtor files an objection, the proposed Transfer will not be effective unless and until approved by a final and nonappealable order of the Court. If the Debtor does not object within such 7-day period, the Transfer may proceed solely as set forth in the Transfer Notice. Further Transfers within the scope of this paragraph must comply with the Equity Transfer Procedures set forth in this paragraph 4.

(6) Unauthorized Transfers of Equity Securities. Effective as of the date of entry of the Interim Order and until further order of the Court to the contrary, any acquisition or disposition of Equity Securities in violation of the Equity Transfer Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code section 362.

5. Within five business days after the entry of this Final Order, the Debtor shall provide notice in substantially the form attached to the Motion as Exhibit C (the "Equity Transfer Procedures Notice") to the following parties or their respective counsels: (a) the U.S. Trustee; (b) the United States Attorney's Office for the District of Delaware and all other states in which the Debtor operates; (c) the Internal Revenue Service; (d) all known record holders of the issued and outstanding Equity Securities (with instructions to serve down to beneficial holders, as applicable); (e) every attorney general of a state in which the Debtor conducts business; (f) the Securities and Exchange Commission; (g) the United States Department of Justice; and (h) any other party who has requested service of notices under Bankruptcy Rule 2002.

6. Upon receipt of such Equity Transfer Procedures Notice, any broker, bank, dealer, direct seller of, or other agent or nominee of a beneficial holder of Equity Securities (each a "**Nominee**") shall, within five business days of receipt of such notice and on at least a quarterly basis thereafter, send the Equity Transfer Procedures Notice to all beneficial holders of Equity Securities on whose behalf such Nominee holds Equity Securities. To the extent such beneficial holder is also a Nominee, such Nominee must, in turn, promptly provide the Equity Transfer Procedures Notice to any holder for whose account such holder holds Equity Securities, and so on down the chain of ownership. Additionally, any person, entity, broker or agent acting on behalf of any holder of Equity Securities who sells at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding Equity Securities) to another

person or entity must provide a copy of the Equity Transfer Procedures Notice to such purchaser or any broker or agent acting on such purchaser's behalf.

7. Claimholders and potential purchasers of claims against the Debtor are hereby deemed notified that, if the Debtor ultimately seeks, and the Court enters, a Sell-Down Order, claimholders that acquire claims after [●], 2026 (the "**Record Date**") in an amount that would entitle them to receive more than 4.5% of the stock of the reorganized Debtor may be subject to a required sell-down of any claims acquired after the Record Date in accordance with the Sell-Down Procedures.

8. Upon receipt of the Record Date Notice, any registered holder shall, in turn, promptly provide such Record Date Notice to any claimholder for whose account such registered holder holds such claims, and so on down the chain of ownership.

9. This Final Order's entry shall not be deemed a determination of any kind that a Sell-Down Order's entry is necessary or warranted in this Chapter 11 Case, and the Court's review of any request for a Sell-Down Order's entry shall be without regard to this Final Order's entry.

10. This Final Order's entry shall not prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved.

11. The notices substantially in the form attached to the Motion as Exhibit C (and Annexes 1, 2, and 3 thereto) and Exhibit D are approved.

12. The Debtor may, in writing, waive any and all restrictions, stays, and notice procedures that this Final Order contains.

13. This Final Order's requirements are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable law, and compliance with this Final Order's requirements does not

excuse an entity's non-compliance with the requirements of Bankruptcy Rule 3001(e) and applicable law.

14. Notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion, and such notice satisfies the requirements of the Bankruptcy Rules and Local Rules.

15. The Debtor may take any action that is necessary or appropriate to carry out the provisions of this Final Order.

16. This Final Order is immediately effective and enforceable notwithstanding the provisions of Bankruptcy Rule 6004(h) or otherwise.

17. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and/or enforcement of this Final Order.

Exhibit C

Equity Transfer Procedures Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-_____ (___)
Debtor.[1]	)	

NOTICE OF EQUITY TRANSFER PROCEDURES

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN SANGAMO THERAPEUTICS, INC.:

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On June [•], 2026 (the "**Petition Date**"), Sangamo Therapeutics, Inc. ("**Sangamo**" or the "**Debtor**") commenced this voluntary case under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") by filing a petition for relief with the U.S. Bankruptcy Court for the District of Delaware (the "**Court**").

2. On June [•], 2026, the Debtor filed the *Motion of Debtor for Entry of Interim and Final Orders (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities, (II) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtor's Estate, and (III) Granting Related Relief* (the "**Motion**").

3. On [•], 2026, the Court entered a [interim/final] order (the "[**Interim/Final**] **Order**"), approving the procedures set forth below with respect to transfers of equity securities in Sangamo (the "**Equity Transfer Procedures**") and setting the Record Date with respect to trading

[1] The last four digits of the Debtor's federal tax identification number are 9556. The Debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

in claims against the Debtor, in order to assist the Debtor in preserving the Debtor's net operating losses ("**NOLs**").

4. [The final hearing (the "**Final Hearing**") to consider the relief requested in the Motion and the entry of an order (the "**Final Order**") implementing the Equity Transfer Procedures on a final and permanent basis shall be held on [•], 2026, at [•]:00 [•].m. (prevailing Eastern Time). The deadline by which objections to entry of the Final Order on the Motion must be filed is [•], 2026 at 4:00 p.m. (prevailing Eastern Time), and any such objections or responses shall be filed with this Court on the docket of this Chapter 11 Case. In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.]

5. Pursuant to the [Interim/Final] Order, any purchase, sale, trade, or other transfer of equity securities in Sangamo in violation of the procedures set forth below shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code section 362 and shall confer no rights on the transferee.

6. Also pursuant to the [Interim/Final] Order, the following Equity Transfer Procedures shall apply to holding and transferring beneficial interests in equity securities in Sangamo:

(1) Certain Defined Terms. For purposes of the [Interim/Final] Order (a) a "**Substantial Equityholder**" is any person or entity that beneficially owns at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding Equity Securities);[2] (b) "**beneficial ownership**" of Equity Securities shall be determined in accordance with applicable rules under section 382 of the IRC and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by such holder's family members and persons acting in concert with such holder to

[2] To allow for a prudent margin of error and in a good faith effort to avoid underestimating the threshold, the Debtor has calculated the threshold using 4.5% instead of 5%.

make a coordinated acquisition of stock and ownership of options to acquire stock; (c) an "**option**" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (d) a "**Transfer**" means any transfer of Equity Securities to the extent described in paragraph 4(3) below (Stock Acquisition Notice) and/or paragraph 4(4) below (Stock Disposition Notice).

(2) Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall (a) file with the Court and (b) serve upon the following parties (the "**Notice Parties**") a notice of such status, in the form attached as Annex 1 to the Equity Transfer Procedures Notice (a "**Notice of Substantial Equityholder Status**"), on or before the later of (A) fourteen (14) days after entry of the Interim Order or (B) fourteen (14) days after becoming a Substantial Equityholder: proposed counsel to the Debtor, (a) Cooley LLP, Cullen Drescher Speckhart (cspeckhart@cooley.com), Lauren A. Reichardt (lreichardt@cooley.com) Miriam Peguero Medrano (mpegueromedrano@cooley.com), and Robert Eisenbach, III (reisenbach@cooley.com) and (b) Richards, Layton & Finger, P.A., Daniel J. DeFranceschi (defranceschi@rlf.com), Amanda R. Steele (steele@rlf.com), and Brendan J. Schlauch (schlauch@rlf.com).

(3) Stock Acquisition Notice. At least fourteen (14) days prior to any transfer of Equity Securities that would result in an increase in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (a) file with the Court and (b) serve on the Notice Parties (at the addresses set forth in paragraph 4(2) above), advance written notice of the intended transfer of Equity Securities, in the form attached as Annex 2 to the Equity Transfer Procedures Notice (a "**Stock Acquisition Notice**").

(4) Stock Disposition Notice. At least fourteen (14) days prior to any transfer of Equity Securities that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall (a) file with the Court and (b) serve on the Notice Parties (at the addresses set forth in paragraph 4(2) above), advance written notice of the intended transfer of Equity Securities, in the form attached as Annex 3 to the Equity Transfer Procedures Notice (a "**Stock Disposition Notice**").

(5) Objection Procedures. The Debtor shall have seven (7) days after receipt of a Stock Acquisition Notice or a Stock Disposition Notice (each, a "**Transfer Notice**") to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed Transfer on the grounds that such Transfer may adversely affect the ability of the Debtor to utilize its NOLs. If the Debtor files an objection, the proposed Transfer will not be effective unless and until approved by a final and

nonappealable order of the Court. If the Debtor does not object within such 7-day period, the Transfer may proceed solely as set forth in the Transfer Notice. Further Transfers within the scope of this paragraph must comply with the Equity Transfer Procedures set forth in this paragraph 4.

(6) Unauthorized Transfers of Equity Securities. Effective as of the date of entry of the Interim Order and until further order of the Court to the contrary, any acquisition or disposition of Equity Securities in violation of the Equity Transfer Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code section 362.[3]

7. **ANY FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE AND IN THE [INTERIM/FINAL] ORDER SHALL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY UNDER BANKRUPTCY CODE SECTION 362. ANY PROHIBITED PURCHASE, SALE, TRADE, OR OTHER TRANSFER OF EQUITY SECURITIES IN SANGAMO IN VIOLATION OF THE ORDER WILL BE NULL AND VOID *AB INITIO* AND MAY RESULT IN THE IMPOSITION OF SANCTIONS BY THE COURT.**

8. The Debtor may, in writing, waive any and all restrictions, stays, and notice procedures contained in the [Interim/Final] Order.

9. A copy of the [Interim/Final] Order is available from PACER via the Court's website at https://ecf.deb.uscourts.gov/ for a fee or through the Debtor's claims and notice agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global , by accessing its website for the Debtor's bankruptcy case at [•] or calling [•] if you are in the United States or Canada or [•] if you are elsewhere in the world.

[3] In the event any acquisition or disposition of the Debtor's Equity Securities, including after the Petition Date and prior to the date of entry of the Final Order, causes an adverse impact on the Debtor's NOLs, the Debtor reserves all rights to seek entry of an order from the Court holding such acquisition or disposition null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code section 362.

10. The requirements set forth in this Equity Transfer Procedures Notice are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable law, and compliance with the requirements set forth in this Equity Transfer Procedures Notice does not excuse an entity's non-compliance with the requirements of Bankruptcy Rule 3001(e) and applicable law.

[Remainder of Page Intentionally Left Blank]

Dated: June [●], 2026
Wilmington, Delaware

Respectfully submitted,

/s/ Draft

Daniel J. DeFranceschi (No. 2732)
Amanda R. Steele (No. 5530)
Brendan J. Schlauch (No. 6115)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 N. King Street
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-and-

Cullen D. Speckhart
Lauren A. Reichardt
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New York, NY 10001-2157
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-and-

Robert L. Eisenbach III
COOLEY LLP
3 Embarcadero Center, 20th Floor
San Francisco, CA 94111-4004
Telephone: (415) 693-2000
Email: reisenbach@cooley.com

Proposed Counsel for the Debtor and Debtor in Possession

ANNEX 1 TO EQUITY TRANSFER PROCEDURES NOTICE

Notice of Substantial Equityholder Status

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-_____ (___)
Debtor.[1]	)	

NOTICE OF SUBSTANTIAL EQUITYHOLDER STATUS

PLEASE TAKE NOTICE THAT:

1. _____ (the "**Equityholder**") is/has become a Substantial Equityholder[2] with respect to the common stock of Sangamo Therapeutics, Inc. (the "**Common Stock**"), a debtor in Case No. 26-_____ (___), pending in the U.S. Bankruptcy Court for the District of Delaware (the "**Court**").

2. As of _____, the Equityholder beneficially owns _____ shares of the Common Stock. The following table sets forth the date(s) on which the Equityholder acquired or otherwise became the beneficial owner of such Common Stock:

Number of Shares of Common Stock	Date Acquired

[1] The last four digits of the Debtor's federal tax identification number are 9556. The Debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

[2] For purposes of this Notice: (A) a "**Substantial Equityholder**" is any person or entity that beneficially owns at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding shares) of Common Stock; (B) "**beneficial ownership**" of equity securities shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986 (as amended, the "**IRC**") and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of stock and (iii) ownership of options to acquire stock; and (C) an "**option**" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

(Attach additional page if necessary)

3. The last four digits of the Equityholder's federal taxpayer identification number are _____.

4. The Equityholder hereby declares, under penalty of perjury, that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct, and complete.

5. Pursuant to the Final Order establishing the Equity Transfer Procedures (as defined in the Final Order), this Notice is being (a) filed with the Court on the docket of this Chapter 11 Case and (b) served upon (i) the Debtor, 501 Canal Boulevard, Suite A100, Richmond, California 94084; (ii) proposed counsel to the Debtor: (a) Cooley LLP, Cullen Drescher Speckhart (cspeckhart@cooley.com), Lauren A. Reichardt (lreichardt@cooley.com) Miriam Peguero Medrano (mpegueromedrano@cooley.com), and Robert Eisenbach, III (reisenbach@cooley.com) and (b) Richards, Layton & Finger, P.A., Daniel J. DeFranceschi (defranceschi@rlf.com), Amanda R. Steele (steele@rlf.com), and Brendan J. Schlauch (schlauch@rlf.com); (iii) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Linda Casey (Linda.Casey@usdoj.gov); (iv) counsel to any statutory committee appointed in this Chapter 11 Case; (v) counsel to the DIP Lender; and (vi) counsel to any statutory committee appointed in this Chapter 11 Case.

Date: _____

Respectfully submitted,

_____

By: _____
Name: _____
Title: _____
Address: _____
_____
_____
Telephone: _____
Facsimile: _____

ANNEX 2 TO EQUITY TRANSFER PROCEDURES NOTICE

Stock Acquisition Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-_____ (___)
Debtor.[1]	)	

STOCK ACQUISITION NOTICE

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. _____ (the "**Prospective Acquirer**") hereby provides notice of its intention to purchase, acquire, or otherwise accumulate (the "**Proposed Transfer**") one or more shares of, or an option with respect to (or to exercise such an option), the common stock of Sangamo Therapeutics, Inc. (the "**Common Stock**"), a debtor in Case No. 26-_____ (___), pending in the U.S. Bankruptcy Court for the District of Delaware (the "**Court**").

2. If applicable, on _____, the Prospective Acquirer filed a Notice of Substantial Equityholder Status[2] with the Court and served copies thereof on Sangamo Therapeutics, Inc. ("**Sangamo**" or the "**Debtor**") and the Debtor's counsel.

[1] The last four digits of the Debtor's federal tax identification number are 9556. The Debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

[2] For purposes of this Notice: (A) a "**Substantial Equityholder**" is any person or entity that beneficially owns at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding shares) of Common Stock; (B) "**beneficial ownership**" of equity securities shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986 (as amended, the "**IRC**") and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of stock and (iii) ownership of options to acquire stock; and (C) an "**option**" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

3. The Prospective Acquirer currently beneficially owns _____ shares of Common Stock.

4. Pursuant to the Proposed Transfer, the Prospective Acquirer proposes, as applicable, to purchase, acquire, or otherwise accumulate _____ shares of Common Stock or an option (or to exercise such an option) with respect to _____ shares of Common Stock. If the Proposed Transfer is permitted to occur, the Prospective Acquirer will beneficially own _____ shares of Common Stock after the transfer becomes effective.

5. The last four digits of the Prospective Acquirer's federal taxpayer identification number are _____.

6. The Prospective Acquirer hereby declares, under penalty of perjury, that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct, and complete.

7. Pursuant to the Final Order establishing the Equity Transfer Procedures (as defined in the Final Order), this Notice is being (a) filed with the Court on the docket of this Chapter 11 Case and (b) served upon (i) the Debtor, 501 Canal Boulevard, Suite A100, Richmond, California 94084; (ii) proposed counsel to the Debtor: (a) Cooley LLP, Cullen Drescher Speckhart (cspeckhart@cooley.com), Lauren A. Reichardt (lreichardt@cooley.com) Miriam Peguero Medrano (mpegueromedrano@cooley.com), and Robert Eisenbach, III (reisenbach@cooley.com) and (b) Richards, Layton & Finger, P.A., Daniel J. DeFranceschi (defranceschi@rlf.com), Amanda R. Steele (steele@rlf.com), and Brendan J. Schlauch (schlauch@rlf.com); (iii) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Linda Casey (Linda.Casey@usdoj.gov); (iv) counsel to any statutory committee

appointed in this Chapter 11 Case; (v) counsel to the DIP Lender; and (vi) counsel to any statutory committee appointed in this Chapter 11 Case.

8. The Debtor has seven (7) calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtor files an objection, such Proposed Transfer will not be effective unless approved by a final and nonappealable order of the Court. If the Debtor does not object within such 7-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Notice.

9. The Prospective Acquirer understands that any further transactions that may result in the Prospective Acquirer purchasing, acquiring, or otherwise accumulating additional shares of Common Stock (or an option with respect thereto) will each require an additional notice to be filed with the Court and served in the same manner as this Notice.

Date: _____

Respectfully submitted,

_____

By: _____
Name: _____
Title: _____
Address: _____
_____
_____
Telephone: _____
Facsimile: _____

ANNEX 3 TO EQUITY TRADING PROCEDURES NOTICE

Stock Disposition Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-_____ (___)
Debtor.[1]	)	

STOCK DISPOSITION NOTICE

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. _____ (the "**Prospective Seller**"), a Substantial Equityholder,[2] hereby provides notice of its intention to sell, trade, or otherwise transfer (the "**Proposed Transfer**") one or more shares of, or an option with respect to (or to exercise such an option), the common stock of Sangamo Therapeutics, Inc. (the "**Common Stock**"), a debtor in Case No. 26-_____ (___), pending in the U.S. Bankruptcy Court for the District of Delaware (the "**Court**").

2. If applicable, on _____, the Prospective Seller filed a Notice of Substantial Equityholder Status with the Court and served copies thereof on Sangamo Therapeutics, Inc. ("**Sangamo**" or the "**Debtor**") and the Debtor's counsel.

[1] The last four digits of the Debtor's federal tax identification number are 9556. The Debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

[2] For purposes of this Notice: (A) a "**Substantial Equityholder**" is any person or entity that beneficially owns at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding shares) of Common Stock; (B) "**beneficial ownership**" of equity securities shall be determined in accordance with applicable rules under section 382 of the Internal Revenue Code of 1986 (as amended, the "**IRC**") and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of stock and (iii) ownership of options to acquire stock; and (C) an "**option**" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

3. The Prospective Seller currently beneficially owns _____ shares of Common Stock.

4. Pursuant to the Proposed Transfer, the Prospective Seller proposes, as applicable, to purchase, acquire, or otherwise accumulate _____ shares of Common Stock or an option (or to exercise such an option) with respect to _____ shares of Common Stock. If the Proposed Transfer is permitted to occur, the Prospective Seller will beneficially own _____ shares of Common Stock after the transfer becomes effective.

5. The last four digits of the Prospective Seller's federal taxpayer identification number are _____.

6. The Prospective Seller hereby declares, under penalty of perjury, that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct, and complete.

7. Pursuant to the Final Order establishing the Equity Transfer Procedures (as defined in the Final Order), this Notice is being (a) filed with the Court on the docket of this Chapter 11 Case and (b) served upon (i) the Debtor, 501 Canal Boulevard, Suite A100, Richmond, California 94084; (ii) proposed counsel to the Debtor: (a) Cooley LLP, Cullen Drescher Speckhart (cspeckhart@cooley.com), Lauren A. Reichardt (lreichardt@cooley.com) Miriam Peguero Medrano (mpegueromedrano@cooley.com), and Robert Eisenbach, III (reisenbach@cooley.com) and (b) Richards, Layton & Finger, P.A., Daniel J. DeFranceschi (defranceschi@rlf.com), Amanda R. Steele (steele@rlf.com), and Brendan J. Schlauch (schlauch@rlf.com); (iii) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Linda Casey (Linda.Casey@usdoj.gov); (iv) counsel to any statutory committee

appointed in this Chapter 11 Case; (v) counsel to the DIP Lender; and (vi) counsel to any statutory committee appointed in this Chapter 11 Case.

8. The Debtor has seven (7) calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtor files an objection, such Proposed Transfer will not be effective unless approved by a final and nonappealable order of the Court. If the Debtor does not object within such 7-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Notice.

9. The Prospective Seller understands that any further transactions that may result in the Prospective Seller selling, trading, or otherwise transferring additional shares of Common Stock (or an option with respect thereto) will each require an additional notice to be filed with the Court and served in the same manner as this Notice.

Date: _____

Respectfully submitted,

_____

By: _____
Name: _____
Title: _____
Address: _____
_____
_____
Telephone: _____
Facsimile: _____

Exhibit D

Record Date Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-_____ (___)
Debtor.[1]	)	

NOTICE OF RECORD DATE FOR NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN CLAIMS AGAINST THE DEBTOR'S ESTATE

TO ALL PERSONS OR ENTITIES WITH CLAIMS AGAINST THE DEBTOR:

PLEASE TAKE NOTICE THAT:

1. On June [•], 2026 (the "**Petition Date**"), Sangamo Therapeutics, Inc. ("**Sangamo**" or the "**Debtor**") commenced this voluntary case under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") by filing a petition for relief with the U.S. Bankruptcy Court for the District of Delaware (the "**Court**").

2. On June [•], 2026, the Debtor filed the *Motion of Debtor for Entry of Interim and Final Orders (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities, (II) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtor's Estate, and (III) Granting Related Relief* (the "**Motion**").

3. On [•], 2026, the Court entered a [interim/final] order (the "[**Interim/Final**] **Order**"), approving the procedures set forth below with respect to transfers of equity securities in Sangamo (the "**Equity Transfer Procedures**") and setting the Record Date with respect to trading

[1] The last four digits of the Debtor's federal tax identification number are 9556. The Debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

in claims against the Debtor, in order to assist the Debtor in preserving the Debtor's net operating losses ("**NOLs**").

4. Pursuant to the Interim Order, the Record Date is established as [•].

5. Pursuant to the [Interim/Final] Order, claimholders and potential purchasers of claims against the Debtor ("**Claims**") are hereby notified that, if the Court ultimately enters a Sell-Down Order, claimholders that acquire Claims after the Record Date in an amount that would entitle them to receive more than 4.5% of the stock of the reorganized Debtor under a plan of reorganization may be subject to a required sell-down of any Claims purchased after the Record Date in accordance with the Sell-Down Procedures.

6. All persons or entities that acquired and hold Claims after the Record Date in an amount entitling such person or entity to receive more than 4.5% of the equity of the reorganized Debtor may be required to identify themselves to the Debtor after the Court's approval of the disclosure statement that identifies potential recoveries for stakeholders.

7. [The final hearing (the "**Final Hearing**") to consider the relief requested in the Motion and the entry of an order (the "**Final Order**") implementing the Equity Transfer Procedures on a final and permanent basis shall be held on [•], 2026, at [•]:00 [•].m. (prevailing Eastern Time). The deadline by which objections to entry of the Final Order on the Motion must be filed is [•], 2026 at 4:00 p.m. (prevailing Eastern Time), and any such objections or responses shall be filed with this Court on the docket of this Chapter 11 Case. In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.]

8. The [Interim/Final] Order's entry will not prejudice the rights of any party to oppose a Sell-Down Order's entry, on any grounds, and all parties' rights are expressly preserved.

9. The Debtor may, in writing, waive any and all restrictions, stays, and notice procedures contained in the Final Order.

10. A copy of the [Interim/Final] Order is available from PACER via the Court's website at https://ecf.deb.uscourts.gov/ for a fee or through the Debtor's claims and notice agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global , by accessing its website for the Debtor's bankruptcy case at [•] or calling [•] if you are in the United States or Canada or [•] if you are elsewhere in the world.

11. The requirements set forth in this Equity Transfer Procedures Notice are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable law, and compliance with the requirements set forth in this Equity Transfer Procedures Notice does not excuse an entity's non-compliance with the requirements of Bankruptcy Rule 3001(e) and applicable law.

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Dated: June [●], 2026
Wilmington, Delaware

Respectfully submitted,

/s/ Draft

Daniel J. DeFranceschi (No. 2732)
Amanda R. Steele (No. 5530)
Brendan J. Schlauch (No. 6115)
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-and-

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-and-

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Email: reisenbach@cooley.com

Proposed Counsel for the Debtor and Debtor in Possession