IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-10989 (CTG)
Debtor.[1]	)	**Re: Docket No. 5, 57 & 65**

CERTIFICATION OF COUNSEL REGARDING FINAL ORDER (I) AUTHORIZING THE DEBTOR TO PAY CERTAIN PREPETITION TAXES & FEES AND (II) GRANTING RELATED RELIEF

The undersigned hereby certifies as follows:

1. On June 23, 2026, Sangamo Therapeutics, Inc., as debtor and debtor in possession (the "**Debtor**") in the above-captioned case, filed the *Motion of the Debtor for Entry of Interim and Final Orders (I) Authorizing the Debtor to Pay Certain Prepetition Taxes & Fees and (II) Granting Related Relief* [Docket No. 5] (the "**Motion**") with the United States Bankruptcy Court for the District of Delaware (the "**Court**"). Attached thereto as **Exhibit B** was a proposed form of order granting the relief requested in the Motion on a final basis (the "**Proposed Final Order**").

2. On June 24, 2026, the Court entered the *Interim Order (I) Authorizing the Debtor to Pay Certain Prepetition Taxes & Fees and (II) Granting Related Relief* [Docket No. 57] (the "**Interim Order**").

3. Pursuant to the Interim Order and the *Omnibus Notice of First Day Motions and Final Hearing Thereon* [Docket No. 65], objections, if any, to the relief requested in the

[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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Motion were to be filed and served by no later than July 14, 2026 at 4:00 p.m. (Eastern Time) (the "**Objection Deadline**"). The Objection Deadline was extended to July 15, 2026 at 4:00 p.m. (ET) for the Official Committee of Unsecured Creditors (the "**Committee**").

4. Prior to the Objection Deadline, the Debtor received informal comments (the "**Comments**") to the final relief requested in the Motion from the Committee. Other than the Comments, the Debtor received no informal responses to the final relief requested in the Motion, and no objection or responsive pleading to the Motion as appeared on the Court's docket in this chapter 11 case.

5. The Debtor has prepared a revised form of the Proposed Final Order to resolve the Comments (the "**Revised Final Order**"), and a copy of the Revised Final Order is attached hereto as **Exhibit 1**. For the convenience of the Court and all parties in interest, a redline comparison of the Revised Final Order marked against the Proposed Final Order is attached hereto as **Exhibit 2**.

6. The Revised Final Order has been circulated to the Office of the United States Trustee for the District of Delaware and counsel to the Committee, and the aforementioned parties do not object to the entry of the Revised Final Order.

WHEREFORE the Debtor respectfully requests that the Revised Final Order, substantially in the form attached hereto as **Exhibit 1**, be entered at the earliest convenience of the Court.

[Remainder of Page Intentionally Left Blank]

Dated: July 17, 2026
Wilmington, Delaware

Respectfully submitted,

/s/ Brendan J. Schlauch

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Proposed Counsel for the Debtor and Debtor in Possession

Exhibit 1

Revised Final Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-10989 (CTG)
Debtor.[1]	)	**Re: Docket No. 5 & 57**

FINAL ORDER (I) AUTHORIZING THE DEBTOR TO PAY CERTAIN PREPETITION TAXES & FEES AND (II) GRANTING RELATED RELIEF

Upon the motion (the "**Motion**")[2] of the Debtor for entry of a final order (this "**Final Order**"), (i) authorizing, but not directing, the Debtor, in its discretion and business judgment, to pay certain Prepetition Taxes & Fees and (ii) 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 of the Hearing, if any, and all of the proceedings had before the Court;

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

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 Debtor is authorized, but not directed, in its discretion and business judgment, to pay any and all Prepetition Taxes & Fees in the ordinary course of business as such obligations become due, regardless of whether such Prepetition Taxes & Fees are owed to an Authority included on the Authorities List, including all of those Prepetition Taxes & Fees determined subsequently upon audit or otherwise, in an aggregate amount not to exceed $100,000 without further order of this Court; *provided* that, pursuant to this Final Order, the Debtor may only pay current Prepetition Taxes & Fees for which the last day to pay without incurring a penalty has not expired, unless otherwise ordered by this Court.

3. The Banks are authorized, when requested by the Debtor in its sole discretion, to receive, process, honor, and pay any and all checks, drafts, and other forms of payment, including fund transfers on account of the Prepetition Taxes & Fees (collectively, the "**Payments**") whether such Payments were submitted before, on, or after the Petition Date, *provided* that sufficient funds are on deposit in the applicable accounts to cover such Payments. Each of the Banks is authorized to rely on any directions and representations of the Debtor as to which Payments should be honored and paid in respect of the Prepetition Taxes & Fees pursuant to the Motion and this Final Order, and any such Bank shall not have any liability to any party for relying on such directions or

representations by the Debtor as provided in this Final Order. The Debtor is authorized to issue new postpetition checks or effect new postpetition fund transfers or other new postpetition Payments to replace any checks, drafts, and other forms of payment, including fund transfers, which may have been inadvertently dishonored or rejected.

4. The Debtor shall maintain a schedule of payments made pursuant to the Interim Order and this Final Order and provide a copy of such schedule to the official committee of unsecured creditors every fifteen (15) days beginning upon entry of this Final Order, but need not provide such schedule during any fifteen-day period in which no new payments would be reflected thereon.

5. Nothing contained in the Motion or this Final Order, nor any payment made pursuant to the authority granted by this Final Order, is intended to be or shall be construed as: (a) an admission as to the validity, extent, perfection, priority, allowability, or enforceability of any claim or any security interest which purportedly secures such claim, or other asserted right or obligation, or a waiver or other limitation on the Debtor's ability to contest the same on any ground permitted by bankruptcy or applicable non-bankruptcy law; (b) a waiver of the Debtor's or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtor; (c) a promise to pay any claim; (d) a waiver of any claims or causes of action which may exist against any creditor or interest holder; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and nothing herein otherwise affects the Debtor's rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease with any party subject to this Final Order; (f) granting third-party beneficiary status or bestowing any additional rights on any third party; (g) being otherwise enforceable by any third party; or (h) a waiver of the Debtor's or any other party

in interest's respective rights under the Bankruptcy Code, any other applicable non-bankruptcy law, or any order of this Court. Without limiting the generality of the foregoing, nothing in the Motion or this Final Order nor any payment of any Prepetition Taxes & Fees pursuant to this Final Order shall be construed as impairing the Debtor's right to contest the validity, priority, or amount of any Prepetition Taxes & Fees and all of the Debtor's rights with respect thereto are hereby reserved. For the avoidance of doubt, nothing contained in this Final Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

6. Notwithstanding anything to the contrary contained in the Motion or herein, any payment to be made hereunder, and any authorization contained herein, shall be subject to and in accordance with any orders, as applicable, authorizing or approving any postpetition debtor-in-possession financing or use of cash collateral for the Debtor (such orders, the "**DIP Order**") and any budget in connection with any such postpetition debtor-in-possession financing or use of cash collateral authorized therein. To the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken hereunder, the terms of the DIP Order shall control.

7. Notice of the Motion is adequate under Bankruptcy Rule 6004(a).

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

9. 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 2

Blackline

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. ~~26-~~ ~~( )~~ 26-10989 (CTG)
Debtor.[1]	)	**Re: Docket No. ~~—~~ 5 & 57**

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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.

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party in interest's respective rights under the Bankruptcy Code, any other applicable non-bankruptcy law, or any order of this Court. Without limiting the generality of the foregoing, nothing in the Motion or this Final Order nor any payment of any Prepetition Taxes & Fees pursuant to this Final Order shall be construed as impairing the Debtor's right to contest the validity, priority, or amount of any Prepetition Taxes & Fees and all of the Debtor's rights with respect thereto are hereby reserved. For the avoidance of doubt, nothing contained in this Final Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

6. ~~5.~~ Notwithstanding anything to the contrary contained in the Motion or herein, any payment to be made hereunder, and any authorization contained herein, shall be subject to and in accordance with any orders, as applicable, authorizing or approving any postpetition debtor-in-possession financing or use of cash collateral for the Debtor (such orders, the "**DIP Order**") and any budget in connection with any such postpetition debtor-in-possession financing or use of cash collateral authorized therein. To the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken hereunder, the terms of the DIP Order shall control.

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