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 Nos. 8, 61 & 65**

CERTIFICATION OF COUNSEL REGARDING 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

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) 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* [Docket No. 8] (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) Establishing Notice and Objection Procedures for Transfers of Equity Securities and (II) Establishing a 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.

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Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtor's Estate [Docket No. 61] (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 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 (the "**Revised Final Order**") that (i) resolves the Comments and (ii) incorporates changes to conform with the Interim Order. 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.

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 Nos. 8 & 61**

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

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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), (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), and (c) proposed counsel to the official committee of unsecured creditors (the "**Committee**"), (a) McDermott Will & Schulte LLP, David R. Hurst (dhurst@mcdermottlaw.com), Darren Azman (dazman@mcdermottlaw.com), Kristin Going (kgoing@mcdermottlaw.com), Lindsay Barca (lbarca@mcdermottlaw.com), and Andrew A. Mark (amark@mcdermottlaw.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. 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.

8. 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.

9. 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.

10. 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.

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

12. 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.

13. 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.

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

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

16. 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 Nos. ~~8~~ 8 & ~~61~~ 61**

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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.

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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.~~

7. ~~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.

8. ~~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.

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

12. ~~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.

13. ~~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.

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

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

16. ~~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.