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. 9, 62 & 65**

CERTIFICATION OF COUNSEL REGARDING FINAL ORDER (I) AUTHORIZING THE DEBTOR TO (A) PAY CERTAIN PREPETITION WAGES, SALARIES, EMPLOYEE BENEFITS, AND OTHER COMPENSATION AND (B) MAINTAIN AND HONOR EMPLOYEE MEDICAL AND OTHER BENEFIT PROGRAMS (II) MODIFYING AUTOMATIC STAY WITH RESPECT TO THE WORKERS' COMPENSATION PROGRAM AND (III) 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 (A) Pay Certain Prepetition Wages, Salaries, Employee Benefits, and Other Compensation and (B) Maintain and Honor Employee Medical and Other Benefit Programs (II) Modifying Automatic Stay with Respect to the Workers' Compensation Program; and (III) Granting Related Relief* [Docket No. 9] (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**").

[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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2. On June 2, 2026, the Court entered the *Interim Order (I) Authorizing the Debtor to (A) Pay Certain Prepetition Wages, Salaries, Employee Benefits, and Other Compensation and (B) Maintain and Honor Employee Medical and Other Benefit Programs; (II) Modifying Automatic Stay with Respect to the Workers' Compensation Program; and (III) Granting Related Relief* [Docket No. 62] (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 Debtors have 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 U.S. Trustee 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

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
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Email: defranceschi@rlf.com
steele@rlf.com
schlauch@rlf.com

-and-

Cullen D. Speckhart
Lauren A. Reichardt
Miriam Peguero Medrano
COOLEY LLP
55 Hudson Yards
New York, NY 10001-2157
Telephone: (212) 479-6000
Facsimile: (212) 479-6275
Email: cspeckhart@cooley.com
lreichardt@cooley.com
mpegueromedrano@cooley.com

-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

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. 9 & 62**

FINAL ORDER (I) AUTHORIZING THE DEBTOR TO (A) PAY CERTAIN PREPETITION WAGES, SALARIES, EMPLOYEE BENEFITS, AND OTHER COMPENSATION AND (B) MAINTAIN AND HONOR EMPLOYEE MEDICAL AND OTHER BENEFIT PROGRAMS; (II) MODIFYING AUTOMATIC STAY WITH RESPECT TO THE WORKERS' COMPENSATION PROGRAM; AND (III) GRANTING RELATED RELIEF

Upon the motion (the "**Motion**")[2] of the Debtor for entry of a final order (this "**Final Order**"), (i) authorizing the Debtor to (a) pay prepetition wages, salaries, benefits and other compensation, taxes, withholdings, and related costs and (b) pay and honor obligations relating to employee health care, life insurance, and other benefits programs on a post-petition basis, (ii) modifying the automatic stay if necessary to permit the Debtor's employees to proceed with any claims they may have under the Workers Compensation Programs, 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

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

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; 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 Debtors are authorized, but not directed, to (i) pay, in their sole discretion, all prepetition obligations on account of the Debtor's Compensation Obligations, Reimbursement Obligations, and Employee Benefit Programs in an aggregate amount not to exceed $737,600 (plus any amounts necessary to "cash out" Paid Time Off if required under applicable law) without further order of this Court, (ii) maintain and continue the Employee Wage and Benefit Programs as such were in effect as of the Petition Date and as such may be modified, amended, or supplemented from time-to-time in the ordinary course of business, and (iii) honor any related administrative costs and obligations arising thereunder. Notwithstanding the foregoing, the Debtor shall not pay any Legacy Supplemental Workforce Costs without further order of the Court.

3. For the avoidance of doubt, the Debtor is authorized, but not directed, to pay all processing and administrative fees associated with and all costs and expenses incidental to payment of the Employee Obligations.

4. The Debtor is authorized to employ additional Independent Contractors and Temporary Workers in the ordinary course of business.

5. Notwithstanding any other provision of this Final Order, nothing in this Final Order shall authorize the Debtor to make any payment in excess of the statutory caps set forth in sections 507(a)(4) and (5) of the Bankruptcy Code. The Debtor is not authorized to "cash out" unpaid Paid Time Off upon termination/resignation of an Employee in excess of the caps provided by sections 507(a)(4) and (5) of the Bankruptcy Code unless applicable state law requires such payment and after consultation with the official committee of unsecured creditors appointed in the Chapter 11 Case (the "**Committee**").

6. Nothing in this Final Order authorizes any payment subject to section 503(c) of the Bankruptcy Code including, for the avoidance of doubt, payment of any bonus or severance obligations to or on behalf of any "insider" (as defined by section 101(31) of the Bankruptcy Code).

7. 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 Committee 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.

8. The automatic stay is modified solely to the extent necessary to permit the Debtor's employees to proceed with any valid Workers' Compensation Claims they may have under the Workers' Compensation Program, and to allow the Debtor, Chubb, and/or third party

administrators to negotiate, settle, and/or litigate such claims and pay resulting amounts, whether such claims arose before or after the Petition Date, provided that any recovery on account of such claims is limited solely to the proceeds under the Debtor's applicable Workers' Compensation Program and proceeds from non-Debtor sources that do not have any recourse against the Debtor.

9. 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 Employee Obligations (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 Employee Obligations 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.

10. 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.

11. 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 Employee Obligations pursuant to this Final Order shall be construed as impairing the Debtor's right to contest the validity, priority, or amount of any Employee Obligations and all of the Debtor's rights with respect thereto are hereby reserved.

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

13. This Final Order is immediately effective and enforceable notwithstanding the provisions of Bankruptcy Rules 4001(a)(3), 6004(h) or otherwise.

14. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Final Order.

15. 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. ~~9~~ 9 & ~~62~~ 62**

FINAL ORDER (I) AUTHORIZING THE DEBTOR TO (A) PAY CERTAIN PREPETITION WAGES, SALARIES, EMPLOYEE BENEFITS, AND OTHER COMPENSATION AND (B) MAINTAIN AND HONOR EMPLOYEE MEDICAL AND OTHER BENEFIT PROGRAMS; (II) MODIFYING AUTOMATIC STAY WITH RESPECT TO THE WORKERS' COMPENSATION PROGRAM; AND (III) GRANTING RELATED RELIEF

Upon the motion (the "**Motion**")[2] of the Debtor for entry of a final order (this "**Final Order**"), (i) authorizing the Debtor to (a) pay prepetition wages, salaries, benefits and other compensation, taxes, withholdings, and related costs and (b) pay and honor obligations relating to employee health care, life insurance, and other benefits programs on a post-petition basis, (ii) modifying the automatic stay if necessary to permit the Debtor's employees to proceed with any claims they may have under the Workers Compensation Programs, 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

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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; 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 Debtors are authorized, but not directed, to (i) pay, in their sole discretion, all prepetition obligations on account of the Debtor's Compensation Obligations, Reimbursement Obligations, and Employee Benefit Programs in an aggregate amount not to exceed $737,600 (plus any amounts necessary to "cash out" Paid Time Off if required under applicable law) without further order of this Court, (ii) maintain and continue the Employee Wage and Benefit Programs as such were in effect as of the Petition Date and as such may be modified, amended, or supplemented from time-to-time in the ordinary course of business, and (iii) honor any related administrative costs and obligations arising thereunder. Notwithstanding the foregoing, the Debtor shall not pay any Legacy Supplemental Workforce Costs without further order of the Court.

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4. The Debtor is authorized to employ additional Independent Contractors and Temporary Workers in the ordinary course of business.

5. Notwithstanding any other provision of this Final Order, nothing in this Final Order shall authorize the Debtor to make any payment ~~to or on behalf of any Employee, Independent Contractor or Temporary Worker on account of wages and other compensation obligations~~ in excess of the statutory caps set forth in sections 507(a)(4) and (5) of the Bankruptcy Code. The Debtor is not authorized to "cash out" unpaid Paid Time Off upon termination/resignation of an Employee in excess of the caps provided by sections 507(a)(4) and (5) of the Bankruptcy Code unless applicable state law requires such payment and after consultation with the official committee of unsecured creditors appointed in the Chapter 11 Case (the "**Committee**").

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8. ~~7.~~ The automatic stay is modified solely to the extent necessary to permit the Debtor's employees to proceed with any valid Workers' Compensation Claims they may have

under the Workers' Compensation Program, and to allow the Debtor, Chubb, and/or third party administrators to negotiate, settle, and/or litigate such claims and pay resulting amounts, whether such claims arose before or after the Petition Date, provided that any recovery on account of such claims is limited solely to the proceeds under the Debtor's applicable Workers' Compensation Program and proceeds from non-Debtor sources that do not have any recourse against the Debtor.

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10. ~~9.~~ 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.

11. ~~10.~~ 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; ~~or~~ (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 Employee Obligations pursuant to this Final Order shall be construed as impairing the Debtor's right to contest the validity, priority, or amount of any Employee Obligations and all of the Debtor's rights with respect thereto are hereby reserved.

12. ~~11.~~ Notice of the Motion is adequate under Bankruptcy Rule 6004(a).

13. ~~12.~~ This Final Order is immediately effective and enforceable notwithstanding the provisions of Bankruptcy Rules 4001(a)(3), 6004(h) or otherwise.

14. ~~13.~~ The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Final Order.

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