IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.,[1]	)	Case No. 26-10989 (CTG)
Debtor.	)	**Related to Docket No. 10**

RESERVATION OF RIGHTS OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO THE MOTION OF DEBTOR FOR ENTRY OF INTERIM AND FINAL ORDERS (A) AUTHORIZING THE DEBTOR TO OBTAIN POSTPETITION FINANCING, (B) GRANTING LIENS AND PROVIDING CLAIMS WITH SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS, (C) MODIFYING AUTOMATIC STAY, (D) SCHEDULING FINAL HEARING, AND (E) GRANTING RELATED RELIEF

The Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned chapter 11 case of Sangamo Therapeutics, Inc. (the "Debtor") hereby respectfully submits this reservation of rights (this "Reservation of Rights") to the *Motion of Debtor for Entry of Interim and Final Orders (A) Authorizing the Debtor to Obtain Postpetition Financing, (B) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (C) Modifying Automatic Stay, (D) Scheduling Final Hearing, and (E) Granting Related Relief* [Docket No. 10] (the "DIP Motion").[2] In support of this Reservation of Rights, the Committee respectfully states as follows:

[1] The Debtor and the last four digits of its taxpayer identification number are: Sangamo Therapeutics, Inc. (9556). The Debtor's mailing address is 501 Canal Blvd., Ste A100, Richmond, CA 94804.

[2] Unless otherwise defined herein, capitalized terms have the meanings ascribed to them in the DIP Motion.

BACKGROUND

I. The Chapter 11 Case

1. On June 23, 2026 (the "Petition Date"), the Debtor commenced this chapter 11 case by filing a petition for relief under title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtor continues to operate its business and manage its property as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in this chapter 11 case.

2. On July 2, 2026, the United States Trustee for the District of Delaware appointed the Committee. *See* Docket No. 86. The same day, the Committee selected the law firm McDermott Will & Schulte LLP as its counsel and, on July 6, 2026, selected M3 Partners as its financial advisor (each subject to Court approval).

II. The DIP

3. On the Petition Date, the Debtor filed the DIP Motion, seeking approval of a debtor in possession financing facility provided by Northridge ATM, LLC for financing commitments in an aggregate principal amount of up to $30 million, including an initial interim draw of up to $10.5 million upon entry of the Interim DIP Order (as defined below) and the remaining commitments upon entry of the Final DIP Order.

4. On June 24, 2026, the Court held a hearing (the "First Day Hearing") to consider, among other things, the DIP Motion.

5. On June 25, 2026, the Court entered the *Interim Order (A) Authorizing the Debtor to Obtain Postpetition Financing, (B) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (C) Modifying Automatic Stay, (D) Scheduling Final Hearing, and*

(E) Granting Related Relief [Docket No 63] (the "Interim DIP Order"), granting the DIP Motion on an interim basis and scheduling the Final Hearing for July 21, 2026.[3]

RESERVATION OF RIGHTS

6. Since selecting its counsel on July 2, 2026, the Committee has worked cooperatively with the Debtor to resolve various issues and concerns the Committee raised with respect to the DIP Facility. The Committee appreciates the time the Debtor has spent addressing the Committee's comments and concerns. While the Committee and the Debtor have continued to work toward resolving the open issues and concerns regarding the DIP Facility, the parties have not agreed on final terms. The Committee intends to continue working constructively with the Debtor toward a consensual Final DIP Order and remains hopeful that its comments can be resolved.

7. Nevertheless, as of the filing of this Reservation of Rights, the Committee has not yet received the proposed final form of Final DIP Order or DIP Credit Agreement. Accordingly, out of an abundance of caution, the Committee expressly reserves, and does not waive, any and all rights, claims, defenses, and remedies with respect to the DIP Motion, the DIP Facility, any proposed form of Final DIP Order, and any and all related matters, including, without limitation, the right to object or otherwise respond to the DIP Motion, any proposed Final DIP Order, or any related relief concerning the issues the Committee has raised with Debtor or any new issues that may be implicated by the proposed form of the Final DIP Order.

8. The Committee further reserves the right to amend, modify, or supplement this Reservation of Rights at any time, and to raise additional arguments and objections at any hearing,

[3] The Final Hearing was subsequently adjourned to July 23, 2026. *See* Docket No. 129.

and nothing herein shall constitute an admission of fact or law, a consent to the relief requested, or a waiver of any of the Committee's rights.

[*Remainder of Page Intentionally Left Blank*]

Dated: July 21, 2026
Wilmington, Delaware

MCDERMOTT WILL & SCHULTE LLP

/s/ David R. Hurst

David R. Hurst (I.D. No. 3743)
Andrew A. Mark (I.D. No. 6861)
The Brandywine Building
1000 N. West Street, Suite 1400
Wilmington, Delaware 19801
Telephone: (302) 485-3900
Email: dhurst@mcdermottlaw.com
amark@mcdermottlaw.com

-and-

Darren Azman (admitted *pro hac vice*)
Kristin Going (admitted *pro hac vice*)
Lindsay Barca (admitted *pro hac vice*)
One Vanderbilt Avenue
New York, New York 10017
Telephone: (212) 547-5400
Email: dazman@mcdermottlaw.com
kgoing@mcdermottlaw.com
lbarca@mcdermottlaw.com

Proposed Counsel for the Official Committee of Unsecured Creditors