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.	

AD HOC EQUITY GROUP'S LIMITED OBJECTION TO ENTRY OF ANY ORDER APPROVING ANY SALE

The ad hoc group of non-insider holders of the equity securities of Sangamo Therapeutics, Inc. (the "Ad Hoc Equity Group"), by and through its undersigned counsel, submits this limited objection (this "Objection") with respect to entry of any order approving any Sale (as defined in the Bidding Procedures Order),[2] and respectfully represents as follows:

LIMITED OBJECTION

1. The Ad Hoc Equity Group consists of holders of the Debtor's equity securities who organized to advance the interests of non-insider equity holders in this chapter 11 case. Equity in this case is not, and has never been, adequately represented. This is not the result of lack of effort by the Ad Hoc Equity Group, which has repeatedly attempted, without success, to get a seat at the table. Unfortunately, the Debtor's advisors have, also repeatedly, declined to provide any

[1] The last four digits of the Debtor's federal tax identification number is 9556. The Debtor's principal office is located at 501 Canal Blvd., Suite A100, Richmond, CA 94804.

[2] The "Bidding Procedures Order" means the *Order (A) Approving Bidding Procedures for the Sale of the Debtor's Assets, (B) Approving the Debtor's Entry Into Stalking Horse APAs and Granting Bid Protections, (C) Authorizing the Debtor to Designate Additional Stalking Horse Bidders and Granting Bid Protections, (D) Approving Assumption and Rejection Procedures, (E) Scheduling an Auction and Sale Hearing and Approving Forms and Manners of Notice Thereof, and (F) Granting Related Relief* [Dkt. No. 122]. Capitalized terms used but not otherwise defined herein have the meaning given to them in the Bidding Procedures Order.

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opportunity for the Ad Hoc Equity Group to gain access to even the most basic information about the Debtor's sale process.[3]

2. The Ad Hoc Equity Group's conviction on the equity story of the Debtor has only grown since the Petition Date. As only one case in point, the Debtor's replacement DIP lender may, according to the Debtor's statements on the record, submit a Plan Sponsor Alternative bid to reorganize the Debtor around some or all of the assets that are not subject to the existing Stalking Horse Bids. This potential bid underscores that there is significant, and sophisticated, market interest in a reorganization, which, if properly structured, may allow for preservation of tax attributes arising from the losses incurred by management through their investment of equity capital. The implied Plan Sponsor Alternative bid in the replacement DIP loan validates the Ad Hoc Equity Group's thesis, demonstrating that there is a substantial likelihood of a meaningful dividend to equity in this case.

3. The replacement DIP loan also, however, underscores how critical it is that equity has adequate representation in this case, and the prejudice to equity resulting from the delay in the formation of one. The Ad Hoc Equity Group views the below-market replacement DIP loan as an effort to entrench plan sponsorship currency, not for an economic return on the paper itself, which presents significant risk of impairing recoveries for existing equity. Among other things, any bid from the replacement DIP lender may inappropriately dilute prepetition equity through a rights offering made in connection with a chapter 11 plan (or backstop economics in relation to the same), or the Debtor (with the support of in-the-money general unsecured claims and their estate representative) may pursue a transaction with the DIP lender without adequately considering

[3] The embargo on substantive communications with the Ad Hoc Equity Group extends beyond the sale process. At the 341 meeting, counsel instructed the Debtor's witnesses not to answer any questions from the Ad Hoc Equity Group on matters relating to claims pool sizing, including in relation to purported intercompany claims held by insiders of the Debtor that appear on the Debtor's schedules.

whether there are alternative paths to reorganize the Debtor with more limited (or even no) dilutive new money or credit bid capital coming from the DIP lender.

4. The Ad Hoc Equity Group is deeply disappointed that the Debtor has refused to dignify its only organized, non-insider equity constituency with access to the most basic information. Fortunately, the U.S. Trustee solicited an official equity committee, and the deadline for the submission of forms in respect thereof passed yesterday. The Ad Hoc Equity Group remains hopeful that the U.S. Trustee will form a committee, today, and hopes that the Debtor will honor its fiduciary duty to equity after such formation.

5. As a result of the Debtor's refusal to engage with the group, and the lack of an official equity committee in this case, the Ad Hoc Equity Group believes that any Sale achieved as a result of the Debtor's process cannot be highest and best from the perspective of equity, as there has been no party at the table forcing the cause of equity (and equity alone) in the sale process. Equity, and equity alone, is the party with the incentive to push for terms that are important to generating the highest equity value such as, among other things, maximizing the assumption of claims and employee wage and incentive obligations, and structuring transactions that realize upon the value of the Debtor's tax attributes. The refusal to engage with the only organized equity constituency, thereby enabling the market created under the Bidding Procedures to take into account that constituency's input, will necessarily have negatively impacted price discovery, impair distributions by depriving equity of its influence over other terms that could maximize the distributable value, and may undermine the ability of the Debtor to demonstrate that consummating any Sale resulting from its process to date is a sound exercise of business judgment.

6. For this reason, the Ad Hoc Equity Group is forced today to object to any Sale to the extent that such Sale is not to the party submitting the highest and best bid taking into account

equity's concerns, and to the extent that the Debtor has failed to discharge its obligation to exercise sound business judgment in selecting any bid, whether it is a Stalking Horse Bid or not, as the Successful Bid in respect of any set of Assets. Further, the Ad Hoc Equity Group reserves its right to supplement this limited Objection to the extent that facts become known to it that justify a further objection. Finally, the Ad Hoc Equity Group respectfully requests that the Court reserve all rights of any official committee of equity holders that is appointed to object to any Sale on the foregoing, or other grounds, as may be appropriate under the facts and circumstances of the case.

7. The Ad Hoc Equity Group stands ready to collaborate with the Debtor and its professionals to achieve the best outcome for all concerned, and it invites the Debtor to sincerely engage with its equity investors.

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Dated: August 4, 2026

Respectfully submitted,

By: */s/ Jason S. Levin*

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CERTIFICATE OF SERVICE

I hereby certify that on this 4th day of August, 2026, I caused to be filed with the Court electronically, and I caused to be served a true and correct copy of the *Ad Hoc Equity Group's Limited Objection to Entry of Any Order Approving Any Sale* upon the parties that are registered to receive notice via the Court's CM/ECF notification system and an additional service was completed by electronic mail on the parties indicated on the attached service list.

/s/ Jason S. Levin
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[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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