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. 13, 122 & 290**

DECLARATION OF SCOTT B. WILLOUGHBY
IN SUPPORT OF THE SALE OF THE EQUIPMENT ASSETS

I, Scott B. Willoughby, hereby declare under penalty of perjury as follows:

1. I am the Chief Legal Officer of Sangamo Therapeutics, Inc., the above-captioned debtor and debtor in possession (the "**Debtor**"). I have held this position since August 2, 2021. I also serve as the Debtor's Corporate Secretary and Senior Vice President.

2. In support of entry of the proposed orders filed contemporaneously herewith (collectively, the "**Equipment Sale Orders**"), pursuant to which the Debtor seeks authority to consummate the sale of: (i) certain of the Debtor's laboratory equipment, identified as "Equipment Lot 1" (the "**Equipment Lot 1 Assets**") to Future Solution Investments LLC ("**FSI**") pursuant to the terms of that certain Asset Purchase Agreement by and between the Debtor and FSI, dated as of August 14, 2026 (the "**Equipment Lot 1 APA**"); and (ii) certain of the Debtor's laboratory equipment, office furniture, and small lab items and supplies located at the Debtor's Brisbane, CA and Richmond, CA facilities, identified as "Equipment Lot 2" (the "**Equipment Lot 2 Assets**" and, together with the Equipment Lot 1 Assets, the "**Equipment Assets**") to Surplus Solutions LLC ("**Surplus**") pursuant to the terms of that certain Asset Purchase Agreement by and between

[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.

2610989260819000000000004

the Debtor and Surplus, dated as of August 11, 2026 (the "**Equipment Lot 2 APA**" and, together with the Equipment Lot 1 APA, the "**Equipment APAs**"), in each case free and clear of all liens, claims, interests, and encumbrances (collectively, the "**Equipment Sales**").[2]

3. As Chief Legal Officer, I am familiar with the Bidding Procedures Order approved by this Court and the negotiation and terms of the Equipment APAs.

4. Background regarding the Debtor's business and the facts precipitating the filing of this Chapter 11 Case, including the Debtor's prepetition sale and marketing process, are set forth in my prior declaration (the "**First Day Declaration**") [Docket No. 2], the relevant portions of which are incorporated herein by reference.

5. Except as otherwise indicated, the facts set forth in this Declaration are based upon my personal knowledge, information supplied to me by other members of the Debtor's management team and the Debtor's advisors, my review of relevant documents, or my experience and knowledge of the Debtor's operations, business, and legal affairs. If called upon to testify, I could and would testify competently to the facts set forth herein.

Background

6. As more fully set forth in the First Day Declaration, the Debtor commenced this Chapter 11 Case to consummate one or more value-maximizing sales of its Assets for the benefit of the Debtor, its estate, its creditors, and other stakeholders. Accordingly, the Debtor and Raymond James conducted an extensive marketing process for the Debtor's Assets, including the Equipment Assets.

7. By the Bid Deadline, the Debtor received four bids for the Equipment Assets from

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Equipment Sale Orders or the Equipment APAs, as applicable.

FSI, Surplus, Heritage Global Partners ("**Heritage**"), and Tiger Capital Group and Liquidity Services Operations (together, "**Tiger**"). It is my understanding that because certain bids received by the Debtor were for all of the Debtor's equipment and other bids covered only certain equipment, and in an effort to maximize value for the estate with respect to the Debtor's Equipment Assets, prior to the Auction, the Debtor, with the assistance of Raymond James, asked each Qualified Bidder for the Equipment Assets to allocate the value of its bid across two separate equipment lots: (i) the Equipment Lot 1 Assets, consisting of nine specifically identified pieces of laboratory equipment located at the Debtor's Brisbane, CA and Richmond, CA facilities, as identified on a schedule circulated to the Qualified Bidders for the Equipment Assets on August 7, 2026, and (ii) the Equipment Lot 2 Assets, consisting of certain other laboratory equipment, office furniture, and small lab items and supplies located at the Debtor's Brisbane, CA and Richmond, CA facilities.

8. On August 10, 2026, the Debtor commenced the Auction for the sale of its Assets, beginning with the Equipment Assets. Multiple rounds of competitive bidding proceeded at the Auction among the four bidders that submitted bids for the Equipment Assets. At the conclusion of the Auction for the Equipment Lot 1 Assets, the Debtor determined, in consultation with the Consultation Parties, that FSI's credit bid of $250,000 was the highest and best offer for the Equipment Lot 1 Assets, and the Debtor designated FSI as the Successful Bidder and Heritage as the Backup Bidder for the Equipment Lot 1 Assets. At the conclusion of the Auction for the Equipment Lot 2 Assets, the Debtor determined, in consultation with the Consultation Parties, that Surplus's $2,300,000 cash bid was the highest and best offer for the Equipment Lot 2 Assets, and the Debtor designated Surplus as the Successful Bidder and Heritage as the Backup Bidder for the Equipment Lot 2 Assets.

Business Judgment

9. I understand that the Court may approve a sale of estate property if such sale represents a reasonable exercise of the Debtor's business judgment. Based on the results of the marketing process and my involvement in the sale process, I believe that the Debtor and its advisors conducted a thorough marketing and sale process for the Equipment Assets and afforded all parties an opportunity to participate in the process and submit bids for the Equipment Assets. I also believe that each Equipment Sale reflects the highest or otherwise best offer for the applicable Equipment Assets and that each of the Equipment Sales will provide a greater recovery for the Debtor's estate than would be provided by any other alternative.

10. I further believe that the Debtor, in consultation with the Consultation Parties, negotiated the Equipment Lot 1 APA with FSI and the Equipment Lot 2 APA with Surplus in good faith and at arm's-length with the goal of achieving the best terms possible for the Debtor and its estate, its creditors and all other stakeholders, and without collusion. Moreover, to the best of my knowledge, FSI (the Debtor's DIP lender) and Surplus are not "insiders" of the Debtor, as that term is defined in section 101(31) of the Bankruptcy Code.

11. Accordingly, I believe that consummation of each of the Equipment Sales in accordance with the Equipment APAs is a sound exercise of the Debtor's business judgment and is in the best interest of the Debtor's estate, its creditors, and all other stakeholders.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Dated: August 19, 2026

/s/ *Scott B. Willoughby*

Scott B. Willoughby
SVP, Chief Legal Officer, Corporate Secretary
Sangamo Therapeutics, Inc.