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. 344**

MOTION OF THE DEBTOR FOR ENTRY OF AN ORDER GRANTING LEAVE TO FILE THE DEBTOR'S REPLY IN SUPPORT OF THE SALE OF THE MEROPE ASSETS

Sangamo Therapeutics, Inc., as debtor and debtor in possession (the "**Debtor**") in the above-captioned chapter 11 case (the "**Chapter 11 Case**"), hereby files this motion for leave (the "**Motion for Leave**") and respectfully states as follows:

RELIEF REQUESTED

1. By this Motion for Leave, the Debtor seeks entry of an order, substantially in the form attached hereto as **Exhibit A** (the "**Proposed Order**"), granting the Debtor leave to file and serve its reply (the "**Reply**") [Docket No. 344],[2] filed contemporaneously herewith (i) in support of the Sale Motion and the sale of the Merope Assets to Merope pursuant to the proposed Merope Sale Order and the Merope Stalking Horse APA, and (ii) in response to the Outstanding Objections filed with respect thereto.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the District of Delaware (the "**Court**") has jurisdiction to consider this Motion for Leave under 28 U.S.C. §§ 157 and 1334 and the *Amended*

[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.

[2] Capitalized terms used but not defined have the meanings given to them in the Reply or elsewhere in this Motion for Leave.

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Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012 (Sleet, C.J.). This is a core proceeding under 28 U.S.C. § 157(b). Venue of this Chapter 11 Case and this Motion for Leave is proper in this District under 28 U.S.C. §§ 1408 and 1409.

3. The legal predicate for the relief requested herein is section 9006-1(d) of the *Local Rules of the United States Bankruptcy Court for the District of Delaware* (the "**Local Rules**").

4. Pursuant to Local Rule 9013-1(f), the Debtor consents to the entry of a final order or judgment with respect to this Motion for Leave if it is determined that this Court lacks Article III jurisdiction to enter such final order or judgment absent consent of the parties.

RELEVANT BACKGROUND

5. On July 23, 2026, the Debtor filed a motion [Docket No. 13] (the "**Sale Motion**"), which, among other things, sought entry of an order: (i) approving procedures (the "**Bidding Procedures**") to be used in connection with one or more sales (each, a "**Sale**") of substantially all of the Debtor's assets (the "**Assets**"), (ii) authorizing the Debtor to enter into and perform under the Merope Stalking Horse APA, by and among the Debtor, Merope Acquisition Sub, LLC ("**Merope**"), and Eli Lilly and Company (solely as guarantor) for the sale of certain of the Assets as described therein (the "**Merope Assets**"), (iii) approving procedures for the assumption and assignment, or the Debtor's rejection, of executory contracts and unexpired leases (the "**Assumption and Assignment/Rejection Procedures**"); and (iv) scheduling an auction for the Assets (the "**Auction**") and a final hearing to consider approval of the Sale(s) (the "**Sale Hearing**"). A true and correct copy of the Merope Stalking Horse APA was attached to the Sale Motion as Exhibit B-1 thereto, and a proposed form of order (the "**Merope Sale Order**")

approving the sale of the Merope Assets to Merope pursuant to the Merope Stalking Horse APA was attached to the Sale Motion as Exhibit B-2.

6. The proposed Merope Sale Order includes findings of fact and conclusions of law that, among other things, establish that the Noncompete Provisions in the Outbound License Agreements (each as defined in the Merope Sale Order) are not binding on the Merope Stalking Horse Bidder or its affiliates (the "**Noncompete Findings**"). *See* Merope Sale Order at ¶ CC.

7. On July 14, 2026, the Court entered an order [Docket No. 122] (the "**Bidding Procedures Order**") which granted certain of the relief requested in the Sale Motion, including: (i) approving the Bidding Procedures, (ii) authorizing the Debtor to enter into the Merope Stalking Horse APA, (iii) approving the Assumption and Assignment/Rejection Procedures, and (iv) Scheduling the Auction and Sale Hearing.

8. Pursuant to the Bidding Procedures Order and the *Notice of Sale, Bidding Procedures, Auction and Sale Hearing* [Docket No. 124], the deadline for parties to object to the Sale of the Merope Assets to Merope was August 4, 2026 at 4:00 p.m. (ET) (the "**Objection Deadline**"). The Objection Deadline was extended for certain parties in interest through as late as August 18, 2026 at 12:00 p.m. (ET).

9. In accordance with the Bidding Procedures Order, on July 17, 2026, the Debtor filed the *Notice of Cure Amounts and Potential Assumption and Assignment and/or Rejection of Executory Contracts and Unexpired Leases in Connection with Sale of Substantially All Assets* [Docket No. 139] (the "**Assumption/Rejection Notice**"), which identified certain contracts for rejection and established procedures for counterparties seeking to make elections under section 365(n) to file and serve their elections (each a "**Notice of Election**"). On July 22, 2026, the Debtor

filed a supplemental cure notice [Docket No. 165] (the "**Supplemental Assumption/Rejection Notice**") that included similar 365(n) related procedures.

10. Pursuant to the Assumption/Rejection Notice and the Supplemental Assumption/Rejection Notice, the deadline for parties to file a Notice of Election was August 4, 2026 at 4:00 p.m. (ET) or August 5, 2026 at 4:00 p.m. (ET), as applicable (together the "**365(n) Election Deadline**").

11. On August 12, 2026, following the Auction, the Debtor's filed the *Notice of (I)(A) Conclusion of Auction for Certain of the Debtor's Assets (B) Designation of Successful Bidders and Backup Bidders for Such Assets, and (C) Sale Hearing for Such Assets, and (II) Adjournment of Auction for Remaining Assets and Plan Sponsor Alternative Bids* [Docket No. 290], which, among other things, designated Merope as the Successful Bidder for the Merope Assets. A revised version of the Merope Stalking Horse APA was attached to the Notice of Successful Bidder as **Exhibit A** and a revised version of the proposed Merope Sale Order was attached to the Notice of Successful Bidder as **Exhibit B-1**.

12. The Debtor received informal comments with respect to the Sale of the Merope Assets to Merope (the "**Comments**") from (a) the U.S. Trustee, (b) Astellas Gene Therapies, Inc. ("**Astellas**"), (c) Alexion Pharmaceuticals, Inc., and (d) OmniAb Operations, Inc ("**OmniAB**"). In addition, (e) the Ad Hoc Equity Group (which was formed prior to the establishment of the Equity Committee) [Docket No. 244], (f) Genentech, Inc. ("**Genentech**"), F. Hoffmann-La Roche Ltd, and Hoffmann-La Roche Inc. (collectively, "**Roche**") [Docket No. 242 (sealed), Docket No. 270 (redacted)], (g) Astellas [Docket No. 307 (sealed), Docket No. 308 (redacted)], (h) Alexion [Docket No. 309 (sealed), Docket No. 310 (redacted)], and (g) Shire Human Genetic Therapies, Inc. ("**Takeda**") [Docket No. 331] filed objections to the Sale of the Merope Assets to Merope

(the "**Objections**," and, together with the Comments, the "**Responses**"). The Takeda objection (the "**Late Objection**") was filed after the Objection Deadline. Prior to the 365(n) Election Deadline, the Debtor received Notices of Election from a number of parties, including Genentech, Roche, Astellas, and Alexion. *See* Docket Nos. 232, 233, 235, 236, 237, 239, 243, 266, 271.

13. The Debtor resolved the comments and objections asserted by the U.S. Trustee, OmniAb, the Ad Hoc Equity Group, and Alexion. The Debtor understands that Merope is presently negotiating amendments or separate agreements with Genentech, Roche, and Astellas and is working towards reaching agreements that will resolve those Objections. Additionally, since the Late Objection was filed, the Debtor has also engaged in discussions with Takeda regarding a potential resolution. Although the debtor is hopeful that these discussions will result in consensual resolutions of some or all of the Objections, the Responses that remain outstanding as of the filing of this Motion for Leave (the "**Outstanding Objections**") are the Objections of Genentech, Roche, Astellas, and Takeda (the "**Objecting Parties**"). The Outstanding Objections object to, among other things, the Noncompete Findings in the proposed Merope Sale Order.

14. The Sale Hearing to consider, among other things, the Sale of the Merope Assets to Merope and entry of the proposed Merope Sale Order, is currently scheduled for August 20, 2026 at 10:00 a.m. (ET).

BASIS FOR RELIEF

15. Pursuant to Local Rule 9006-1(d), "[r]eply papers . . . may be filed by 4:00 p.m. prevailing Eastern Time the day prior to the deadline for filing the agenda." See Del. Bankr. L.R. 9006-1(d). The agenda for the Sale Hearing was due by 12:00 p.m. (prevailing Eastern Time) on August 18, 2026. Accordingly, pursuant to Local Rule 9006-1(d), the deadline to file the Reply was 4:00 p.m. (Eastern Time) on August 17, 2026 (the "**Reply Deadline**"). As a result, absent

leave of the Court, the Debtor would be unable to file the Reply, and the Court would be denied the opportunity to review the Reply in advance of the Sale Hearing.

16. The Debtor submits that cause exists to grant the relief requested by this Motion for Leave and approve an extension of the time by which to file the Reply under Local Rule 9006-1(d). The Debtor and Merope have engaged in extensive negotiations with the Objecting Parties, the other Responding Parties, and certain of the parties that submitted Notices of Election regarding the Sale of the Merope Assets to Merope pursuant to the proposed Merope Sale Order and the Merope Stalking Horse APA. These negotiations have included significant discussions regarding specific Outbound License Agreements and the Noncompete Findings. As a result of these negotiations, the Debtor and Merope resolved many Responses and other Outbound License Agreement issues consensually.

17. To facilitate continued negotiations with certain Responding Parties, including the Objecting Parties, the Debtor extended the Objection Deadline through as late as August 18, 2026 at 12:00 p.m. (ET), which was after the Reply Deadline. In light of this, and because Takeda filed its Objection after the Objection Deadline, it was simply not possible to file the Reply by the Reply Deadline. The Debtor's opportunity to file the Reply should not be foreclosed as a result of the Debtor's effort to achieve consensual resolutions with certain parties, its willingness to extend the Objection Deadline for certain of the parties to facilitate continued negotiations and narrow the issues before the Court, or its need to address an untimely filed objection.

18. In addition, the Outstanding Objections raise complex legal issues that remain unresolved as of the filing of the Reply. The Debtor believes that the Reply will provide the Court with critical information and arguments to consider, and that the Court's consideration of the Reply may reduce argument at the Sale Hearing.

19. Accordingly, the Debtor submits that the relief requested herein is reasonable under the circumstances and should be approved.

NOTICE

20. The Debtor has provided notice of this Motion for Leave to the following parties or their respective counsel: (a) the U.S. Trustee; (b) counsel to the Creditors' Committee; (c) proposed counsel to the Equity Committee, (d) counsel to the Replacement DIP Lender; (e) the United States Attorney's Office for the District of Delaware and all other states in which the Debtor operates; (f) the United States Food and Drug Administration; (g) counsel to the Responding Parties, and (h) all other parties entitled to notice pursuant to Bankruptcy Rule 2002. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

21. The Debtor has not made any prior request for the relief sought herein to this Court or any other court.

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CONCLUSION

WHEREFORE, the Debtor respectfully requests the entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: August 19, 2026
Wilmington, Delaware

Respectfully submitted,

/s/ Brendan J. Schlauch

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Counsel for the Debtor and Debtor in Possession

EXHIBIT A

Proposed 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.	)	**Re: Docket Nos __ & ___**

ORDER GRANTING DEBTOR LEAVE TO FILE DEBTOR'S REPLY IN SUPPORT OF THE SALE OF THE MEROPE ASSETS

Upon consideration of the motion for leave (the "**Motion for Leave**")[1] filed by Sangamo Therapeutics, Inc., as debtor and debtor in possession (the "**Debtor**"), pursuant to section 9006-1(d) of the *Local Rules of the United States Bankruptcy Court for the District of Delaware* (the "**Local Rules**"), for entry of an order (this "**Order**"), authorizing the Debtor to file and serve its Reply in further support of the Sale of the Merope Assets to Merope pursuant to the proposed Merope Sale Order, all as more fully set forth in the Motion for Leave; and it appearing that the Court has jurisdiction to consider the Motion for Leave pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this Case and the Motion for Leave in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion for Leave has been given and that no other or further notice is necessary; and this Court having determined that there is good and sufficient cause for the relief set forth in this Order; and after due deliberation thereon,

IT IS HEREBY ORDERED THAT

[1] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion for Leave.

1. The Motion for Leave is GRANTED.

2. The Debtor is granted leave and permission to file and serve the Reply, and the Court will consider the Reply at the Sale Hearing.

3. The Debtor is authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Order in accordance with the Motion for Leave.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.