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.	**Re: Docket No. 568** **Obj. Deadline: November 23, 2026 at 4:00 p.m. (ET)** **Hearing Date: December 15, 2026 at 10:00 a.m. (ET)**

MOTION OF THE OFFICIAL COMMITTEE OF EQUITY HOLDERS TO FILE UNDER SEAL APPLICATION OF THE OFFICIAL COMMITTEE OF EQUITY HOLDERS FOR AN ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF BERKELEY RESEARCH GROUP, LLC AS TRANSACTION DILIGENCE ADVISOR, EFFECTIVE AS OF OCTOBER 22, 2026

The Official Committee of Equity Holders (the "Equity Committee") appointed in the above-captioned chapter 11 case of Sangamo Therapeutics, Inc. (the "Debtor"), by and through its undersigned counsel, hereby moves (this "Seal Motion") for entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"), pursuant to sections 105(a) and 107(b) of title 11 of the United States Code, as amended (the "Bankruptcy Code"), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 9018-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), authorizing the Equity Committee to file under seal the *Application of the Official Committee of Equity Holders for an Order Authorizing and Approving the Employment and Retention of Berkeley Research Group, LLC as Transaction Diligence Advisor, Effective as of October 22, 2026* (the "BRG Retention Application")[2] [Docket No. 568]. In support of this Seal Motion, the Equity Committee respectfully states as follows:

[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 94804.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the BRG Retention Application.

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the "Court") has jurisdiction over this Seal Motion 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*. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. Pursuant to Local Rule 9013-1(f), the Equity Committee consents to the entry of a final order or judgment with respect to this Seal Motion if it is determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent consent of the parties.

3. The statutory predicates for the relief sought herein are sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1.

BACKGROUND

4. On June 23, 2026 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code commencing this chapter 11 case.

5. The Debtor has continued in the possession of its property and has continued to operate and manage its business as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in this chapter 11 case.

6. On August 5, 2026, the United States Trustee for the District of Delaware (the "United States Trustee") filed its *Notice of Appointment of Committee of Equity Holders* [Docket No. 256], appointing a five-member Equity Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.[3]

[3] The initial Equity Committee members were the following: (1) Kenneth Grossman; (2) Venkata Jalagam; (3) Frank J. Foley; (4) Adam Nagin; and (5) Charlestown Jupiter Fund, LLC. Following his appointment to the Equity Committee, Frank J. Foley resigned. On September 16, 2026, the United States Trustee filed an amended notice of

RELIEF REQUESTED

7. On November 9, 2026, the Equity Committee filed the BRG Retention Application to retain BRG as its transaction diligence advisor.

8. The Equity Committee is engaged in ongoing, confidential discussions regarding a potential plan sponsor transaction or other restructuring alternative with a certain party that is referenced in the BRG Retention Application (the "Target"). Public disclosure of the identity of the Target at this time could jeopardize these discussions, chill the participation of the Target and other interested parties in any transaction, harm the Target's commercial interests, and impair the ability of the Debtor and the Equity Committee to negotiate the terms of any transaction that will maximize value Debtor's estate for the benefit of all of the Debtor's stakeholders.

9. As a result, the Equity Committee seeks entry of the Proposed Order, pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018- 1, authorizing the Equity Committee to file the BRG Retention Application under seal and to redact all references to the Target's name and other information that could be used to identify the Target in the publicly filed version of the BRG Retention Application.

BASIS FOR THE RELIEF REQUESTED

10. Section 107(b)(1) provides that "[o]n request of a party in interest, the bankruptcy court shall protect an entity with respect to a trade secret or confidential research, development, or commercial information." 11 U.S.C. § 107(b)(1). Section 105(a) of the Bankruptcy Code further authorizes the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a).

appointment that added Kays Alali as a member of the Equity Committee.

11. Bankruptcy Rule 9018 provides that "[o]n motion or on its own, the court may, with or without notice, issue any order that justice requires to (1) protect the estate or any entity regarding a trade secret or other confidential research, development, or commercial information." Fed. R. Bankr. P. 9018(a)(1). Local Rule 9018-1(d) further provides, in relevant part, that "[a]ny party who seeks to file documents under seal must file a motion to that effect." Del. Bankr. L.R. 9018-1(d).

12. Unlike its counterpart in Rule 26(c) of the Federal Rules of Civil Procedure, an entity seeking protection under section 107(b) of the Bankruptcy Code does not need to demonstrate "good cause" for such relief. *See, e.g*., *Video Software Dealers Ass'n v. Orion Pictures Corp*. (*In re Orion Pictures Corp*.), 21 F.3d 24, 28 (2d Cir. 1994). Rather, where the requirements of section 107(b) are satisfied, "the court is *required* to protect a requesting interested party and has no discretion to deny the application." *Id.* at 27 (emphasis in original). Thus, once the information at issue falls within the scope of section 107(b), the Court has authority to fashion appropriate relief to protect that information from public disclosure.

13. Bankruptcy Rule 9018 likewise gives the Court broad authority to tailor appropriate protection for confidential commercial information. *See In re Global Crossing Ltd*., 295 B.R. 720, 724–25 (Bankr. S.D.N.Y. 2003). Indeed, the "authority goes not just to the protection of confidential documents, but to other confidentiality restrictions that are warranted in the interests of justice." *Id*.

14. Here, disclosure of the Target prior to the Debtor entering into definitive documentation with the Target would expose the estate and the Target to harm, create an unfair advantage for the Target's competitors, and undermine the competitive marketing process engaged in by the Equity Committee to identify potential plan sponsors and restructuring alternatives. As a

result, the identity of the Target constitutes confidential commercial information within the meaning of section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018.

15. The Equity Committee has recognized its disclosure obligations under the Bankruptcy Code and narrowly tailored the request set forth in this Seal Motion to protect only the kind of commercially sensitive information that is entitled to be protected under section 107 of the Bankruptcy Code. The Equity Committee only requests authority to redact references to the Target's name and other information that could be used to identify the Target in the BRG Retention Application.

16. Accordingly, the Equity Committee submits that the relief requested herein satisfies section 107(b), Bankruptcy Rule 9018, and Local Rule 9018-1. The Equity Committee does not seek to withhold information from the Court. Rather, the Equity Committee will provide the Court and the United States Trustee with an unredacted copy so that the Court may fully evaluate the BRG Retention Application. The Equity Committee seeks only to prevent the Target's name and other information that could be used to identify the Target from public disclosure in the BRG Retention Application in order to protect the integrity of the Equity Committee's broader efforts to identify plan sponsors and plan structuring alternatives that are intended to maximize the value of the estate.

CERTIFICATION PURSUANT TO LOCAL RULE 9018-1

17. To the best of the knowledge, information, and belief of the undersigned co-counsel to the Equity Committee, this Seal Motion does not contain information subject to the Confidentiality Rights of another Holder of Confidentiality Rights (each as defined in Local Rule 9018-1(d)(ii)).

NOTICE

18. The Equity Committee will provide notice of this Seal Motion to the following parties: (i) the Debtor; (ii) the Office of the U.S. Trustee for the District of Delaware; (iii) the Office of the United States Attorney for the District of Delaware and all other states in which the Debtor operates; (iv) the Official Committee of Unsecured Creditors; (v) the Internal Revenue Service; (vi) the Securities and Exchange Commission; (vii) the United States Food and Drug Administration; and (viii) any party that has requested notice pursuant to Bankruptcy Rule 2002 in this chapter 11 case. Due to the nature of the relief requested herein, the Equity Committee respectfully submits that no further notice of this Seal Motion is necessary.

[*Remainder of page intentionally left blank*]

WHEREFORE, the Equity Committee respectfully requests that this Court enter the Proposed Order (i) granting the relief requested in this Seal Motion, and (ii) granting such other and further relief as this Court deems just and proper.

Dated: November 9, 2026

MORRIS JAMES LLP

/s/ Jason S. Levin

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Counsel to the Official Committee of Equity Holders

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.	**Obj. Deadline: November 23, 2026 at 4:00 p.m. (ET)** **Hearing Date: December 15, 2026 at 10:00 a.m. (ET)**

NOTICE OF MOTION OF THE OFFICIAL COMMITTEE OF EQUITY HOLDERS TO FILE UNDER SEAL APPLICATION OF THE OFFICIAL COMMITTEE OF EQUITY HOLDERS FOR AN ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF BERKELEY RESEARCH GROUP, LLC AS TRANSACTION DILIGENCE ADVISOR, EFFECTIVE AS OF OCTOBER 22, 2026

PLEASE TAKE NOTICE that on November 9, 2026, the Official Committee of Equity Holders (the "Equity Committee") of Sangamo Therapeutics, Inc., by and through undersigned counsel, filed with the United States Bankruptcy Court for the District of Delaware (the "Court") the *Motion of the Official Committee of Equity Holders to File Under Seal Application of the Official Committee of Equity Holders for an Order Authorizing and Approving the Employment and Retention of Berkeley Research Group, LLC as Transaction Diligence Advisor, Effective as of October 22, 2026* (the "Motion").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion are required to be filed on or before **November 23, 2026 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response upon undersigned counsel to the Equity Committee.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE MOTION WILL BE HELD ON **DECEMBER 15, 2026 AT 10:00 A.M. (ET)** BEFORE THE HONORABLE CRAIG T. GOLDBLATT, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 3RD FLOOR, COURTROOM NO. 7, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

[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 94804.

Dated: November 9, 2026

MORRIS JAMES LLP

/s/ Jason S. Levin

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EXHIBIT A

Proposed Order

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.	**Re: Docket No. ___**

ORDER GRANTING MOTION OF THE OFFICIAL COMMITTEE OF EQUITY HOLDERS TO FILE UNDER SEAL APPLICATION OF THE OFFICIAL COMMITTEE OF EQUITY HOLDERS FOR AN ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF BERKELEY RESEARCH GROUP, LLC AS TRANSACTION DILIGENCE ADVISOR, EFFECTIVE AS OF OCTOBER 22, 2026

Upon consideration of the motion (the "Seal Motion")[2] of the Official Committee of Equity Holders (the "Equity Committee"), for entry of an order pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1 (i) authorizing the Equity Committee to file the BRG Retention Application under seal, and (ii) granting related relief; and the Court having determined that this is a core matter pursuant to 28 U.S.C. § 157(b)(2); and that the Court can enter a final order consistent with Article III of the United States Constitution; and that venue of the Seal Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and that due and adequate notice of the Seal Motion has been given, and that no other or further notice need be given; and the Court having determined that granting the relief requested in the Seal Motion is in the best interest of the Debtor, the Debtor's creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, that:

1. The Seal Motion is **GRANTED** to the extent set forth herein.

[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 94804.

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

2. Pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1, the Equity Committee is authorized to file the BRG Retention Application under seal and to redact all references to the Target's name and other information that could be used to identify the Target in the publicly filed version of the BRG Retention Application.

3. The Clerk of the Court is directed to maintain under seal the unredacted BRG Retention Application. The Clerk of the Court shall not make such sealed materials publicly available. The unredacted BRG Retention Application shall not be unsealed unless and until permitted by further order of this Court.

4. The Equity Committee is authorized and empowered to take any and all actions necessary to effectuate the relief granted in this Order.

5. The Court retains exclusive jurisdiction over any disputes arising from or relating to this Order, including with respect to the interpretation, implementation, administration, or enforcement of the terms and provisions of this Order.