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. 8**

INTERIM ORDER (I) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR TRANSFERS OF EQUITY SECURITIES AND (II) ESTABLISHING A RECORD DATE FOR NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN CLAIMS AGAINST THE DEBTOR'S ESTATE

Upon consideration of the motion (the "**Motion**")[2] of the Debtor for entry of an interim order (this "**Interim Order**") (i) establishing notice and objection procedures for transfers of equity securities, (ii) establishing the Record Date for notice and sell-down procedures for trading in claims against the Debtor's estate, and (iii) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 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 (Sleet, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided under the circumstances and in accordance with the Bankruptcy Rules and the Local Rules, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "**Hearing**"); and upon consideration of the First

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 otherwise defined herein shall have the meanings ascribed to them in the Motion.

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Day Declaration and the record of the Hearing; and the Court having determined that the relief sought in the Motion is necessary to avoid immediate and irreparable harm to the Debtor and its estate, as contemplated by Bankruptcy Rule 6003, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.

2. The Equity Transfer Procedures (as they are defined below) are approved.

3. Any purchase, sale, trade, or other transfer of Equity Securities in violation of the Equity Transfer Procedures shall be null and void *ab initio* and shall confer no rights on the transferee.

4. The following notice and objection procedures for holding and transferring Equity Securities (the "**Equity Transfer Procedures**") shall apply in this bankruptcy case:

(1) Certain Defined Terms. For purposes of this Interim Order (a) a "**Substantial Equityholder**" is any person or entity that beneficially owns at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding Equity Securities);[3] (b) "**beneficial ownership**" of Equity Securities shall be determined in accordance with applicable rules under section 382 of the IRC and the regulations promulgated thereunder and shall include (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of stock and ownership of options to acquire stock; (c) an "**option**" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable; and (d) a "**Transfer**" means any transfer of Equity Securities to the extent described in paragraph 4(3) below (Stock Acquisition Notice) and/or paragraph 4(4) below (Stock Disposition Notice).

[3] To allow for a prudent margin of error and in a good faith effort to avoid underestimating the threshold, the Debtor has calculated the threshold using 4.5% instead of 5%.

(2) Notice of Substantial Equityholder Status. Any person or entity who currently is or becomes a Substantial Equityholder shall (a) file with the Court and (b) serve upon the following parties (the "**Notice Parties**") a notice of such status, in the form attached as Annex 1 to the Equity Transfer Procedures Notice (a "**Notice of Substantial Equityholder Status**"), on or before the later of (A) fourteen (14) days after entry of the Interim Order or (B) fourteen (14) days after becoming a Substantial Equityholder: proposed counsel to the Debtor, (a) Cooley LLP, Cullen Drescher Speckhart (cspeckhart@cooley.com), Lauren A. Reichardt (lreichardt@cooley.com) Miriam Peguero Medrano (mpegueromedrano@cooley.com), and Robert Eisenbach, III (reisenbach@cooley.com) and (b) Richards, Layton & Finger, P.A., Daniel J. DeFranceschi (defranceschi@rlf.com), Amanda R. Steele (steele@rlf.com), and Brendan J. Schlauch (schlauch@rlf.com).

(3) Stock Acquisition Notice. At least fourteen (14) days prior to any transfer of Equity Securities that would result in an increase in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity becoming a Substantial Equityholder, such Substantial Equityholder or potential Substantial Equityholder shall (a) file with the Court and (b) serve on the Notice Parties (at the addresses set forth in paragraph 4(2) above), advance written notice of the intended transfer of Equity Securities, in the form attached as Annex 2 to the Equity Transfer Procedures Notice (a "**Stock Acquisition Notice**").

(4) Stock Disposition Notice. At least fourteen (14) days prior to any transfer of Equity Securities that would result in a decrease in the amount of Equity Securities beneficially owned by a Substantial Equityholder or would result in a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder shall (a) file with the Court and (b) serve on the Notice Parties (at the addresses set forth in paragraph 4(2) above), advance written notice of the intended transfer of Equity Securities, in the form attached as Annex 3 to the Equity Transfer Procedures Notice (a "**Stock Disposition Notice**").

(5) Objection Procedures. The Debtor shall have seven (7) days after receipt of a Stock Acquisition Notice or a Stock Disposition Notice (each, a "**Transfer Notice**") to file with the Court and serve on the party filing the Transfer Notice an objection to the proposed Transfer on the grounds that such Transfer may adversely affect the ability of the Debtor to utilize its NOLs. If the Debtor files an objection, the proposed Transfer will not be effective unless and until approved by a final and nonappealable order of the Court. If the Debtor does not object within such 7-day period, the Transfer may proceed solely as set forth in the Transfer Notice. Further Transfers within the scope of this paragraph must comply with the Equity Transfer Procedures set forth in this paragraph 4.

(6) Unauthorized Transfers of Equity Securities. Effective as of the date of entry of the Interim Order and until further order of the Court to the contrary, any acquisition or disposition of Equity Securities in violation of the Equity Transfer Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code section 362.[4]

5. Within five business days after the entry of this Interim Order, the Debtor shall provide notice in substantially the form attached as Exhibit C (the "**Equity Transfer Procedures Notice**") and Exhibit D (the "**Record Date Notice**") to the Motion to the following parties or their respective counsels: (a) the U.S. Trustee; (b) the United States Attorney's Office for the District of Delaware and all other states in which the Debtor operates; (c) the Internal Revenue Service; (d) all known record holders of the issued and outstanding Equity Securities (with instructions to serve down to beneficial holders, as applicable); (e) every attorney general of a state in which the Debtor conducts business; (f) the Securities and Exchange Commission; (g) the United States Department of Justice; and (h) any other party who has requested service of notices under Bankruptcy Rule 2002.

6. Upon receipt of such Equity Transfer Procedures Notice, any broker, bank, dealer, direct seller of, or other agent or nominee of a beneficial holder of Equity Securities (each a "**Nominee**") shall, within five business days of receipt of such notice and on at least a quarterly basis thereafter, send the Equity Transfer Procedures Notice to all beneficial holders of Equity Securities on whose behalf such Nominee holds Equity Securities. To the extent such beneficial holder is also a Nominee, such Nominee must, in turn, promptly provide the Equity Transfer Procedures Notice to any holder for whose account such holder holds Equity Securities, and so on down the chain of ownership. Additionally, any person, entity, broker or agent acting on behalf

[4] In the event any acquisition or disposition of the Debtor's Equity Securities, including after the Petition Date and prior to the date of entry of the Final Order, causes an adverse impact on the Debtor's NOLs, the Debtor reserves all rights to seek entry of an order from the Court holding such acquisition or disposition null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code section 362.

of any holder of Equity Securities who sells at least 18,651,201 Equity Securities (representing approximately 4.5% of the 414,471,132 issued and outstanding Equity Securities) to another person or entity must provide a copy of the Equity Transfer Procedures Notice to such purchaser or any broker or agent acting on such purchaser's behalf.

7. Upon receipt of the Record Date Notice, any registered holder shall, in turn, promptly provide such Record Date Notice to any claimholder for whose account such registered holder holds such claims, and so on down the chain of ownership.

8. This Interim Order's entry shall not be deemed a determination of any kind that a Sell-Down Order's entry is necessary or warranted in this Chapter 11 Case, and the Court's review of any request for a Sell-Down Order's entry shall be without regard to this Interim Order's entry.

9. This Interim Order's entry shall not prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved.

10. The notices substantially in the form attached to the Motion as Exhibit C (and Annexes 1, 2, and 3 thereto) and Exhibit D are approved.

11. The Debtor may, in writing, waive any and all restrictions, stays, and notice procedures that this Interim Order contains.

12. This Interim Order's requirements are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable law, and compliance with this Interim Order's requirements does not excuse an entity's non-compliance with the requirements of Bankruptcy Rule 3001(e) and applicable law.

13. The requirements of Bankruptcy Rule 6003(b) are satisfied.

14. Under the circumstances of this Chapter 11 Case, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

15. Notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.

16. This Court retains jurisdiction with respect to all matters arising from or related to the enforcement of this Interim Order.

17. The deadline by which objections to entry of the Final Order on the Motion must be filed is July 14, 2026 at 4:00 p.m. (Eastern Time). The Final Hearing, if required, will be held on July 21, 2026 at 1:00 p.m. (Eastern Time).

18. The Court retains jurisdiction of any matter arising from or relating to this Interim Order, including its interpretation, implementation, or enforcement.

Dated: June 24th, 2026
Wilmington, Delaware

CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE