



Compensation Committee Charter

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (“Board”) of Sangamo Therapeutics, Inc. (the “Company”) is appointed by the Board to assist in fulfilling certain of the Board’s oversight responsibilities to oversee the Company’s compensation policies, plans and programs, and to review the compensation to be paid to the Company’s executive officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder), other key employees (defined as employees with a title above “Vice President” who are not executive officers) and directors.

The Committee’s purposes shall be:

- A. To establish a compensation philosophy designed to attract and retain the Company’s executive officers and key employees in a competitive market and to maintain a link between executive compensation and Company and executive performance, and to set the individual compensation of each executive officer and key employee in accordance with the Committee’s compensation philosophy;
- B. To administer the Company’s compensation and benefit plans, including equity plans, incentive plans, bonus plans, stock purchase plans, severance plans, pension and profit sharing plans, retirement plans, deferred compensation plans and similar plans;
- C. To evaluate the performance of the Company’s executive officers and key employees and adjust compensation arrangements as appropriate based upon Company and individual performance; and
- D. To review and monitor management development and succession plans and activities.

II. Membership

- A. The Committee shall be composed of at least two directors. All members of the Committee shall meet the independence requirements of Rule 10C under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), and the listing rules of the NASDAQ Stock Market, LLC (“NASDAQ”) or any other exchange on which the Company’s securities are listed or quoted, and may also qualify as “non-employee directors” as defined in Rule 16b-3 under the Exchange Act.

- B. The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and appointed by the Board. The Nominating and Corporate Governance Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson.

III. Meetings and Procedures

- A. The Committee shall meet as often as it may deem necessary and appropriate in its judgment. A majority of the members of the Committee shall constitute a quorum.
- B. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- C. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.
- D. The Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter.
- E. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. Resources and Authority

- A. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of compensation consultants, outside legal counsel or other advisers (“Compensation Advisers”) as necessary, to assist with the execution of its duties and responsibilities. The Committee shall set the compensation and oversee the work of the Compensation Advisers. The Committee shall not be required to implement or act consistently with the advice or recommendations of its Compensation Advisers, and the authority granted herein shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.
- B. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any Compensation Adviser selected by the Committee.
- C. Prior to retaining or seeking advice from any Compensation Adviser, and annually thereafter, the Committee shall assess the independence of any Compensation Adviser to the extent required by applicable Exchange Act rules and NASDAQ listing requirements; however, nothing in this provision requires that any Compensation Adviser be independent.

- D. The Committee may delegate any responsibility or authority of the Committee under this charter to one or more members of the Committee where appropriate, but no such delegation shall be permitted to the extent inconsistent with any laws and rules applicable to the Company or if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole. Without limiting the generality of the foregoing, (1) the Committee may delegate to one or more employees or one or more other members of the Board, the authority to grant awards of equity securities, in each case to any persons who are not executive officers or key employees, under such of the Company's equity incentive or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans and such guidelines and/or policies as may be approved by the Committee and (2) the Committee may form and delegate authority to a committee composed solely of employees of the Company to serve as an administrative and/or investment committee, with fiduciary responsibilities under the Employee Retirement Income Security Act of 1974 ("ERISA"), with respect to one or more Company plans that are subject to ERISA. In addition, if an exemption from Section 16(b) of the Exchange Act under Rule 16b-3 is desired, the Committee may form and delegate authority to a subcommittee composed solely of at least two members of the Committee who are "non-employee directors" under Rule 16b-3 to grant awards of equity securities and to take such other actions as may be necessary or appropriate to qualify transactions in the Company's equity securities under the Rule 16b-3 exemptions.

V. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- A. Compensation Philosophy, Plans, and Programs
1. Periodically review, consider, and approve a philosophy for compensation of the Company's executive officers and key employees in order to attract, retain, engage and reward employees in a competitive market and to maintain a link between executive compensation and Company and executive performance.
 2. Adopt, amend, terminate and administer the Company's compensation and benefit plans and programs for executive officers and key employees, including equity plans, incentive plans, bonus plans, stock purchase plans, severance plans, pension and profit sharing plans, retirement plans, deferred compensation plans and similar plans. The Committee shall have full power and authority of the Board to administer these plans, establish guidelines, interpret plan documents, select participants, approve

grants and awards and exercise such other power and authority as may be permitted or required under such plans.

3. Approve appropriate employment contracts, special retirement benefits, and severance or change in control arrangements, and review and approve any material changes to such compensation arrangements, including terminating such arrangements as necessary or advisable.
4. Periodically review the adequacy of such plans, programs and arrangements for the executive officers and key employees.
5. Periodically review, consider and approve compensation programs applicable to non-employee members of the Board, including all forms of cash compensation and equity compensation provided to non-employee members of the Board.

B. Specific Compensation Amounts and Incentives

1. Establish general compensation levels for executive officers, other than the CEO, and key employees, including, but not limited to, annual base salaries, annual cash-based incentive opportunities and equity-based awards and opportunities.
2. Review and evaluate, at least annually (taking into account the views of the other members of the Board), the performance and leadership of the CEO and determine the CEO's total compensation package, including base salary, annual cash-based incentive opportunities and equity-based awards and opportunities, based upon such performance and consistent with the achievement of the established goals and the performance of the Company. The CEO shall not be present during voting or deliberations relating to CEO compensation and incentives.
3. Review with the CEO his evaluation of the performance of the executive officers other than the CEO and key employees and approve each such executive officer's and key employee's total compensation package, including base salary, annual cash-based incentive opportunities and equity-based awards and opportunities based upon such performance and consistent with the achievement of the established goals and the performance of the Company.

C. Management Development and Succession

1. Review and monitor management development plans and activities.

2. Review with the Board the Company's succession plan for the CEO and other executive officers, including plans for emergency succession in case of unexpected disability.

D. Risk Assessment of Compensation Programs

1. Assess the Company's various compensation plans, programs and practices, including those in which non-executive officers participate, to determine whether there exists a reasonable likelihood that one or more of those plans, programs or practices would have a material adverse effect upon the Company or would otherwise encourage executive officers and other participating employees to engage in unnecessary or excessive risk taking.

E. Stock Ownership Guidelines

1. Consider and, if appropriate, establish and monitor, a policy designed to encourage or require employees and directors to acquire and hold a meaningful equity interest in the Company.

F. Other Responsibilities

1. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), and based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.
2. Prepare the Committee's report on executive compensation in accordance with all applicable rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
3. Review and reassess on an annual basis the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
4. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's bylaws, and governing law as the Committee or the Board deems necessary or appropriate.

Adopted by the Board of Directors on June 12, 2013

Amended by the Board of Directors on December 11, 2017

Amended by the Board of Directors on March 19, 2018

Amended by the Board of Directors on December 17, 2018