



# Sangamo Code of Conduct

Effective December 1, 2022

## From our CEO

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At Sangamo, we are committed to translating ground-breaking science into genomic medicines that transform patients' lives. To effectively deliver on this commitment, it is essential that we operate with the highest ethical, legal and professional standards in all our interactions, including with our business partners, our communities, our stakeholders and each other. The Sangamo Code of Conduct reflects the business practices and principles of behavior that support this commitment.

This Code is the backdrop of our core values: Doing What's Right for Patients, Succeeding Through Teamwork, Innovating Through Smart Decisions and Fostering Belonging. Each of us has a responsibility to follow this Code and to speak up and report any potential violation. Please take time to review and understand this Code, and to apply it to your work every day.

It is important to recognize that there may be situations that you encounter that might not be addressed in this Code. Sometimes the right thing is not always obvious, particularly in the complex global environment in which we operate. Whenever you are in doubt or unsure, please exercise good and reasonable judgment and seek guidance. The patients that we aim to serve are counting on us.

I thank you for your commitment to ethics and integrity and for your support of our mission and values.

A handwritten signature in black ink, appearing to read 'Sandy Macrae'. The signature is stylized and fluid.

Sandy Macrae, M.B., Ch.B., Ph.D  
Chief Executive Officer

# Introduction

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In pursuit of our mission of developing life changing genomic medicines, Sangamo Therapeutics, Inc. and its subsidiary companies (“**Sangamo**,” or “**we**”) are committed to operating with high ethical standards in accordance with applicable laws and regulations in the United States and other jurisdictions. With this goal in mind, our Code of Conduct (this “**Code**”) contains general guidelines for conducting the business of Sangamo consistent with these high standards of business ethics and all applicable laws. In certain instances, our Code commits us to following a higher standard of ethical conduct than what is required by law. Our Code applies to all Sangamo directors, officers, employees (full time, part time and temporary), contractors and consultants worldwide, collectively referred to in this Code as “**workers**” or “**you**.”

Many of the subjects addressed in this Code are complex and require detailed policies and procedures. As such, this Code is meant to supplement other policies and procedures established by Sangamo, such as the Employee Handbook, the Insider Trading Policy and the Whistleblower Policy. This Code cannot, nor was it intended to cover, every situation that Sangamo workers may encounter. In any given situation, Sangamo recognizes that no set of standards or procedures can substitute for personal integrity, good judgment and common sense.

The effectiveness of Sangamo’s compliance efforts depends upon our workers bringing all compliance issues and questions to the attention of appropriate Sangamo managers or leaders, including Sangamo’s General Counsel or the Sangamo Board of Directors (the “**Board**”). If you are not sure whether a particular situation raises a compliance issue, you must err on the side of reporting the issue or question. In addition, you should be alert to possible violations of this Code by others and should report suspected violations, without fear of any form of retaliation, as further described in this Code. Violations of this Code will not be tolerated. Any Sangamo worker who violates the standards in this Code may be subject to disciplinary action which, depending on the nature of the violation, may range from a warning or reprimand to termination of employment or services, as applicable. This Code may be revised from time to time without prior notice. The most current version is available on the Sangamo corporate website [here](#) and is accessible by Sangamo workers on Sanganet.

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# I. Understanding Our Culture, Mission & Values

We have a shared responsibility to foster a culture of compliance and ethics that adheres to our shared mission and values at Sangamo. Everything we do should reflect our values.

## Our Culture:

We are driven by our shared vision that genomic medicine will transform the lives of patients and the field of healthcare.

## Our Values:

Sangamo is defined by our passion for science, our drive to help patients who urgently need new treatment options, and the way we collaborate toward our common goal of creating therapies that transform, and even save, lives. We believe success comes when we align our core values with our mission to deliver genomic medicines that replace today's symptomatic treatments and transform patients' lives. Our actions ultimately define who and what we are as a company. Fittingly, our key values all start with verbs. This wording was deliberate, as it is our collective actions and behaviors that will bring to life our values each and every day, creating a culture where we can all succeed.

## Our Mission:

We are passionate about translating ground-breaking science into genomic medicines that transform patients' lives.

### Our four core values are:



**Doing what's right for patients**



**Succeeding through teamwork**



**Innovating through smart decisions**



**Fostering belonging**

You can read more about our values [here](#).



## II. Understanding Our Responsibilities

### A Reading & Understanding this Code

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All Sangamo workers are required to read this Code, to attend training on this Code, to certify their attendance at the training, to confirm their understanding of the Code and to comply with its terms. Workers may be periodically tested on issues covered in training sessions. Workers are required to attend orientation regarding the Code prior to or soon after commencing work for us.

### B Oversight of this Code

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The Board, through the Nominating and Corporate Governance Committee and Audit Committee of the Board, has responsibility to oversee the implementation and enforcement of the Code. The Board and its committees have delegated day-to-day enforcement and implementation of the Code to the Sangamo General Counsel.

### C Company Policies

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**This Code is not an exhaustive description of all Sangamo policies.** Sangamo has adopted policies and procedures addressing certain topics in greater detail and may adopt additional policies. Sangamo policies and employee handbooks are accessible by Sangamo workers [here](#) on Sanganet.

### D Responsibilities of Leaders & Managers

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Leaders and managers are expected to serve as ethical role models by exemplifying Sangamo values and the spirit of this Code. At Sangamo, we lead and manage with integrity and proactively build a culture of compliance and ethics where our teams are encouraged to do the same. We create a positive work environment where everyone is comfortable asking for help and reporting misconduct. Leaders and managers who know (or should know) about potential misconduct may be subject to disciplinary action if the situation is not immediately reported.

### E Seeking Advice & Reporting Potential Misconduct

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All Sangamo workers have a responsibility to conduct business legally and ethically. However, this Code is not intended to be a comprehensive rulebook and cannot address every situation. You are responsible for reporting misconduct to Sangamo as soon as you become aware of potential issues. By speaking up promptly, you can address potential problems and protect Sangamo, our colleagues and the public from harm. If you suspect that someone is acting unethically, illegally or in violation of this Code when conducting Sangamo business, you must immediately report it according to Sangamo reporting procedures as described herein. **If you feel uncomfortable about a situation or have any doubts about whether it is consistent with Sangamo's ethical standards or applicable laws, you must seek help or ask questions.**



## Understanding Our Responsibilities

Where feasible and appropriate, you should contact your manager for help first. Managers are obliged to pursue the compliance matter and to inform the affected workers about its disposition. If the manager's response is not satisfactory or if, because of the nature of the issue, you would prefer to report the problem either directly or anonymously to someone else, you should report to the next highest level of authority. You may also contact Human Resources, Legal or the Sangamo Compliance & Ethics Hotline (information below). Sangamo workers can be assured that any matter submitted to the Sangamo Compliance & Ethics Hotline will be treated confidentially to the extent possible. When contacting the Sangamo Compliance & Ethics Hotline, you may remain anonymous, although providing your identity may assist Sangamo in investigating your concern. Sangamo will not make any effort to identify any person who requests to remain anonymous.

Anyone may submit reports regarding any legal, regulatory or policy matter relating to Sangamo's business and operations, including matters relating to Sangamo's accounting, internal controls and auditing practices, or ask questions about this Code, Sangamo policies or applicable laws, using any of the following methods:

### Manager or Supervisor:

Sangamo workers may **contact their manager or supervisor** (business partners may contact their Sangamo point of contact). Managers, supervisors and points of contact who receive reports are obliged to promptly contact Sangamo Human Resources or Legal and share all relevant information.

### Email:

Send an email to [compliance@sangamo.com](mailto:compliance@sangamo.com).

This inbox is monitored by Sangamo workers trained and authorized to receive and address reports and answer questions about this Code.

### Individual Contact:

Contact any of the following individuals in Human Resources or Legal directly (or their successors if these individuals are no longer in these roles):

Estelle Piccapane,  
Senior Manager, Human Resources (France & UK)  
[epiccapane@sangamo.com](mailto:epiccapane@sangamo.com)  
(+33) 497-218-302

Whitney Jones,  
Senior Vice President, Chief People Officer  
[wjones@sangamo.com](mailto:wjones@sangamo.com)  
(+1) (628) 252-7581

Julie Glasser,  
Vice President, Corporate Law  
[jglasser@sangamo.com](mailto:jglasser@sangamo.com)  
(+1) 628-252-7739

You are not required to report a matter to anyone who you believe is involved in the matter. If you do not want to report the matter to the Human Resources or Legal workers listed above, you may instead contact the Sangamo Compliance & Ethics Hotline on a confidential and/or anonymous basis (see next page).



## Understanding Our Responsibilities

### Sangamo Compliance & Ethics Hotline

Contact the Sangamo Compliance & Ethics Hotline, which is a user-friendly tool to report on a confidential or anonymous basis any suspected violations of our Code, violations of any other Sangamo policies or guidelines, or financial irregularities, including any concerns regarding questionable accounting or auditing matters. The Sangamo Compliance & Ethics Hotline can be accessed in the following ways:

**Internet:**

<http://www.sangamohotline.com>

**Via toll-free phone:**

**In the US:** (833) 3 – SANGAMO  
or (833) 372-6426

**In France:** First dial 0-800-99-0011  
then dial (833) 372-6426

**In the UK:** First dial 0-800-89-0011  
then dial (833) 372-6426

**Confidentially Administered by Outside Third-Party Firm Reports Can Be Made Anonymously**

The outside third-party firm that staffs the Sangamo Compliance & Ethics Hotline summarizes all reports received and forwards them promptly to appropriate contacts in Sangamo Legal, Human Resources, the Chair of the Nominating and Corporate Governance Committee of the Board or, if the report relates to an accounting, internal control or auditing matter, or IT or cybersecurity matter, to the Chair of the Audit Committee of the Board. The Whistleblower Policy includes more information about procedures for managing the receipt, retention and treatment of reports and the methods for submitting such reports. It is accessible to Sangamo workers [here](#) on Sangonet.

**Types of issues to report:**

- Accounting & Auditing
- Fraud
- Internal Controls
- Financial Reporting
- Insider Trading
- Quality & Manufacturing
- Environment, Health & Safety
- Regulatory
- Clinical Trials
- Confidentiality
- Cybersecurity & Privacy
- Conflicts of Interest
- Theft & Misuse
- Falsification of Records
- Gifts & Entertainment
- Discrimination & Harassment
- Misconduct & Inappropriate Behavior
- Intellectual Property
- Violence & Threats
- Breaches of Contracts
- Vandalism
- Bribery & Corruption
- Violation of Company Policies
- Violation of Laws
- Retaliation



### F Misconduct Investigations

All reports of potential misconduct will be evaluated and, where appropriate, investigated. Sangamo workers are expected to fully cooperate with all misconduct investigations. Investigations may be conducted by members of Human Resources or Legal or other Sangamo workers or independent third-party advisors, as appropriate. All reports will be handled confidentially to the extent possible, meaning that Sangamo will share information surrounding a report of misconduct on a “need to know” basis, or as required by applicable laws. When investigations conclude, the individuals making the report of misconduct will be informed, when feasible. The Board, through the Nominating and Corporate Governance Committee or the Audit Committee, will also periodically be informed of misconduct reports and the results of misconduct investigations, and may initiate its own misconduct investigations using Sangamo workers or its own advisors.

**“Sangamo strictly prohibits retaliation, or taking negative action, against Sangamo workers who, in good faith, seek help in connection with, or report, potential misconduct or participate in misconduct investigations”**

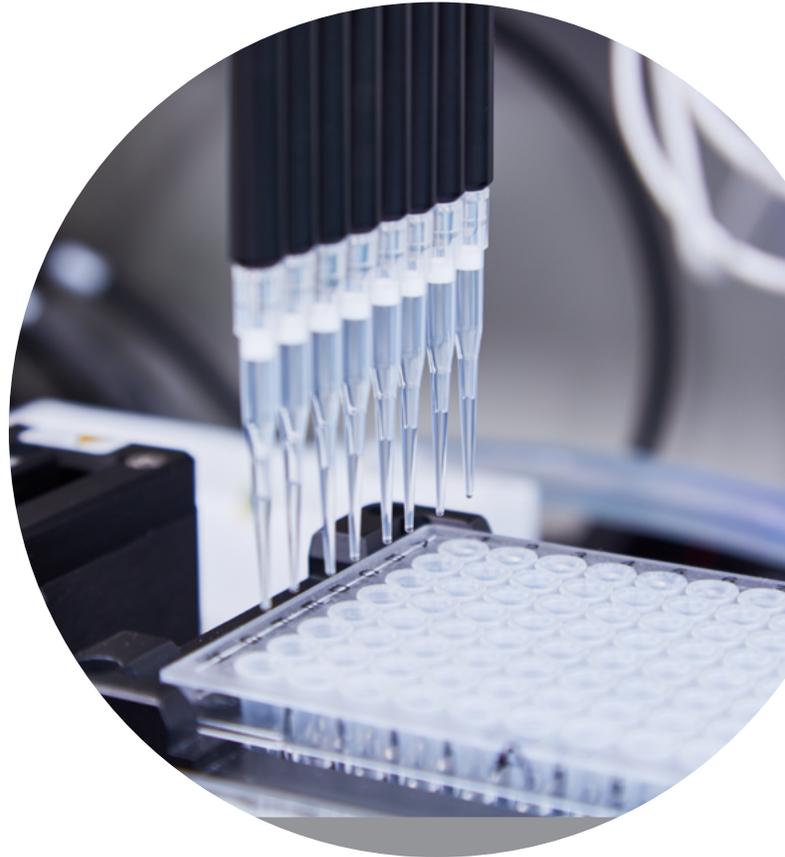
### G Zero Tolerance for Retaliation

Sangamo strictly prohibits **retaliation**, or taking negative action, against Sangamo workers who, in good faith, seek help in connection with, or report, potential misconduct or participate in misconduct investigations. Any such retaliation against Sangamo workers will be subject to disciplinary action, including potential termination of the employment or consulting relationship, as applicable. Forms of retaliation include, but are not limited to, threats of harm or termination of employment or consulting status, transfer to or assignment of less desirable work assignments, demotion, managerial or co-worker abuse, exclusion from work activities or actions that negatively impact salary, benefits or job prospects. If you suspect that retaliation has occurred against you or other Sangamo workers, you should immediately report the situation to Legal or Human Resources, or contact [compliance@sangamo.com](mailto:compliance@sangamo.com) or the Sangamo Compliance & Ethics Hotline as described in Section II(E) (Seeking Advice & Reporting Potential Misconduct). You should feel comfortable reporting suspected misconduct in good faith without fear of losing your job or facing other consequences. However, providing a false report in bad faith is grounds for disciplinary action, up to and including termination.



### H Consequences for Misconduct

Violations of standards contained in the Code put Sangamo and its workers at risk. To assure that all workers recognize the seriousness of violations and to establish consistent treatment of violators, Sangamo may discipline workers that violate the Code, Sangamo policies or applicable laws. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to these procedures, and may include, but is not limited to, oral or written warnings, suspensions (with or without pay or benefits), demotion or reassignment, financial penalties, termination of employment or the consulting relationship, restitution, legal action and referral to law enforcement authorities for prosecution. Sangamo workers who fail to use reasonable care to detect or report a violation, direct or approve of misconduct, engage in retaliation, or refuse to divulge requested information regarding a violation may also be subject to appropriate discipline. “Appropriate discipline” is based on the facts and circumstances of each particular situation. In determining what action is appropriate in a particular case, Sangamo shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question has been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.



### I Waivers of This Code

Only the Board, as a whole or through the Nominating and Corporate Governance Committee or the Audit Committee, may waive any part of this Code with respect to any situation involving Sangamo workers. Waivers will be disclosed to the public as required by applicable laws or stock exchange rules.



## III. Our Commitment to the Law

All Sangamo workers have an obligation to comply with all laws, rules and regulations applicable to Sangamo. This includes, but is not limited to, laws covering biopharmaceutical products, healthcare, intellectual property, corruption and bribery and other areas addressed in this Code. **Workers should understand the legal and regulatory requirements applicable to their business units and areas of responsibility.**

Sangamo also adopts policies from time to time that help guide our compliance with the law in specific areas. Through these policies, Sangamo may choose to restrict certain activities even if such restrictions are not required for legal compliance.

### A Anti-Bribery & Anti-Corruption Laws

Sangamo does not tolerate any form of bribery or corrupt business behavior. This applies to all Sangamo workers and business partners acting on our behalf anywhere in the world, and in all interactions and business transactions. All Sangamo workers and business partners are strictly prohibited from promising, offering, providing or authorizing cash payments or anything else of value, directly or indirectly through third parties, to any person, whether in the public or private sector, to achieve an improper purpose related to Sangamo's business. All Sangamo workers and business partners are also strictly prohibited from requesting, agreeing to receive or accepting money or anything of value from any person to achieve an improper purpose related to Sangamo's business.

Sangamo workers must comply with the U.S. Foreign Corrupt Practices Act (the "FCPA"), which prohibits Sangamo workers and anyone acting on behalf of Sangamo (such as business partners) from authorizing, offering, promising or giving money, gifts, services, employment or anything of value (directly or indirectly) that is intended to improperly influence the actions of non-U.S. government officials to advance Sangamo's interests. The fact that, in some countries, certain laws are not enforced or that violations of those laws are not subject to public criticism is not an excuse for noncompliance. Stated more concisely, the FCPA

prohibits the payment of bribes, kickbacks or other inducements to non-U.S. public officials to win or retain business. The term "public official" is broadly defined. For example, it covers politicians, officers and others employed in government departments, political parties, companies owned or partially owned by a government and international organizations. Most healthcare providers and scientists are considered to be public officials under the FCPA when they work in government-owned or government-affiliated hospitals, clinics, universities, or similar facilities.

It is also a violation of the FCPA if we have reason to believe that any portion of a payment to a business partner will be used for a prohibited payment to non-U.S. public officials. Specifically, Sangamo can be held liable under the FCPA even if there is no express authorization given to a business partner to engage in corruption, but they do so anyway, if Sangamo (i) has actual knowledge or a firm belief that a person will engage in corruption or (ii) consciously disregards, deliberately ignores or is willfully blind to the business partner's corrupt or improper practices. When doing business outside the United States (including the hiring of U.S. or foreign business partners who perform Sangamo business outside the United States), consult with Sangamo Legal to ensure compliance with the FCPA and other applicable anti-corruption laws.



## Our Commitment to the Law

The FCPA also includes requirements for public companies to maintain accurate books and records and a system of internal accounting controls. Specifically, Sangamo must maintain books, records, and accounts which, in reasonable detail, accurately and fairly reflect Sangamo's transactions, expenses, and asset dispositions. Sangamo must also maintain a system of internal accounting controls to provide reasonable assurances that transactions are properly authorized by management, executed, and recorded. This means that Sangamo workers must comply with Sangamo's internal controls and avoid unauthorized activities or expenses. Sangamo workers must also cooperate with Sangamo's periodic audits and other efforts to ensure that internal controls are being observed.

Sangamo prohibits facilitation payments worldwide. Facilitation payments or expediting payments are modest amounts of money paid as an unofficial fee to low level government employees to speed up or initiate the performance of a routine government service. Examples include processing papers for customs clearance or issuing visas. If you are solicited for a facilitation or expediting payment, contact Sangamo Legal immediately.

Many countries outside the United States have anti-corruption laws similar to the FCPA. Some of these laws, such as the UK Bribery Act 2010 and the French Sapin II Law of 2016, apply to both public and commercial bribery (e.g, bribes given to improperly influence the actions of private individuals to advance Sangamo's commercial interests). All Sangamo workers must strictly comply with all applicable anti-corruption laws worldwide when conducting Sangamo business. Violations of the FCPA and similar anti-corruption laws, even if unintentional, are crimes that can result in severe fines and criminal penalties, as well as disciplinary action by Sangamo, including termination.

**“ Sangamo does not tolerate any form of bribery or corrupt business behavior. This applies to all Sangamo workers and business partners acting on our behalf anywhere in the world, and in all interactions and business transactions. ”**



## Our Commitment to the Law

### B Gifts & Entertainment

Except with respect to healthcare providers as detailed in this Code, Sangamo workers may not give or receive anything of value that is not modest, reasonable and appropriate for the relationship. This includes gifts to or from any individual or organization with whom Sangamo does business, or who is seeking to do business with Sangamo. All Sangamo workers are expected to exercise good judgment. Any Sangamo workers with questions regarding the appropriateness of a gift or entertainment should immediately seek guidance from their manager or Sangamo Legal.

Certain business courtesies, such as payment for a lunch or dinner in connection with a business meeting, normally would not be a gift within the context of this Code. However, such activity must be limited in frequency. Workers must endeavor to avoid any situation where a gift or activity might appear to influence business judgment or relationships. It is against Sangamo policy to engage in any form of commercial bribery, including the offer or acceptance of any improper payment, gratuity or gift to obtain business or secure services.

No gift (or anything else of value) may ever be conditioned, expressly or implicitly, on or given as a reward or an inducement for a business partner's decision to purchase, prescribe or recommend use or purchase of a Sangamo product candidate. Please refer to the special rules noted below in Section IV(B) (Interactions with Healthcare Providers). In addition, when we conduct business outside the United States, we must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. Any gifts or entertainment must be reasonable and customary and part of legitimate business activity. Please see Section III(A) (Anti-Bribery and Anti-Corruption Laws) for more information.

You should make every effort to refuse or return a gift given to you or Sangamo that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you must promptly report the gift to your manager or Sangamo Legal. Your manager will bring the gift to the attention of Sangamo Legal, who may require you to donate the gift to an appropriate community organization. If you have any questions about whether it is permissible to accept a gift or something else of value, you must contact your manager or Sangamo Legal for additional guidance.

**“ All Sangamo workers are expected to exercise good judgment. ”**

### C Global Trade Laws & Regulations

We must strictly comply with all applicable export and import laws and requirements to obtain licenses or pay duties. We do not participate in unauthorized boycotts imposed by a foreign country or engage in any transactions or dealings with jurisdictions subject to a comprehensive embargo imposed by the U.S. government or with persons identified on prohibited party lists maintained by the U.S. government.



## Our Commitment to the Law

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In general, anything Sangamo ships out of the United States must be evaluated to ensure compliance with applicable export license requirements. There are certain statutory general licenses that allow Sangamo to export some products without a specific license. Export control regulations are, however, quite complex and differ for companies located in the United States and abroad. Additionally, we are subject to import laws governing goods we bring into the United States and applicable custom duties. Please contact Sangamo Supply Chain Logistics with any questions or concerns about global trade compliance.



## D Compliance with Insider Trading Laws

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Sangamo workers are prohibited from trading in Sangamo stock or other securities while in possession of material, non-public information about Sangamo. In addition, workers are prohibited from recommending, “tipping” or suggesting that anyone else buy or sell Sangamo stock or other securities on the basis of material, non-public information. Sangamo workers who obtain material non-public information about another company in the course of their duties are prohibited from trading in the stock or securities of that other company while in possession of such information or “tipping” others to trade on the basis of such information. Insider trading penalties apply to a “tipper,” whether or not such an individual derives any benefit from another’s actions. Sangamo workers who have any questions about specific transactions should seek additional guidance from Sangamo Legal.

Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by Sangamo, including termination. Sangamo workers are required to read carefully and observe our Insider Trading Policy, which is accessible by Sangamo workers [here](#) on Sanganet.



## IV. Our Commitment to Our Industry

Sangamo operates in a highly regulated industry. Rules at the federal and state levels governing our activities are designed to protect patients, support scientific discovery and good clinical decision making, and prevent interference with independent professional judgment. Our cultural values align with and support these goals.

### A Compliance with Healthcare Laws & Regulations

As mentioned above, the FDA and other U.S. government agencies regulate many areas of Sangamo's current and future operations, including, but not limited to, development, non-clinical and clinical research, manufacturing, safety, efficacy, quality, labeling, packaging, storage, recordkeeping, approval, adverse event reporting, advertising, promotion, marketing, sale, import, export, reporting and distribution of our products and product candidates. The European Medicines Agency and other health authorities outside the United States similarly regulate our operations. Violation of these laws and regulations can result in severe civil and criminal penalties (including fines, exclusion from reimbursement programs and imprisonment) assessed against Sangamo or responsible individuals, adverse publicity for Sangamo, total or partial suspension of production of Sangamo products, withdrawal of a Sangamo product from the market, and disciplinary action by Sangamo against the responsible individuals, up to and including termination of employment.

**Sangamo workers are expected to have a thorough understanding of the laws, regulations and other relevant standards applicable to their positions, and to comply with those requirements. If any doubt exists regarding whether a Sangamo worker's position or a particular course of action is governed by these laws and regulations, Sangamo workers must seek advice from their manager or Sangamo Legal.**

U.S. federal and state laws and regulations prohibit "kickback" activities within the healthcare field. This anti-kickback prohibition is broad, and it applies not only to hospitals and other healthcare facilities but also to vendors or suppliers who sell products or services to those entities. Any violation of this law can expose Sangamo and individual workers to significant penalties, including substantial fines and exclusion from participation in U.S. federal and/or state payor healthcare programs. In addition, any person participating in these "kickback" activities is subject to criminal prosecution. Sangamo workers are prohibited from giving gifts or promotional items of any kind to healthcare providers, with the sole exception of educational items that are actually useful to the healthcare provider's medical practice and that have been reviewed and approved in advance by Sangamo Legal. Please see Section IV(B) (Interactions with Healthcare Providers) below for more information. Anti-kickback prohibitions in foreign jurisdictions where Sangamo does business also apply to Sangamo workers, who are expected to comply with those requirements.



## Our Commitment to Our Industry

### B Interactions with Healthcare Providers

No Sangamo worker or person acting on behalf of Sangamo may ever offer or provide anything of value to a healthcare provider with an intent to influence a clinical decision or induce any recommendation or referral for a Sangamo product or product candidate. Interactions with healthcare providers are subject to many laws around the world and are sometimes referred to as anti-kickback or anti-sponsorship laws.

“Healthcare providers” include a broad set of individuals and entities that play a role in determining which treatments are most appropriate for particular patients. Typically, these include physicians, physician assistants, nurses and pharmacists. However, hospital administrators, insurance companies, pharmacy benefits administrators, and even those involved in the distribution of Sangamo’s products may play a role in the choice or availability of one treatment option over another. In many countries where we do business, the healthcare systems are operated by the government, and healthcare providers are frequently considered to be civil servants and therefore government employees.

**All interactions with healthcare providers must have a legitimate business purpose, must avoid interfering with independent medical judgment, and must be transparent, accurate and truthful in discussing Sangamo’s product candidates and/or scientific exploration.** We must never pay more than an appropriate market rate for services rendered by healthcare providers. Please see Section III(A) (Anti-Bribery and Anti-Corruption Laws) for more information.

### C Interactions with the Government

In the course of business, we may interact with the U.S., state and local governments and the governments of foreign countries.

Sangamo is committed to conducting its business with all governments and their representatives in compliance with all applicable laws and regulations, including the special requirements that apply to communications with governmental bodies that may have regulatory authority over our product candidates and operations, government contracts and government transactions. In our interactions with the U.S., state and local governments and the governments of foreign countries, we must:

- Be forthright and candid at all times. No worker may intentionally misstate or omit any material information from any written or oral communication with the government.
- Exercise extreme care in maintaining records for and allocating costs to government contracts. Costs incurred on one government project may not be charged against another government project.
- Ensure that all required written submissions are timely made to the government, and that all written submissions, whether voluntary or required, satisfy applicable laws and regulations.
- Avoid offering or exchanging any gifts, gratuities or favors with government employees, or paying for their meals, entertainment, travel or other similar expenses without first obtaining prior written approval from Sangamo Legal.



## Our Commitment to Our Industry

### D Ethical & Compliant Research & Development

Rigorous research and development are integral to the success of Sangamo, and we must take care to conduct our research and development with the utmost integrity. This includes conducting clinical trials safely and ethically, adhering to proper procedures for obtaining informed consent from clinical trial participants and complying with relevant guidelines, including relevant Good Laboratory Practices, Good Clinical Practices and Good Manufacturing Practices. In addition, Sangamo is committed to the humane care of animals. We only use animals in our research and development activities when scientifically necessary and must always do so in compliance with the Animal Welfare Act and other applicable regulations and standards in jurisdictions where we or our business partners conduct animal research on our behalf. Researchers and other workers and their respective managers are responsible for ensuring the accurate and complete recording in all material respects of all information, data, methods, results, discoveries, pharmaceutical and biological candidates and products, inventions, works of authorship, trade secrets, processes, conceptions, and formulas in laboratory notebooks (including electronic and paper) in the manner required by the applicable records management policies of Sangamo. Please see Section V(E) (Company Records) for additional information. Finally, Sangamo insists on rigorous handling of Sangamo's scientific data. Researchers must avoid false statements or omissions that distort research records. Anticipated research results cannot be reported prior to observation. Falsification or fabrication of data is a serious form of misconduct that is never tolerated.

### E Data Privacy & Personal Information

Sangamo respects the privacy of individuals, including members of its workforce, its business partners and patients, and processes personal information pursuant to applicable data privacy laws and for legitimate purposes only. **It is important to Sangamo to prevent the misuse or unauthorized disclosure of personal information that it handles.**

### F Working with Third Parties

We must take caution when selecting our business partners, especially our suppliers and outside consultants, since misconduct by our business partners can create legal and reputational issues for us. We must undertake appropriate due diligence of prospective material suppliers and outside consultants and ensure that binding legal contracts are in place with all material suppliers and outside consultants. We should not work with any business partner who we believe is acting unethically or illegally in connection with our business relationship, and we should reasonably monitor our material suppliers and outside consultants for their adherence with our values and applicable laws.

**“Rigorous research and development are integral to the success of Sangamo, and we must take care to conduct our research and development with the utmost integrity.”**



## V. Our Commitment to Our Company and Stockholders

### A Intellectual Property

Sangamo's intellectual property is among our most valuable assets and is essential to many aspects of our business, including licensing transactions, collaborations, partnerships, and maintaining our competitive advantage. Our intellectual property includes patents, trademarks, trade secrets and copyrights, as well as scientific and technical knowledge, know-how, data, and business experience.

**It is our responsibility to protect, maintain and defend Sangamo's intellectual property rights.**

All intellectual property including, but not limited to, trade secrets, inventions, improvements, technical innovations, plans, products, discoveries, and systems that any Sangamo worker creates, develops, designs, conceives, or reduces to practice while working at Sangamo must be disclosed to Sangamo and, if appropriate and at Sangamo's discretion, shall become the sole property of Sangamo.

It is the policy of Sangamo to comply fully with the laws of the United States and each state and foreign jurisdiction where Sangamo conducts business concerning patent, copyright, trademark and trade secret matters. Any question whether a proposed action would potentially infringe upon the intellectual property or proprietary rights of another party or entity should be referred directly to Sangamo Legal. Such matters include potential patent infringement, copying or distributing written work prepared by others, using signs or symbols that may be trademarks or trade names of another party, misappropriation of a trade secret of another party, or doing Sangamo business under any name other than Sangamo's name.

### B Confidential & Proprietary Information

Sangamo workers may learn of confidential and proprietary information of Sangamo or third parties. Sangamo requires that documents and other sources of such confidential information should only be distributed to workers who have a "need to know" such information based on their job duties.

Confidential information includes proprietary or non-public information in any form that might be of use to competitors, or, if disclosed, harmful to Sangamo or its business partners. Confidential information includes, but is not limited to, material non-public information (as further described in Sangamo's Insider Trading Policy referenced in Section III(D) (Compliance with Insider Trading Laws)), business plans, scientific and technical strategies, financial information, information related to Sangamo's research, preclinical and clinical programs, data and results, pharmaceutical and biological candidates and products, inventions, works of authorship, trade secrets, processes, conceptions, formulas, patents, patent applications, licenses, suppliers, manufacturers, customers, market data, worker data, personally identifiable information pertaining to our workers, contractors, business partners or other individuals (including, for example, names, addresses, telephone numbers, and social security numbers), and similar types of information provided to us, whether or not marked "confidential"; this information may be protected by patent, trademark, copyright or trade secret laws. The obligation to protect confidential information also continues after you leave Sangamo. Upon leaving Sangamo, all confidential information and materials that you have in your custody should remain at or be returned to Sangamo or be destroyed or deleted from your personal devices, and you have an ongoing obligation to maintain confidentiality and to not use such confidential



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information at any future employer, even after your departure from Sangamo. Unauthorized disclosure of confidential information could cause competitive harm to Sangamo or its business partners and could result in legal liability to you and Sangamo. Exceptions exist when disclosure is authorized by Sangamo or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding.

In addition, any confidential and/or proprietary information, materials, or other work product that you possess from any of your previous employers or other third parties should not be brought into Sangamo or used in any of your work at Sangamo, as doing so may violate your previous confidentiality agreements and potentially contaminate Sangamo's confidential information and intellectual property and expose us to legal and reputational risk. Any concerns or questions about your potential use of a former employer's or other third party's intellectual property or confidential and/or proprietary information or materials should be raised to Sangamo Legal.

**You must also take steps not to inadvertently disclose confidential information.** Materials that contain confidential information, such as memos, notebooks, laboratory notebooks (electronic and paper), laptop computers, and documents, should be stored securely. Other steps may include coding (in computer files and otherwise) documents as "confidential," locking files and desk drawers containing sensitive information, limiting the open display of confidential information in the workplace, limiting the copying of sensitive documents and maintaining a record of workers who ask to obtain documents containing material non-public information. Unauthorized posting or discussion of any information concerning our business, information, or prospects on the Internet is prohibited, regardless of

whether you use our own name or a pseudonym. All Sangamo emails, voicemails, and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of Sangamo except where required for legitimate business purposes. Additionally, **be mindful when discussing sensitive information in public places such as elevators, airports, airplanes, trains and restaurants.**

If you have any questions about the application of the above policy to any information in your possession, please contact Sangamo Legal. In order to promote compliance with the above policy, Sangamo workers are required to execute a Confidential Information and Invention Assignment Agreement as a condition to employment.

**“ ... you have an ongoing obligation to maintain confidentiality and to not use such confidential information at any future employer, even after your departure from Sangamo.”**



### C Conflicts of Interest

A conflict of interest can occur when the private interest of a Sangamo worker interferes, or appears to interfere, with the interests of Sangamo as a whole or a Sangamo worker's ability to act in Sangamo's best interest. **You must avoid any such interest that makes it difficult to perform your work objectively and effectively.**

The following situations are examples of potential conflicts of interest, but they are by no means a comprehensive list. If you believe that you or another worker may have an actual or potential conflict of interest with Sangamo, you should immediately report it to your manager or Sangamo Legal. Conflicts of interest that are approved by Sangamo Legal are not violations of this Code. However, failure to report potential conflicts of interest is a violation of this Code.

- **Outside Employment & Board Service:**

No Sangamo employee may provide any services, whether on a voluntary or paid basis, to any third party that the employee knows or has reason to believe is a business partner or competitor of Sangamo (other than services to be provided as part of such employee's role with Sangamo) without the prior written approval of Sangamo. In addition, no Sangamo employees may work as an employee of any non-Sangamo entity without the prior written approval of Sangamo in each case. All Sangamo contractors and consultants must disclose to Sangamo their other outside employment and consulting arrangement at any third party that such consultant knows or has reason to believe is a business partner or competitor of Sangamo.

- **Improper Personal Benefits:** No worker may obtain any material personal benefits or favors because of such worker's position with Sangamo. For instance, no worker may make side deals with Sangamo's business partners in which such worker is separately compensated by the business partner or a third party.
- **Financial Interests:** No workers may have a significant financial interest (ownership or otherwise) in any company that the individual knows or has reason to believe is a material business partner or competitor of Sangamo. A "significant financial interest" includes (i) ownership of greater than 5% of the equity of a material business partner or competitor or (ii) an investment in a material business partner or competitor that represents more than 5% of Sangamo's total assets.
- **Loans or Other Financial Transactions:** No workers may obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that the individual knows or has reason to believe is a material business partner or competitor of Sangamo. This restriction does not apply to or prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- **Service on Boards and Committees:** No workers may serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of Sangamo without the prior written consent of Sangamo. Additionally, employees may not serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) in the life



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sciences, biopharmaceutical or health care sectors without the prior written approval of Sangamo Legal. Employees on the Sangamo Senior Leadership Team should obtain prior written approval of Sangamo prior to serving on any board of directors or trustees or on a leadership committee of any entity.

- **Actions of Family Members:** The actions of family members outside the workplace may also give rise to conflicts of interest because they may influence our objectivity in making decisions on behalf of Sangamo. For purposes of this Code, “family members” include a spouse or domestic partner, brothers, sisters and parents, in-laws, children – whether such relationships are by blood, marriage or adoption – and any other person living in the same home as a Sangamo worker. In particular, you must avoid hiring family members as Sangamo workers or entering into business relationships with family members or entities with which they are affiliated without the prior written approval of Sangamo Legal.

For purposes of this Code, “business partners” includes our direct suppliers of goods and services, consultants, licensors, licensees, collaborators, contractors and customers. If you are uncertain whether a particular person or entity is a material business partner or competitor of Sangamo, you must contact Sangamo Legal for assistance.

Sangamo requires that Sangamo workers disclose any situation that reasonably would be expected to give rise to a potential conflict of interest. If you reasonably believe that you have a conflict of interest, or something that others would reasonably perceive as a conflict of interest, you must report it in writing to your manager or Sangamo Legal. Your manager and Sangamo Legal will work with you to determine whether there is a conflict of interest and, if so, how best to address it.

## D Corporate Opportunities

Sangamo workers have an obligation to advance Sangamo’s interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through the use of corporate property or information or because of your position with Sangamo, you must first present the business opportunity to Sangamo before pursuing the opportunity in your individual capacity. **No Sangamo worker may use corporate property, information or such worker’s position with Sangamo for personal gain and no Sangamo employee may compete with Sangamo while employed at Sangamo.**

You must disclose to your manager the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your manager will contact Sangamo Legal to determine whether Sangamo wishes to pursue the business opportunity. You may only pursue such opportunity if Sangamo declines to do so and Sangamo grants you written approval to proceed. Directors and officers must disclose to the full Board the terms and conditions of the opportunity and may only pursue such opportunity if the Board declines to do so.

If Sangamo waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code; provided that any pursuit of such business opportunity shall not interfere in any way with or otherwise interrupt your work, duties and responsibilities as Sangamo workers.



### E Company Records

Regardless of whether they are paper, electronic, or otherwise, accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and many other aspects of our business and guide our business decision-making and strategic planning. Sangamo records include signed contracts, policies, payroll documentation, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files, laboratory notebooks (including electronic and paper), worker records, records relating to our intellectual property, product development and collaborations and all other records maintained in the ordinary course of our business.

All Sangamo records must be complete, accurate and reliable in all material respects. All Sangamo workers must follow applicable records management policies of Sangamo to ensure that Sangamo records are maintained, stored, and when appropriate, destroyed in compliance with applicable legal, regulatory, tax, employment and trade requirements. If we institute a legal hold in response to requests by third parties, lawsuits or other inquiries, all workers notified must not alter, discard or destroy any records that may be pertinent to the event. We must comply with all terms of the legal hold until lifted by Sangamo Legal. **If you are aware of an imminent or ongoing investigation, audit or examination initiated by Sangamo or any government agency, then you should retain all documents (including computer records) in your custody or control relating to the matter under review.** The destruction or falsification of a document in order to impede a governmental investigation, audit or examination may lead to prosecution for obstruction of justice. If you are not sure how to manage a Sangamo record or document, you must consult your manager or Sangamo Legal for guidance.

### F Protection & Use of Company Assets

Sangamo workers must protect Sangamo's assets and use them for legitimate business purposes only. The use of Sangamo funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited. To protect Sangamo's assets, you should:

- Exercise reasonable care to prevent theft of, damage to or misuse of Sangamo property.
- Avoid abuse of or excessive personal use of Sangamo's telephone, computer and internet systems.
- Report the actual or suspected theft, damage or misuse of Sangamo property to a manager, Human Resources, or Legal.
- Appropriately protect electronic programs, data, communications and written materials from unauthorized disclosure or access.

Sangamo workers should be aware that Sangamo property includes all data and communications transmitted or received by or through, or contained in, Sangamo's systems and facilities. Sangamo workers should have no expectation of privacy with respect to their activities on Sangamo's systems or in its facilities. Sangamo may monitor all communications occurring on or through its systems or facilities. These communications may also be subject to disclosure to law enforcement or government officials.



### G Accuracy of Financial Reports

As a public company, we are subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding Sangamo's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage Sangamo and result in legal liability.

All Sangamo workers must do their part to ensure that the accounting and financial records of Sangamo are accurate and complete. This responsibility does not reside exclusively with Sangamo accounting workers.

**If you have reason to believe that any of Sangamo's books or records are not being maintained in an accurate or complete manner, or have any other concerns or complaints regarding accounting, internal controls or auditing matters, you are expected to report this immediately to your manager, to Sangamo Legal, to [compliance@sangamo.com](mailto:compliance@sangamo.com) or to the Sangamo Compliance & Ethics Hotline, as described in Section II(E) (Seeking Advice and Reporting Potential Misconduct) above.**

Sangamo's Chief Financial Officer and other Sangamo workers working in the Finance Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. They must understand and strictly comply with generally accepted accounting principles and standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.



### H Conducting & Responding to Audits

Our auditors have a duty to review our records in a fair and accurate manner. We are expected to cooperate with our auditors in good faith and in accordance with the law. Additionally, we must not fraudulently induce or influence, coerce, manipulate or mislead our auditors regarding financial records, processes, controls or procedures or other matters relevant to their engagement.



## VI. Our Commitment to Each Other

### A Employment & Workplace Matters

Sangamo strongly believes in a diverse workplace where all Sangamo workers can thrive in an inclusive environment free from discrimination, harassment, bias and prejudice. We aim to treat all individuals with respect and dignity and to provide all Sangamo workers with equal opportunity and fair treatment based on merit. By embracing diversity and inclusion, we create an organization committed to working together to develop innovative solutions in support of the Sangamo mission consistent with our values. At Sangamo, we cultivate a culture and environment where different backgrounds and perspectives are not only respected and heard but embraced and celebrated. Our diverse, equitable and inclusive culture fosters an engaged and committed workplace which, in turn, helps us understand and meet the needs of the patients we seek to help with our medicines. Sangamo maintains a Global Anti-Discrimination and Anti-Harassment Policy which is accessible by Sangamo workers [here](#) on Sanganet. All Sangamo workers are required to review it and conduct themselves in accordance with it.

**“ By embracing diversity and inclusion, we create an organization committed to working together to develop innovative solutions in support of the Sangamo mission consistent with our values.**

### Diversity and Inclusion





## VII. Our Commitment to Public

### A Public Communications & Fair Disclosures

Sangamo places a high value on its credibility and reputation in the community. What is written or said about Sangamo directly impacts our reputation, positively or negatively. **We strive to disclose accurate and complete information to our investors when appropriate and in a manner consistent with our obligations to maintain the confidentiality of competitive and proprietary information, to prevent selective disclosure of market-sensitive information, and to abide by the various legal and regulatory requirements with respect to our public communications.**



To ensure compliance with this policy, only authorized workers may make statements on behalf of Sangamo. Other workers should refrain from speaking on behalf of Sangamo publicly, including on social media. All news media or other public requests for information regarding Sangamo must be directed to Sangamo Global Communications to evaluate and coordinate a response to the request.

In addition, Sangamo workers may not disclose material non-public information about Sangamo to securities market professionals (including analysts and investments advisors) or stockholders without first obtaining prior approval from the Chief Executive Officer, Sangamo Investor Relations or Sangamo Legal. Material non-public information is information not generally disseminated to the public that a reasonable investor would likely consider important in making an investment decision (i.e., to buy, sell or hold securities). All requests and inquiries regarding current or former workers of Sangamo should be directed to Sangamo Global Communications and Investor Relations.



## VIII. Conclusion

No document can address all aspects of Sangamo's business. In our day-to-day activities at Sangamo, everyone must strive to maintain awareness of these issues and to comply with the letter and spirit of this Code, Sangamo policies and applicable laws as well as Sangamo's mission and values.

### **BEFORE TAKING AN ACTION, YOU MUST ALWAYS ASK YOURSELF:**

- **Does it feel right?**
- **Does this action fit with our culture, mission and values?**
- **Is this action in compliance with the law?**
- **Could my action create an appearance of impropriety?**

If an action would elicit the wrong answer to any of these questions, do not take it. Sangamo does not expect perfection, but we do **expect good intentions, excellent judgment and professionalism.** We rely on each and every one of you to promote a culture of compliance and ethics at Sangamo. Thank you for cooperating with, **contributing to and cultivating a robust compliance culture at Sangamo.**