



## 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 of “Vice President” and above 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 equity compensation plans and the Incentive Compensation Plan;
- 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 must also qualify as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”) and the regulations promulgated thereunder and 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 for one-

year terms. The Nominating and Corporate Governance Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

### **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 delegate authority to one or more members of the Committee where appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole.
- D. 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.
- E. The Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter.
- F. 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.

## **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. Establish compensation plans and programs for executive officers and key employees, including incentive and equity-based plans and programs, and authorize appropriate employment contracts, special retirement benefits, and severance or change in control arrangements, and review and approve any material changes to such compensation plans and programs, including terminating such agreements, arrangements or plans as necessary or advisable.
  - 3. Periodically review the adequacy of such plans, programs and arrangements for the executive officers and key employees.
  - 4. Administer or delegate to a subcommittee of the Committee the authority to administer, the Company's incentive and equity-based plans and programs and otherwise exercise the authority of the Board with respect to such plans.
  - 5. Periodically review 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, and recommend any proposed changes to the Board for its approval.
- 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. 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