

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**SIGILON THERAPEUTICS, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
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**Sigilon Therapeutics, Inc.**  
100 Binney Street, Suite 600  
Cambridge, MA 02142

#### **NOTICE OF 2021 ANNUAL MEETING OF STOCKHOLDERS**

The 2021 Annual Meeting of Stockholders (the “Annual Meeting”) of Sigilon Therapeutics, Inc. (the “Company” or “Sigilon”) will be held on June 24, 2021, at 8:00 a.m. Eastern Time, in a virtual meeting format at [www.meetingcenter.io/253922431](http://www.meetingcenter.io/253922431), for the purpose of considering the following purposes:

1. To elect Eric Shaff and Robert Ruffolo, Jr., Ph.D. as Class I directors, each for a three-year term.
2. To ratify the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2021.

We will also consider and act upon any other matters that properly come before the Annual Meeting or any adjournment or postponement thereof.

Our Board of Directors recommends that you vote FOR each of the nominees for Class I director (Proposal No. 1) and FOR ratification of the proposed independent registered public accounting firm (Proposal No. 2).

Each outstanding share of the Company’s common stock (Nasdaq: SGTX) entitles the holder of record at the close of business on April 26, 2021, to receive notice of and to vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting.

Due to the ongoing public health impact of the coronavirus pandemic (COVID-19) and to support the health and well-being of our directors, employees and stockholders, our annual meeting will be a completely virtual meeting of stockholders, which will be conducted via live webcast. You will be able to attend the meeting online and submit your questions during the meeting by visiting [www.meetingcenter.io/253922431](http://www.meetingcenter.io/253922431). You will also be able to submit questions and vote your shares electronically at the meeting.

Stockholders will need their unique control number, which appears on the Notice of Internet Availability of Proxy Materials or proxy card (printed in the shaded bar), or within the body of the email sending the proxy statement. If you hold shares beneficially through a bank, broker or other nominee (that is, in “street name”), you must register in advance to gain access to the virtual meeting, submit questions and to vote shares during the meeting. To register, you will need to obtain a legal proxy from your bank, broker or other nominee. Once you have received a legal proxy from them, you must submit a copy of this legal proxy, along with your name and email address to Computershare at [legalproxy@computershare.com](mailto:legalproxy@computershare.com). Alternatively, you may mail your legal proxy to the following address: Computershare, Sigilon Therapeutics, Inc. Legal Proxy, P.O. Box 43001, Providence, RI 02940-3001. Requests for registration must be labeled as “Legal Proxy” and received no later than 5 p.m. Eastern Time on June 18, 2021. You will receive an email from Computershare confirming your registration and providing your control number. You will need your control number to access the virtual annual meeting, submit your questions and vote your shares electronically. The annual meeting will begin promptly at 8:00 a.m., Eastern Time, on June 24, 2021. The password for the meeting is SGTX2021.

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Whether or not you expect to attend the meeting, we urge you to vote your shares by following the instructions in the Important Notice Regarding the Availability of Proxy Materials that you received by mail and submit your proxy by Internet, by telephone or, if you received written proxy materials, by signing, dating and returning a proxy card included in these materials in order to ensure the presence of a quorum. If you choose to virtually attend the Annual Meeting, you may still vote your shares in real time, even if you have previously voted or returned your proxy by any of the methods described in our proxy statement. If your shares are held in a bank or brokerage account, please refer to the materials provided by your bank or broker for voting instructions.

All stockholders are extended a cordial invitation to attend the meeting.

By Order of the Board of Directors

/s/Rogério Vivaldi Coelho, M.D.

Rogério Vivaldi Coelho, M.D.

*President and Chief Executive Officer, Director*

April 27, 2021

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**Sigilon Therapeutics, Inc.**  
100 Binney Street, Suite 600  
Cambridge, MA 02142

**PROXY STATEMENT FOR 2021 ANNUAL MEETING OF STOCKHOLDERS  
To Be Held On Thursday, June 24, 2021 at 8:00 a.m. Eastern Time**

This proxy statement, along with the accompanying Notice of 2021 Annual Meeting of Stockholders, contains information about the 2021 Annual Meeting of Stockholders of Sigilon Therapeutics, Inc., which we refer to as the Annual Meeting, including any adjournments or postponements of the Annual Meeting. We are holding the Annual Meeting in a virtual meeting format at 8:00 a.m. Eastern Time, at [www.meetingcenter.io/253922431](http://www.meetingcenter.io/253922431).

In this proxy statement, we refer to Sigilon Therapeutics, Inc. as “Sigilon,” “the Company,” “we” and “us.”

This proxy statement relates to the solicitation of proxies by our Board of Directors for use at the Annual Meeting.

On or about April 27, 2021, we made available this proxy statement and the Notice of 2021 Annual Meeting of Stockholders to all stockholders entitled to vote at the Annual Meeting, and we began sending the proxy card and the Important Notice Regarding the Availability of Proxy Materials (the “Notice of Proxy Materials”) to all stockholders entitled to vote at the Annual Meeting. Although not part of this proxy statement, we have also made available with this proxy statement our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 (the “Annual Report”), which includes our financial statements for the fiscal year ended December 31, 2020.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
STOCKHOLDER MEETING TO BE HELD ON JUNE 24, 2021**

**This proxy statement and our Annual Report are available for viewing, printing and downloading at [www.edocumentview.com/SGTX](http://www.edocumentview.com/SGTX). Shareholders will need their unique control number, which appears on the Notice of Internet Availability of Proxy Materials or proxy card (printed in the shaded bar), or within the body of the email sending the proxy statement.**

**Additionally, you can find a copy of our Annual Report on the website of the Securities and Exchange Commission, or the SEC, at [www.sec.gov](http://www.sec.gov), or in the “Investors/ Media” section of our website at [www.sigilon.com](http://www.sigilon.com). You may also obtain a printed copy of our Annual Report, free of charge, by sending a written request to: Sigilon Therapeutics, Inc., 100 Binney Street, Suite 600, Cambridge, MA 02142, Attention: Secretary. Exhibits, if any, will be provided upon written request and payment of an appropriate processing fee.**

**IMPORTANT INFORMATION ABOUT THE ANNUAL MEETING AND VOTING**

**Why is the Company soliciting my proxy?**

The Board of Directors of Sigilon Therapeutics, Inc. is soliciting your proxy to vote at the 2021 Annual Meeting of Stockholders to be held at 8:00 a.m. Eastern Time on June 24, 2021, in a virtual meeting format at [www.meetingcenter.io/253922431](http://www.meetingcenter.io/253922431), and any adjournments of the meeting, which we refer to as the Annual Meeting. The proxy statement along with the accompanying Notice of 2021 Annual Meeting of Stockholders summarizes the purposes of the meeting and the information you need to know to vote at the Annual Meeting.

We have made available to you on the Internet or have sent you this proxy statement, the Notice of 2021 Annual Meeting of Stockholders, the proxy card and a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 because you owned shares of Sigilon Therapeutics, Inc. common stock on the record date.

**When were this proxy statement and the accompanying materials sent to stockholders?**

On or about April 27, 2021, we began sending the Notice of Proxy Materials to all stockholders entitled to vote at the Annual Meeting.

**When is the record date for the Annual Meeting?**

The Company's Board of Directors has fixed the record date for the Annual Meeting as of the close of business on April 26, 2021. Only stockholders who owned our common stock at the close of business on April 26, 2021 are entitled to vote at the Annual Meeting.

**Why a Virtual Meeting?**

Due to the ongoing public health impact of the coronavirus pandemic (COVID-19) and to support the health and well-being of our directors, employees and stockholders, we are relying on the latest technology to host a virtual meeting. Stockholders will be able to attend the meeting online and submit questions by visiting [www.meetingcenter.io/253922431](http://www.meetingcenter.io/253922431). Stockholders will also be able to submit questions and vote their shares electronically during the meeting.

**How many votes can be cast by all stockholders?**

A total of 31,529,486 shares of common stock of the Company were outstanding on April 26, 2021 and are entitled to be voted at the meeting. Each share of common stock is entitled to one vote on each matter.

**How do I vote?**

If you are a stockholder of record and your shares are registered directly in your name, you may vote:

**By Internet.** Vote by Internet by going to the web address [www.edocumentview.com/SGTX](http://www.edocumentview.com/SGTX) before the annual meeting and following the instructions for Internet voting on the Notice of Internet Availability or proxy card. Have the Notice of Internet Availability of Proxy Materials, which contains your control number, available when voting by Internet.

**By Telephone.** Vote by telephone by following the instructions on the Notice of Internet Availability of Proxy Materials or proxy card.

**By Mail.** Vote by proxy card, if you have received written proxy materials by mail, by completing, signing, dating, and mailing your proxy card in the envelope provided. If you vote by Internet, please do not mail your proxy card. Your proxy will be voted in accordance with your instructions. If you sign and return a proxy but do not specify how you want your shares voted, they will be voted as recommended by our Board of Directors and according to the discretion of the proxy holder named in the proxy card upon any other business that may properly be brought before the meeting and at all adjournments and postponements thereof.

**At the Virtual Meeting.** The meeting will be held entirely online. During the annual meeting, you may vote online by following the instructions at [www.meetingcenter.io/253922431](http://www.meetingcenter.io/253922431). Have the Notice of Internet Availability of Proxy Materials, which contains your control number, available when you access the virtual meeting webpage.

If your shares of common stock are held in street name (held for your account by a broker or other nominee):

**By Internet or By Telephone.** You will receive instructions from your broker or other nominee if you are permitted to vote by Internet or telephone.

**By Mail.** You will receive instructions from your broker or other nominee explaining how to vote your shares.

**At the Virtual Meeting.** The meeting will be held entirely online. Please note that if you hold your shares through a broker, bank or other nominee, in order to join the virtual meeting as a stockholder and be able to vote and submit questions during the Annual Meeting, you will need to contact your broker, bank or other nominee to receive proof of your beneficial ownership and submit such proof, along with your name and email address, to Computershare no later than 5:00 p.m. Eastern Time on June 18, 2021, which may be submitted via: (i) email to [legalproxy@computershare.com](mailto:legalproxy@computershare.com) or (ii) mail to Computershare, Sigilon Therapeutics, Inc. Legal Proxy, P.O. Box 43001, Providence, Rhode Island 02940-3001. You will receive a confirmation of your registration by email after we receive your registration materials.

### **What are the Board's recommendations on how to vote my shares?**

The Board of Directors recommends a vote:

Proposal 1: FOR election of Eric Shaff and Robert Ruffolo, Jr., Ph.D. as Class I directors.

Proposal 2: FOR ratification of selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021.

### **Who pays the cost for soliciting proxies?**

Sigilon will bear the cost of solicitation of proxies. This includes the charges and expenses of brokerage firms and others for forwarding solicitation material to beneficial owners of our outstanding common stock. This cost also includes support for the hosting of the virtual Annual Meeting. Sigilon may solicit proxies by mail, personal interview, telephone or via the Internet through its officers, directors and other management employees, who will receive no additional compensation for their services.

### **Can I change my vote?**

You may revoke your proxy at any time before it is voted by notifying the Secretary in writing, by returning a signed proxy with a later date, by transmitting a subsequent vote over the Internet or by telephone prior to the close of the Internet voting facility or the telephone voting facility, or by attending and voting live at the virtual meeting. If your stock is held in street name, you must contact your broker or nominee for instructions as to how to change your vote.

### **How is a quorum reached?**

The presence, virtually in person or by proxy, of holders of at least a majority of the total number of outstanding shares entitled to vote is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Abstentions and "broker non-votes" (i.e., shares represented at the meeting held by brokers, bankers or other nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote such shares and, with respect to one or more but not all issues, such brokers or nominees do not have discretionary voting power to vote such shares), if any, will be counted for purposes of determining whether a quorum is present for the transaction of business at the meeting.

**What vote is required to approve each item?**

<b>Proposal 1: Elect Directors</b>	For the election of the Class I director nominees, each director nominee presented must be elected by a majority of the votes cast. Director nominees are elected by a majority vote for uncontested director elections, and because the number of director nominees properly nominated does not exceed the number of positions on the Board of Directors to be filled by election, this election of directors is uncontested. If, as of a date that is fourteen (14) days in advance of the date the Company files its definitive proxy statement with the SEC, the number of persons properly nominated for election to the Board of Directors at such meeting exceeds the number of directors to be elected at such meeting, then the election of such directors shall be determined by a plurality of the votes cast. To elect a director nominee to the Board of Directors, a nominee for director shall be elected to the Board of Directors if the votes properly cast FOR such nominee's election exceed the votes properly cast AGAINST such nominee's election (with "abstentions" and "broker non-votes" not counted as votes cast either FOR or AGAINST any director's election). Only FOR and AGAINST votes will affect the outcome. Abstentions will have no effect on this Proposal 1. <b>Proposal 1 is a non-routine matter.</b> Therefore, brokerage firms will not have authority to vote customers' unvoted shares held by the firms in street name for the election of directors. As a result, any shares not voted by a customer will be treated as a broker non-vote. Such broker non-votes will have no effect on the results of this vote.
<b>Proposal 2: Ratify Selection of our Independent Registered Public Accounting Firm</b>	For the ratification of the selection of our independent registered public accounting firm for our 2021 fiscal year, the votes cast FOR must exceed the votes cast AGAINST. Only FOR and AGAINST votes will affect the outcome. Abstentions will have no effect on the results of this vote. <b>Proposal 2 is a routine matter.</b> Therefore, brokerage firms will have authority to vote customers' unvoted shares held by the firms in street name on this proposal. If a broker does not exercise this authority, such broker non-votes will have no effect on the results of this vote. We are not required to obtain the approval of our stockholders to select our independent registered public accounting firm. However, if our stockholders do not ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021, the Audit Committee of the Board of Directors will reconsider its selection.

A "broker non-vote" occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote the shares on a proposal because the broker, bank or other nominee does not have discretionary voting power for a particular item and has not received instructions from the beneficial owner regarding voting. Brokers, banks or other nominees who hold shares for the accounts of their clients have discretionary authority to vote shares if specific instructions are not given with respect to routine matters. Although the determination of whether a broker, bank or other nominee will have discretionary voting power for a particular item is typically determined only after proxy materials are filed with the SEC, we expect that the election of each nominee for director (Proposal 1) will be a non-routine matter and that the proposal on ratification of the appointment of our independent registered public accounting firm (Proposal 2) will be a routine matter.

If there are insufficient votes to approve these proposals, your proxy may be voted by the persons named in the proxy card to adjourn the Annual Meeting in order to solicit additional proxies in favor of the approval of such proposal(s). If the Annual Meeting is adjourned or postponed for any purpose, at any subsequent reconvening of the meeting, your proxy will be voted in the same manner as it would have been voted at the original convening of the Annual Meeting unless you withdraw or revoke your proxy.

**Could other matters be decided at the Annual Meeting?**

We do not know of any other matters that may be presented for action at the Annual Meeting. Should any other business come before the meeting, the persons named on the enclosed proxy will have discretionary authority to vote the shares represented by such proxies in accordance with their best judgment. If you hold shares through a broker, bank or other nominee as described above, they will not be able to vote your shares on any other business that comes before the Annual Meeting unless they receive instructions from you with respect to such matter.

**What happens if the meeting is postponed or adjourned?**

Your proxy may be voted at the postponed or adjourned meeting. You will still be able to change your proxy until it is voted.

**What does it mean if I receive more than one proxy card or voting instruction form?**

It means that you have multiple accounts at the transfer agent or with brokers. Please complete and return all proxy cards or voting instruction forms to ensure that all of your shares are voted.

**What if during the check-in time or during the Annual Meeting I have technical difficulties or trouble accessing the virtual meeting website?**

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting website. If you encounter any difficulties accessing the virtual meeting website, please call the technical support number that will be posted on the Annual Meeting log-in page.

**Electronic Delivery of Company Stockholder Communications**

Most stockholders can elect to view future proxy materials and annual reports over the Internet instead of receiving paper copies in the mail. You can choose this option and save us the cost of producing and mailing these documents by following the instructions provided when you vote over the Internet.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of April 26, 2021 (unless otherwise specified), with respect to the beneficial ownership of our common stock by each person who is known to own beneficially more than 5% of the outstanding shares of common stock, each person currently serving as a director, each nominee for director, each named executive officer (as set forth in the Summary Compensation Table below), and all directors and executive officers as a group.

Shares of common stock subject to options, restricted stock units or other rights to purchase which are now exercisable or are exercisable within 60 days after April 26, 2021 are to be considered outstanding for purposes of computing the percentage ownership of the persons holding these options or other rights but are not to be considered outstanding for the purpose of computing the percentage ownership of any other person. As of April 26, 2021, there were 31,529,486 shares of common stock outstanding. Unless otherwise indicated, the address for each beneficial owner is c/o Sigilon Therapeutics, Inc., 100 Binney Street, Suite 600, Cambridge, MA 02142.

Name of beneficial owner	Number of shares beneficially owned	Percentage of shares beneficially owned
<b>5% or greater stockholders:</b>		
Flagship Pioneering Funds <sup>(1)</sup>	10,370,369	31.5 %
Eli Lilly and Company <sup>(2)</sup>	2,744,443	8.3 %
Robert Langer, Sc.D. <sup>(3)</sup>	2,222,220	6.8 %
<b>Directors and Named Executive Officers:</b>		
Rogério Vivaldi Coelho, M.D. <sup>(4)</sup>	771,389	2.3 %
Glenn Reicin <sup>(5)</sup>	111,666	*
Devyn Smith, Ph.D. <sup>(6)**</sup>	189,026	*
Daniel Anderson, Ph.D.	2,222,222	6.8 %
Douglas Cole, M.D.	—	*
John Cox <sup>(7)</sup>	27,779	*
Stephen Oesterle, M.D. <sup>(8)</sup>	55,555	*
Kavita Patel, M.D. <sup>(9)</sup>	13,890	*
Robert Ruffolo, Jr., Ph.D. <sup>(10)</sup>	55,555	*
Eric Shaff <sup>(11)</sup>	48,611	*
All executive officers and directors as a group (11 persons) <sup>(12)</sup>	3,599,027	10.9 %

\* Represents beneficial ownership of less than one percent of our outstanding common stock.

\*\* Dr. Smith resigned in April 2020.

- (1) Based solely on information contained in the Schedule 13G filed with the SEC on February 16, 2021 reporting beneficial ownership of Flagship Ventures Fund V, L.P. (“Flagship Fund V”), Flagship Ventures Fund V General Partner LLC (“Flagship V GP”), Flagship Pioneering Special Opportunities Fund II, L.P. (“Flagship Opportunities Fund II”), Flagship Pioneering Special Opportunities Fund II General Partner LLC (“Opportunities Fund II GP”), Flagship Pioneering, Inc. (“Flagship Pioneering”) and Noubar B. Afeyan, Ph.D. (“Dr. Afeyan”). Flagship Fund V and Flagship V GP have shared voting power and shared dispositive power over 8,888,888 shares of our common stock. Flagship Opportunities Fund II, Opportunities Fund II GP and Flagship Pioneering have shared voting power and shared dispositive power over 1,481,481 shares of our common stock. Dr. Afeyan has shared voting power and shared dispositive power over 10,370,369 shares of our common stock.
- (2) Based solely on information contained in the Schedule 13G filed with the SEC on February 12, 2021 reporting beneficial ownership of Eli Lilly and Company. Eli Lilly and Company has sole voting power and sole dispositive power over 2,744,443 shares of our common stock.
- (3) Includes 211,110 shares held by the Langer Family 2020 Trust, 8,523 shares held by the Samuel A. Langer 2014 Trust, 8,523 shares held by the Michael D. Langer 2014 Trust, and 8,523 shares held by the Susan K. Langer 2014 Trust.
- (4) Includes options to purchase 749,167 shares of common stock that are exercisable within 60 days of April 26, 2021.
- (5) Includes options to purchase 111,666 shares of common stock that are exercisable within 60 days of April 26, 2021.

- (6) Includes options to purchase 189,026 shares of common stock that are exercisable within 60 days of April 26, 2021.
- (7) Includes options to purchase 27,779 shares of common stock that are exercisable within 60 days of April 26, 2021.
- (8) Includes options to purchase 55,555 shares of common stock that are exercisable within 60 days of April 26, 2021.
- (9) Includes options to purchase 13,890 shares of common stock that are exercisable within 60 days of April 26, 2021.
- (10) Includes options to purchase 55,555 shares of common stock that are exercisable within 60 days of April 26, 2021.
- (11) Includes options to purchase 48,611 shares of common stock that are exercisable within 60 days of April 26, 2021.

## **MANAGEMENT AND CORPORATE GOVERNANCE**

### ***BOARD COMPOSITION AND STRUCTURE***

Our certificate of incorporation states that the Board of Directors shall consist of not fewer than three and not more than fifteen members, and the precise number of directors shall be fixed by a resolution of the Board of Directors. Each director shall hold office until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. Our certificate of incorporation provides that our directors may be removed only for cause by the affirmative vote of the holders of a majority of the voting power of the outstanding shares of capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, at a meeting of the stockholders called for that purpose. Any vacancy in the Board of Directors, including a vacancy that results from an increase in the number of directors, may be filled by a vote of the majority of the directors then in office.

Our certificate of incorporation provides that the Board of Directors is divided into three classes of directors, with the classes as nearly equal in number as possible. Each of our directors identified below serves in the class indicated. Subject to any earlier resignation or removal in accordance with the terms of our restated certificate of incorporation and bylaws, our Class I directors who are re-elected at the 2021 annual meeting of stockholders will serve until the 2024 annual meeting of stockholders; our Class II directors will serve until the 2022 annual meeting of stockholders; and our Class III directors will serve until the 2023 annual meeting of stockholders. Any additional directorships resulting from an increase in the number of directors will be apportioned by the Board among the three classes.

The Board of Directors is currently comprised of eight members. Below is a list of the names, ages as of April 26, 2021 and classification of the individuals who currently serve as our directors.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Eric Shaff	45	Director (Class I)
Robert Ruffolo, Jr., Ph.D.	71	Director (Class I)
Daniel G. Anderson, Ph.D. <sup>(1)</sup>	51	Director (Class I)
Rogério Vivaldi Coelho, M.D.	56	Director (Class II); President and Chief Executive Officer
John Cox	58	Director (Class II)
Kavita Patel, M.D.	47	Director (Class II)
Douglas Cole, M.D.	60	Director (Class III)
Stephen Oesterle, M.D.	70	Director (Class III)

- (1) Dr. Anderson is not standing for re-election at the Annual Meeting.

### ***DIRECTOR BIOGRAPHIES***

Information concerning our directors is set forth below. The biographical description of each director includes the specific experience, qualifications, attributes and skills that led to the Board of Directors' conclusion at the time of filing of this proxy statement that each person listed below should serve as a director.

## CLASS I DIRECTOR NOMINEES

**Eric Shaff** has served as a member of our Board of Directors since 2017. Mr. Shaff is President and Chief Executive Officer of Seres Therapeutics, Inc., a role that follows a series of leadership positions at Seres Therapeutics, Inc. beginning in 2015. Prior to Seres Therapeutics, Inc., Mr. Shaff worked at Momenta Pharmaceuticals, Inc. and Genzyme Corporation, where he served as global head of finance of Genzyme's Rare Genetic Disease Division in addition to roles in corporate development and corporate finance. Mr. Shaff has also worked in corporate finance at Pfizer Inc. and in investment banking with Broadview International LLC (now Jefferies Broadview). Mr. Shaff earned a B.A. from the University of Pennsylvania and holds an M.B.A. from the Johnson Graduate School of Management at Cornell University. We believe that Mr. Shaff is qualified to serve on our Board of Directors based on his extensive experience and executive leadership roles in the pharmaceutical industry.

**Robert R. Ruffolo, Jr., Ph.D.**, has served as a member of our Board of Directors since 2016. He served as the President of Research and Development and as the Corporate Senior Vice President of Wyeth Pharmaceuticals from 2002 through 2008. In these roles, he managed an R&D organization of 9,000 scientists with an annual budget in excess of \$3 billion. From 2000 to 2002 he served as an Executive Vice President at Wyeth Pharmaceuticals, where he was responsible for Pharmaceutical Research and Development. Prior to joining Wyeth Pharmaceuticals, Dr. Ruffolo spent 17 years at SmithKline Beecham Pharmaceuticals plc (now GlaxoSmithKline plc) where he was Senior Vice President and Director of Biological Sciences, Worldwide from 1984 to 2000. Before joining SmithKline Beecham Pharmaceuticals plc, Dr. Ruffolo spent six years at Eli Lilly and Company from 1978 to 1984 where he was a Senior Pharmacologist. Dr. Ruffolo currently serves on the boards of directors of Aridis Pharmaceuticals, Inc., Diffusion Pharmaceuticals, Inc. and several private companies. He received his B.S. in Pharmacy from The Ohio State University and his Ph.D. in Pharmacology from The Ohio State University. We believe that Dr. Ruffolo is qualified to serve as a member of our Board of Directors due to his extensive experience in the pharmaceutical industry and his technical and management expertise in product discovery and development.

## CURRENT DIRECTORS NOT STANDING FOR ELECTION AT THE ANNUAL MEETING

**Rogério Vivaldi Coelho, M.D.**, has served as our President and Chief Executive Officer and as a member of our Board of Directors since 2018. Prior to joining Sigilon, Dr. Vivaldi served as Executive Vice President and Chief Global Therapeutics Officer at Bioverativ Inc. from 2016 until it was acquired by Sanofi in 2018, and served as Chief Commercial Officer at Spark Therapeutics between 2014 and 2016. Before that he led Genzyme's rare disease business as President of both the rare disease business and the renal & endocrine group, as well as Senior Vice President and General Manager of Genzyme's Latin America Group during his 20-year tenure at Genzyme. Dr. Vivaldi holds his medical degree from the Universidade do Rio de Janeiro. He completed a residency in endocrinology at the Universidade do Estado do Rio de Janeiro and a fellowship at Mount Sinai Hospital Center in New York in the department of genetics, focusing on Gaucher disease. Dr. Vivaldi holds an M.B.A. degree from COPPEAD, Universidade Federal do Rio de Janeiro. We believe that Dr. Vivaldi is qualified to serve on our Board of Directors based on his extensive experience in the pharmaceutical industry and his expansive knowledge of our company due to his role as our President and Chief Executive Officer.

**John Cox** has served as a member of our Board of Directors since 2019. Mr. Cox has served as the Chief Executive Officer of Repertoire Immune Medicines since 2019, and was formerly the Chief Executive Officer of Bioverativ Inc. from 2017 until 2019, which he built, grew, and led to a successful acquisition by Sanofi S.A. Previously, Mr. Cox was Executive Vice President, Global Commercial & Technical Operations at Biogen Inc. from 2016 until 2017, where he was a member of the leadership team and was globally responsible for all aspects of an \$11 billion commercial operation, as well as technical development and all drug supply. Prior to that he served as Executive Vice President of Pharmaceutical Operations & Technology at Biogen Inc. from 2015 until 2016, in which capacity he oversaw the company's production facilities, supply chain operations, technical development, quality and engineering across the globe. He also had responsibility for the creation of the company's biosimilar business, including its successful commercialization in Europe. Mr. Cox holds an M.B.A. from the University of Michigan, an M.S. in cell biology from California State University and a B.S. in biology from Arizona State University. We believe that Mr. Cox is qualified to serve on our Board of Directors based on his experience in the pharmaceutical industry.

**Kavita Patel, M.D.**, has served as a member of our Board of Directors since 2020. Dr. Kavita Patel is a practicing physician in Washington, D.C., and a Nonresident Fellow at the Brookings Institution, where her research and reports focus on patient-centered care, payment and delivery systems and health reform. She previously served in the Obama Administration as Director of Policy for the Office of Intergovernmental Affairs and Public Engagement in the White House. She also served as a policy analyst and aide to the late Senator Edward Kennedy. As Deputy Staff Director on Health, she was part of the senior staff of the Health, Education, Labor and Pensions (HELP) Committee under Senator Kennedy's leadership. Dr. Patel also served as the Managing Director of Clinical Transformation at the Center for Health Policy at the Brookings Institution and Vice President of Payer and Provider Strategy at Johns Hopkins Health System. Dr. Patel currently serves on the Board of Directors of SelectQuote, Inc. Dr. Patel serves on the board of several non-profit organizations, including Dignity Healthcare and SSM Healthcare. She earned her M.D. from the University of Texas Health Science Center and her M.P.H. from the University of California, Los Angeles. We believe that Dr. Patel is qualified to serve on our Board of Directors based on her extensive experience as a medical practitioner.

**Douglas Cole, M.D.**, has served as a member of our Board of Directors since 2015. Dr. Cole joined Flagship Pioneering, which conceives, creates, resources and develops first-in-category life sciences companies, in 2001, and is currently a Managing Partner focused on life science investments. Dr. Cole currently serves on the Board of Directors of Denali Therapeutics, Sana Biotechnology, Foghorn Therapeutics and a number of private companies. In the past five years, Dr. Cole served on the boards of directors of Quanterix Corporation and Editas Medicine. Dr. Cole received his M.D. from the University of Pennsylvania School of Medicine and his B.A. in English from Dartmouth College. We believe that Dr. Cole is qualified to sit on our Board of Directors due to his substantial experience as an investor in emerging biopharmaceutical and life sciences companies, as well as his experience serving on the boards of directors of multiple public and private biopharmaceutical companies.

**Stephen Oesterle, M.D.**, has served as a member of our Board of Directors since 2016. Dr. Oesterle is a consultant, advising private equity and operating companies in the healthcare industry. From 2002 to 2015, he served as a member of the Executive Committee of Medtronic plc, a global medical technology, services and solutions company, and as Medtronic plc's Senior Vice President, Medicine and Technology. Previously, he served as an Associate Professor of Medicine and Director of Invasive Cardiology Services at each of Massachusetts General Hospital from 1998 to 2002, Stanford University Medical Center from 1992 to 1998, and Georgetown University Medical Center from 1991 to 1992. Dr. Oesterle has served as a member of the Board of Directors of Baxter International Inc. since 2017 and Peijia Medical Limited since 2020. He served as a director of REVA Medical, Inc. from February 2018 to May 2019 and of HeartWare International, Inc. from January 2016 to November 2016, prior to Medtronic plc's acquisition of HeartWare International, Inc. We believe that Mr. Oesterle is qualified to serve on our Board of Directors based on his extensive experience in the pharmaceutical industry as well as his experience serving on various public and private company boards.

### **Director Independence**

Under the rules of the Nasdaq Stock Market, independent directors must comprise a majority of a listed company's Board of Directors within one year of the completion of its initial public offering. In addition, the rules of the Nasdaq Stock Market require that, subject to specified exceptions, each member of a listed company's audit and compensation committees be independent and that director nominees be selected or recommended for the board's selection by independent directors constituting a majority of the independent directors or by a nominating and corporate governance committee comprised solely of independent directors. Under the rules of the Nasdaq Stock Market, a director will only qualify as "independent" if, in the opinion of that company's Board of Directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that such person is "independent" as defined under Nasdaq Stock Market and the rules under the Securities Exchange Act of 1934, as amended, or the Exchange Act.

Audit Committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Exchange Act. In order to be considered independent for purposes of Rule 10A-3, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of the Audit Committee, the Board of Directors or any other board committee: (1) accept, directly or indirectly, any consulting, advisory or other compensatory fee from the listed company or any of its subsidiaries or (2) be an affiliated person of the listed company or any of its subsidiaries.

Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, our Board of Directors has determined that each of our directors, with the exception of Dr. Vivaldi, is an “independent director” as defined under applicable rules of the Nasdaq Stock Market. In addition, Mr. Shaff and Dr. Oesterle satisfy the independence criteria set forth in Rule 10A-3 under the Exchange Act, and all members of our compensation committee satisfy the independence criteria set forth in Rule 10C-1 under the Exchange Act and are “non-employee directors” as defined in Section 16b-3 of the Exchange Act. In making such determination, our Board of Directors considered the relationships that each such non-employee director has with our Company and all other facts and circumstances that our Board of Directors deemed relevant in determining his or her independence, including the beneficial ownership of our capital stock by each non-employee director. Dr. Vivaldi is not an independent director under these rules because he is our President and Chief Executive Officer. Dr. Anderson was not an independent director under these rules because of the amount that each has been paid pursuant to his consulting agreement with us.

### **Board Meetings and Attendance**

The Board of Directors held six meetings during the year ended December 31, 2020. Each of the directors attended at least seventy-five percent (75%) of the meetings of the Board of Directors and the committees of the Board of Directors on which he or she served during the year ended December 31, 2020 (in each case, which were held during the period for which he or she was a director and/or a member of the applicable committee and excluding any meetings in which a director was an interested party).

While we do not have a formal policy regarding director attendance at the annual meeting of stockholders, we expect our Board members to prepare for, attend and participate in all Board and applicable committee meetings, including by means of remote communication.

### **Board of Directors Leadership Structure**

Our current Board leadership structure separates the positions of Chief Executive Officer and Chairperson of the Board of Directors, although we do not have a corporate policy requiring that structure, and the Board believes that it is in the best interests of the Company for the Board to make a determination regarding whether or not to separate the roles of the Chairperson and the Chief Executive Officer based on the then-current circumstances. The Board believes that this separation is appropriate for the organization at this time because it allows for a division of responsibilities and a sharing of ideas between individuals having different perspectives. Our Chief Executive Officer, who is also a member of our Board of Directors, is primarily responsible for our operations and strategic direction, while our Board Chairperson, who is an independent member of the Board, is primarily focused on matters pertaining to corporate governance, including management oversight, and strategic guidance. While the Board believes that this is the most appropriate structure at this time, the Nominating and Corporate Governance Committee evaluates the Board leadership structure from time to time, and may recommend alterations of this structure in the future.

### **The Board of Directors’ Role in Risk Oversight**

The Board of Directors plays an important role in risk oversight at Sigilon through direct decision-making authority with respect to significant matters, as well as through the oversight of management by the Board of Directors and its committees. In particular, the Board of Directors administers its risk oversight function through (1) the review and discussion of regular periodic reports by the Board of Directors and its committees on topics relating to the risks that Sigilon faces, (2) the required approval by the Board of Directors (or a committee of the Board of Directors) of significant transactions and other decisions, (3) the direct oversight of specific areas of Sigilon’s business by the Audit, Compensation and Nominating and Corporate Governance Committees, and (4) regular periodic reports from the auditors and other outside consultants regarding various areas of potential risk, including, among others, those relating to our internal control over financial reporting. The Board of Directors also relies on management to bring significant matters impacting Sigilon to the attention of the Board of Directors.

Pursuant to the Audit Committee’s charter, the Audit Committee is responsible for reviewing and discussing with management and Sigilon’s independent registered public accounting firm, Sigilon’s system of its critical accounting

practices, and policies relating to risk assessment and management. As part of this process, the Audit Committee discusses Sigilon’s major financial risk exposures and steps that management has taken to monitor and control such exposure. In addition, the Audit Committee has established procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submissions by employees of concerns regarding accounting, internal accounting controls, auditing and compliance matters.

Because of the role of the Board of Directors and the Audit Committee in risk oversight, the Board of Directors believes that any leadership structure that it adopts must allow it to effectively oversee the management of the risks relating to Sigilon’s operations. The Board of Directors acknowledges that there are different leadership structures that could allow it to effectively oversee the management of the risks relating to the Company’s operations and believes its current leadership structure enables it to effectively provide oversight with respect to such risks.

## BOARD COMMITTEES

The Board of Directors has a standing Audit, Compensation and Nominating and Corporate Governance Committee. Each our Compensation Committee and Nominating and Corporate Governance Committee is comprised solely of independent directors, and is described more fully below. Each committee operates pursuant to a written charter and each reviews and assesses the adequacy of its charter periodically and submits its charter to the Board for approval. The charters for each committee are all available on our website ([www.sigilon.com](http://www.sigilon.com)) under the “Investors/Media” section.

The following table describes which directors currently serve on each of the Board of Directors’ committees.

Name	Nominating and Corporate Governance Committee	Compensation Committee	Audit Committee
Rogério Vivaldi Coelho, M.D.			
Daniel G. Anderson, PhD. <sup>(3)</sup>			
Douglas Cole, M.D.	X <sup>(2)</sup>	X <sup>(2)</sup>	X
John Cox		X	
Stephen Oesterle, M.D.	X		X
Kavita Patel, M.D.	X		
Robert Ruffolo, Jr., PhD. <sup>(1)</sup>		X	
Eric Shaff <sup>(1)</sup>			X <sup>(2)</sup>

- (1) Nominated for re-election at the 2021 annual meeting of stockholders. See Proposal 1.
- (2) Chair of the committee.
- (3) Dr. Anderson is not standing for re-election at the Annual Meeting.

### **Audit Committee**

Our Audit Committee is composed of Douglas Cole, M.D., Stephen Oesterle, M.D. and Eric Shaff, with Mr. Shaff serving as Chair of the committee. The Board of Directors has determined that each Dr. Oesterle and Mr. Shaff meets the independence requirements of Rule 10A-3 under the Exchange Act and the applicable listing standards of Nasdaq. The Company expects to satisfy the member independence requirements for the Audit Committee prior to the end of the transition period provided under the rules of Nasdaq and SEC rules and regulations for companies completing their initial public offering. The Board of Directors has determined that Eric Shaff is an “audit committee financial expert” within the meaning of the Securities and Exchange Commission, or SEC, regulations and applicable listing standards of Nasdaq. The Audit Committee’s responsibilities include:

- appointing, approving the compensation of, and evaluating the qualifications, performance and independence of, our independent registered public accounting firm;

- overseeing the work of our independent registered public accounting firm, including through the receipt and consideration of reports from such firm, and pre-approving all audit and permitted non-audit services to be performed by our independent registered public accounting firm;
- reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements and related disclosures, including earnings releases;
- discussing with our independent registered public accounting firm critical audit matters and related disclosures;
- reviewing and discussing with management and our independent registered accounting firm critical audit matters and related disclosures;
- coordinating our Board of Directors' oversight of our internal control over financial reporting, disclosure controls and procedures, code of business conduct and ethics, procedures for complaints and legal and regulatory matters;
- discussing our risk management policies with management;
- establishing policies regarding hiring employees from our independent registered public accounting firm and procedures for the receipt and retention of accounting related complaints and concerns;
- meeting independently with our independent registered public accounting firm and management;
- reviewing and approving any related person transactions;
- overseeing our guidelines and policies governing risk assessment and risk management;
- overseeing the integrity of our information technology systems, process and data;
- preparing the audit committee report required by SEC rules;
- reviewing and assessing, at least annually, the adequacy of the Audit Committee's charter; and
- performing, at least annually, an evaluation of the performance of the Audit Committee.

During the year ended December 31, 2020, the Audit Committee met three times. The report of the Audit Committee is included in this proxy statement under "Audit Committee Report."

#### ***Nominating and Corporate Governance Committee***

Our Nominating and Corporate Governance Committee is composed of Douglas Cole, M.D., Stephen Oesterle, M.D. and Kavita Patel, M.D., with Dr. Cole serving as Chair of the committee. The Board of Directors has determined that each member of the Nominating and Corporate Governance Committee is "independent" as defined under the applicable listing standards of Nasdaq. The Nominating and Corporate Governance Committee's responsibilities include:

- identifying individuals qualified to become members of our Board of Directors consistent with criteria approved by the board and receiving nominations for such qualified individuals;
- recommending to our Board of Directors the persons to be nominated for election as directors and to each committee of the board;
- considering and, if appropriate, establishing a policy under which our stockholders may recommend a candidate to the nominating and corporate governance committee for consideration for nomination as a director;
- reviewing and recommending committee slates on an annual basis;
- recommending to our Board of Directors qualified candidates to fill vacancies on our Board of Directors;

- developing and recommending to our Board of Directors a set of corporate governance guidelines applicable to us and reviewing the guidelines on at least an annual basis;
- reviewing and making recommendations to our board with respect to the functions, duties and composition of the board committees;
- reviewing, in concert with our Board of Directors, our policies with respect to significant issues of corporate public responsibility;
- making recommendations to our Board of Directors processes for annual evaluations of the performance of our Board of Directors and committees of our Board of Directors;
- overseeing the process for annual evaluations of our Board of Directors and committees of our Board of Directors;
- considering and reporting to our Board of Directors any questions of possible conflicts of interest of members of our Board of Directors;
- providing new director orientation and continuing education for existing directors on a periodic basis;
- reviewing and assessing, at least annually, the adequacy of the nominating and corporate governance committee's charter; and
- performing, on an annual basis, an evaluation of the performance of the nominating and corporate governance committee.

During the year ended December 31, 2020, the Nominating and Corporate Governance Committee did not meet.

#### ***Compensation Committee***

Our Compensation Committee is composed of Douglas Cole, M.D., Robert Ruffolo, Jr., Ph.D. and John Cox, with Dr. Cole serving as Chair of the committee. The Board of Directors has determined that each member of the Compensation Committee is "independent" as defined under the applicable listing standards of Nasdaq and meets the independence criteria set forth in Rule 10C-1 under the Exchange Act. The Compensation Committee's responsibilities include:

- oversee management's plans for succession to senior management positions;
- reviewing our overall compensation strategy, including base salary, incentive compensation and equity-based grants;
- reviewing and approving corporate goals and objectives relevant to compensation of our chief executive officer and our other senior officers;
- recommending to our Board of Directors the compensation of our chief executive officer and other senior officers;
- reviewing and making recommendations to the Board of Directors with respect to director compensation;
- overseeing and administering our cash and equity incentive plans;
- reviewing, considering and selecting, to the extent determined to be advisable, a peer group of appropriate companies for purposing of benchmarking and analysis of compensation for our executive officers and directors;
- reviewing and approving all employment contract and other compensation, severance and change-in-control arrangements for our senior officers;
- recommending to our Board of Directors any stock ownership guidelines for our chief executive officer, other senior officers and non-employee directors;

- retaining, appointing or obtaining advice of a compensation consultant, legal counsel or other advisor and determining the compensation and independence of such consultant or advisor;
- preparing, if required, the compensation committee report on executive compensation for inclusion in our annual proxy statement in accordance with the proxy rules;
- monitoring our compliance with the requirements of Sarbanes-Oxley relating to loans to directors and officers;
- overseeing our compliance with applicable SEC rules regarding stockholder approval of certain executive compensation matters;
- reviewing the risks associated with our compensation policies and practices;
- reviewing and assessing, at least annually, the adequacy of the compensation committee's charter; and
- performing, on an annual basis, an evaluation of the performance of the compensation committee.

Pursuant to its charter, the Compensation Committee has the authority to delegate any of its responsibilities to subcommittees and has the authority to delegate to the Chief Executive Officer the determination of compensation to employees other than senior officers under approved compensation programs to the maximum extent permitted by applicable law. During the year ended December 31, 2020, the Compensation Committee met three times.

### **Compensation Consultant**

The Compensation Committee has engaged Pay Governance, as its independent compensation consultant. Pay Governance provides analysis and recommendations to the Compensation Committee regarding:

- trends and emerging topics with respect to executive compensation;
- compensation programs for our executive officers, directors and employees; and
- stock utilization and related metrics.

When requested, Pay Governance consultants attend meetings of the Compensation Committee, including executive sessions in which executive compensation related matters are discussed without the presence of management. Pay Governance reports to the Compensation Committee and not to management, although Pay Governance meets with management for purposes of gathering information for its analyses and recommendations.

In determining to engage Pay Governance, the Compensation Committee considered the independence of Pay Governance, taking into consideration relevant factors, including the absence of other services provided to the Company by Pay Governance, the amount of fees the Company paid to Pay Governance as a percentage of Pay Governance's total revenue, the policies and procedures of Pay Governance that are designed to prevent conflicts of interest, any business or personal relationship of the individual compensation advisors employed by Pay Governance with any executive officer of the Company, any business or personal relationship the individual compensation advisors employed by Pay Governance have with any member of the Compensation Committee, and any stock of the Company owned by Pay Governance or the individual compensation advisors employed by Pay Governance. The Compensation Committee has determined, based on its analysis and in light of all relevant factors, including the factors listed above, that the work of Pay Governance and the individual compensation advisors employed by Pay Governance as compensation consultants to the Compensation Committee has not created any conflicts of interest, and that Pay Governance is independent pursuant to the independence standards set forth in the Nasdaq listing standards promulgated pursuant to Section 10C of the Exchange Act.

### **Code of Business Conduct and Ethics**

We have adopted a Code of Business Conduct and Ethics for our directors, officers and employees, including our Chief Executive Officer and President and our Chief Financial Officer. A copy of our Code of Business Conduct and Ethics may be accessed free of charge by visiting our website at [www.sigilon.com](http://www.sigilon.com) and going to the "Corporate

Governance” tab under the “Investors/Media” section, or by requesting a copy in writing from our Secretary at our Cambridge, Massachusetts office. We intend to post on our website any amendment to, or waiver under, a provision of the Code of Business Conduct and Ethics that applies to our directors and certain of our executive officers within four business days following the date of such amendment or waiver.

A copy of the Corporate Governance Guidelines may also be accessed free of charge by visiting the website at [www.sigilon.com](http://www.sigilon.com) and going to the “Corporate Governance” tab under the “Investors/Media” section, or by requesting a copy in writing from our Secretary at our Cambridge, Massachusetts office.

### **EXECUTIVE OFFICERS**

Below is a list of the names, ages and positions, and a brief account of the business experience of the individuals who serve as our executive officers.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Rogério Vivaldi Coelho, M.D.	57	Chief Executive Officer and President; Director (Class II)
Glenn Reicin	56	Chief Financial Officer and Treasurer
Deya Corzo, M.D.	54	Chief Medical Officer

### **EXECUTIVE OFFICER BIOGRAPHIES**

**Rogério Vivaldi Coelho, M.D.’s** biography is included under “Director Biographies” above.

**Glenn Reicin** has served as our Chief Financial Officer since 2019. Mr. Reicin is a biotechnology and medical technology executive with experience across finance, operations and investor relations. From 2013 until 2019, Mr. Reicin served as President of Greyrock Biomedical Advisors, Ltd., which provides a range of deal sourcing, valuation, due diligence and management consulting services for companies in the healthcare space. Mr. Reicin currently serves on the Board of Directors of Amplitude Healthcare Acquisition Corporation, a public specialty purpose acquisition company. Previously, he served as an Executive-in-Resident at Covidien Plc and Managing Director at Skyline Ventures Management LLC. At Skyline Ventures Management LLC, he served as an active board member at a number of biotech firms, including Novasys Medical Inc., a maker of minimally invasive treatments for female incontinence, SI-Bone Inc., a developer of a minimally invasive surgical treatment for sacroiliac joint disorders, and Spinal Motion, Inc., a developer of artificial disc implants to preserve motion at the treated spinal segment of the body. Mr. Reicin held various position of increasing responsibility at Morgan Stanley where he served as a Managing Director at Morgan Stanley where he headed their Healthcare Equity Research team. He started his career at Morgan Stanley where he became a Managing Director in equity research covering medical technology. His sell-side career spanned 18 years, including 15 years as a top-three ranked analyst and six consecutive years in the top spot. Mr. Reicin holds an M.B.A. from Harvard Business School and a B.A. from Brandeis University.

**Deya Corzo, M.D.,** has served as our Chief Medical Officer since 2018. Previously, Dr. Corzo served as Chief Medical Officer of Sojournix Inc., from 2017 until 2018, where she led a team responsible for IND/CTA regulatory filings in the United States and the United Kingdom, the execution of their first-in-human clinical trials in those geographies, and for building up the company’s clinical development group. Dr. Corzo previously served as SVP of R&D and Therapeutic Area Head for liver-amenable gene therapies at uniQure N.V. from 2014 until 2017, as Executive Medical Director at Celgene from 2012 until 2014, and various positions at Sanofi Genzyme from 2001 until 2008. Dr. Corzo is a faculty member of Harvard Medical School and a board-certified attending physician in Clinical Genetics at Boston Children’s Hospital. She completed a residency in Pediatrics at Maimonides Medical Center in Brooklyn, NY, a clinical fellowship in Genetics at Boston Children’s Hospital and a research fellowship in Immunogenetics at the Dana-Farber Cancer Institute. Dr. Corzo received her medical degree with a cum laude distinction from the Universidad Industrial de Santander in her native Colombia.

## EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

### Executive and director compensation

This section provides an overview of the compensation awarded to, earned by, or paid to our principal executive officer and our next two most highly compensated executive officers in respect of their service to us for the fiscal year ended December 31, 2020. We refer to these individuals as our named executive officers. Our named executive officers are:

- Rogério Vivaldi Coelho, M.D., our President and Chief Executive Officer;
- Glenn Reicin, our Chief Financial Officer; and
- Devyn Smith, Ph.D., our former Chief Operating Officer.

### Summary compensation table

The following table sets forth the compensation awarded to, earned by, or paid to our named executive officers in respect of their service to us for the fiscal years ended December 31, 2020 and December 31, 2019:

Name and principal position	Year	Salary (\$) <sup>(1)</sup>	Bonus (\$) <sup>(2)</sup>	Option awards (\$) <sup>(3)</sup>	Nonequity incentive plan compensation (\$) <sup>(4)</sup>	All other compensation (\$) <sup>(5)</sup>	Total (\$)
Rogério Vivaldi Coelho, M.D.	2020	527,695	—	7,293	266,127	8,550	809,665
<i>President and Chief Executive Officer</i>	2019	507,607	—	—	215,599	—	723,206
Glenn Reicin <sup>(6)</sup>	2020	354,021	—	7,293	141,663	8,550	511,527
<i>Chief Financial Officer</i>	2019	201,464	—	644,400	68,773	—	914,637
Devyn Smith, Ph.D. <sup>(7)</sup>	2020	388,224	50,000	297,840	152,198	8,550	896,812
<i>Chief Operating Officer</i>	2019	356,375	—	220,362	105,955	—	682,692

- (1) Amounts reported for Drs. Vivaldi and Smith and Mr. Reicin include contributions made by the executive to our 401(k) plan.
- (2) Amount reported for Dr. Smith represents a retention bonus of \$50,000 paid to him in 2020.
- (3) The amounts reported in this column represent the aggregate grant date fair value of options to purchase our common stock granted to Drs. Vivaldi and Smith and Mr. Reicin in fiscal years 2020 and/or 2019, as applicable, computed in accordance with FASB ASC 718. The assumptions used in the valuation of these awards are set forth in Note 9 to our consolidated financial statements included in our Annual Report on Form 10-K for 2020.
- (4) Amounts reported represent each named executive officer's annual bonus earned with respect to fiscal years 2020 and 2019 based on the attainment of corporate performance goals as described below under "2020 Base salary and annual bonus".
- (5) Amounts reported for Drs. Vivaldi and Smith and Mr. Reicin for 2020 represent employer matching contributions to our 401(k) plan.
- (6) Mr. Reicin commenced employment with us on June 3, 2019.
- (7) Dr. Smith resigned from employment with us effective April 26, 2021.

### Overview

Our executive compensation program is designed to attract, retain and reward key employees, to incentivize them to achieve key performance goals, and to align their interests with the interests of our shareholders. Our compensation committee is generally responsible for determining the compensation of our executive officers. Our Chief

Executive Officer made recommendations to our compensation committee about the compensation of his direct reports in respect of fiscal year 2020.

In 2020, our compensation committee engaged Pay Governance, an independent compensation consulting firm, to assist it in evaluating the Company's executive and director compensation practices, including program design, identification of an appropriate peer group for compensation comparison purposes and providing pay benchmarking data. Prior to engaging Pay Governance, our compensation committee assessed the independence of Pay Governance from management and, on the basis of that assessment and taking into consideration the independence factors that are required to be considered under applicable stock exchange rules, satisfied itself that no relationships exist that would create a conflict of interest or that would compromise Pay Governance's independence.

#### **2020 Base salary and annual bonus**

The letter agreement with each named executive officer, described below, establishes a base salary for such officer, which was determined at the time that the named executive officer commenced employment with us. For fiscal year 2020, the base salary for each of Dr. Vivaldi, Mr. Reicin, and Dr. Smith was \$525,047, \$351,072 and \$384,800, respectively. In December 2020, Dr. Vivaldi's base salary was increased to \$560,000, and for 2021, Dr. Vivaldi's base salary was increased to \$578,200. In December 2020, Mr. Reicin's base salary was increased to \$390,000, and for 2021, Mr. Reicin's base salary was increased to \$400,725. In December 2020, Dr. Smith's base salary was increased to \$430,000, and for 2021, Dr. Smith's base salary was increased to \$443,975.

With respect to fiscal year 2020, each of Dr. Vivaldi, Mr. Reicin, and Dr. Smith was eligible to receive an annual bonus, with the target amount of such bonus for each named executive officer initially set forth in his letter agreement with us, described below. For fiscal year 2020, the target bonus amounts, expressed as a percentage of base salary, for each of Dr. Vivaldi, Mr. Reicin, and Dr. Smith were as follows: 50%, 40% and 40%, respectively. Annual bonuses for fiscal year 2020 for our named executive officers were based on the attainment of corporate performance goals as determined by our compensation committee. The corporate performance goals for 2020 were generally related to clinical, regulatory, pipeline, platform, business development, financing and business development objectives of the Company. For 2020, the corporate performance goals were met or exceeded resulting in a corporate performance score of 100%. Each named executive officer received a 2020 annual bonus as follows: Dr. Vivaldi, \$266,127; Mr. Reicin, \$141,663; and Dr. Smith, \$152,198.

#### **Agreements with our named executive officers**

Each of our named executive officers is party to a letter agreement with us that sets forth the terms and conditions of his employment with us. The material terms of the agreements are described below.

*Dr. Vivaldi.* We entered into a letter agreement with Dr. Vivaldi that provides for an initial base salary of \$500,000 per year (which has subsequently been increased) and a target annual bonus equal to 50% of his annual base salary, with the actual amount of the bonus earned based on the terms of the applicable bonus plan.

Dr. Vivaldi also entered into an Employee Non-Competition, Non-Solicitation, Confidentiality and Assignment Agreement under which he has agreed not to compete with us or solicit our employees, consultants, customers or suppliers during employment and for one year following his termination of employment and has agreed to a perpetual confidentiality covenant and an assignment of intellectual property covenant.

*Mr. Reicin.* We entered into a letter agreement with Mr. Reicin that provides for an initial base salary of \$345,000 per year (which has subsequently been increased) and an annual bonus with a target of up to 40% of his annual base salary, with the actual amount of the bonus earned determined based on the achievement of specific milestones.

Mr. Reicin also entered into an Employee Non-Competition Agreement, under which he has agreed not to compete with us during his employment and for one year following his termination of employment by us for cause (as defined in the Non-Competition Agreement) or resignation by him for any reason, in exchange for garden leave pay during his post-employment non-competition period equal to 50% of his highest annual base salary during the two years

prior to the termination of his employment. We may elect to waive Mr. Reicin's post-employment non-competition period, in which case no garden pay leave would be due to Mr. Reicin. Mr. Reicin also entered into an Employee Non-Solicitation, Confidentiality and Assignment Agreement, under which he has agreed not to solicit our employees, consultants or suppliers during his employment and for one year following his termination of employment for any reason and has agreed to a perpetual confidentiality covenant and an assignment of intellectual property covenant.

*Dr. Smith.* Prior to his termination of employment, we had been party to a letter agreement with Dr. Smith that provided for an initial base salary of \$300,000 per year and a target annual bonus of 30% of his annual base salary (each of which was subsequently increased), with the actual amount of the bonus earned based on the achievement of specific milestones or performance criteria.

Dr. Smith also entered into an Employee Non-Competition, Non-Solicitation, Confidentiality and Assignment Agreement under which he has agreed not to compete with us or solicit our employees, consultants, customers or suppliers during employment and for one year following his termination of employment and has agreed to a perpetual confidentiality covenant and an assignment of intellectual property covenant.

In connection with his termination of employment, we entered into a consulting agreement with Dr. Smith, effective April 26, 2021, pursuant to which he agreed to provide certain transition-related services to us through May 31, 2021. The consulting agreement provides for a consulting fee of \$100 per hour and for continued vesting of Dr. Smith's unvested options through May 31, 2021. Upon the termination of the consulting agreement, all unvested options to purchase shares of our common stock held by Dr. Smith will terminate. Dr. Smith's consulting agreement also contains a perpetual confidentiality covenant and an assignment of intellectual property covenant.

#### **Severance upon termination of employment; change in control.**

The severance and change in control benefits set forth in our letter agreements with Dr. Vivaldi, Mr. Reicin and Dr. Smith have been superseded by our Severance and Change in Control Policy, as described below under "Severance and change of control payments and benefits."

#### **Equity compensation**

Each of our named executive officers received incentive equity grants in fiscal year 2020 under our 2016 Equity Incentive Plan, or our 2016 Plan.

On February 27, 2020, each of Drs. Vivaldi and Smith and Mr. Reicin was granted an option to purchase 1,111 shares of our common stock, which vested as to 50% of the underlying shares of common stock on October 23, 2020, based on the Company's satisfaction of a certain development milestone related to clinical trials, and will vest as to 50% of the underlying shares of common stock on October 23, 2021, the first anniversary of the vesting commencement date, generally subject to the named executive officer's continued employment with us through the applicable vesting date. In addition, Dr. Smith was granted an option to purchase 44,444 shares of our common stock, which vested as to 25% of the underlying shares on February 27, 2021, and as to 6.25% of the underlying shares on the first day of each quarter following such date for the subsequent 12 calendar quarters, generally subject to Dr. Smith's continued employment with us through the applicable vesting date.

#### **Severance and change of control payments and benefits**

In lieu of severance benefits provided under our letter agreements with Dr. Vivaldi, Mr. Reicin and Dr. Smith, each of our named executive officers agreed in writing to instead receive severance benefits under our Severance and Change in Control Policy, as amended. The terms "cause," "good reason" and "change in control" referred to below are defined in our Severance and Change in Control Policy.

*Dr. Vivaldi.* If Dr. Vivaldi's employment is terminated by us without cause outside of a change in control, he will be entitled to receive (i) continued payment of his then-current base salary for a period of 12 months following termination and (ii) payment of COBRA premiums following his termination for up to 12 months, or, if earlier, until the

date on which Dr. Vivaldi's COBRA coverage terminates or he ceases to be eligible for such coverage for any reason (including upon becoming eligible for coverage under a subsequent employer's medical plan), subject to his eligibility for, and timely election of, COBRA coverage.

If Dr. Vivaldi's employment is terminated by us without cause or by him for good reason upon or within 12 months following a change in control, he will be entitled to receive (i) continued payment of his then-current base salary for a period of 18 months following termination, (ii) payment of COBRA premiums following his termination for up to 18 months, or, if earlier, until the date on which Dr. Vivaldi's COBRA coverage terminates or he ceases to be eligible for such coverage for any reason (including upon becoming eligible for coverage under a subsequent employer's medical plan), subject to his eligibility for, and timely election of, COBRA coverage, (iii) 150% of his target annual bonus for the year of termination and (iv) full acceleration of vesting and exercisability of any unvested equity awards, with outstanding stock options remaining outstanding and exercisable for the remainder of their full term.

*Mr. Reicin.* If Mr. Reicin's employment is terminated by us without cause outside of a change in control, he will be entitled to receive (i) continued payment of his then-current base salary for a period of nine months following termination and (ii) payment of COBRA premiums following his termination for up to nine months, or, if earlier, until the date on which Mr. Reicin's COBRA coverage terminates or he ceases to be eligible for such coverage for any reason (including upon becoming eligible for coverage under a subsequent employer's medical plan), subject to his eligibility for, and timely election of, COBRA coverage.

If Mr. Reicin's employment is terminated by us without cause or by him for good reason upon or within 12 months following a change in control, in addition to the severance benefits described above, Mr. Reicin will be entitled to receive (i) 75% of his target annual bonus for the year of termination and (ii) full acceleration of vesting and exercisability of any unvested equity awards, with outstanding stock options remaining outstanding and exercisable for the remainder of their full term.

*Dr. Smith.* Dr. Smith's employment with the Company terminated effective April 26, 2021. In connection with such termination Dr. Smith did not receive any severance payments or benefits and agreed to provide certain consulting services to us through May 31, 2021, as described above. If Dr. Smith's employment had been terminated by us without cause outside of a change in control during 2020, he would have been entitled to receive (i) continued payment of his then-current base salary for a period of nine months following termination and (ii) payment of COBRA premiums following his termination for up to nine months, or, if earlier, until the date on which Dr. Smith's COBRA coverage terminates or he ceases to be eligible for such coverage for any reason (including upon becoming eligible for coverage under a subsequent employer's medical plan), subject to his eligibility for, and timely election of, COBRA coverage.

If Dr. Smith's employment had been terminated by us without cause or by him for good reason upon or within 12 months following a change in control during 2020, he would have been entitled to receive (i) continued payment of his then-current base salary for a period of 12 months following termination, (ii) payment of COBRA premiums following his termination for up to 12 months, or, if earlier, until the date on which Dr. Smith's COBRA coverage terminates or he ceases to be eligible for such coverage for any reason (including upon becoming eligible for coverage under a subsequent employer's medical plan), subject to his eligibility for, and timely election of, COBRA coverage, (iii) 100% of his target annual performance bonus for the year of termination and (iv) full acceleration of vesting and exercisability of any unvested equity awards, with outstanding stock options remaining outstanding and exercisable for the remainder of their full term.

*Severance Subject to Compliance with Restrictive Covenant Obligations and Release of Claims.* Our obligation to provide a named executive officer with severance payments and other benefits under our Severance and Change in Control Policy is conditioned on (i) the executive signing a release of claims in favor of us, and (ii) the executive's continued compliance with any restrictive covenant obligations, including any non-competition, non-solicitation and confidentiality obligations.

*Section 280G of the Code.* Our Severance and Change in Control Policy provides for a Section 280G "better-of provision" such that payments or benefits that each of our named executive officers receives in connection with a change

in control will be reduced to the extent necessary to avoid the imposition of any excise tax under Sections 280G and 4999 of the Code if such reduction would result in greater after-tax payment amount for such named executive officer.

**Employee and retirement benefits**

We currently provide broad-based health and welfare benefits that are available to our full-time employees, including our named executive officers, including health, life, disability, vision, and dental insurance. In addition, we maintain a 401(k) retirement plan for our full-time employees. Starting in 2020, the Company makes matching contributions to our 401(k) plan at a rate of 100% of employee deferrals up to a maximum matching contribution of 3% of eligible compensation. Other than the 401(k) plan, we do not provide any qualified or non-qualified retirement or deferred compensation benefits to our employees, including our named executive officers.

**Outstanding awards at fiscal year-end table**

The following table sets forth information concerning outstanding equity awards held by each of our named executive officers as of December 31, 2020:

Name	Option awards			
	Number of securities underlying unexercised options exercisable (#)	Number of securities underlying unexercised options unexercisable (#)	Option exercise price (\$/share)	Option expiration date
Rogério Vivaldi Coelho, M.D.	612,500	476,388	\$ 4.05	8/8/2028 <sup>(1)</sup>
	556	555	\$ 9.39	2/26/2030 <sup>(2)</sup>
Glenn Reicin	83,332	138,889	\$ 4.12	6/5/2029 <sup>(3)</sup>
	556	555	\$ 9.39	2/26/2030 <sup>(2)</sup>
Devyn Smith, Ph.D.	125,000	8,333	\$ 0.57	4/12/2027 <sup>(4)</sup>
	13,889	8,333	\$ 4.05	6/20/2028 <sup>(5)</sup>
	12,638	16,250	\$ 4.05	1/30/2029 <sup>(6)</sup>
	6,944	15,277	\$ 8.87	9/11/2029 <sup>(7)</sup>
	556	555	\$ 9.39	2/26/2030 <sup>(2)</sup>
	—	44,444	\$ 9.39	2/26/2030 <sup>(8)</sup>

- (1) Represents an option to purchase 1,088,888 shares of our common stock granted on August 9, 2018, which vested as to 25% of the underlying shares on August 1, 2019 and vests as to 6.25% of the underlying shares on the first day of each quarter following such date for the subsequent 12 calendar quarters, generally subject to Dr. Vivaldi's continued employment with us through the applicable vesting date.
- (2) Represents an option to purchase 1,111 shares of our common stock granted on February 27, 2020, which vested as to 50% of the underlying shares on October 23, 2020, based on the Company's satisfaction of a certain development milestone related to clinical trials. The option will vest as to the remaining 50% of the underlying shares on October 23, 2021, the first anniversary of the vesting commencement date, generally subject to the executive's continued employment with us through the applicable vesting date.
- (3) Represents an option to purchase 222,221 shares of our common stock granted on June 6, 2019, which vested as to 25% of the underlying shares on June 1, 2020 and as to 6.25% of the underlying shares on the first day of each quarter following such date for the subsequent 12 calendar quarters, generally subject to Mr. Reicin's continued employment with us through the applicable vesting date.
- (4) Represents an option to purchase 133,333 shares of our common stock granted on April 13, 2017, which vested as to 25% of the underlying shares on March 13, 2018 and vests as to 6.25% of the underlying shares on the first day of each quarter following such date for the subsequent 12 calendar quarters, generally subject to Dr. Smith's continued employment with us through the applicable vesting date. Pursuant to Dr. Smith's consulting

agreement, his unvested options will continue to vest during the consulting period until May 31, 2021. Upon the termination of the consulting period, all unvested options held by Dr. Smith will terminate.

- (5) Represents an option to purchase 22,222 shares of our common stock granted on June 21, 2018, which vested as to 25% of the underlying shares on April 11, 2019 and vests as to 6.25% of the underlying shares on the first day of each quarter following such date for the subsequent 12 calendar quarters, generally subject to Dr. Smith's continued employment with us through the applicable vesting date. Pursuant to Dr. Smith's consulting agreement, his unvested options will continue to vest during the consulting period until May 31, 2021. Upon the termination of the consulting period, all unvested options held by Dr. Smith will terminate.
- (6) Represents an option to purchase 28,888 shares of our common stock granted on January 31, 2019, which vested as to 25% of the underlying shares on January 31, 2020 and vests as to 6.25% of the underlying shares on the first day of each quarter following such date for the subsequent 12 calendar quarters, generally subject to Dr. Smith's continued employment with us through the applicable vesting date. Pursuant to Dr. Smith's consulting agreement, his unvested options will continue to vest during the consulting period until May 31, 2021. Upon the termination of the consulting period, all unvested options held by Dr. Smith will terminate.
- (7) Represents an option to purchase 22,221 shares of our common stock granted on September 12, 2019, which vested as to 25% of the underlying shares on September 12, 2020 and as to 6.25% of the underlying shares on the first day of each quarter following such date for the subsequent 12 calendar quarters, generally subject to Dr. Smith's continued employment with us through the applicable vesting date. Pursuant to Dr. Smith's consulting agreement, his unvested options will continue to vest during the consulting period until May 31, 2021. Upon the termination of the consulting period, all unvested options held by Dr. Smith will terminate.
- (8) Represents an option to purchase 44,444 shares of our common stock granted on February 27, 2020, which vested as to 25% of the underlying shares on February 27, 2021 and as to 6.25% of the underlying shares on the first day of each quarter following such date for the subsequent 12 calendar quarters, generally subject to Dr. Smith's continued employment with us through the applicable vesting date. Pursuant to Dr. Smith's consulting agreement, his unvested options will continue to vest during the consulting period until May 31, 2021. Upon the termination of the consulting period, all unvested options held by Dr. Smith will terminate.

#### Director compensation

The following table sets forth information concerning the compensation awarded to, earned by or paid to our non-employee directors during the fiscal year ended December 31, 2020. Dr. Vivaldi's compensation for 2020 is included with that of our other named executive officers above.

Name	Fees earned of paid in cash (\$)	Option awards \$(1)	All other compensation \$(2)	Total (\$)
Daniel Anderson, Ph.D.	35,745	—	64,886	100,631
Doug Cole, M.D.	6,812	—	—	6,812
John Cox	3,011	—	—	3,011
Jeffrey Flier, M.D.(3)	—	—	—	—
James Gilbert(4)	—	—	—	—
Robert Langer, Sc.D.	33,110	—	68,785	101,895
Stephen Oesterle, M.D.	3,500	101,966	—	105,466
Kavita Patel, M.D.	2,935	368,996	—	371,931
Robert Ruffolo, Jr., Ph.D.	3,011	101,966	—	104,977
Eric Shaff	3,763	—	—	3,763

- (1) Amounts represent the aggregate grant-date fair value of option awards granted to our directors in 2020 computed in accordance with FASB ASC Topic 718. The assumptions used in the valuation of these awards are set forth in Note 9 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2020. The amounts above reflect our aggregate accounting expense for these awards and do not necessarily correspond to the actual value that will be recognized by the directors with respect to these awards. As of December 31, 2020, Mr. Cox held options to purchase an aggregate of 55,555 shares of our common stock, Dr.

Oesterle held options to purchase an aggregate of 64,443 shares of our common stock, Dr. Patel held options to purchase an aggregate of 55,555 shares of our common stock, Dr. Ruffolo held options to purchase an aggregate of 64,443 shares of our common stock and Mr. Shaff held options to purchase an aggregate of 55,555 shares of our common stock.

- (2) The amounts reported in this column represent consulting fees earned by Drs. Anderson and Langer in fiscal year 2020.
- (3) Dr. Flier resigned from our board of directors effective June 10, 2020.
- (4) Prior to the effectiveness of our initial public offering, each of Mr. Gilbert and Dr. Langer resigned from our board of directors.

### ***Director compensation***

Upon her initial appointment to our board of directors, and prior to the effectiveness of our director compensation policy, described below, Dr. Patel received an option to purchase 55,555 shares of our common stock, which vests as to 25% of the underlying shares on the first anniversary of the grant date, and as to 6.25% of the underlying shares on the first day of each quarter following such date for the subsequent 12 calendar quarters, generally subject to Dr. Patel's continued service on our board of directors through the applicable vesting date.

During 2020, Drs. Anderson and Langer were each party to a consulting agreement or letter agreement with us that set forth the terms and conditions of his respective consulting services and service on our board of directors. Dr. Anderson's consulting agreement was terminated in connection with our initial public offering. Following the initial public offering, Dr. Anderson receives compensation as a non-employee director pursuant to our non-employee director compensation policy, described below.

*Dr. Anderson.* We entered into an amended consulting agreement with Dr. Anderson's wholly-owned corporation, effective February 10, 2020, which provided for fees of \$15,000 per quarter in respect of his consulting services and fees of \$10,000 per quarter in respect of his service on our board of directors.

*Dr. Langer.* We entered into an amended consulting agreement with Dr. Langer, effective February 5, 2020, which provides for fees of \$15,000 per quarter in respect of his consulting services and fees of \$10,000 per quarter in respect of his service on our board of directors. Dr. Langer's consulting agreement also contains a perpetual confidentiality obligation.

Dr. Flier resigned from our board of directors effective June 10, 2020. In connection with his termination of service, the board of directors determined that all vested options held by Dr. Flier as of such termination should remain outstanding and exercisable until December 31, 2020.

### ***Director compensation policy***

Under our director compensation policy that became effective upon the completion of our initial public offering, each non-employee director is eligible to receive compensation for his or her service on our board of directors following our initial public offering. Each non-employee director is eligible to receive an annual cash retainer, pro-rated to reflect any partial year of service, as set forth in the table below. For the calendar quarter during which our initial public offering occurred, all annual cash fees were prorated based on the number of calendar days the non-employee director was a member of our board of directors following the initial public offering. In addition, each non-employee director who is first elected or appointed to our board of directors in a calendar year will be granted an option under the Sigilon Therapeutics, Inc. 2020 Equity Incentive Plan, or our 2020 Plan, to purchase 17,777 shares of our common stock (but in no event will a non-employee director's initial grant have a grant date fair value, determined in accordance with FASB ASC 718, that exceeds \$600,000) upon his or her initial election to our board of directors. Each non-employee director who has served as a member of our board of directors for at least a six-month period prior to the first meeting of our board of directors following the annual meeting of our stockholders will annually be granted an option under our 2020 Plan to purchase 8,888 shares of our common stock (but in no event will a non-employee

director’s annual grant have a grant date fair value, determined in accordance with FASB ASC 718, that exceeds \$300,000).

The stock option granted to a non-employee director upon his or her initial election to our board of directors will vest as to one-third of the underlying shares on each of the first three anniversaries of the date of grant, subject to such director’s continued service on our board of directors. The annual stock options granted to our non-employee directors will vest in full on the first anniversary of the date of grant, subject to the director’s continued service on our board of directors. Upon a change in control (as defined in our 2020 Plan (or as such term or similar term is defined in any successor plan)), each initial stock option and each annual stock option that is then outstanding will vest in full, subject to the director’s continued service on our board of directors through such change in control. During 2020, Drs. Oesterle and Ruffolo each received an annual stock option award under our non-employee director compensation policy.

A schedule of board of directors and committee fees applicable in 2020, following our initial public offering, is below.

<b>Board and Committee Fees</b>	<b>2020</b>
Board Member	\$ 35,000
Board Chair	\$ 65,000
Audit Committee Member	\$ 7,500
Audit Committee Chair	\$ 15,000
Compensation Committee Member	\$ 5,000
Compensation Committee Chair	\$ 10,000
Nominating and Corporate Governance Committee Member	\$ 4,000
Nominating and Corporate Governance Committee Chair	\$ 8,000

All cash fees are paid quarterly, in arrears, or upon the earlier resignation or removal of the non-employee director. The amount of each payment will be prorated for any portion of a calendar quarter that a non-employee director is not serving on our board of directors, based on the number of calendar days served by such non-employee director.

Each non-employee director is entitled to reimbursement for reasonable travel and other expenses incurred in connection with attending meetings of our board of directors and any committee on which he or she serves.

#### **AUDIT COMMITTEE REPORT**

*The information contained in this report shall not be deemed to be “soliciting material” or “filed” or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically incorporates it by reference into a document filed under the Securities Act or the Exchange Act.*

We operate in accordance with a written charter adopted by our Board of Directors and reviewed annually by the Audit Committee. We are responsible for overseeing the quality and integrity of Sigilon’s accounting, auditing and financial reporting practices. In accordance with the rules of the SEC and Nasdaq, the Audit Committee is composed entirely of members who are independent, as defined by the listing standards of Nasdaq and Sigilon’s Corporate Governance Guidelines. Further, our Board of Directors has determined that one of our members (Mr. Shaff) is an Audit Committee financial expert as defined by the rules of the SEC.

The Audit Committee met three times during fiscal 2020 with Sigilon Therapeutics, Inc.’s management and PricewaterhouseCoopers LLP (“PwC”), Sigilon’s independent registered public accounting firm, including, but not limited to, meetings held to review and discuss the annual audited and quarterly financial statements and the Company’s earnings press releases.

We believe that we fully discharged our oversight responsibilities as described in our charter, including with respect to the audit process. We reviewed and discussed our audited financial statements for the fiscal year ended

December 31, 2020, with management and PwC. Management has the responsibility for the preparation of Sigilon's financial statements, and PwC has the responsibility for the audit of those statements. The Audit Committee discussed with PwC the matters required to be discussed by Public Company Accounting Oversight Board, or PCAOB, Auditing Standard No. 1301 and the SEC. We received the written disclosures and the letter from PwC pursuant to Rule 3526, Communication with Audit Committees Concerning Independence, of the PCAOB, concerning any relationships between PwC and Sigilon and the potential effects of any disclosed relationships on PwC's independence, and discussed with PwC its independence. We reviewed with PwC their audit plans, audit scope, identification of audit risks and their audit efforts, and discussed and reviewed the results of PwC's examination of Sigilon's financial statements both with and without management.

The Audit Committee considered any fees paid to PwC for the provision of non-audit related services and does not believe that these fees compromise PwC's independence in performing the audit.

Based on these reviews and discussions with management and PwC, we approved the inclusion of Sigilon Therapeutics, Inc.'s audited financial statements in its Annual Report on Form 10-K for the fiscal year ended December 31, 2020 for filing with the SEC. We also have selected PwC as the independent registered public accounting firm for the fiscal year ended December 31, 2021, subject to ratification by Sigilon Therapeutics, Inc.'s stockholders.

Members of the Sigilon Audit Committee

Eric Shaff, Chair  
Stephen Oesterle, M.D.  
Douglas Cole, M.D.

**CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

Except as described below, there have been no transactions since January 1, 2019 in which we were a party, the amount involved exceeded or will exceed \$120,000, and in which any related person had a direct or indirect material interest.

***Series B Convertible Preferred Stock***

In August 2019 and February 2020, we completed the sale of an aggregate of 13,383,334 shares of our Series B convertible preferred stock at a purchase price of \$6.00 per share for an aggregate purchase price of \$80.3 million. Each share of our Series B convertible preferred stock converted into shares of our common stock upon the closing of our initial public offering, giving effect to adjustments in connection with the 1-for-2.25 reverse stock split of our common stock effected on November 25, 2020. The following table summarizes purchases of shares of our Series B convertible preferred stock by holders of more than 5% of our capital stock and entities affiliated with a member of our Board of Directors.

<b>Name of stockholder</b>	<b>Acquisition Date</b>	<b>Number of Series B convertible preferred stock</b>	<b>Approximate purchase price</b>
Funds affiliated with Flagship Pioneering, Inc.	August 2019	4,166,667	\$ 25,000,002
Eli Lilly and Company	August 2019	2,000,000	\$ 12,000,000
Rogério Vivaldi Coelho, M.D.	August 2019	50,000	\$ 300,000

***Series B-1 Convertible Preferred Stock***

In October 2020, we completed the sale of an aggregate of 3,550,000 shares of our Series B-1 convertible preferred stock at a purchase price of \$7.00 per share for an aggregate purchase price of \$ 24.9 million. Each share of our Series B-1 convertible preferred stock converted into shares of our common stock upon the closing of our initial public

offering, giving effect to adjustments in connection with the 1-for-2.25 reverse stock split of our common stock effected on November 25, 2020. Entities affiliated with John Cox, a member of our Board of Directors, purchased 50,000 shares of our Series B-1 convertible preferred stock, for an approximate aggregate purchase price of \$350,000.

#### **Director Affiliations**

Dr. Cole is affiliated with and serve on our Board of Directors as representatives of the Flagship Funds, which, in the aggregate, own more than 5% of our common stock.

#### **Investor Rights Agreement**

We are party to a Third Amended and Restated Investor Rights agreement, or the Investor Rights Agreement, with the Flagship Funds, Eli Lilly and Company, entities affiliated with Mr. Cox, Dr. Vivaldi, and certain of our other stockholders. Pursuant to the terms of this agreement, we granted these stockholders certain registration rights.

#### **Voting Agreement**

Prior to our initial public offering, we were party to a Third Amended and Restated Voting Agreement, dated as of October 23, 2020, or the Voting Agreement, with the Flagship Funds, Eli Lilly and Company, Dr. Vivaldi, Dr. Anderson, Dr. Langer, entities affiliated with Mr. Cox and certain of our other stockholders, pursuant to which the following directors were elected to serve as members on our Board of Directors: Dr. Cole, Mr. Gilbert, Dr. Anderson, Dr. Langer and Dr. Vivaldi. As of the date of this prospectus, Drs. Cole, Anderson and Vivaldi continue to so serve.

The Voting Agreement terminated upon the closing of our initial public offering, and members previously elected to our Board of Directors pursuant to this agreement continued to serve as directors until they resign, are removed or their successors are duly elected by the holders of our common stock.

#### **Board Observer**

Prior to our initial public offering, Eli Lilly and Company had the right to appoint an observer to attend meetings of the Board of Directors in a non-voting capacity. Eli Lilly and Company's right to appoint an observer terminated immediately prior to the closing of our initial public offering.

#### **Director and Officer Indemnification and Insurance**

We have entered into indemnification agreements with each of our directors and executive officers. These agreements will require us to each of our directors and executive officers against certain liabilities, costs and expenses, and have purchased directors' and officers' liability insurance. We also maintain a general liability insurance policy which covers certain liabilities of directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers.

#### **Related Party Transactions Policy**

Our Board of Directors has adopted a written related person transaction policy setting forth the policies and procedures for the review and approval or ratification of related person transactions. This policy covers, with certain exceptions set forth in Item 404 of Regulation S-K under the Securities Act of 1933, as amended, or the Securities Act, any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which we were or are to be a participant, where the amount involved exceeds \$120,000 in any fiscal year and a related person had, has or will have a direct or indirect material interest, including without limitation, purchases of goods or services by or from the related person or entities in which the related person has a material interest, indebtedness, guarantees of indebtedness and employment by us of a related person. In reviewing and approving any such transactions, our Audit Committee is tasked with considering all relevant facts and circumstances, including, but not limited to, whether the transaction is on terms comparable to those that could be obtained in an arm's length transaction and the

extent of the related person's interest in the transaction. All of the transactions described in this section occurred prior to the adoption of this policy.

#### **PROPOSAL NO. 1-ELECTION OF DIRECTORS**

In accordance with the Company's certificate of incorporation and bylaws, the Board of Directors is divided into three classes of approximately equal size. The members of each class are elected to serve a three-year term with the term of office of each class ending in successive years. Eric Shaff and Robert Ruffolo, Jr., Ph.D. are the Class I directors whose terms expire at the Company's 2021 Annual Meeting of stockholders. Each of Mr. Shaff and Dr. Ruffolo has been nominated for and has agreed to stand for re-election to the Board of Directors to serve as a Class I director of the Company for three years and until their successors are duly elected and qualified or until their earlier death, resignation or removal.

Our certificate of incorporation provides for a majority voting standard for the election of directors in uncontested elections, which provides that to be elected, a director nominee must receive a greater number of votes FOR his or her election than votes AGAINST his or her election. The number of votes cast with respect to that director's election excludes abstentions and broker non-votes with respect to that director's election. In contested elections where the number of director nominees exceeds the number of directors to be elected, the voting standard will be a plurality of the shares present virtually in person or by proxy and entitled to vote.

It is intended that, unless you give contrary instructions, shares represented by proxies will be voted for the election of each of the nominees listed above. Sigilon has no reason to believe that any nominee will be unable to serve. In the event that either or both nominees is unexpectedly not available to serve, proxies may be voted for another person nominated as a substitute by the Board of Directors, or the Board of Directors may reduce the number of directors to be elected at the Annual Meeting. Information relating to each nominee for election as director and for each continuing director, including his or her period of service as a director of Sigilon, principal occupation and other biographical material is shown earlier in this proxy statement.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" EACH OF THESE NOMINEES FOR CLASS I DIRECTOR, AND PROXIES SOLICITED BY THE BOARD WILL BE VOTED IN FAVOR THEREOF UNLESS A STOCKHOLDER HAS INDICATED OTHERWISE ON THE PROXY.**

## PROPOSAL NO. 2-RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We are asking our stockholders to ratify the Audit Committee’s selection of PricewaterhouseCoopers LLP, or PwC, as our independent registered public accounting firm for the fiscal year ending December 31, 2021. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of PwC, and PwC has served as our independent registered public accounting firm since 2017.

The Audit Committee annually reviews the independent registered public accounting firm’s independence, including reviewing all relationships between the independent registered public accounting firm and us and any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm, and the independent registered public accounting firm’s performance. Although ratification is not required by our bylaws or otherwise, the Board of Directors is submitting the selection of PwC to our stockholders for ratification as a matter of good corporate practice. If the selection is not ratified, the Audit Committee will consider whether it is appropriate to select another independent registered public accounting firm. Even if the selection is ratified, the Audit Committee in its discretion may select a different registered public accounting firm at any time during the year if the committee determines that such a change would be in the best interests of the Company and our stockholders.

We expect that a representative of PwC will attend the Annual Meeting and the representative will have an opportunity to make a statement if he or she so chooses. The representative will also be available to respond to appropriate questions from stockholders.

### Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

The Audit Committee pre-approves all auditing services, internal control related services and permitted non-audit services (including the fees and terms thereof) to be performed by PwC, subject to the *de minimis* exception for non-audit services that are approved by the Audit Committee prior to the completion of an audit. The Audit Committee may delegate pre-approval authority to one or more members of the Audit Committee consistent with applicable law and listing standards, provided that the decisions of such Audit Committee member or members must be presented to the full Audit Committee at its next scheduled meeting. The Audit Committee is responsible for the audit fee negotiations associated with our retention of PwC.

### Principal Accountant Fees and Services

We regularly review the services and fees of our independent registered public accounting firm. These services and fees are also reviewed by the Audit Committee on an annual basis. The aggregate fees billed for the fiscal years ended December 31, 2020 and 2019 for each of the following categories of services are as follows (in thousands):

Fee Category	Fiscal Year Ended	
	2020	2019
Audit Fees	\$ 1,720	\$ 321
Audit-related Fees	—	—
Tax Fees	—	—
All Other Fees	1	—
Total Fees	\$ 1,721	\$ 321

*Audit Fees.* Audit fees consist of fees billed for professional services provided in connection with the audit of our annual financial statements, the review of our quarterly financial statements, and audit services that are normally provided by independent registered public accounting firm in connection with regulatory filings. The audit fees also include fees for professional services provided in connection with our initial public offering, incurred during the fiscal year ended December 31, 2020, including comfort letters, consents and review of documents filed with the SEC.

*Audit-Related Fees.* Consist of aggregate fees for accounting consultations and other services that were reasonably related to the performance of audits or reviews of our consolidated financial statements and were not reported above under “Audit Fees.”

*Tax Fees.* Consist of aggregate fees for tax compliance, tax advice and tax planning services including the review and preparation of our federal and state income tax returns.

*All Other Fees.* All other fees represent payment for access to PricewaterhouseCoopers LLP online software tools. These fees were approved by the Audit Committee.

The Audit Committee pre-approved all services performed since the pre-approval policy was adopted.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AND PROXIES SOLICITED BY THE BOARD WILL BE VOTED IN FAVOR OF SUCH RATIFICATION UNLESS A STOCKHOLDER HAS INDICATED OTHERWISE ON THE PROXY.**

## GENERAL MATTERS

### Availability of Certain Documents

A copy of our 2020 Annual Report on Form 10-K has been posted on the Internet along with this proxy statement. Upon written request, we will mail, without charge, a copy of our 2020 Annual Report on Form 10-K excluding exhibits. Please send a written request to our Corporate Secretary at:

Sigilon Therapeutics, Inc.  
100 Binney Street, Suite 600  
Cambridge, MA 02142  
Attention: Secretary  
Phone: (617) 336-7540

SEC rules concerning the delivery of annual disclosure documents allow us or your broker to send a single Notice of Proxy Materials or, if applicable, a single set of our proxy materials to any household at which two or more of our stockholders reside, if we or your broker believe that the stockholders are members of the same family, unless we have received contrary instructions from one or more of the stockholders. This practice, referred to as “householding,” benefits both you and us. It reduces the volume of duplicate information received at your household and helps to reduce our expenses. The rule applies to our Notices of Proxy Materials, annual reports, proxy statements and information statements.

We will undertake to deliver promptly, upon written or oral request, a separate copy to a stockholder at a shared address to which a single copy of the Notice of Proxy Materials or proxy materials was delivered. You may make a written or oral request by sending a notification to our Secretary at the address or telephone number above, providing your name, your shared address, and the address to which we should direct the additional copy of the Notice of Proxy Materials or proxy materials. Multiple stockholders sharing an address who have received one copy of a mailing and would prefer us to mail each stockholder a separate copy of future mailings should contact us at our principal executive offices. Additionally, if current stockholders with a shared address received multiple copies of a mailing and would prefer us to mail one copy of future mailings to stockholders at the shared address, notification of that request may also be made through our principal executive offices. Stockholders who participate in householding will continue to have access to and utilize separate proxy voting instructions.

### Stockholder Proposals and Nominations

*Requirements for Stockholder Proposals to be Considered for Inclusion in our Proxy Materials.* To be considered for inclusion in next year’s proxy statement, stockholder proposals must be received by our Secretary at our principal executive offices no later than the close of business on December 28, 2021, which is 120 days prior to the date that is one year from this year’s mailing date of April 27, 2021.

*Requirements for Stockholder Proposals or Director Nominations to be Brought Before an Annual Meeting.* Our bylaws provide that, for stockholder nominations to the Board of Directors or other proposals to be considered at an annual meeting, the stockholder must have given timely notice thereof in writing to the Secretary at Sigilon Therapeutics, Inc., 100 Binney Street, Suite 600, Cambridge, MA 02142. The nominating and corporate governance committee does not have a written policy regarding stockholder nominations, but has determined that it is the practice of the committee to consider candidates proposed by stockholders if made in accordance with our bylaws. To be timely for the 2022 annual meeting, although not included in the proxy statement, the stockholder’s notice must be delivered to or mailed and received by us not earlier than the close of business on the 120th day nor later than the close of business on the 90th day prior to the anniversary date of the prior year’s annual meeting, except that if the annual meeting is set for a date that is not within 30 days before or after such anniversary date, we must receive the notice not later than the close of business on the tenth day following the day on which we first provide notice or public disclosure of the date of the meeting. Assuming the date of our 2021 annual meeting is not so advanced or delayed, stockholders who wish to make a proposal at the 2022 annual meeting must notify us no earlier than February 24, 2022 and no later than March 26, 2022.

Such notice must provide the information required by our bylaws with respect to each matter the stockholder proposes to bring before the 2022 annual meeting.

**Contacting the Board of Directors**

Stockholders wishing to communicate with the Board of Directors may do so by writing to the Board or to the non-employee members of the Board as a group, at:

Sigilon Therapeutics, Inc.  
100 Binney Street, Suite 600  
Cambridge, MA 02142  
Attention: Secretary

The communication must prominently display the legend “BOARD COMMUNICATION” in order to indicate to the Secretary that it is a communication for the Board. Upon receiving such a communication, the Secretary will promptly forward the communication to the relevant individual or group to which it is addressed. Certain items that are unrelated to the Board’s duties and responsibilities may be excluded, such as spam, junk mail and mass mailings, resumes and other forms of job inquiries, surveys and business solicitations or advertisements. The Secretary will not forward any communication determined in his good faith belief to be frivolous, unduly hostile, threatening, illegal or similarly unsuitable.

**Other Matters**

As of the date of this proxy statement, the Board of Directors does not intend to present any matters other than those described herein at the Annual Meeting and is unaware of any matters to be presented by other parties. If other matters are properly brought before the meeting for action by the stockholders, proxies will be voted in accordance with the recommendation of the Board or, in the absence of such a recommendation, in accordance with the judgment of the proxy holder.

By Order of the Board of Directors

/s/Rogério Vivaldi Coelho, M.D.  
Rogério Vivaldi Coelho, M.D.  
*President and Chief Executive Officer, Director*  
April 27, 2021



**SIGILON THERAPEUTICS, INC.**  
Annual Meeting of Stockholders June 24, 2021, 8:00 am EDT

The 2021 Annual Meeting of Shareholders of Sigilon Therapeutics, Inc. will be held on June 24, 2021 at 8:00 am EDT, virtually via the internet at [www.meetingcenter.io/253922431](http://www.meetingcenter.io/253922431)  
To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.  
The password for this meeting is – SGTX2021

Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Shareholders.  
The material is available at: [www.envisionreports.com/SGTX](http://www.envisionreports.com/SGTX)

	<p><b>Small steps make an impact.</b> Help the environment by consenting to receive electronic delivery, sign up at <a href="http://www.envisionreports.com/SGTX">www.envisionreports.com/SGTX</a></p>	
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▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**Sigilon Therapeutics, Inc.**



**Notice of 2021 Annual Meeting of Stockholders on June 24, 2021**

**This proxy is solicited by the Board of Directors of the Company**

The undersigned hereby appoints Rogerio Vivaldi Coelho, M.D. and Glenn Reicin, or all of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Shareholders of Sigilon Therapeutics, Inc. to be held on June 24, 2021 or at any postponement or adjournment thereof.

**Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR the election of the Board of Directors and FOR Item 2.**

**In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.**

(Items to be voted appear on reverse side)

**C Non-Voting Items**

**Change of Address** – Please print new address below.

**Comments** – Please print your comments below.

