

**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 all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Sigilon Therapeutics, Inc.
100 Binney Street, Suite 600
Cambridge, MA 02142

NOTICE OF 2023 ANNUAL MEETING OF STOCKHOLDERS

The 2023 Annual Meeting of Stockholders (the “Annual Meeting”) of Sigilon Therapeutics, Inc. (the “Company” or “Sigilon”) will be held on May 19, 2023, at 8:00 a.m. Eastern Time, at Sigilon Therapeutics, Inc., 100 Binney Street, Suite 600, Cambridge, Massachusetts, for the purpose of considering and voting on the following two company-sponsored proposals:

1. To elect Douglas Cole, M.D., and Stephen Oesterle, M.D., as Class III directors, each for a three-year term.
2. Approval of an amendment to the Company's Fifth Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's issued and outstanding common stock.
3. To ratify the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2023.

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 III director (Proposal No. 1), FOR approval of an amendment to the Company's Fifth Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's issued and outstanding common stock (Proposal No. 2) and FOR ratification of the proposed independent registered public accounting firm (Proposal No. 3).

Each outstanding share of the Company's common stock (Nasdaq: SGTX) entitles the holder of record at the close of business on March 27, 2023, to receive notice of and to vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting. A list of stockholders as of the record date will be available for stockholder inspection at the headquarters of the Company, 100 Binney Street, Suite 600, Cambridge, Massachusetts, 02142, during ordinary business hours, from May 8, 2023 to the date of the Annual Meeting. The list will also be available for inspection at the Annual Meeting.

Your vote is important. Whether or not you expect to attend the Annual Meeting, we urge you to vote your shares by following the instructions in the Important Notice Regarding the Availability of Proxy Materials that you previously 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 attend the Annual Meeting, you may still vote your shares in person, 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. We look forward to seeing you there. Thank you for your ongoing support of Sigilon Therapeutics, Inc.

By Order of the Board of Directors

Rogério Vivaldi Coelho, M.D.
President and Chief Executive Officer, Director
, 2023



TABLE OF CONTENTS

	<u>Page</u>
IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 19, 2023	1
IMPORTANT INFORMATION ABOUT THE ANNUAL MEETING AND VOTING	1
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	6
MANAGEMENT AND CORPORATE GOVERNANCE	7
EXECUTIVE OFFICER AND DIRECTOR COMPENSATION	17
AUDIT COMMITTEE REPORT	26
CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS	27
PROPOSAL NO. 1-ELECTION OF DIRECTORS	27
PROPOSAL NO. 2-APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT	28
PROPOSAL NO. 3-RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	32
GENERAL MATTERS	34

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

**PROXY STATEMENT FOR 2023 ANNUAL MEETING OF STOCKHOLDERS
To Be Held On Friday, May 19, 2023 at 8:00 a.m. Eastern Time**

This proxy statement, along with the accompanying Notice of 2023 Annual Meeting of Stockholders, contains information about the 2023 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 at 8:00 a.m. Eastern Time at Sigilon Therapeutics, Inc., 100 Binney Street, Suite 600, Cambridge, Massachusetts. If you plan to attend the meeting, please bring a form of personal picture identification with you.

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 _____, 2023, we made available this proxy statement and the Notice of 2023 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, 2022 (the “Annual Report”), which includes our financial statements for the fiscal year ended December 31, 2022.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 19, 2023

This proxy statement and our Annual Report are available for viewing, printing and downloading at www.edocumentview.com/SGTX.

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, or in the “Investors/ Media” section of our website at 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 2023 Annual Meeting of Stockholders to be held at 8:00 a.m. Eastern Time on May 19, 2023, at Sigilon Therapeutics, Inc., 100 Binney Street, Suite 600, Cambridge, Massachusetts, and any adjournments of the meeting, which we refer to as the Annual Meeting. The proxy statement along with the accompanying Notice of 2023 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 2023 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, 2022 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 _____, 2023, 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 March 27, 2023. Only stockholders who owned our common stock at the close of business on March 27, 2023 are entitled to vote at the Annual Meeting.

How many votes can be cast by all stockholders?

A total of _____ shares of common stock of the Company were outstanding on March 27, 2023 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 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. If you received written proxy materials by mail, by calling the toll-free number found on the proxy card. Have the Notice of Internet Availability of Proxy Materials, which contains your control number, available when voting by telephone.

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.

In Person at the Meeting. If you attend the meeting you may deliver your completed proxy card in person, or you may vote by completing a ballot, which will be available at the meeting.

If your shares of common stock are held in street name (held for your account by a broker or other nominee), please follow the instructions you receive from them to vote your shares.

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

The Board of Directors recommends a vote:

Proposal 1: FOR election of Douglas Cole, M.D. and Stephen Oesterle, M.D., as Class III directors.

Proposal 2: FOR approval of an amendment to the Company's Fifth Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's issued and outstanding common stock.

Proposal 3: FOR ratification of selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

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. We have engaged Alliance Advisors, LLC to assist in the solicitation of proxies and provide related advice and information support, for a services fee and the reimbursement of customary disbursements, which are not expected to exceed \$30,000 in the aggregate. In addition, we may supplement our efforts to solicit your proxy in the following ways:

- We may contact you using the telephone or electronic communication;
- our directors, officers or other employees may contact you personally; or
- Alliance Advisors, LLC or any other third parties we may hire as agents for the sole purpose of contacting you regarding your proxy, may contact you.

We will not pay directors, officers or other employees any additional compensation for their efforts to supplement our proxy solicitation. We anticipate banks, brokerage houses and other custodians, nominees and fiduciaries will forward soliciting material to the beneficial owners of shares of common stock entitled to vote at the Annual Meeting and that we will reimburse those persons for their out-of-pocket expenses incurred in performing such services.

If you have questions about the proposals or if you need additional copies of the proxy statement or the enclosed proxy card you should contact:

Alliance Advisors
200 Broadacres Drive, 3rd Floor
Bloomfield, NJ 07003
SGTX@allianceadvisors.com

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 the meeting and voting in person. 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, 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 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 proposals, such brokers 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?

Proposal 1: Elect Directors	For the election of the Class III 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. We expect that Proposal 1 will be considered a non-routine matter. 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.
Proposal 2: Amendment to our Fifth Amended and Restated Certificate of Incorporation to Effect a Reverse Stock Split of our Issued and Outstanding Common Stock	The Amendment to our Fifth Amended and Restated Certificate of Incorporation to effect a reverse stock split of our issued and outstanding common stock (the "Amendment") must be approved by the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of the outstanding shares of capital stock of the Company. If you abstain from voting on the Amendment, your abstention will have the same effect as a vote "against" the Amendment. We expect that Proposal 2 will be considered a routine matter. Therefore, brokerage firms will have authority to vote customers' unvoted shares held by the firms in street name on this proposal. We therefore do not expect any broker non-votes on this proposal.
Proposal 3: Ratify Selection of our Independent Registered Public Accounting Firm	For the ratification of the selection of our independent registered public accounting firm for our 2023 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. We expect that Proposal 3 will be considered a routine matter. Therefore, brokerage firms will have authority to vote customers' unvoted shares held by the firms in street name on this proposal. We therefore do not expect any broker non-votes on this proposal. 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, 2023, the Audit Committee of the Board of Directors will reconsider its selection.

A "broker non-vote" occurs when a broker holding shares for a beneficial owner does not vote the shares on a proposal because it 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 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 proposals on the approval of the Amendment (Proposal 2) and ratification of the appointment of our independent registered public accounting firm (Proposal 3) will be routine matters.

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 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.

Who should I call if I have any additional questions?

If you hold your shares directly, please call Matthew Kowalsky, Secretary of the Company, at (617) 336-7540. If your shares are held in street name, please contact the telephone number provided on your voting instruction form or contact your broker or nominee holder directly.

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 March 27, 2023 (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 March 27, 2023 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 March 27, 2023, there were _____ 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
5% or greater stockholders:		
Flagship Pioneering Funds ⁽¹⁾		%
Eli Lilly and Company ⁽²⁾		%
Directors and Named Executive Officers:		
Rogério Vivaldi Coelho, M.D. ⁽³⁾		%
Philip Ashton-Rickardt, Ph.D. ⁽⁴⁾		%
May Orfali, M.D. ⁽⁵⁾		%
Douglas Cole, M.D. ⁽⁶⁾		%
John Cox ⁽⁷⁾		%
Stephen Oesterle, M.D. ⁽⁸⁾		%
Kavita Patel, M.D. ⁽⁹⁾		%
Robert Ruffolo, Jr., Ph.D. ⁽¹⁰⁾		%
Eric Shaff ⁽¹¹⁾		%
All executive officers and directors as a group (11 persons) ⁽¹²⁾		%

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

- (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 options to purchase _____ shares of common stock that are exercisable within 60 days of March 27, 2023.
- (4) Includes options to purchase _____ shares of common stock that are exercisable within 60 days of March 27, 2023.
- (5) Includes options to purchase _____ shares of common stock that are exercisable within 60 days of March 27, 2023. Dr. Orfali’s employment with the Company was terminated on February 10, 2023.
- (6) Includes options to purchase _____ shares of common stock that are exercisable within 60 days of March 27, 2023.
- (7) Includes options to purchase _____ shares of common stock that are exercisable within 60 days of March 27, 2023. Includes shares held by the Cox Trust of 2013 Alena O Cox, _____ shares held by the Cox Trust of _____

	2013 Amber F Cox, Trust of 2013 John G Cox and	shares held by the Cox Trust of 2013 Lucas C Cox, shares held by the John Gilbert Cox Living Trust.	shares held by the Cox
(8)	Includes options to purchase	shares of common stock that are exercisable within 60 days of March 27, 2023.	
(9)	Includes options to purchase	shares of common stock that are exercisable within 60 days of March 27, 2023.	
(10)	Includes options to purchase	shares of common stock that are exercisable within 60 days of March 27, 2023.	
(11)	Includes options to purchase	shares of common stock that are exercisable within 60 days of March 27, 2023.	
(12)	Includes options to purchase	shares of common stock that are exercisable within 60 days of March 27, 2023.	

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 will serve until the 2024 annual meeting of stockholders; our Class II directors will serve until the 2025 annual meeting of stockholders; and our Class III directors who are re-elected at the 2023 annual meeting of stockholders will serve until the 2026 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 seven members. Below is a list of the names, ages as of March 27, 2023 and classification of the individuals who currently serve as our directors.

Name	Age	Position
Eric Shaff	47	Director (Class I)
Robert Ruffolo, Jr., Ph.D.	71	Director (Class I)
Rogério Vivaldi Coelho, M.D.	59	Director (Class II); President and Chief Executive Officer
John Cox	60	Director (Class II)
Kavita Patel, M.D.	49	Director (Class II)
Douglas Cole, M.D.	61	Director (Class III)
Stephen Oesterle, M.D.	72	Director (Class III)

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 III DIRECTOR NOMINEES

Douglas Cole, M.D., has served as a member of our Board of Directors since 2016. Dr. Cole joined Flagship Pioneering, which conceives, creates, resources and develops first-in-category bioplatfrom 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, Foghorn Therapeutics, Sana Biotechnology, each of which is a public biotechnology company, and on the boards of directors of a number of private companies. In the past five years, Dr. Cole also served on the board of directors of Quanterix Corporation, a public life sciences company. Dr. Cole received his M.D. from the University of Pennsylvania School of Medicine and his A.B. 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 bioplatfrom 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, Peijia Medical Limited since 2020, and Paragon28 since 2021. He served as a director of REVA Medical, Inc. from February 2018 to May 2019 and HeartWare International, Inc. from January 2016 to November 2016, prior to Medtronic plc's acquisition of HeartWare International, Inc. He currently serves on private boards of SHL Medical AG, since 2020, CeramTec GmbH, since 2022, and Alcyone Therapeutics, Inc., since 2017. 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.

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 serves on the Board of Directors of Crinetics Pharmaceuticals, Inc. (Nasdaq: CRNX). 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 served as the Chief Executive Officer of Repertoire Immune Medicines from 2019 until 2022, 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.

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., and several private companies. Dr. Ruffolo previously served on the board of directors of Diffusion Pharmaceuticals, Inc. until 2019. 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.

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 was a Nonresident Fellow at the Brookings Institution, where her research and reports focused 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.S.H.S. 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.

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 2014. 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.

Director Independence

Under the rules of the Nasdaq Stock Market ("Nasdaq"), independent directors must comprise a majority of our Board of Directors. In addition, the rules of Nasdaq 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 Nasdaq, 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 rules 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 Nasdaq. In addition, all members of our audit committee 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.

Board Membership Criteria and Diversity

Our Nominating and Corporate Governance Committee is responsible for developing and recommending to our Board of Directors criteria for membership on the Board of Directors and, consistent with those criteria, recommending to the Board of Directors director candidates and nominees for the next annual meeting of stockholders taking into account each candidate’s ability, judgment and experience and the overall diversity and composition of the Board of Directors. As reflected in our Corporate Governance Guidelines, it is the policy of the Board of Directors that all directors should possess high standards of personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company’s stockholders. The Board of Directors believes that each director should possess the requisite ability, judgment and experience to oversee the Company’s business, and should contribute to the overall diversity of the Board of Directors. The Board of Directors considers the qualifications of directors and director candidates individually and in the broader context of its overall composition and the Company’s current and anticipated future needs. 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.

Based upon responses to questionnaires received from each of our directors with respect to diversity, the Company’s Board of Directors is comprised of individuals from the following diverse backgrounds:

Board Diversity Matrix (As of March 27, 2023)				
Total Number of Directors	7			
Part I: Gender Identity	Female	Male	Non-Binary	Did Not Disclose Gender
Directors	1	6	-	-
Part II: Demographic Background				
African American or Black	-	-	-	-
Alaskan Native or Native American	-	-	-	-
Asian	1	-	-	-
Hispanic or Latinx	-	1	-	-
Native Hawaiian or Pacific Islander	-	-	-	-
White	-	5	-	-
Two or More Races or Ethnicities	-	-	-	-
LGBTQ+			-	
Did not Disclose Demographic Background			-	

Board Meetings and Attendance

The Board of Directors held four meetings during the year ended December 31, 2022. 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, 2022 (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. All of our directors attended our prior annual meeting of stockholders.

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 Audit Committee, 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) 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.			
Douglas Cole, M.D. ⁽¹⁾	X ⁽²⁾	X ⁽²⁾	
John Cox		X	
Stephen Oesterle, M.D. ⁽¹⁾	X		X
Kavita Patel, M.D.	X		X
Robert Ruffolo, Jr., PhD.		X	
Eric Shaff			X ⁽²⁾

(1) Nominated for re-election at the 2023 annual meeting of stockholders. See Proposal 1.

(2) Chair of the committee.

Audit Committee

Our Audit Committee is composed of Stephen Oesterle, M.D., Kavita Patel, M.D., and Eric Shaff, with Mr. Shaff serving as Chair of the committee. The Board of Directors has determined that each member of the Audit Committee meets the independence requirements of Rule 10A-3 under the Exchange Act and the applicable listing standards of Nasdaq. 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, as applicable;
- reviewing and discussing with management and our independent registered accounting firm critical audit matters and related disclosures, as applicable;
- 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, 2022, the Audit Committee met four 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, 2022, the Nominating and Corporate Governance Committee met one time.

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:

- overseeing 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 contracts 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, 2022, the Compensation Committee met one time.

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 does not create 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 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 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.

Policy Against Hedging Stock

Our insider trading policy prohibits our directors, officers and employees from entering into hedging or monetization transactions, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds, because such transactions may permit a director, officer or employee to continue to own securities obtained through our employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the individual may no longer have the same objectives as our other stockholders.

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 as of the date of this Proxy Statement.

Name	Age	Position
Rogério Vivaldi Coelho, M.D.	59	Chief Executive Officer and President; Director (Class II)
Philip Ashton-Rickardt, Ph.D.	59	Chief Scientific Officer
Matthew Kowalsky	50	Chief of Staff and Chief Legal and Administrative Officer
Josias Pontes	57	Chief Financial Officer and Treasurer
Qing Sarah Yuan, Ph.D.	52	Chief Technical Operations Officer

EXECUTIVE OFFICER BIOGRAPHIES

Rogério Vivaldi Coelho, M.D.'s biography is included under "Director Biographies" above.

Philip Ashton-Rickardt, Ph.D., has served as our Chief Scientific Officer since 2021. Previously, Dr. Ashton-Rickardt served as Senior Vice President for Immunology at AZTherapies, Inc., where he was responsible for preclinical development of cell therapies, biologic and small molecule platform technologies to treat neurodegenerative diseases. Dr. Ashton-Rickardt joined AZTherapies in 2019 in connection with its acquisition of Smith Therapeutics, a private company founded by Dr. Ashton-Rickardt to develop a cutting-edge technology platform that he invented using modified T cells to restore a healthy balance of inflammatory and regulatory cells in the brain. Prior to launching Smith Therapeutics in 2017, Dr. Ashton-Rickardt was Chair in Immunology at Imperial College London, Visiting Professor, Brigham and Women's Hospital, Harvard Medical School, and Associate Professor in the Department of Pathology at the University of Chicago. His work has been recognized by his peers through the award of tenure from The University of Chicago and by his fellow citizens as a recipient of the Early Career Award for Scientists and Engineers from President Bill Clinton. He has published more than 65 peer-reviewed papers in more than 30 academic journals (including Cell, Science, Immunity, and Nature Immunology), has served as an editor for several academic journals, and has been a member of grant review boards globally. Dr. Ashton-Rickardt earned a B.Sc. in Biochemistry from the University of London, King's College and a Ph.D. in Molecular Biology from the University of Edinburgh.

Matthew Kowalsky, J.D., has served as our Chief of Staff, Chief Legal and Administrative Officer since February 2023, previously served as our Chief Legal Officer and Secretary from 2020 until 2023, and joined Sigilon in 2019 as our Senior Vice President, General Counsel and Corporate Secretary. Prior to joining Sigilon, he served as Vice President of Legal and Corporate Secretary at Proteon Therapeutics, Inc. from 2016 to 2019. Prior to joining Sigilon in 2019, he served as Senior Corporate Counsel at Sanofi Genzyme, supporting business development activities and marketed products for rare diseases. Mr. Kowalsky held the position of Associate General Counsel at Cubist Pharmaceuticals, Inc. through its acquisition by Merck in 2015. He has also held similar roles at ARIAD Pharmaceuticals, Inc. and Lantheus Medical Imaging, Inc. (formerly Bristol-Myers Squibb Medical Imaging, Inc.). Mr. Kowalsky began his legal career in the corporate and intellectual property groups of Choate, Hall & Stewart LLP. He holds a B.A. from the University of Notre Dame and a J.D. from the Notre Dame Law School. Before attending law school, he served as a surface warfare officer in the U.S. Navy.

Josias Pontes has served as the Company's Senior Vice President, Chief Financial Officer and Treasurer since February 2022 and previously served as the Company's Vice President, Head of Finance since November 2019. Prior to joining the Company, Mr. Pontes was Senior Director, Financial Planning and Analysis at Zafgen, Inc., a biotechnology company, from December 2017 to August 2019. From 2016 to 2018, Mr. Pontes served as Senior Director, Accounting Reporting and Consolidation and Financial Planning and Analysis at Juniper Pharmaceuticals, Inc. Mr. Pontes also worked in various finance roles of increasing responsibility at Genzyme, most recently serving as the Senior Director of Finance and Controller of the Rare Diseases business unit. He holds an M.B.A. from Ohio University and a B.A. in Accounting from the FECAP University in Sao Paulo, Brazil.

Qing Sarah Yuan, Ph.D., has served as the Company’s Chief Technical Operations Officer since March 2022. Dr. Yuan brings more than 20 years of experience in process development, manufacturing sciences and CMC strategies from a broad range of leading biopharmaceutical companies. Prior to joining Sigilon, from November 2021 to March 2022, Dr. Yuan served as Vice President of Process and Analytical Development at 2seventy bio, the oncology spinoff of bluebird bio, Inc. From July 2019 to November 2021, she held a similar role at bluebird bio. Prior to that, Dr. Yuan led the External Manufacturing Organization for the Rare Blood Disorders Franchise at Sanofi for a period of four months following its acquisition of Bioverativ. From 2017 to 2019, she served as the Head of Technical Development and Manufacturing Sciences at Bioverativ. Earlier in her career, Dr. Yuan held various roles with increasing responsibilities in Biogen’s Manufacturing Sciences department, led Process Development at Agenus, and spent several years developing novel resins and membranes at Millipore. She holds a Ph.D. in Chemical Engineering from University of Wisconsin, Madison, and a B.S. in Chemical Engineering from University of California at Berkeley.

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, 2022. 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;
- Philip Ashton-Rickardt, Ph.D., our Chief Scientific Officer; and
- May Orfali, M.D., our former Chief Medical 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, 2022 and December 31, 2021:

Name and principal position	Year	Salary (\$)	Bonus (\$) ⁽¹⁾	Stock awards (\$) ⁽²⁾	Option awards (\$) ⁽³⁾	Nonequity incentive plan compensation (\$) ⁽⁴⁾	All other compensation (\$) ⁽⁵⁾	Total (\$)
Rogério Vivaldi Coelho, M.D.	2022	601,328	—	—	1,099,999	314,194	9,150	2,024,671
<i>President and Chief Executive Officer</i>	2021	578,200	—	266,000	5,348,253	159,005	8,700	6,360,158
Philip Ashton-Rickardt, Ph.D.	2022	416,000	40,000	—	288,112	158,080	—	902,192
⁽⁶⁾ <i>Chief Scientific Officer</i>	2021	219,697	—	—	645,214	44,055	—	908,966
May Orfali, M.D. ⁽⁷⁾	2022	475,000	40,000	—	31,999	180,500	9,150	736,648
<i>Former Chief Medical Officer</i>	2021	43,182	—	—	169,970	—	35,200	248,352

- (1) Amounts reported for Drs. Ashton-Rickardt and Orfali represent the first retention payment under the retention bonus agreements with such named executive officers, described below under “Retention bonuses.”
- (2) The amount reported in this column represents the aggregate grant date fair value of restricted stock units granted to Dr. Vivaldi in fiscal year 2021, computed in accordance with FASB ASC 718, excluding the effect of estimated forfeitures. The assumptions used in the valuation of this award are set forth in Note 9 to our consolidated financial statements included in our Annual Report on Form 10-K for 2021.
- (3) The amounts reported in this column represent the aggregate grant date fair value of options to purchase our common stock granted to each named executive officer in fiscal years 2022 and 2021, as applicable, computed in accordance with FASB

ASC 718, excluding the effect of estimated forfeitures. The assumptions used in the valuation of these awards are set forth in Note 8 to our consolidated financial statements included in our Annual Report on Form 10-K for 2022.

- (4) The amounts reported represent each named executive officer's annual bonus earned with respect to fiscal years 2022 and 2021 based on the attainment of corporate performance goals as described below under "2022 Base salary and annual bonus".
- (5) The amounts reported for 2022 for each of Drs. Vivaldi and Orfali represent employer matching contributions to our 401(k) plan of \$9,150. The amount reported for 2021 for Dr. Vivaldi represents employer matching contributions to our 401(k) plan of \$8,700. The amount reported for 2021 for Dr. Orfali represents consulting fees of \$35,200.
- (6) Dr. Ashton-Rickardt commenced employment with us on June 14, 2021.
- (7) Dr. Orfali commenced employment with us on November 29, 2021. Dr. Orfali's employment with us was terminated effective February 10, 2023.

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 stockholders. The Compensation Committee is generally responsible for determining the compensation of our executive officers. Our Chief Executive Officer made recommendations to the Compensation Committee about the compensation of his direct reports in respect of fiscal year 2022, including the named executive officers (other than himself).

In 2022, the 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, the Compensation Committee assessed the independence of Pay Governance from management and, on the basis of that assessment and, as described above under "Compensation Consultant", determined that Pay Governance was independent pursuant to the independence standards set forth in the Nasdaq listing standards promulgated pursuant to Section 10C of the Exchange Act.

2022 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 2022, the base salary for each of Drs. Vivaldi, Ashton-Rickardt and Orfali was \$601,328, \$416,000, and \$475,000 respectively.

With respect to fiscal year 2022, each of Drs. Vivaldi, Ashton-Rickardt, and Orfali was eligible to receive an annual bonus, with the target amount of such bonus for each named executive officer initially set forth in his or her letter agreement with us, described below. For fiscal year 2022, the target bonus amounts, expressed as a percentage of base salary, for each of Drs. Vivaldi, Ashton-Rickardt, and Orfali were as follows: 55%, 40% and 40%, respectively. Annual bonuses for fiscal year 2022 for our named executive officers were based on the attainment of corporate performance goals as determined by the Compensation Committee. The corporate performance goals for 2022 were generally related to people, pipeline, platform, program and financing objectives of the Company. For 2022, the corporate performance goals were substantially met, resulting in a corporate performance score of 95% of target. Each named executive officer who was employed with us on December 31, 2022 and eligible to receive an annual bonus received a 2022 annual bonus as follows: Dr. Vivaldi, \$314,194; Dr. Ashton-Rickardt, \$158,080; and Dr. Orfali, \$180,500.

In 2022, following a reduction in workforce in the fourth quarter of 2021, each of Drs. Ashton-Rickardt and Orfali also received a retention bonus of \$40,000 subject to their continued employment through December 31, 2022. Pursuant to this program, each of Drs. Ashton-Rickardt and Orfali received a retention bonus of \$40,000 on January 1, 2023 and, subject to his continued employment, Dr. Ashton-Rickardt is eligible to receive additional retention bonuses of \$40,000 on July 1, 2023 and January 1, 2024.

Retention bonuses

In 2022, following a reduction in our workforce in the fourth quarter of 2021, we granted a retention bonus award to each of Drs. Ashton-Rickardt and Orfali, pursuant to which the executive (i) received a retention bonus of \$40,000 in January 2022, which was subject to repayment to the Company if the executive had voluntarily terminated his or her employment prior to December 31, 2022, (ii) received a retention bonus of \$40,000 on January 1, 2023, which was subject to the executive's continued employment through such date, and (iii) is eligible to receive a retention bonus of \$40,000 on each of July 1, 2023 and January 1, 2024, in each case subject to the executive's continued employment through the applicable payment date. Due to Dr. Orfali's termination of employment in February 2023, she is no longer eligible to receive the remaining retention bonus payments.

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 or her 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 and a target annual bonus (each of which has subsequently been increased), with the actual amount of the bonus earned determined by the Board of Directors or the Compensation Committee based on the achievement of specific milestones or performance criteria established by the Board of Directors or the Compensation Committee.

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.

Dr. Ashton-Rickardt. We entered into a letter agreement with Dr. Ashton-Rickardt that provides for an initial base salary (which has subsequently been increased) and a target annual bonus, with the actual amount of the bonus earned determined by the Board of Directors or the Compensation Committee based on the achievement of specific milestones or performance criteria established by the Board of Directors or the Compensation Committee.

Dr. Ashton-Rickardt also entered into an Employee Non-Solicitation, Confidentiality and Assignment Agreement and an Employee Non-Competition 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.

Dr. Orfali. Prior to her termination of employment, we had been party to a letter agreement with Dr. Orfali that provided for an initial base salary and a target annual bonus, with the actual amount of the bonus earned determined by the Board of Directors or the Compensation Committee based on the achievement of specific milestones or performance criteria established by the Board of Directors or the Compensation Committee.

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

In connection with her termination of employment in February 2023, Dr. Orfali entered into a separation agreement pursuant to which she has or will receive the following payments and benefits in accordance with the terms of our Severance and Change in Control Policy (described below): (i) nine months' base salary continuation and (ii) payment of COBRA premiums for nine months following her termination date, or, if earlier, until the date on which Dr. Orfali's COBRA coverage terminates or she ceases to be eligible for such coverage for any reason (including upon becoming eligible for coverage under a subsequent employer's medical plan). These severance payments and benefits are subject to Dr. Orfali's continued compliance with her restrictive covenant obligations. All unvested equity awards held by Dr. Orfali as of the termination of her employment were terminated as of that date.

In connection with her termination of employment, we also entered into a consulting agreement with Dr. Orfali pursuant to which she will provide consulting services to the Company for at least three months following her termination of employment at an hourly rate of \$525. Dr. Orfali's consulting agreement also contains a perpetual confidentiality covenant, an assignment of intellectual property covenant and a covenant not to solicit our employees or customers during the period of her consulting services and for one year following her termination of consulting services.

Severance and change of control payments and benefits

In lieu of any severance benefits provided under our letter agreements with our named executive officers, each of our currently employed named executive officers is entitled to 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.

Dr. Ashton-Rickardt. If Dr. Ashton-Rickardt'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 Dr. Ashton-Rickardt'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. Ashton-Rickardt'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, Dr. Ashton-Rickardt 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.

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 currently employed 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. 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.

Equity compensation

Each of our named executive officers received incentive equity grants in fiscal year 2022 under our 2020 Equity Incentive Plan, or our 2020 Plan.

On January 3, 2022, Dr. Vivaldi was granted an option to purchase 400,000 shares of our common stock, which vested as to 30% of the underlying shares on January 3, 2023 and will vest as to 70% of the underlying shares on January 3, 2024, generally subject to Dr. Vivaldi's continued employment with us through the applicable vesting date. On February 18, 2022, Dr. Vivaldi was granted an option to purchase 230,000 shares of our common stock, which vested as to 25% of the underlying shares on February 18, 2023 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.

On January 3, 2022, Dr. Ashton-Rickardt was granted an option to purchase 90,000 shares of our common stock, which vested as to 30% of the underlying shares on January 3, 2023 and will vest as to 70% of the underlying shares on January 3, 2024, generally subject to Dr. Ashton-Rickardt's continued employment with us through the applicable vesting date. On February 18, 2022, Dr. Ashton-Rickardt was granted an option to purchase 90,000 shares of our common stock, which vested as to 25% of the underlying shares on February 18, 2023 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. Ashton-Rickardt's continued employment with us through the applicable vesting date.

On January 3, 2022, Dr. Orfali was granted an option to purchase 10,000 shares of our common stock, which vested as to 30% of the underlying shares on January 3, 2023 and would have vested as to 70% of the underlying shares on January 3, 2024, generally subject to Dr. Orfali's continued employment with us through the applicable vesting date. Of the underlying shares subject to this award, 70% were forfeited upon Dr. Orfali's termination of employment on February 10, 2023. On February 18, 2022, Dr. Orfali was granted an option to purchase 10,000 shares of our common stock, which would have vested as to 25% of the underlying shares on February 18, 2023 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. Orfali's continued employment with us through the applicable vesting date. All of the shares underlying this award were forfeited upon Dr. Orfali's termination of employment on February 10, 2023.

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, 2022:

Name	Grant Date	Option awards				Stock Awards	
		Number of securities underlying unexercised options exercisable (#)	Number of securities underlying unexercised options unexercisable (#)	Option exercise price (\$/share)	Option expiration date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(1)
Rogerio Vivaldi Coelho, M.D.	8/9/2018	1,088,888	—	4.05	8/8/2028 (2)	—	—
	2/27/2020	1,111	—	9.39	2/26/2030 (3)	—	—
	2/11/2021	87,500	112,500	39.81	2/10/2031 (4)	—	—
	11/4/2021	—	—	—	N/A	40,000 (5)	14,000
	1/3/2022	—	400,000	3.03	1/2/2032 (6)	—	—
Philip Ashton-Rickardt, Ph.D.	2/18/2022	—	230,000	1.48	2/17/2032 (7)	—	—
	7/1/2021	33,750	56,250	10.61	6/30/2031 (8)	—	—
	1/3/2022	—	90,000	3.03	1/2/2032 (9)	—	—
May Orfali, M.D.	2/18/2022	—	90,000	1.48	2/17/2032 (10)	—	—
	12/1/2021	20,000	60,000	3.14	11/30/2031 (11)	—	—
	1/3/2022	—	10,000	3.03	1/2/2032 (12)	—	—
	2/18/2022	—	10,000	1.48	2/17/2032 (13)	—	—

- (1) These values are computed by multiplying the closing trading price of our common stock on Nasdaq on December 30, 2022, the last trading date in fiscal year 2022, of \$0.35 by the number of restricted stock units set forth in this table.
- (2) 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 vested 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.
- (3) 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 vested as to the remaining 50% of the underlying shares on October 23, 2021, the first anniversary of the vesting commencement date, generally subject to Dr. Vivaldi's continued employment with us through the applicable vesting.
- (4) Represents an option to purchase 200,000 shares of our common stock granted on February 11, 2021, which vested as to 25% of the underlying shares on February 11, 2022 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.
- (5) Represents 50,000 restricted stock units granted on November 4, 2021, which vested as to 20% of the restricted stock units on the first anniversary of the date of grant, and will vest as to 20% of the restricted stock units on the second anniversary of the date of grant and as to 60% of the restricted stock units on the third anniversary of the date of grant, generally subject to Dr. Vivaldi's continued employment with us through the applicable vesting date.
- (6) Represents an option to purchase 400,000 shares of our common stock granted on January 3, 2022, which vested as to 30% of the underlying shares on January 3, 2023 and will vest as to 70% of the underlying shares January 3, 2024, generally subject to Dr. Vivaldi's continued employment with us through the applicable vesting date.

- (7) Represents an option to purchase 230,000 shares of our common stock granted on February 18, 2022, which vested as to 25% of the underlying shares on February 18, 2023 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.
- (8) Represents an option to purchase 90,000 shares of our common stock granted on July 1, 2021, which vested as to 25% of the underlying shares on June 14, 2022 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. Ashton-Rickardt's continued employment with us through the applicable vesting date.
- (9) Represents an option to purchase 90,000 shares of our common stock granted on January 3, 2022, which vested as to 30% of the underlying shares on January 3, 2023 and will vest as to 70% of the underlying shares January 3, 2024, generally subject to Dr. Ashton-Rickardt's continued employment with us through the applicable vesting date.
- (10) Represents an option to purchase 90,000 shares of our common stock granted on February 18, 2022, which vested as to 25% of the underlying shares on February 18, 2023 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. Ashton-Rickardt's continued employment with us through the applicable vesting date.
- (11) Represents an option to purchase 80,000 shares of our common stock granted on December 1, 2021, which vested as to 25% of the underlying shares on November 29, 2022 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. Orfali's continued employment with us through the applicable vesting date. The unvested portion of this award was forfeited upon Dr. Orfali's termination of employment on February 10, 2023.
- (12) Represents an option to purchase 10,000 shares of our common stock granted on January 3, 2022, which vested as to 30% of the underlying shares on January 3, 2023 and would have vested as to 70% of the underlying shares January 3, 2024, generally subject to Dr. Orfali's continued employment with us through the applicable vesting date. 70% of the underlying shares subject to this award were forfeited upon Dr. Orfali's termination of employment on February 10, 2023.
- (13) Represents an option to purchase 10,000 shares of our common stock granted on February 18, 2022, which would have vested as to 25% of the underlying shares on February 18, 2023 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. Orfali's continued employment with us through the applicable vesting date. All of the shares underlying this award were forfeited upon Dr. Orfali's termination of employment on February 10, 2023.

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, 2022. Dr. Vivaldi's compensation for 2022 is included with that of our other named executive officers above.

Name	Fees earned or paid in cash (\$)	Option awards \$(1)	Total (\$)
Doug Cole, M.D.	83,000	4,743	87,743
John Cox	40,000	4,743	44,743
Stephen Oesterle, M.D.	46,500	4,743	51,243
Kavita Patel, M.D.	41,060	4,743	45,803
Robert Ruffolo, Jr., Ph.D.	40,000	4,743	44,743
Eric Shaff	50,000	4,743	54,743
Brooke Story (2)	30,951	4,743	35,694

- (1) Amounts represent the aggregate grant-date fair value of option awards granted to our directors in 2022 computed in accordance with FASB ASC 718. The assumptions used in the valuation of these awards are set forth in Note 8 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended

December 31, 2022. As of December 31, 2022, Dr. Cole held options to purchase an aggregate of 17,776 shares of our common stock, Mr. Cox held options to purchase an aggregate of 73,331 shares of our common stock, Dr. Oesterle held options to purchase an aggregate of 82,219 shares of our common stock, Dr. Patel held options to purchase an aggregate of 73,331 shares of our common stock, Dr. Ruffolo held options to purchase an aggregate of 82,219 shares of our common stock, Mr. Shaff held options to purchase an aggregate of 73,331 shares of our common stock and Ms. Story held no options to purchase shares of our common stock.

- (2) Ms. Story resigned from her position as a member of the Board of Directors on September 22, 2022.

Director compensation policy

Under our director compensation policy, each non-employee director is eligible to receive compensation for his or her service on our board of directors. 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. 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 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.

A schedule of board of directors and committee fees applicable in 2022 is below.

Board and Committee Fees	2022
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.

EQUITY COMPENSATION PLAN INFORMATION (AS OF DECEMBER 31, 2022)

Plan category	Number of securities to be issued upon Exercise of outstanding options warrants and rights ⁽¹⁾ (a)	Weighted-average exercise price of outstanding options warrants and rights ⁽²⁾ (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a) ⁽³⁾ (c)
Equity compensation plans approved by security holders	5,062,786	\$ 6.63	2,703,685
Equity compensation plans not approved by security holders	—	—	—
Total	5,062,786	\$ 6.63	2,703,685

- (1) Consists of 1,725,396 shares of our common stock issuable upon exercise of outstanding options under the Sigilon Therapeutics, Inc. 2016 Equity Incentive Plan and 3,186,990 shares of our common stock issuable upon exercise of outstanding options and 150,400 shares of our common stock issuable upon vesting of outstanding restricted stock units under the Sigilon Therapeutics, Inc. 2020 Equity Incentive Plan.
- (2) The weighted-average exercise price does not take into account 150,400 shares of our common stock under the Sigilon Therapeutics, Inc. 2020 Equity Incentive Plan issuable upon vesting of outstanding restricted stock units, which have no exercise price.
- (3) Consists of 1,850,378 shares of our common stock remaining available for issuance under the Sigilon Therapeutics, Inc. 2020 Equity Incentive Plan and 853,307 shares of our common stock remaining available for issuance under the Sigilon Therapeutics, Inc. 2020 Employee Stock Purchase Plan. No further awards will be granted under the Sigilon Therapeutics, Inc. 2016 Equity Incentive Plan.

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 four times during fiscal 2022 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, 2022, 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, 2022 for filing with the SEC. We also have selected PwC as the independent registered public accounting firm for the fiscal year ended December 31, 2023, subject to ratification by Sigilon Therapeutics, Inc.’s stockholders.

Members of the Sigilon Audit Committee

Eric Shaff, Chair
Kavita Patel, M.D.
Stephen Oesterle, M.D.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Except as described below, there have been no transactions since January 1, 2022 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.

Shared Space Agreement

In February 2022, the Company entered into a shared space arrangement with another portfolio company of Flagship Pioneering, to sublease a portion of its office and laboratory space in Cambridge, Massachusetts. The term of the shared space arrangement commenced in February 2022 with an initial term ending on July 31, 2023. The Company has received cash payments of \$3.0 million for the year ended December 31, 2022, which includes payments for equipment and the portfolio company's proportionate share of rent and other costs related to its use and occupancy of the space.

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.

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. With the exception of the share space arrangement described above, which was approved in accordance with this policy, 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. Douglas Cole, M.D. and Stephen Oesterle, M.D. are the Class III directors whose terms expire at the Company's 2023 Annual Meeting of stockholders. Each of Drs. Cole and Oesterle has been nominated for and has agreed to stand for re-election to the Board of Directors to serve as a Class III 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 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 III 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-APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT

The Board of Directors recommends that you approve an Amendment to effect a reverse stock split of the Company's issued and outstanding common stock, with the exact exchange ratio and timing of the reverse stock split to be determined at the discretion of the Board of Directors. If you vote in favor of the Amendment, such vote will constitute a vote in favor of an amendment to the Company's Certificate of Incorporation to effect a reverse stock split at each whole number ratio within the stated range.

Purpose of the Amendment

The Board of Directors believes it is in the best interest of the Company to approve the Amendment to effect a reverse stock split of the Company's issued and outstanding common stock to ensure that we satisfy the requirements for the continued listing of our common stock on the Nasdaq Global Select Market, which we believe helps support and maintain stock liquidity and Company recognition for our stockholders. Companies listed on Nasdaq, however, are subject to various rules and requirements imposed by Nasdaq which must be satisfied in order to continue having their stock listed on the exchange. One of these standards is the "minimum bid price" requirement set forth in Nasdaq rule 5450(a)(1), which requires that the bid price of the stock of listed companies be at least \$1.00 per share. A listed company risks being delisted and removed from Nasdaq if the closing bid price of its stock remains below \$1.00 per share for an extended period of time.

The closing bid price of our common stock was below \$1.00 per share for 30 consecutive trading days beginning from May 9, 2022. On June 22, 2022, we received a delisting determination letter from Nasdaq indicating that we were at risk of delisting for failure to remain in compliance with the minimum bid price standard set forth in Nasdaq rule 5450(a)(1). In accordance with Nasdaq rule 5810(c)(3)(A), we had 180 calendar days, or until December 19, 2022, to regain compliance with the minimum bid price requirement. To regain compliance with the minimum bid price requirement, the closing bid price per share of our common stock would have had to be \$1.00 or higher for a minimum of ten consecutive business days during this initial 180-day compliance period. However, this did not occur, and on December 20, 2022, we were notified by Nasdaq that we had not regained compliance with the minimum bid price requirement. We appealed the determination to a Nasdaq Hearings Panel, which heard our presentation at a hearing held on February 9, 2023. On February 23, 2023, we received a written decision from the Nasdaq Hearings Panel granting our

request for continued listing on Nasdaq, subject to the conditions that, by June 20, 2023, we will have demonstrated compliance with the minimum bid price requirement by evidencing a closing price of \$1.00 or more per share for a minimum of ten consecutive trading sessions.

If compliance cannot be demonstrated by June 20, 2023, Nasdaq will provide written notification that our common stock will be delisted. Our common stock may be delisted for failure to maintain compliance with any other non-bid price-related Nasdaq continued listing standards during this period, such as the minimum stockholders' equity standard.

We are asking stockholders to approve this Proposal No. 2 because we believe a reverse stock split will result in a higher price per share for outstanding shares of our common stock, which will benefit our stockholders by allowing our common stock to continue to be listed on the Nasdaq Global Select Market. Approval of this Proposal No. 2 would permit the Board of Directors, in their discretion, to approve the filing of the Amendment with the Secretary of State of Delaware in order to effect a reverse stock split of the Company's issued and outstanding common stock at any whole number ratio between, and inclusive of, one-for-eight and one-for-30. However, there can be no assurance that we will be able to regain compliance with the minimum bid price requirement or will otherwise be in compliance with other Nasdaq listing standards.

Principal Effects of the Amendment

Effect Common Stock Capital Stock

The Amendment will not change the number of authorized shares of common stock or the relative voting power of our stockholders. Because the number of authorized shares will not be reduced, the number of authorized but unissued shares of our common stock will materially increase and will be available for reissuance by the Company. The availability of additional authorized shares for issuance may have the effect of discouraging a merger, tender offer, proxy contest, or other attempt to obtain control of the Company. The Amendment will not affect the par value of our common stock, which will remain at \$0.001.

Our common stock is currently registered under Section 12(b) of the Exchange Act, and we are subject to the periodic reporting and other requirements of the Exchange Act. We do not intend for the reverse stock split to constitute, or be the first step in a series of plans or proposals for, a "going private" transaction pursuant to Rule 13e-3 under the Exchange Act, and we will continue to be subject to the periodic reporting and other requirements of the Exchange Act after giving effect to the reverse stock split. Following the reverse stock split, we expect our common stock will continue to be listed on Nasdaq under the symbol "SGTX," although it will trade under a new CUSIP number.

If approved by our stockholders and Board of Directors, the Reverse Stock Split would be effected simultaneously for all of our then-existing common stock and the exchange ratio would be the same for all of our shares of issued and outstanding common stock. The Reverse Stock Split would affect all of our stockholders uniformly and would not affect any stockholder's percentage ownership interests in us, except to the extent that the Reverse Stock Split results in any of our stockholders owning a fractional share. Shares of common stock issued pursuant to the Reverse Stock Split would remain fully paid and nonassessable.

The information in the following table, which summarizes the possible effect of the Reverse Stock Split, is based on the following issued and outstanding equity, as of March 27, 2023: (i) _____ shares of common stock issued and outstanding; (ii) outstanding equity awards (options and restricted stock units) to acquire up to _____ shares of common stock and (iii) warrants outstanding to acquire up to _____ shares of common stock.

Split Ratio for Issued and Outstanding Shares	Common Stock Outstanding after the Reverse Stock Split ⁽¹⁾	Warrant and Option Shares Reserved after the Reverse Stock Split	Common Stock Authorized after the Reverse Stock Split	Post-Split Common Stock Authorized but Unissued and Unreserved after the Reverse Stock Split
1 for 8				
1 for 9				
1 for 10				
1 for 11				
1 for 12				
1 for 13				
1 for 14				
1 for 15				
1 for 16				
1 for 17				
1 for 18				
1 for 19				
1 for 20				
1 for 21				
1 for 22				
1 for 23				
1 for 24				
1 for 25				
1 for 26				
1 for 27				
1 for 28				
1 for 29				
1 for 30				

(1) The actual number of shares of common stock outstanding after the reverse stock split may be lower depending on the number of fractional shares.

Fractional Shares

No fractional shares of common stock will be issued as a result of the reverse stock split. Instead, any stockholder who would have been entitled to receive a fractional share as a result of the reverse stock split will be entitled to receive a cash payment in lieu of such fractional shares equal to the fair market value of such fractional shares, as determined in good faith by the Board of Directors.

Effect on Stock Options and Restricted Stock Units

As of March 27, 2023, we had _____ shares subject to outstanding stock options and _____ shares subject to unvested restricted stock units outstanding under our stock incentive plans. Under the Sigilon Therapeutics, Inc. 2016 Stock Option and Grant Equity Incentive Plan, or the 2016 Plan, the 2020 Plan (together with the 2016 Plan, the “Stock Plans”) and the ESPP, an appropriate adjustment to the share pools and awards granted under the Stock Plans and the ESPP must occur in the event of a reverse stock split. Accordingly, if the reverse stock split is effected, the number of shares available for issuance under our 2020 Plan and the ESPP are expected to be proportionately adjusted to reflect the reverse stock split. The number of shares subject to any outstanding award under the Stock Plans or to any outstanding option under the ESPP, and the exercise price, grant price or purchase price relating to any such award under the Stock Plans or option under the ESPP, are also expected to be proportionately adjusted to reflect the reverse stock split.

Effect on Warrants

As of March 27, 2023, we had _____ shares subject to outstanding warrants to purchase common stock. All warrants entitling their holders to purchase shares of our common stock would be adjusted as a result of the reverse stock split, as required by the terms of each warrant. In particular, the conversion ratio for each warrant would be reduced proportionately and the warrant price would be increased proportionately, in accordance with the terms of each warrant and based on the exchange ratio implemented in the reverse stock split.

Procedures for Effecting the Reverse Stock Split

If the Amendment is approved by the stockholders at the Annual Meeting, and if our Board of Directors concludes that the reverse stock split is in the best interests of the Company and its stockholders, our Board of Directors will cause the reverse stock split to be implemented at the whole number ratio between one-for-eight and one-for-30, as selected by our Board of Directors in its sole discretion. A Certificate of Amendment will be filed with the Secretary of State of the State of Delaware to effect the Amendment as soon as practicable after the Annual Meeting. The form of the Certificate of Amendment that would be enacted if the Amendment is adopted is set forth in [Appendix A](#) to this Proxy Statement.

Stockholders of Record

Certain of our stockholders of record hold some or all of their shares electronically in book-entry form with our transfer agent. All of our stockholders of record of common stock that hold their shares in book-entry form will be provided with a statement, by Computershare Trust Company, our transfer agent, reflecting the number of shares of our common stock registered in their accounts following the reverse stock split. Any expenses incurred by us with respect to the exchange of shares held of record, including but not limited to expenses arising from the exchange of shares held in DRS and book-entry form, will be borne by the Company.

Beneficial Owners of Shares Held in Street Name

Upon the effectiveness of the reverse stock split, shares held by stockholders in street name, through a bank, broker or other nominee, will be treated in the same manner as registered stockholders whose shares are registered in their names. However, these banks, brokers or other nominees may have different procedures than those that apply to registered stockholders for reflecting the reverse stock split in their records and distributing cash received in lieu of fractional share interests to the beneficial owners of such shares. If a stockholder holds shares of our common stock with a bank, broker or other nominee and has any questions in this regard, stockholders are encouraged to contact their bank, broker or other nominee.

Discretionary Authority of the Board of Directors

The Board of Directors reserves the right to abandon the Amendment without further action by our stockholders at any time before the effectiveness of the filing with the Secretary of State of Delaware of the Certificate of Amendment to the Company's Certificate of Incorporation, even if the proposed Amendment has been authorized by our stockholders at the Annual Meeting. The Board of Directors' decision whether (and when) to effect the reverse stock split (and at what whole number ratio to effect the reverse stock split) will be based on a number of factors, including market conditions, existing and anticipated trading prices for our common stock and the continued listing requirements of Nasdaq.

Even if the closing price of the Company's common stock were to satisfy the minimum closing bid price requirements prior to approval of this Proposal No. 2, the Company may still effect the Amendment if its stockholders approve this Proposal No. 2 and the Board of Directors determines that effecting the reverse stock split would be in the best interests of the Company and its stockholders.

No Dissenter’s Rights

Neither Delaware law, the Company’s Fifth Amended and Restated Certificate of Incorporation, nor the Company’s Amended and Restated Bylaws provides for appraisal or other similar rights for dissenting stockholders in connection with this proposal. Accordingly, if the Amendment is authorized by our stockholders at the Annual Meeting, our stockholders will have no right to dissent to the reverse stock split or obtain payment for their shares (other than with respect to fractional shares, as described above), and we will not independently provide stockholders with any such right.

Required Approval

The Amendment requires the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of the outstanding shares of capital stock of the Company. You may vote for, against, or abstain on the Amendment. If you abstain from voting on the Amendment, your abstention will have the same effect as a vote “against” the Amendment. We do not expect any broker non-votes on this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE AMENDMENT TO CERTIFICATE OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT OF ISSUED AND OUTSTANDING COMMON STOCK.

PROPOSAL NO. 3-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, 2023. 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, 2022 and 2021 for each of the following categories of services are as follows (in thousands):

Fee Category	Fiscal Year Ended	
	2022	2021
Audit Fees	\$ 700	\$ 570
Audit-related Fees	—	—
Tax Fees	—	—
All Other Fees	1	1
Total Fees	<u>\$ 701</u>	<u>\$ 571</u>

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, 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 2022 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 2022 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 for the 2024 Annual Meeting

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 _____, 2023, which is 120 days prior to the date that is one year from this year’s mailing date of _____, 2023.

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. To be timely for the 2024 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 2024 annual meeting is not so advanced or delayed, stockholders who wish to make a proposal at the 2024 annual meeting must notify us no earlier than January 20, 2024 and no later than February 19, 2024. Such notice must provide the information required by our bylaws with respect to each matter the stockholder proposes to bring before the 2024 annual meeting. Additionally, any stockholder that intends to solicit proxies in support of a director nominee other than our Board’s nominees also must comply with Rule 14a-19 under the Exchange Act.

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

Rogério Vivaldi Coelho, M.D.
President and Chief Executive Officer, Director
, 2023

Appendix A

Charter Amendment

**CERTIFICATE OF AMENDMENT
TO THE
FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SIGILON THERAPEUTICS, INC.**

Sigilon Therapeutics, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

- FIRST: The name of the Corporation is: Sigilon Therapeutics, Inc.
- SECOND: The Corporation filed its Certificate of Incorporation with the Secretary of State of the State of Delaware on May 14, 2015 under the name VL36, Inc. The Certificate of Incorporation was amended and restated by the Amended and Restated Certificate of Incorporation filed on March 21, 2016, amended by the Certificate of Amendment filed on June 20, 2017, pursuant to which the name of the Corporation was changed to Sigilon Therapeutics, Inc., amended and restated by the Second Amended and Restated Certificate of Incorporation filed on April 2, 2018, amended by the Certificate of Amendment filed on May 24, 2019, amended and restated by the Third Amended and Restated Certificate of Incorporation filed on August 22, 2019, and amended by the Certificate of Amendment filed on February 14, 2020, amended and restated by the Fourth Amended and Restated Certificate of Incorporation filed on October 23, 2020, amended by the Certificate of Amendment filed on November 25, 2020, and amended and restated by the Fifth Amended and Restated Certificate of Incorporation filed on December 8, 2020 (the "Fifth Amended and Restated Certificate of Incorporation").
- THIRD: This Certificate of Amendment amends the Fifth Amended and Restated Certificate of Incorporation and has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- FOURTH: The Fifth Amended and Restated Certificate of Incorporation is hereby amended by deleting subsection (a) of Article IV "Capitalization" in its entirety and replacing it as follows:
- “(a) That, effective upon the filing of this Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation with the Secretary of State of Delaware (the "Effective Time"), every [eight-thirty] shares of the Corporation’s common stock, \$0.001 par value per share (the "Common Stock"), issued and outstanding prior to the Effective Time, without further action, will be combined into and automatically become one share of issued and outstanding Common Stock of the Corporation (such reclassification and combination of shares, the "Reverse Stock Split"). The Corporation will not issue fractional shares on account of the Reverse Stock Split; all shares that are held by a stockholder as of the Effective Time shall be aggregated and each fractional share resulting from the Reverse Stock Split shall be entitled to receive an amount in cash equal to the fair market value of such fractional share as of the Effective Time, as determined in good faith by the Board of Directors. The total number of shares of stock which the Corporation shall have authority to issue is 200,000,000 shares, consisting of 175,000,000 shares of Common Stock and 25,000,000 shares of Preferred Stock, par value \$0.001 per share ("Preferred Stock"). Such stock may be issued from time to time by the Corporation for such consideration as may be fixed by the board of directors of the Corporation (the "Board of Directors").”

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this ____ day of _____, 2023.

SIGILON THERAPEUTICS, INC.

By: _____

Name:

Title:



Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



2023 Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommend a vote **FOR** all the nominees listed and **FOR** Proposals 2 and 3.

1. Election of Class III Directors:

	For	Against	Abstain		For	Against	Abstain
01 - Douglas Cole, M.D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	02 - Stephen Oesterle, M.D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



2. To approve an amendment to the Company's Fifth Restated Certificate of Incorporation to effect a reverse stock split.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. To ratify the appointment of PricewaterhouseCoopers LLP as Sigilon Therapeutic, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2023.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



1 U P X 5 7 3 7 4 0



**Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Stockholders.
The material is available at: www.edocumentview.com/SGTX**

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Sigilon Therapeutics, Inc.

Notice of 2023 Annual Meeting of Stockholders on May 19, 2023

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

The undersigned hereby appoints Matthew P. Kowalsky and Josias Pontes, or each 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 Stockholders of Sigilon Therapeutics, Inc. to be held on May 19, 2023 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 each nominee to the Board of Directors and FOR Item 2 and 3.

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)
