



Cogent Biosciences Announces Pricing of Upsized Public Offering of Shares of Common Stock

July 8, 2025

WALTHAM, Mass. and BOULDER, Colo., July 08, 2025 (GLOBE NEWSWIRE) -- Cogent Biosciences, Inc. (Nasdaq: COGT), a biotechnology company focused on developing precision therapies for genetically defined diseases, today announced the pricing of its previously announced underwritten public offering of 22,222,223 shares of its common stock, offered at a public offering price of \$9.00 per share. The aggregate gross proceeds to Cogent from this offering are expected to be approximately \$200 million, before deducting underwriting discounts and commissions and other offering expenses. In addition, Cogent has granted the underwriters a 30-day option to purchase up to an additional 3,333,333 shares of its common stock on the same terms and conditions. All of the securities in the offering are being sold by Cogent. The offering is expected to close on or about July 10, 2025, subject to the satisfaction of customary closing conditions.

Cogent intends to use the net proceeds from the offering for continued development, regulatory and commercial preparation activities relating to bezuclastinib and other product candidates, activities to support the planned commercial launch of bezuclastinib as well as for working capital and general corporate purposes.

J.P. Morgan, Leerink Partners and Guggenheim Securities are acting as joint book-running managers for the offering. LifeSci Capital is also acting as lead manager for the offering.

The securities described above are being offered pursuant to an automatic shelf registration statement on Form S-3ASR (File No. 333-269707), which was filed with the Securities and Exchange Commission (SEC) on February 10, 2023 and automatically became effective upon filing.

A preliminary prospectus supplement and accompanying base prospectus relating to and describing the terms of the offering were filed with the SEC on July 8, 2025. A final prospectus supplement and the accompanying base prospectus relating to and describing the terms of the offering will be filed with the SEC. The securities described above have not been qualified under any state blue sky laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction. The offering can be made only by means of a prospectus supplement and accompanying base prospectus, copies of which may be obtained at the SEC's website at www.sec.gov, or by request to J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by email at prospectus-eq_fi@jpmorgan.com and postsalemanualrequests@broadridge.com; Leerink Partners LLC, Attention: Syndicate Department, 53 State Street, 40th Floor, Boston, MA 02109, by telephone at (800) 808-7525, ext. 6105, or by email at syndicate@leerink.com; or Guggenheim Securities, LLC, Attention: Equity Syndicate Department, 330 Madison Ave., New York, NY 10017, or by telephone at (212) 518-9544, or by email at GSEquityProspectusDelivery@guggenheimpartners.com.

About Cogent Biosciences, Inc.

Cogent Biosciences is a biotechnology company focused on developing precision therapies for genetically defined diseases. The most advanced clinical program, bezuclastinib, is a selective tyrosine kinase inhibitor that is designed to potently inhibit the KIT D816V mutation as well as other mutations in KIT exon 17. KIT D816V is responsible for driving systemic mastocytosis, a serious disease caused by unchecked proliferation of mast cells. Exon 17 mutations are also found in patients with advanced gastrointestinal stromal tumors, a type of cancer with strong dependence on oncogenic KIT signaling. The company also has an ongoing Phase 1 study of its novel internally discovered FGFR2 inhibitor. In addition, the Cogent Research Team is developing a portfolio of novel targeted therapies to help patients fighting serious, genetically driven diseases targeting mutations in ErbB2, PI3K α and KRAS. Cogent Biosciences is based in Waltham, MA and Boulder, CO.

Forward-looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, contained in this press release, including statements regarding the completion of the public offering and the use of proceeds therefrom, are forward-looking statements. The use of words such as, but not limited to, "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "potential," "predict," "project," "should," "target," "will," or "would" and similar words or expressions are intended to identify forward-looking statements. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, our clinical

results, the rate of enrollment in our clinical trials and other future conditions. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. No representations or warranties (expressed or implied) are made about the accuracy of any such forward-looking statements. We may not actually achieve the forecasts or milestones disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Such forward-looking statements are subject to a number of material risks and uncertainties including but not limited to our capital position and the sufficiency of our capital to fund our operations in future periods; our use of the net proceeds of the underwritten public offering; risks and uncertainties related to market conditions and the satisfaction of customary closing conditions related to the underwritten public offering; the impact of general economic, health, industrial or political conditions in the United States or internationally; and other risks and uncertainties identified in our filings with the SEC, including our Registration Statement on Form S-3ASR, which was filed with the SEC on February 10, 2023 and automatically became effective upon filing, as may be amended from time to time, together with the accompanying base prospectus contained therein and the documents incorporated by reference therein, including our most recent Annual Report on Form 10-K, our Quarterly Report on Form 10-Q and our subsequent periodic reports filed with the SEC, and the preliminary prospectus supplement related to this offering. Any forward-looking statement speaks only as of the date on which it was made. Neither we, nor our affiliates, advisors or representatives, undertake any obligation to publicly update or revise any forward-looking statement, whether as result of new information, future events or otherwise, except as required by law. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date hereof.

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