



## Cognition Therapeutics Announces Pricing of \$11.5 Million Public Offering of Common Stock

Mar 11, 2024 |

PURCHASE, N.Y., March 11, 2024 (GLOBE NEWSWIRE) -- Cognition Therapeutics, Inc. ("Cognition," the "Company" or "We") (Nasdaq: CGTX), a clinical stage company developing product candidates designed to treat neurodegenerative disorders, today announced that it has priced an underwritten public offering of 6,571,428 shares of its common stock at an offering price of \$1.75 per share of common stock. Cognition has also granted the underwriters a 30-day option to purchase up to 985,714 additional shares of its common stock sold in the offering on the same terms and conditions. The Company expects to close the offering on March 14, 2024, subject to the satisfaction of customary closing conditions.

Titan Partners Group, a division of American Capital Partners, is acting as sole book-running manager for the offering.

The gross proceeds to the Company from the offering are expected to be approximately \$11.5 million, before deducting underwriting discounts and commissions and estimated offering expenses payable by the Company. The Company intends to use the net proceeds from this offering to fund research, clinical development, process development and manufacturing of Cognition's product candidates, working capital, capital expenditures and other general corporate purposes.

The offering is being made pursuant to an effective "shelf" registration statement on Form S-3 (File No. 333-268992) previously filed with the U.S. Securities and Exchange Commission (the "SEC") on December 23, 2022, and declared effective by the SEC on January 3, 2023. The securities may be offered only by means of a prospectus and prospectus supplement that form a part of the registration statement. A preliminary prospectus supplement was filed with the SEC on March 11, 2024. The final prospectus supplement relating to and describing the terms of the offering will be filed with the SEC and will be available on the SEC's website. Copies of the preliminary prospectus supplement and the accompanying prospectus, and when available, copies of the final prospectus supplement and the accompanying prospectus relating to the offering, may be obtained by visiting the SEC's website at [www.sec.gov](http://www.sec.gov) or by contacting Titan Partners Group, LLC, a division of American Capital Partners, LLC, 4 World Trade Center, 29th Floor, New York, NY 10007, by phone at (929) 833-1246 or by email at [prospectus@titanpartnersgrp.com](mailto:prospectus@titanpartnersgrp.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, 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.

### About Cognition Therapeutics, Inc.

Cognition Therapeutics, Inc. is a clinical-stage biopharmaceutical company engaged in the discovery and development of innovative, small molecule therapeutics targeting age-related degenerative disorders of the central nervous system and retina. We are currently investigating our lead candidate CT1812 in clinical programs in Alzheimer's disease, dementia with Lewy bodies (DLB) and dry age-related macular degeneration (dry AMD). We believe CT1812 and our pipeline of  $\sigma$ -2 receptor modulators can regulate pathways that are impaired in these diseases. We believe that targeting the  $\sigma$ -2 receptor with CT1812 represents a mechanism functionally distinct from other current approaches in clinical development for the treatment of degenerative diseases. More about Cognition and its pipeline can be found at <https://cogrx.com>.

### Forward-Looking Statements

*This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. All statements contained in this press release, other than statements of historical facts or statements that relate to present facts or current conditions, including statements regarding Cognition's expectations on the timing and completion of the offering and the anticipated use of proceeds therefrom. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "should," "expect," "plan," "aim," "seek," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "forecast," "potential" or "continue" or the negative of these terms or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition, and results of operations. These forward-looking statements speak only as of the date of this press release and are subject to a number of risks, uncertainties and assumptions, some of which cannot be predicted or quantified and some of which are beyond our control. Factors that may cause actual results to differ materially from current expectations include, but are not limited to: risks and uncertainties associated with market and other conditions and the satisfaction of customary closing conditions related to the proposed public offering and the risks and uncertainties described more fully in the "Risk Factors" section of our annual and quarterly reports filed with the SEC and are available at [www.sec.gov](http://www.sec.gov). These risks are not exhaustive and we face both known and unknown risks. You should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur, and actual results could differ materially from those projected in the forward-looking statements. Moreover, we operate in a dynamic industry and economy. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties that we may face. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.*

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