

Cogent Biosciences, Inc.
Annual Meeting of Stockholders
June 7, 2022 | 9:00 a.m. Eastern Time

Meeting Agenda

1. Calling Meeting to Order
 - Welcome and Opening of Polls
 - Introductions
 - Procedural Matters
2. Presentation of Proposals
 - Proposal 1: Election of Dr. Karen Ferrante and Matthew Ros to serve as Class I directors until the 2025 Annual Meeting
 - Proposal 2: Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2022
 - Meeting and Proposal Question and Answer Period
3. Closing of Polls and Preliminary Results of Voting
4. Adjournment of Formal Portion of the Meeting

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Meeting Rules of Conduct

In fairness to all participating stockholders, and in the interest of an orderly meeting, the following rules of conduct and procedure will apply to the 2022 Annual Meeting of Stockholders (the “Annual Meeting”):

1. The Agenda indicates the order in which matters will be presented at the Annual Meeting.
2. The only business to be conducted at the Annual Meeting are the matters set forth in the Notice of 2022 Annual Meeting and Proxy Statement dated April 26, 2022.
3. Only stockholders of record as of the close of business on April 19, 2022 or their proxy holders may participate in, submit questions and vote at the Annual Meeting. If you already voted, there is no need to do so again at the Annual Meeting unless you requested a “legal proxy” or wish to change your vote. If you wish to vote, you may do so while the polls are open by following the instructions on the meeting website. Polls will be open from the beginning of the Annual Meeting until the announcement that the polls are closed, and we encourage you to vote as early as possible. To access the Annual Meeting, please go to the meeting website at www.virtualshareholdermeeting.com/COGT2022 and log in using the 16-digit control number provided on your proxy materials or “legal proxy” as described in the Proxy Statement. If you have difficulty accessing the Annual Meeting, please call the technical support number listed on the meeting website.
4. Questions relating to the proposals of the Annual Meeting will be addressed during the proposal question and answer period of the Annual Meeting. If you wish to ask a question, you may do so in writing by following the instructions on the meeting website. To allow the Company to answer questions from as many stockholders as possible, we ask that you limit yourself to two questions. The purpose of the Annual Meeting will be observed, and the Company will not permit discussions that are:
 - related to personal grievances;
 - related to pending or threatened litigation;
 - related to material non-public information of the Company;
 - unrelated to meeting matters or the business of the Company;
 - derogatory references to individuals or that are otherwise in bad taste;

- repetitious of questions or statements submitted by another stockholder;
 - related to stockholder nominations or proposals that were not previously submitted in accordance with the Company's Bylaws or under Rule 14a-8; or
 - otherwise deemed inappropriate.
5. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
 6. In the event technical or other issues delay or disrupt the Company's ability to start the meeting for longer than 30 minutes, and accordingly the meeting has not started by 9:30 a.m. Eastern Time, the chair or secretary of the Annual Meeting will convene the meeting at 10:00 a.m. Eastern Time at the Company's address at 200 Cambridge Park Drive, Suite 2500, Cambridge, Massachusetts 02140 for the purpose of adjourning the meeting to reconvene virtually or in person. In this situation, we will post information regarding the date, time and place of the reconvened meeting on our Investor Relations website at <https://investors.cogentbio.com/>. These rules of conduct will apply at any reconvened meeting.
 7. The chair of the Annual Meeting presides over the Annual Meeting and makes any and all determinations with respect to the Annual Meeting's conduct, including the administration and interpretation of these rules of conduct and procedure.
 8. Unauthorized recording of the meeting is prohibited.

Thank you for your cooperation.