Gossamer Bio Announces Up to $250 Million Structured Private Placement, Including $150 Million of Committed Capital, to Fund Seralutinib Through Potential FDA Approval

August 21, 2026

– $150 Million of Committed Capital: $25 Million Funded Upfront at Initial Closing, Plus an Additional $125 Million that Funds Upon FDA Acceptance of the Seralutinib NDA in PAH –

– Potential for Up to an Additional $100 Million Upon FDA Approval of Seralutinib –

– Financing Includes Participation from Existing Shareholders and Leading Healthcare Investors –

SAN DIEGO--(BUSINESS WIRE)--Aug. 21, 2026-- Gossamer Bio, Inc. (Nasdaq: GOSS) (the "Company" or "Gossamer"), a clinical-stage biopharmaceutical company focused on the development and commercialization of seralutinib for the treatment of pulmonary arterial hypertension (PAH) and pulmonary hypertension associated with interstitial lung disease (PH-ILD), today announced that it has entered into a securities purchase agreement with certain new and existing institutional investors for a private placement financing expected to provide aggregate gross proceeds of up to approximately $250 million, before deducting placement agent fees and estimated offering expenses. The private placement consists of an initial closing, a committed second closing contingent upon FDA acceptance of the seralutinib new drug application (NDA) in PAH (the NDA Acceptance Milestone) and warrants exercisable upon FDA approval of seralutinib in PAH (the FDA Approval Milestone). The financing follows the Company's recent reacquisition of worldwide rights to seralutinib and is in advance of the planned NDA submission in September 2026.

The private placement includes $150 million of committed capital, consisting of approximately $25 million to be funded at the initial closing and an additional approximately $125 million to be funded at a second closing upon FDA acceptance of the seralutinib NDA in PAH. The investors' obligations to fund the second closing remain subject to the NDA Acceptance Milestone occurring in 2026 and the satisfaction of other customary closing conditions. If the NDA Acceptance Milestone occurs in 2026, the Company expects to receive the full $150 million of committed capital in 2026.

The private placement includes participation from new and existing institutional investors, including EcoR1 Capital, 683 Capital Partners, LP, RA Capital Management, Coastlands Capital, Samsara BioCapital and Rock Springs Capital, among others.

"This financing is expected to provide the capital needed to advance seralutinib through potential FDA approval in PAH," said Faheem Hasnain, Chairman, Co-Founder and Chief Executive Officer of Gossamer Bio. "The committed funding structure aligns capital availability with key regulatory milestones and is expected to support the planned submission and review of our NDA. We appreciate the support of this group of leading healthcare investors as we work to bring a potentially important new treatment option to patients with PAH."

Private Placement Terms

Pursuant to the terms of the securities purchase agreement, the private placement consists of the following three components, in each case subject to the satisfaction of customary closing conditions and the beneficial ownership limitations applicable to each investor:

Initial Closing. At the initial closing, the Company will issue and sell pre-funded warrants for aggregate gross proceeds of approximately $25 million at a purchase price of $0.1399 per pre-funded warrant, representing a common stock-equivalent price of $0.14 minus the $0.0001 per share exercise price of each pre-funded warrant. The initial closing is expected to occur on or about August 24, 2026.

Second Closing. Upon the NDA Acceptance Milestone, and subject to the NDA Acceptance Milestone occurring in 2026 and the satisfaction of other customary closing conditions, the participating investors will be obligated to purchase pre-funded warrants at a second closing for additional aggregate gross proceeds of approximately $125 million. The purchase price per pre-funded warrant will equal the lesser of $0.1399 and the five-day volume-weighted average price of the Company's common stock preceding the second closing, in each case minus the $0.0001 per-share exercise price of each pre-funded warrant.

FDA Approval Warrants. At the second closing, the participating investors will also receive, for no additional consideration, warrants exercisable upon the FDA Approval Milestone. If exercised in full for cash at an exercise price of $0.187 per share, the

FDA approval warrants (the FDA Approval Warrants) would provide the Company with additional aggregate gross proceeds of up to approximately $100 million. The FDA Approval Warrants will expire on the earliest of (i) the 30th day following the date the Company provides notice of the FDA Approval Milestone having been achieved and (ii) five years following the issuance date of the FDA Approval Warrants.

Additional details regarding the private placement, the securities purchase agreement, the pre-funded warrants, FDA Approval Warrants and non-voting convertible preferred stock can be found in the Current Report on Form 8-K to be filed by the Company with the Securities and Exchange Commission (SEC) today.

Preferred Stock and Stockholder Approval

Prior to obtaining stockholder approval, the pre-funded warrants and FDA Approval Warrants will be exercisable for shares of the Company's non-voting convertible preferred stock, designated Series A-1, Series A-2 and Series A-3, as applicable. Following stockholder approval, each series of non-voting convertible preferred stock will be automatically converted (subject to certain exceptions) into common stock at the applicable per share price described above. The exercise of the warrants and conversion of the non-voting convertible preferred stock will in each case be subject to the beneficial ownership limitations elected by the applicable investor.

The Company will seek the stockholder approval necessary under applicable Nasdaq listing rules for the issuance of common stock upon exercise of the warrants and conversion of the non-voting convertible preferred stock at a special meeting of stockholders, which it has agreed to hold following the initial closing. In connection with the private placement, the Company and the Company's directors and executive officers have entered into lock-up agreements.

Use of Proceeds

The Company intends to use the net proceeds, together with its existing cash, cash equivalents and marketable securities, to advance the clinical development and potential commercialization of seralutinib in PAH and PH-ILD, and for other general corporate purposes and working capital. The Company expects that the net proceeds from the initial closing and the committed capital from the second closing, together with its existing cash resources, will fund its operations into 2028.

Placement Agents

Leerink Partners and Cantor are acting as joint placement agents in connection with the private placement.

Registration Rights and Unregistered Securities

The Company has agreed to file one or more registration statements with the Securities and Exchange Commission (SEC) covering the resale of the shares of common stock issuable pursuant to the private placement, including upon exercise of the warrants and conversion of the preferred stock.

The securities described above are being sold in a private placement in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended (the Securities Act), and Regulation D promulgated thereunder, and have not been registered under the Securities Act or applicable state securities laws. Accordingly, such securities may not be offered or sold in the United States absent registration with the SEC or an applicable exemption from such registration requirements. 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.

About Gossamer Bio

Gossamer Bio is a biopharmaceutical company focused on the development and commercialization of seralutinib for the treatment of pulmonary arterial hypertension and pulmonary hypertension associated with interstitial lung disease. Its goal is to be an industry leader in, and to enhance the lives of patients living with, pulmonary hypertension.

Forward-Looking Statements

Gossamer cautions you that statements contained in this press release regarding matters that are not historical facts are forward-looking statements. These statements are based on the Company's current beliefs and expectations. Such forward-looking statements include, but are not limited to, statements regarding: the expected timing, completion and terms of the private placement; the amount and timing of gross proceeds, including the potential to achieve the NDA Acceptance Milestone and consummate the second closing and the Company's expectation that the committed capital would be funded in 2026; the potential achievement of the FDA Approval Milestone; the receipt of stockholder approval at the proposed special meeting; the intended use of proceeds and the expected timeframe for funding the Company's operating plan into 2028; and the development potential and market opportunity of seralutinib in PAH, PH-ILD and other indications. The inclusion of forward-looking statements should not be regarded as a representation by Gossamer that any of its plans will be achieved. Actual results may differ from those set forth in this press release due to the risks and uncertainties inherent in Gossamer's business, including, without limitation: the risks and uncertainties associated with market conditions and the satisfaction of customary closing conditions related to the proposed financing; the financing may not be completed on the terms described or at all, and the milestones triggering the second closing and/or exercise of the FDA Approval Warrants may not be achieved; the risk that Gossamer's planned NDA submission is based in part on its views following its recent meeting with the FDA and the official minutes therefrom and later feedback from the FDA,

which may be inconsistent with such meeting or Gossamer's views from such meeting; later developments with the FDA may be inconsistent with the feedback from prior meetings; the FDA may determine that our planned NDA does not qualify for filing; the results of the Company's clinical trials, including the Phase 3 PROSERA and Phase 2 TORREY studies, may not be deemed sufficient by the FDA to serve as the basis for regulatory approval of seralutinib, including the risk that the FDA determines that the overall benefit-risk assessment of seralutinib is not favorable; any path forward may require additional capital and other resources, which may not be available on reasonable terms, if at all, or may limit the commercial opportunity for seralutinib; the Company's future performance is dependent entirely on the success of seralutinib; potential delays in the commencement, enrollment and completion of clinical trials; disruption to our operations from unexpected events, including clinical trial delays; the Company's dependence on third parties in connection with product manufacturing, research and preclinical and clinical testing; the results of preclinical studies and early clinical trials with seralutinib are not necessarily predictive of future results; regulatory developments in the United States and foreign countries; adverse side effects or inadequate efficacy of seralutinib that may limit its development, regulatory approval and/or commercialization, or may result in clinical holds, recalls or product liability claims; Gossamer's ability to obtain and maintain intellectual property protection for seralutinib; Gossamer may use its capital resources sooner than it expects; and other risks described in the Company's prior press releases and the Company's filings with the SEC, including under the heading "Risk Factors" in the Company's annual report on Form 10-K and any subsequent filings with the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and Gossamer undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement, which is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

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