

June 15, 2026



## NeoGenomics Announces Proposed Offering of \$275 Million Convertible Senior Notes

FORT MYERS, Fla.--(BUSINESS WIRE)-- **NeoGenomics, Inc. (NASDAQ: NEO)**, a leading provider of oncology diagnostic solutions that enable precision medicine, announced today that it has commenced a private offering of \$275 million aggregate principal amount of convertible senior notes due 2032 (the “notes”) to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). In connection with this offering, NeoGenomics expects to grant the initial purchasers of the notes an option to purchase, for settlement within a 13-day period beginning on, and including, the date on which the notes are first issued, up to an additional \$41.25 million aggregate principal amount of the notes. The offering of the notes is subject to market and other conditions and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

The notes will be senior, unsecured obligations of NeoGenomics, will accrue interest payable semi-annually in arrears and will mature on July 1, 2032, unless earlier converted, redeemed or repurchased. Noteholders will have the right to convert their notes in certain circumstances and during specified periods. NeoGenomics will settle conversions by paying or delivering, as applicable, cash, shares of its common stock, par value \$0.001 per share (“common stock”), or a combination of cash and shares of its common stock, at NeoGenomics’ election. The notes will be redeemable, in whole or in part (subject to certain limitations), for cash at NeoGenomics’ option at any time, and from time to time, on or after July 6, 2029 and on or before the 51st scheduled trading day immediately preceding the maturity date, if the last reported sale price per share of NeoGenomics’ common stock equals or exceeds 130% of the conversion price for a specified period of time. The redemption price will be equal to the principal amount of the notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. In addition, the notes will be redeemable at any time if the aggregate principal amount of the notes that remains outstanding is less than 15% of the aggregate principal amount of the notes initially issued in the offering and certain other conditions are satisfied. The interest rate, initial conversion rate and other terms of the notes will be determined at the pricing of the offering.

In connection with the pricing of the notes, NeoGenomics expects to enter into privately negotiated capped call transactions with one or more of the initial purchasers or their respective affiliates or other financial institutions (the “option counterparties”). The capped call transactions are expected generally to reduce potential dilution to NeoGenomics’ common stock upon conversion of any notes and/or offset any potential cash payments NeoGenomics is required to make in excess of the principal amount of converted notes, as the case may be, with such reduction and/or offset subject to a cap.

NeoGenomics has been advised that, in connection with establishing their initial hedges of the capped call transactions, the option counterparties or their respective affiliates expect to purchase shares of NeoGenomics' common stock and/or enter into various derivative transactions with respect to NeoGenomics' common stock concurrently with or shortly after the pricing of the notes. This activity could increase (or reduce the size of any decrease in) the market price of NeoGenomics' common stock or the notes at that time. In addition, the option counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to NeoGenomics' common stock and/or purchasing or selling NeoGenomics' common stock or other securities of NeoGenomics in secondary market transactions following the pricing of the notes and prior to the maturity of the notes (and are likely to do so during any observation period related to a conversion of notes or following certain repurchases or redemptions of the notes). This activity could cause or avoid an increase or a decrease in the market price of NeoGenomics' common stock or the notes, which could affect the ability of holders to convert the notes and, to the extent the activity occurs following conversion or during any observation period related to a conversion of notes, it could affect the amount and value of the consideration that holders will receive upon conversion of such notes.

NeoGenomics intends to use a portion of the net proceeds from the offering to pay the cost of the capped call transactions. If the initial purchasers exercise their option to purchase additional notes, NeoGenomics expects to use a portion of the net proceeds from the sale of the additional notes to enter into additional capped call transactions. In addition, NeoGenomics intends to use a portion of the remaining net proceeds from the offering, together with cash on hand, to repurchase a portion of NeoGenomics' 0.25% convertible senior notes due 2028 (the "existing notes") through privately negotiated transactions entered into concurrently with the pricing of the notes effected through one or more of the initial purchasers or their affiliates as our agents, and a portion of the remaining net proceeds from the offering, if any, together with cash on hand, to repurchase up to \$25 million of shares of our outstanding common stock from certain purchasers of the notes in privately negotiated transactions, effected through one or more of the initial purchasers or their respective affiliates as our agent, entered into concurrently with the pricing of this offering, and the remainder of the net proceeds, if any, for general corporate purposes.

The concurrent repurchases of the existing notes and shares of Company's common stock described above may result in the Company's common stock trading at prices that are higher than would be the case in the absence of these repurchases, which may result in a higher initial conversion price for the notes to be offered.

NeoGenomics expects to repurchase for cash a portion of the existing notes through privately negotiated transactions (the "note repurchase transactions") entered into concurrently with the pricing of the notes. The terms of each note repurchase transaction will depend on a variety of factors, including the market price of NeoGenomics' common stock and the trading price of the existing notes at the time of the note repurchase transactions. No assurance can be given as to how much, if any, of the existing notes will be repurchased or the terms on which they will be repurchased. This press release is not an offer to repurchase the existing notes, and the offering of the notes is not contingent upon the repurchase of the existing notes.

In connection with the note repurchase transactions, NeoGenomics expects that holders of

the existing notes who agree to have their existing notes repurchased and who have hedged their equity price risk with respect to such existing notes (the “hedged holders”) will unwind all or part of their hedge positions by buying NeoGenomics’ common stock and/or entering into or unwinding various derivative transactions with respect to NeoGenomics’ common stock. The amount of NeoGenomics’ common stock to be purchased by the hedged holders or the notional number of shares of NeoGenomics’ common stock underlying such derivative transactions may be substantial in relation to the historic average daily trading volume of NeoGenomics’ common stock. This activity by the hedged holders could increase (or reduce the size of any decrease in) the market price of NeoGenomics’ common stock, including concurrently with the pricing of the notes, resulting in a higher effective conversion price of the notes. NeoGenomics cannot predict the magnitude of such market activity or the overall effect it will have on the price of the notes or NeoGenomics’ common stock and the corresponding effect on the initial conversion price of the notes.

The notes will be offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act. The offer and sale of the notes and any shares of common stock issuable upon conversion of the notes have not been, and will not be, registered under the Securities Act or any other securities laws, and the notes and any such shares cannot be offered or sold absent registration or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, the notes or any shares of common stock issuable upon conversion of the notes, nor will there be any sale of the notes or any such shares, in any state or other jurisdiction in which such offer, sale or solicitation would be unlawful.

## **About NeoGenomics**

NeoGenomics, Inc. is a premier cancer diagnostics company specializing in cancer genetics testing and information services. We offer one of the most comprehensive oncology-focused testing menus across the cancer continuum, serving oncologists, pathologists, hospital systems, academic centers, and pharmaceutical firms with innovative diagnostic and predictive testing to help them diagnose and treat cancer. Headquartered in Fort Myers, FL, NeoGenomics operates a network of CAP-accredited and CLIA-certified laboratories for full-service sample processing and analysis services throughout the U.S. and a CAP-accredited full-service sample-processing laboratory in Cambridge, United Kingdom.

## **Forward-Looking Statements**

This press release includes forward-looking statements. These forward-looking statements generally can be identified by the use of words such as “anticipate,” “expect,” “plan,” “can,” “could,” “would,” “may,” “will,” “believe,” “estimate,” “forecast,” “goal,” “project,” “guidance,” “potential” and other words of similar meaning, although not all forward-looking statements include these words. These forward-looking statements, which include those concerning NeoGenomics’ future expectations, plans and prospects, including, without limitation, statements regarding: whether NeoGenomics will offer and issue the notes and the terms of the notes; whether NeoGenomics will repurchase any existing notes or shares of outstanding common stock and the terms of any repurchase transactions; the anticipated use of the net proceeds from the offering; expectations regarding the effect of the capped

call transactions; expectations regarding actions of the hedged holders, the option counterparties and their respective affiliates; and whether the capped call transactions will become effective and the terms of the capped call transactions, constitute forward-looking statements for the purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Each forward-looking statement contained in this press release is subject to a number of risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Applicable risks and uncertainties include, among others, risks with respect to the market acceptance of the Company's products and services, as well as the risks identified under the heading "Risk Factors" contained in the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and the Company's other filings with the Securities and Exchange Commission (SEC).

We caution investors not to place undue reliance on the forward-looking statements contained in this press release. You are encouraged to read our filings with the SEC, available at [www.sec.gov](http://www.sec.gov) and in the "Investors" section of our website at [ir.neogenomics.com](http://ir.neogenomics.com), for a discussion of these and other risks and uncertainties. The forward-looking statements in this press release speak only as of the date of this document (unless another date is indicated), and we undertake no obligation to update or revise any of these statements. Our business is subject to substantial risks and uncertainties, including those referenced above. Investors, potential investors, and others should give careful consideration to these risks and uncertainties.

View source version on businesswire.com:

<https://www.businesswire.com/news/home/20260615452524/en/>

**Investor Contact**

[InvestorRelations@neogenomics.com](mailto:InvestorRelations@neogenomics.com)

**Media Contact**

Andrea Sampson

[asampson@sampsonprgroup.com](mailto:asampson@sampsonprgroup.com)

Source: NeoGenomics, Inc.