

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares withheld by NeoGenomics Inc. to satisfy the tax obligations in connection with the May 25, 2019 vesting of restricted stock.

(2) On April 28, 2017, Mr. Shovlin was granted 200,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.

(3) On February 26, 2018, Mr. Shovlin was granted 288,500 stock options. These options vest ratably over the first three anniversary dates of the grant date.

(4) On March 1, 2019, Mr. Shovlin was granted 66,897 stock options. The options vest ratably over the first four anniversary dates of the grant date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.