

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (As Permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

NeoGenomics, Inc.



(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-



Notice of 2026 Annual Meeting of Stockholders

AND PROXY STATEMENT



April 6, 2026

NeoGenomics, Inc.
9490 NeoGenomics Way
Fort Myers, Florida 33912

Fellow Stockholders,

On behalf of the Board of Directors, it is my pleasure to invite you to attend our 2026 Annual Meeting of Stockholders of NeoGenomics, Inc., which will be held on Thursday, May 21, 2026, at 10:00 a.m., Eastern Time (the "2026 Annual Meeting"). The 2026 Annual Meeting will be a completely virtual meeting conducted via live webcast.

Details regarding the 2026 Annual Meeting and the business to be conducted are described in the accompanying Proxy Statement.

We are pleased to inform you that instead of a paper or electronic copy of our proxy materials, most of our stockholders will be mailed a Notice of Internet Availability of Proxy Materials ("Notice of Internet Availability") on or about April 6, 2026. The Notice of Internet Availability contains instructions on how to access the proxy materials and how to submit your proxy over the Internet or by telephone. The Notice of Internet Availability also contains instructions on how to request a paper copy of our proxy materials, if desired. All stockholders who do not receive a Notice of Internet Availability, or who have not consented to receive their proxy materials electronically by email, will be mailed a paper copy of the proxy materials. Furnishing proxy materials over the Internet allows us to provide our stockholders with the information they need in a timely manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials.

Your vote is important to us. Please act as soon as possible to vote your shares. It is important that your shares be represented at the 2026 Annual Meeting, whether or not you plan to attend the live webcast of the 2026 Annual Meeting. Please vote electronically over the Internet, by telephone, or, if you receive a paper copy of the proxy card by mail, by returning your signed proxy card in the envelope provided. You may also vote your shares online during the 2026 Annual Meeting. Instructions on how to vote while participating at the 2026 Annual Meeting live via the Internet are posted at www.virtualshareholdermeeting.com/NEO2026.

On behalf of the Board of Directors and management, we thank you for your continued support and confidence in NeoGenomics, Inc.

Sincerely,

A handwritten signature in cursive script that reads "Lynn Tetrault".

Lynn Tetrault

Non-Executive Chair of the Board of Directors



NOTICE OF 2026 ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the 2026 Annual Meeting of Stockholders of NeoGenomics, Inc. (the "2026 Annual Meeting") will be held on Thursday, May 21, 2026, at 10:00 a.m., Eastern Time. The 2026 Annual Meeting will be a completely virtual meeting, which will be conducted via live webcast. You will be able to attend the 2026 Annual Meeting online and submit your questions during the 2026 Annual Meeting by visiting www.virtualshareholdermeeting.com/NEO2026. For instructions on how to attend and vote your shares at the 2026 Annual Meeting, see the information in the accompanying Proxy Statement.

Items of Business:

1. To elect nine directors from the nominees named in the attached Proxy Statement.
2. To approve, on a non-binding advisory basis, the compensation paid to the named executive officers.
3. To approve the Second Amendment of the NeoGenomics, Inc. 2023 Equity Incentive Plan.
4. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2026.
5. To consider any other business properly brought before the 2026 Annual Meeting.

Record Date:

You can vote if you were a stockholder of record as of the close of business on March 23, 2026.

Proxy Voting:



By Mail



By Phone



By Internet

It is important that your shares be represented at the 2026 Annual Meeting regardless of the number of shares you hold. **Whether or not you expect to virtually attend, please complete, date, sign and return the accompanying proxy card in the enclosed envelope or use the telephone or Internet methods of voting described on your proxy card to ensure the presence of a quorum at the meeting.** Even if you have voted by proxy and you virtually attend the meeting, you may, if you prefer, revoke your proxy and vote your shares virtually during the 2026 Annual Meeting.

By Order of the Board of Directors

A handwritten signature in blue ink that reads "Alicia Olivo".

Alicia Olivo
EVP, General Counsel & Business Development

Important notice regarding the availability of proxy materials for the 2026 Annual Meeting of Stockholders to be held on Thursday, May 21, 2026. Our 2026 Proxy Statement and 2025 Annual Report to Stockholders are available at www.proxyvote.com.

TABLE OF CONTENTS

PROXY OVERVIEW	1
CORPORATE GOVERNANCE	2
Information Regarding Meetings and Committees of the Board	8
PROPOSAL 1—ELECTION OF DIRECTORS	11
Information as to Nominees and Other Directors	11
Vote Required for Approval	18
Board Recommendation	18
PROPOSAL 2—ADVISORY VOTE ON EXECUTIVE COMPENSATION	19
Vote Required for Approval	19
Board Recommendation	19
PROPOSAL 3—SECOND AMENDMENT OF THE 2023 EQUITY INCENTIVE PLAN	20
Description of the Plan	20
Vote Required for Approval	24
Board Recommendation	24
PROPOSAL 4—RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	25
Independent Registered Public Accounting Firm Fees	25
Audit and Finance Committee Report	26
Vote Required for Approval	26
Board Recommendation	26
EXECUTIVE OFFICERS	27
COMPENSATION OF INDEPENDENT DIRECTORS	29
EXECUTIVE COMPENSATION	32
Compensation Discussion and Analysis	32
Culture and Compensation Committee Report	51
Executive Compensation Tables	52
Summary Compensation Table	52
Grants of Plan-Based Awards	54
Narrative Disclosure to the Summary Compensation Table and the Grants of Plan Awards Table	55
Options Exercised and Stock Vested	58
Outstanding Equity Awards on December 31, 2025	56
Employment Agreements and Potential Payments Upon Termination or Change in Control	58
Chief Executive Officer Pay Ratio	61

Pay Versus Performance and Supporting Narrative	62
Equity Compensation Plan Information	65
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	66
FUTURE STOCKHOLDER PROPOSALS	68
TRANSACTIONS WITH RELATED PERSONS	69
OTHER MATTERS	70
IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2026 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 21, 2026	71
QUESTIONS AND ANSWERS ABOUT THE 2026 ANNUAL MEETING	72
ANNEX A: SECOND AMENDMENT OF THE NEOGENOMICS, INC. 2023 EQUITY INCENTIVE PLAN	A-1
ANNEX B: NEOGENOMICS, INC. Reconciliation of Non-GAAP Information	B-1

Index of Frequently Requested Information

Auditor Fees	25
Board Leadership Structure	4
CEO Pay Ratio	61
Clawback Policy	20
Compensation Design	36
Culture and Compensation Governance	38
Director Attendance	8
Director Independence	5
Director Qualifications	11
Managing Compensation Related Risks	49
Nominee Biographies	11
Pay Versus Performance	62
Risk Oversight	5
Stockholder Engagement	40
Summary Compensation Table	52
Use of an Independent Advisor	39

NEOGENOMICS, INC. PROXY STATEMENT FOR THE 2026 ANNUAL MEETING OF STOCKHOLDERS

NeoGenomics, Inc. ("we," "us," "our," "NeoGenomics," or the "Company"), having its principal executive offices at 9490 NeoGenomics Way, Fort Myers, Florida 33912, is providing these proxy materials in connection with the 2026 Annual Meeting of Stockholders (the "2026 Annual Meeting"). This Proxy Statement contains important information for you to consider when deciding how to vote on the matters brought before the 2026 Annual Meeting. This Proxy Statement, including the notice of the 2026 Annual Meeting (the "Meeting Notice") and the proxy card, were first distributed to our stockholders on or about April 6, 2026.

The following is a summary of key disclosures in our Proxy Statement. This is only a summary and may not contain all the information that is important to you. For more complete information, please review the full Proxy Statement as well as our 2025 Annual Report, which includes our Annual Report on Form 10-K, as filed with the SEC on February 17, 2026.

Proposal 1 - Election of Directors

- As of April 2026, eight of our nine Director nominees are independent, and collectively represent a broad range of backgrounds, qualifications and experiences.
- As of April 2026, our Audit & Finance, Culture & Compensation and Nominating & Corporate Governance committees are comprised solely of independent Directors.

ü

The Board recommends a vote **FOR** each Director nominee.

à

Further information beginning on page [11](#).

Proposal 2 - Advisory Vote on Executive Compensation

- We strive to maintain a pay-for-performance compensation philosophy and believe that the performance objectives of our executive compensation program should align with our corporate strategy over the long term.
- Our compensation philosophy is focused on providing compensation and benefits that are competitive and meet our goals of attracting, retaining, and motivating highly skilled teammates and management.

ü

The Board recommends a vote **FOR** this proposal.

à

Further information beginning on page [19](#).

Proposal 3 - To Approve the Second Amendment of the 2023 Equity Incentive Plan

- To approve the Second Amendment of the NeoGenomics, Inc. 2023 Equity Incentive Plan.

ü

The Board recommends a vote **FOR** this proposal.

à

Further information beginning on page [20](#).

Proposal 4 - Ratification of Independent Registered Accounting Firm

- The Audit and Finance Committee of the Board has appointed Deloitte & Touche LLP to act as our independent registered public accounting firm for the fiscal year ending December 31, 2026.

ü

The Board recommends a vote **FOR** this proposal.

à

Further information beginning on page [25](#).

CORPORATE GOVERNANCE

Transforming Patient Care by Living our Values

We believe that strong corporate governance practices provide a framework for the oversight by our Board of Directors (the "Board") of the short-term and long-term health, strategy, and overall success of NeoGenomics. We have established Corporate Governance Guidelines and a Code of Business Conduct and Ethics that provide the foundation for our values of quality, integrity, accountability, teamwork, and innovation. Our commitment to integrity and ethics starts at the top with our Board and senior management and extends to every NeoGenomics employee.

We recognize that the Board's role and oversight extends to sustainability, human capital management, and environmental impact. We continue to have meaningful internal and external conversations about corporate social responsibility ("CSR") policies and initiatives. We believe that progress on these objectives aligns with our vision and further supports our progress towards our near and long-term strategic objectives.

Corporate Social Responsibility

We are passionate about promoting a World-Class Culture through employee engagement, training and development, wellness, work-life balance, and communication initiatives. We believe that a workforce in which distinct perspectives are recognized and respected positively impacts our performance and strengthens our culture.

To underscore our commitment, we issued our inaugural 2023 Corporate Social Responsibility report in March 2024. This report was informed by a materiality assessment completed in the second half of 2023 that identified six topics of significant importance to our stakeholders and our business. Our 2024 Corporate Social Responsibility Report was issued in April 2025 outlining our progress throughout 2024 and into 2025 and included Scope 1 and 2 greenhouse gas ("GHG") emissions data for all Company sites. We will share updated CSR information again in the first half of 2026. We are working to calculate our Scope 3 emissions across the Company.

Cancer doesn't discriminate, and neither do we.

While placing the value of people at the heart of our organization, we challenge ourselves every day to be more engaged with our teams, clients, and community. We create an environment where culture engenders growth and innovation and strive to create a culture where everyone has a voice.

We have established a number of broad health and well-being focused measures for our employees. Our Wellness@Neo ERG has a mission to support the financial, physical, emotional, and social wellness of our employees. The Wellness@Neo ERG sponsors education on a variety of topics including investing, student loan debt, mental support initiatives, meditation, and yoga. We continually assess the benefits offered to our employees and in addition to competitive health plans, 401(k) matching and our Employee Stock Purchase Plan ("ESPP"), we offer contributions towards our employees' student loan debt, tuition reimbursement, gym and fitness studio credits, and an employee assistance program that provides health, family, legal, and financial assistance.

We also encourage and support community involvement and corporate philanthropy. As part of our wellness program, we partner with VolunteerMatch Virtual Volunteer Opportunities and with Project Helping, a mental wellness organization that creates meaningful social and accessible volunteer experiences to help people improve their mental wellness through service. Each year we also provide corporate giving to organizations that are aligned with our purposes and values, and recently introduced a volunteer paid time off program so that our teammates can give back to the community by volunteering their time for various cancer-related or other important initiatives.

NeoGREEN Vision

NeoGenomics is committed to seeking and upholding environmentally sustainable solutions that build trust with our employees, clients, and stakeholders.

We believe our corporate responsibility includes a commitment to our environment, which we support through our NeoGREEN initiative. In 2021 we opened a new headquarters in Fort Myers, FL, which includes laboratory, warehouse, and administrative facilities. We completed the design and construction of our new headquarters in accordance with the Sustainable SITE initiative which ensures that a project's natural environment is valued and respected throughout the building process. Additionally, we utilize low-emitting materials, energy, and water efficient design, and utilize GS-42 certified janitorial and sustainable pest services. We are proud of NeoGenomics' achievement of Leadership in Energy and Environmental Design ("LEED") certification for this facility. Developed by the U.S. Green Building Council, LEED is the most widely used green building rating system in the world and an

international symbol of sustainability achievement. Our environmental efforts also focus on improvements in our waste, water, and energy management.

Corporate Governance Highlights	
Independent Board Chair	<ul style="list-style-type: none"> As of April 2026, Lynn Tetrault, NeoGenomics' independent non-executive Chair of the Board, has over ten years' tenure on the Board and extensive healthcare leadership experience
Independent director nominees	<ul style="list-style-type: none"> As of April 2026, eight of our nine directors are independent Each of the Audit and Finance, Culture and Compensation and Nominating and Corporate Governance committees are comprised entirely of independent directors Directors have a broad range of experience, skills, and qualifications (see "Director Expertise" on page 16)
Executive sessions of independent directors	<ul style="list-style-type: none"> Independent directors meet regularly without management
Active Board refreshment	<ul style="list-style-type: none"> Balanced mix of short and long-tenured directors Three of our eight independent directors joined the Board within the last twenty-four months Annual election of all directors
Continual assessments	<ul style="list-style-type: none"> Board and Committees complete annual self-evaluation surveys Annual evaluation of Chief Executive Officer and executive management performance in alignment with corporate goals and objectives, including achievement of business and strategic objectives Continuously evaluate director capacity
Stock ownership guidelines	<ul style="list-style-type: none"> No hedging or pledging of NeoGenomics stock Minimum stock holding requirements for directors and named executive officers

Share Ownership Guidelines and Share Retention Requirements

NeoGenomics has adopted share ownership guidelines for its independent directors and named executive officers to further align the interests of our senior leaders and Board with the long-term interests of our stockholders. The guidelines require each member of the Board to, within five years from the date of the director's appointment to the Board, achieve an ownership target of NeoGenomics stock equal to or greater than three times the value of the annual retainer paid to such director with respect to their service on the Board worth.

For the purposes of assessing compliance with share ownership guidelines, the following forms of equity interests are considered:

- shares owned directly, or by immediate family members, including shares purchased in the open market or acquired upon the exercise of stock options;
- vested restricted shares, restricted stock units ("RSUs"), deferred stock units and performance shares that may only be settled in shares; and
- "in the money" vested stock options.

The table below summarizes the current share ownership guidelines as well as the current share ownership of our independent Board members as a multiple of their annual retainers for Board service as of December 31, 2025:

Role	Share Ownership Guideline	Current Share Ownership
Chair of the Board	3.0	7.7
Board Members ⁽¹⁾	3.0	10.8

(1) Share ownership calculated as an average of all independent Board Members except the Chair of the Board who is shown separately.

Directors who have yet to meet the applicable share ownership guideline are required to retain an amount equal to 25% of the net shares received as the result of the exercise, vesting, or payment of any equity awards, including during the initial five-year period that the director is afforded to achieve the guideline level upon being appointed to the Board. If a director's required shares ownership level is not attained by the end of the initial five-year period following his or her appointment (or at any time thereafter), the director will be required to retain an amount equal to 100% of the net shares received as the result of the exercise, vesting, or payment of any equity awards granted, until the applicable guideline level is achieved. As of December 31, 2025, all Board members were either in compliance with the share ownership guidelines or within the five-year period afforded, following the director's appointment, to achieve the guideline level.

Director Nominations. Our Board has a standing Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee considers and recommends candidates for election to the Board and nominees for committee memberships and committee chairs and focuses on ensuring that the Board is composed of members with varied skill sets to support the Company's key initiatives.

Director candidates are considered based upon a variety of criteria, including the director nominee's business judgment, professional integrity, character, experience, and understanding of the Company, while also taking into account the current Board members and the specific needs of the Company and the Board. The Nominating and Corporate Governance Committee seeks individuals from a broad range of professional backgrounds who combine relevant industry experiences and strategic expertise as set forth in the Strategic Competencies Matrix. For additional information on the Board's Strategic Competencies Matrix, see "Director Expertise" on page 16. The Nominating and Corporate Governance Committee believes that an inclusive environment offers the Company and our stockholders a broad range of viewpoints and insights in the areas most important to us and our corporate mission. All director candidates must have time available to devote to the activities of the Board. In deciding whether to nominate a director candidate, our Board also considers the independence of director candidates, including the appearance of any conflict in serving as a director. A director who does not meet all of these criteria may still be considered for nomination to the Board if our independent directors believe that the candidate will make an exceptional contribution to our company and our stockholders.

Generally, when evaluating and recommending candidates for election to the Board, the Nominating and Corporate Governance Committee will conduct candidate interviews, evaluate biographical information and background material, and assess the skills and experience of candidates against selection criteria set forth in the Strategic Competencies Matrix in the context of the then-current needs of the Company. In identifying potential director candidates, the Board may also seek input from the executive officers and may also consider recommendations by employees, community leaders, business contacts, third-party search firms, and any other sources deemed appropriate by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will also consider director candidates recommended by stockholders to stand for election at the annual meeting of stockholders so long as such recommendations are submitted in accordance with the procedures described below under "Future Stockholder Proposals."

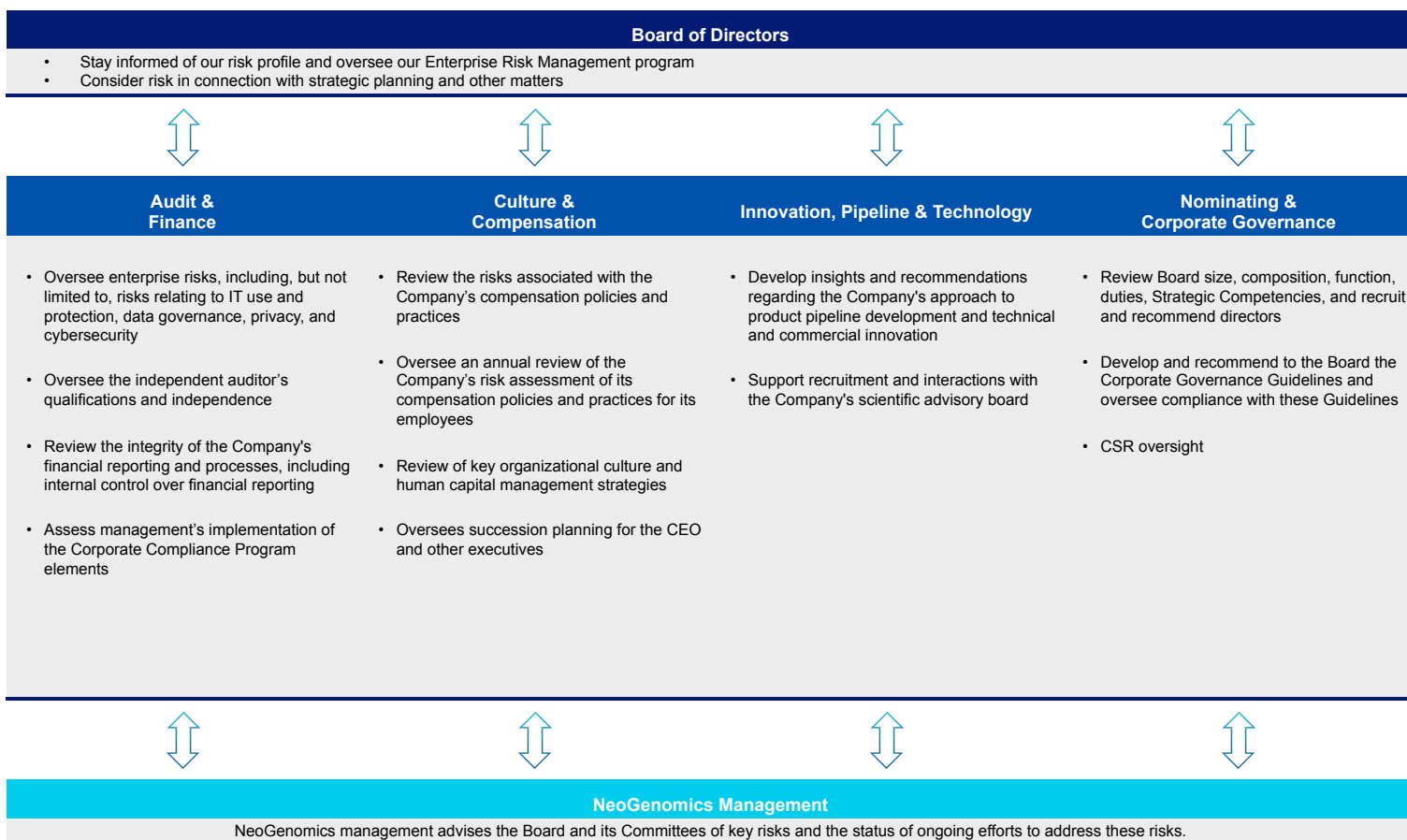
Board Leadership Structure. Consistent with the Company's Corporate Governance Guidelines, our Board has a policy that allows the Chair of the Board and Chief Executive Officer positions to be separate or combined and, if they are to be separate, allows the Chair of the Board to be either selected from among the independent directors or an executive officer. Our Board believes that it should have the flexibility to make these determinations from time to time to provide appropriate leadership for the

Company. Our Board has reviewed the current Board leadership structure in light of the composition of the Board, the Company's size, the nature of the Company's business, the regulatory framework under which the Company operates, and other relevant factors. At this time, the Board has chose to separate the roles of Chair and Chief Executive Officer. The Board believes this structure currently serves the Company's best interests by increasing independence from management.

Director Independence. Our Corporate Governance Guidelines provide that our Board will consist of a majority of independent directors and, in making independence determinations, the Board will observe all applicable requirements, including the applicable listing standards of the Nasdaq Stock Market LLC ("Nasdaq"). Under Nasdaq rules, the Board has a responsibility to make an affirmative determination that those members of its Board that serve as independent directors do not have any relationships with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In connection with these determinations the Board reviews information regarding transactions, relationships, and arrangements involving the Company and its businesses and each director that it deems relevant to independence, including those required by Nasdaq rules.

The Board has determined that each of the directors serving on the Board during any part of 2025, except for Mr. Zook, was independent for the duration of such director's service in 2025. As of April 6, 2026, the Audit and Finance Committee, the Culture and Compensation Committee and the Nominating and Corporate Governance Committee are each composed entirely of directors who are independent under Nasdaq rules and the applicable rules of the United States Securities and Exchange Commission (the "SEC").

Board Role in Risk Oversight. The Board administers its enterprise risk oversight function directly and through its committees. The Board and the Audit and Finance Committee have primary oversight over enterprise risks and regularly discuss with management major risk exposures, including cybersecurity, their likelihood of occurrence, their potential financial impact on the Company, and the steps taken to monitor, control, and mitigate those risks. The Nominating and Corporate Governance Committee has primary oversight over CSR matters, the Culture and Compensation Committee has primary oversight over risks associated with compensation policies and practices, and the Innovation, Pipeline & Technology Committee has primary oversight over risks related to the Company's intellectual property assets and the development, acquisition, management and commercialization of the Company's product technologies. Please refer to the section "*Information Regarding Meetings and Committees of the Board*" below for a full description of the responsibilities of each committee and its role in overseeing the Company's major risk exposures.



Stockholder Outreach. It is our practice to have ongoing and robust engagement with our stockholders throughout the year and seek their direct feedback to continuously improve our performance, programs, and reporting. Our outreach is supplemented by our year-round investor relations engagement that includes post-earnings communications, one-on-one conferences, individual meetings, and general availability to respond to investor inquiries. We also periodically engage proxy advisory firms for their viewpoints. The multifaceted nature of this program allows us to maintain meaningful engagement with a broad audience including institutional and retail stockholders.

In 2025, we received 81.77% support for our annual say-on-pay proposal. Following prior say-on-pay vote outcomes, we widened our governance outreach and engagement to ensure we understood stockholders' concerns and to inform and guide our actions in response. We take the outcome of this vote seriously and have been highly focused on understanding and responding to our stockholders' feedback. Through the Company's engagement efforts, the Culture and Compensation Committee sought to elicit and consider a range of stockholders' perspectives related to NeoGenomics' executive compensation program and design elements, governance and CSR initiatives to inform specific actions and appropriate responses to the say-on-pay vote.

Throughout Q1 and Q2 2025, we engaged with many stockholders on various topics, including our CEO transition as well as executive compensation, governance and CSR programs. Additionally, we did similar stockholder outreach in Q3 and Q4 2025 with a focus on succession planning, executive retention, strategy, board oversight and governance, and executive compensation.

During each separate engagement period, we engaged with stockholders representing at least 60% of outstanding shares with our engagement team consisting of both management and Board members. These engagements informed specific actions and responses, including, but not limited to the following:

- Increased alignment with a pay-for-performance framework through introduction of premium-priced stock options for executives (new for 2025 grants)
- Implementation of targeted retention actions for specific executive leaders as a result of stockholder feedback
- Enhanced board member availability for stockholder engagements, for specific discussion around succession planning and strategy

In addition to the above, there has been continuous stockholder engagement throughout 2026, with emphasis in the discussions around strategy and general business updates. This outreach, with both members of the management team as well as the Board of Directors, will continue throughout 2026 to ensure we are capturing stockholder perspectives and feedback on a continuous basis.

For more on our response to our stockholder engagement related to the 2025 say-on-pay vote, see page [40](#).

Information Regarding Meetings and Committees of the Board

The Board. The Board met four times for regular meetings during 2025. All such meetings were regularly scheduled meetings; additional telephonic calls were held as needed. In addition, the Board held ten special meetings during 2025. During 2025, each incumbent director attended 75% or more of the Board and applicable committee meetings for the periods during which each director served. Although not required, directors are invited to attend the annual meeting of our stockholders. We held an annual meeting of stockholders on May 22, 2025, which was attended by all of the directors then serving on the Board.

The Board currently has four standing committees: the Audit and Finance Committee, the Culture and Compensation Committee, the Innovation, Pipeline and Technology Committee and the Nominating and Corporate Governance Committee. The following table provides the composition of the committees as of April 6, 2026, and the number of times each committee met in 2025:

Director Name	Audit and Finance Committee	Culture and Compensation Committee	Innovation, Pipeline & Technology Committee	Nominating and Corporate Governance Committee
Lynn Tetrault (non-executive Chair of the Board)		Chair		Member
Dr. Marjorie Green ⁽¹⁾			Member	
Dr. Neil Gunn		Member	Member	Member
Stephen Kanovsky				Member
Michael Kelly	Member	Member		
John ("Jack") Kenny ⁽²⁾			Member	
David Perez	Member	Member	Member	
Felicia Williams	Member			Member
Anthony ("Tony") Zook			Member	
Number of Meetings Held in 2025	5	9	4	8

(1) Dr. Green joined the Board effective June 19, 2025 and the Innovation, Pipeline & Technology Committee effective July 15, 2025.

(2) Mr. Kenny joined the Board effective January 1, 2026 and the Innovation, Pipeline & Technology Committee effective January 26, 2026.

Chair | Member

Audit and Finance Committee

Members:

Michael Kelly (Chair)
David Perez
Felicia Williams

Number of Meetings Held in 2025:

5

The Audit and Finance Committee functions pursuant to a written charter adopted by the Board, a copy of which may be found at our website www.neogenomics.com under "Investors - Governance - Governance Documents." All Audit and Finance Committee members are independent directors within the meaning of the applicable Nasdaq rules and the independence requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Audit and Finance Committee is appointed by the Board to assist with a variety of matters described in its charter, which include oversight of:

- the quality and integrity of our financial statements,
- the Company's compliance with legal and regulatory requirements,
- the Company's enterprise risks, including but not limited to risks relating to the Company's information technology use and protection, data governance, privacy, and cybersecurity, and the Company's strategy to mitigate such risks,
- the independent auditor's qualifications and independence,
- the performance of our internal audit function and independent auditors, and
- the implementation and effectiveness of the Company's ethics and compliance program.

Effective August 1, 2025, the Audit and Finance Committee assumed oversight of the standalone Compliance Committee's responsibilities, including, the Corporate Compliance Program and all related matters.

The formal report of the Audit and Finance Committee is set forth beginning on page [26](#) of this Proxy Statement.

The Board has determined that Mr. Michael Kelly, who served as the Audit and Finance Committee Chair throughout 2025, qualifies as an "audit and finance committee financial expert" as defined under applicable SEC rules.

Culture and Compensation Committee

Members:

David Perez (Chair)
Dr. Neil Gunn
Michael Kelly
Lynn Tetrault

Number of Meetings Held in 2025:

9

The Culture and Compensation Committee functions pursuant to a written charter adopted by the Board, a copy of which may be found at our website www.neogenomics.com under the heading "Investors - Governance - Governance Documents." All Culture and Compensation Committee members are independent directors within the meaning of the applicable Nasdaq rules and SEC rules and regulations. The Culture and Compensation Committee is responsible for discharging the Board's responsibilities relating to compensation of our Chief Executive Officer, other executive officers, and our directors and has responsibility for approving, recommending and/or evaluating all our compensation plans, policies and programs as they affect our executive officers. Specifically, the Culture and Compensation Committee is responsible for:

- reviewing and recommending to the full Board, or approving, compensation for Company executive officers and reviewing and recommending compensation to the full Board for Company directors,
- monitoring and administering the Company's compensation plans and other employee benefit plans, including incentive-based and equity-based plans and recommending amendments to these plans to the full Board,
- reviewing and overseeing the Company's succession planning process for the Chief Executive Officer and other executive officers, and
- reviewing key organizational culture and human capital management strategies to include employee development, equal employment opportunity, fair pay and benefit programs, workforce recruitment and retention initiatives, and related Human Resources policies, procedures and metrics.

The Culture and Compensation Committee may delegate any or all responsibilities to a subcommittee or to one or more directors as it deems appropriate, provided that the Culture and Compensation Committee may not delegate any power or authority required by law, regulation or Nasdaq rule to be exercised by the Culture and Compensation Committee as a whole. In addition, the Culture and Compensation Committee engaged an independent compensation consulting firm, Willis Towers Watson ("WTW"), in 2025 to advise the Culture and Compensation Committee on peer development, market practices, industry trends, investor views, and benchmark compensation data related to executive officer and director compensation. In addition, WTW reviewed and provided the Culture and Compensation Committee with an independent perspective of management recommendations related to executive compensation philosophy and actions. These duties were consistent with those performed in prior years.

Innovation, Pipeline and Technology Committee

Members:

Dr. Neil Gunn (Chair)
Dr. Marjorie Green
Jack Kenny
David Perez
Tony Zook

Number of Meetings Held in 2025:

4

Formed in 2024, the Innovation, Pipeline & Technology Committee functions pursuant to a written charter adopted by the Board, a copy of which may be found at our website www.neogenomics.com under the heading "Investors - Governance - Governance Documents." The Innovation, Pipeline & Technology Committee is appointed to assist the Board in overseeing technology development to ensure that the Company's technology supports the Company's business objectives and strategies, providing counsel to the Company's senior management on strategic innovation and technology matters, including pipeline product development and related personnel development. Specifically, the Innovation, Pipeline & Technology Committee is responsible for:

- interacting with management and external advisors to develop insights and recommendations regarding the Company's approach to pipeline development and technical and commercial innovation, including:
 - provide feedback and input to management to gain alignment between strategic commercial objectives and the Company's product development pipeline, new technology innovations consistent with the strategic direction of the Company;
 - provide feedback and input to management in the identification, evaluation, and oversight of appropriate pipeline, technology, and product development investments;
 - provide feedback and input to management to prioritize medical, clinical innovative technology needs that can effectively be addressed by the Company;
 - provide feedback and input into the development of measurement and tracking methods for significant pipeline, product development and other innovation projects;
 - provide feedback and input to practices and procedures to ensure that the Company's existing and new product technologies are developed and commercialized according to proper safety, health and regulatory compliance principles; and
 - provide feedback and input into the assessment of new and existing intellectual property assets and risks;
- supporting recruitment and interacting with the Company's scientific advisory board
- providing feedback and input regarding the Company's development of innovative new business models, strategies and tactics, especially in light of potential competitive products that are being developed or marketed by others in this field.

Nominating and Corporate Governance Committee

Members:

Stephen Kanovsky (Chair)
Dr. Neil Gunn
Lynn Tetrault
Felicia Williams

Number of Meetings Held in 2025:

8

The Nominating and Corporate Governance Committee functions pursuant to a written charter adopted by the Board, a copy of which may be found at our website www.neogenomics.com under the heading "Investors - Governance - Governance Documents." All Nominating and Corporate Governance Committee members are independent directors within the meaning of the applicable Nasdaq rules. Our Nominating and Corporate Governance Committee is responsible for:

- reviewing and evaluating the size, composition, function, and duties of the Board consistent with its needs;
- establishing criteria for the selection of candidates to the Board and its committees and identifying individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by stockholders;
- recommending to the Board director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommending directors for appointment to Board committees;
- making recommendations to the Board as to determinations of director independence;
- overseeing the evaluation of the Board and its committees;
- developing and recommending to the Board the Corporate Governance Guidelines for the Company and overseeing compliance with such Guidelines; and
- overseeing the Company's activities pertaining to CSR matters.

The Nominating and Corporate Governance Committee identifies and evaluates nominee candidates as described above under "Director Nominations."

PROPOSAL 1—ELECTION OF DIRECTORS

At the 2026 Annual Meeting, a Board of nine directors will be elected, each to hold office until the next succeeding annual meeting of stockholders or until such director's successor shall have been duly elected and qualified (or, if earlier, such director's death, resignation, or removal). Information concerning all director nominees appears below. Although management does not anticipate that any of the persons named below will be unable or unwilling to stand for election, in the event of such an occurrence, proxies may be voted for a substitute designated by the Board, or the Board may reduce the number of directors to be elected at the 2026 Annual Meeting.

Information as to Nominees and Other Director Information

Background information, as of the date of this Proxy Statement, about the Board's nominees for election, as well as information regarding additional experience, qualifications, attributes, or skills that led the Board to conclude that the nominees should serve on the Board, is set forth below.

Lynn Tetrault

Age: 63

Non-Executive Chair of the Board

Ms. Tetrault has served as the non-executive Chair of the Board since August 2022. From May 2022 to August 2022, Ms. Tetrault served as our Interim Chief Executive Officer and Chair of the Board. From March 2022 to May 2022, Ms. Tetrault served as our Executive Chair of the Board and functioned as the Company's principal executive officer. From October 2021 to March 2022, she served as our non-executive Chair and from July 2020 to October 2021 she served as our Lead Independent Director. Ms. Tetrault has been a director since June 2015. She has also served as a director of Rhythm Pharmaceuticals, Inc. since December 2020 and as a director of Alumis, Inc. since May 2025. Ms. Tetrault previously served as a director of Acelyrin, Inc. from December 2023 to May 2025. Ms. Tetrault has more than 30 years of experience in the healthcare sector. She worked from 1993 to 2014 with AstraZeneca PLC, most recently as Executive Vice President of Human Resources and Corporate Affairs from 2007 to 2014. Ms. Tetrault was responsible for human resources strategy, talent management, executive compensation and related activities, internal and external communications, government affairs, corporate reputation, and corporate social responsibility for AstraZeneca. Prior to AstraZeneca Ms. Tetrault practiced healthcare and corporate law at Choate, Hall and Stewart in Boston. Ms. Tetrault has a BA from Princeton University and a JD from the University of Virginia Law School.

Skills and Qualifications

Ms. Tetrault is a dynamic, seasoned executive in the pharmaceutical industry. Having progressed through numerous senior management roles at AstraZeneca, she acquired extensive human resource and corporate governance experience at the highest level of that company. As the Company continues to grow, Ms. Tetrault's experience is helping to shape human resource policies and operations as well as the make-up of the Board and its governance policies, and therefore we believe that Ms. Tetrault is well qualified to serve on our Board.

Dr. Marjorie Green

Age: 57
Board Member

Dr. Green has served as a director since June 2025. Since April 2023, Dr. Green has been Senior Vice President, Head of Oncology Global Clinical Development at Merck & Co. Inc. and leads the oncology clinical development organization for phases 1-3. From October 2020 to March 2023, Dr. Green was Senior Vice President of Late Stage Oncology at Seagen. Dr. Green is a licensed physician and prior to Seagen, had approximately twelve years' experience as a clinical researcher and physician treating oncology patients while as a faculty member of The University of Texas MD Anderson Cancer Center. She also has approximately fourteen years' experience as a clinical drug development leader including the selection and use of biomarkers as both prognostic factors and predictive markers for treatment. Dr. Green earned her BA in History from the University of Notre Dame and her MD from the University of Texas Medical Branch. She completed her residency in internal medicine at the University of Virginia School of Medicine and her medical oncology fellowship at the University of Texas MD Anderson Cancer Center.

Skills and Qualifications

Dr. Green is a seasoned executive with extensive experience in the life sciences industry and brings a strong track record of leadership in oncology, corporate strategy and business development. Dr. Green, as Head of Oncology, Global Clinical Development at Merck & Co. Inc., oversees the company's research for its single biggest area of commercial revenue and pipeline investment. Because of this experience and knowledge, we believe Dr. Green is well qualified to serve on our Board.

Dr. Neil Gunn

Age: 65
Board Member and Chair of
the Innovation, Pipeline
and Technology Committee

Dr. Gunn has served as a director since June 2023. Most recently, Dr. Gunn was the Interim Chief Executive Officer of Genetic Signatures from April to October 2024 and the Chief Executive Officer of IDbyDNA, which was acquired by Illumina in 2022. Prior to that, from January 2015 until March 2021, Dr. Gunn was President of Roche Sequencing Solutions ("RSS"), where he grew the organization from early initial concepts to over 900 employees across three continents while integrating nine acquisitions into one with a common vision and strategy. Before RSS, Dr. Gunn was Head of Global Business for Roche Molecular Diagnostics and was responsible for the development and execution of a strategic plan that launched over 140 major assay, instrument, and software launches over six years. Dr. Gunn's earlier roles include Vice President Commercial Operations for CaridianBCT and Vice President of Commercial Operations - Americas for Novartis Diagnostics.

Skills and Qualifications

Dr. Gunn is a veteran diagnostics senior executive with expertise in company organization to maximize efficiencies with a focus on value generators to drive growth. Dr. Gunn has multi-year executive experience in multinational diagnostic companies and startups. He also has technical expertise in oncology diagnostics, next generation sequencing and other relevant technologies. Because of this experience and knowledge, we believe Dr. Gunn is well qualified to serve on our Board.

Stephen Kanovsky

Age: 63

Board Member and Chair of the Nominating and Corporate Governance Committee

Mr. Kanovsky has served as a director since July 2017. Mr. Kanovsky served as Deputy General Counsel and Chief Commercial Counsel of GE HealthCare from 2012 to 2024, which provides medical technologies and solutions to the global healthcare industry and supports customers throughout the world with a broad range of services and systems, from diagnostic imaging and healthcare IT to molecular diagnostics and life sciences. Prior to his service at GE HealthCare, Mr. Kanovsky held numerous legal, compliance, and research roles in several global pharmaceutical companies. Mr. Kanovsky earned his bachelor's degree from the University of Pennsylvania. He subsequently graduated from Temple University's School of Pharmacy with a master's degree in Pharmacology and Temple University's School of Law with a juris doctorate degree. Mr. Kanovsky also holds an MBA from Saint Joseph's University's Haub School of Business.

Skills and Qualifications

Mr. Kanovsky has over 25 years of legal and compliance experience in the global life sciences and pharmaceutical industry. Through his work as Deputy General Counsel and Chief Commercial Counsel of GE Healthcare, Mr. Kanovsky is able to provide knowledge of the life sciences space. He also brings valuable experience to our Board through his prior involvement with Clariant, Inc. ("Clariant"), prior to its acquisition by NeoGenomics in December 2015. Because of Mr. Kanovsky's extensive legal and compliance background and long-term service to the Board, we believe Mr. Kanovsky is well qualified to serve on our Board.

Michael Kelly

Age: 69

Board Member and Chair of the Audit and Finance Committee

Mr. Kelly has served as a director since July 2020 and served as the Board's Lead Independent Director for the duration of Ms. Tetrault's service as Executive Chair of the Board and Interim Chief Executive Officer in 2022. Mr. Kelly is a former senior executive of Amgen, Inc. ("Amgen") and is currently acting as Founder & President of Sentry Hill Partners, LLC, a global life sciences transformation and management consulting business he founded in 2018. Mr. Kelly has more than two decades of executive experience as a senior leader in the life sciences industry serving in various strategic finance and operations positions at Amgen from 2003 to 2017, most recently as Senior Vice President, Global Business Services and Vice President & CFO, International Commercial Operations. Mr. Kelly has also held positions at Biogen, Tanox, and Monsanto Life Sciences. Mr. Kelly currently serves as a director for Amicus Therapeutics, DMC Global, Inc., and Prime Medicine, Inc. Mr. Kelly serves on the Council of Advisors and was the former audit committee chair for Direct Relief, a humanitarian aid organization focused on health outcomes and disaster relief. Mr. Kelly holds a BS in business administration from Florida A&M University, concentrating in Finance and Industrial Relations.

Skills and Qualifications

Mr. Kelly has more than two decades of executive experience as a senior leader in the life sciences industry serving in various strategic finance and operations positions. We believe Mr. Kelly's extensive experience managing and growing domestic and international organizations, as well as his track record in finance, operations and building differentiated product companies is highly valuable as we continue our long-term growth strategy, and therefore Mr. Kelly is well qualified to serve on our board. In addition, we believe Mr. Kelly's extensive knowledge and background in finance qualifies him to serve as a financial expert on the Audit and Finance Committee.

Jack Kenny

Age: 57

Board Member

Mr. Kenny has served as a director since January 1, 2026. From 2017 to January 2023, Mr. Kenny served as President, Chief Executive Officer and a Board Member of Meridian Bioscience, Inc. Prior to joining Meridian Bioscience, Inc., Mr. Kenny served as Senior Vice President and General Manager of North America at Siemens Healthcare and before that, as Vice President and General Manager of the US region at Becton Dickinson. Earlier in his career he held sales leadership positions at Leica Biosystems, Quest Diagnostics, Siemens Medical Solutions and Abbott Laboratories. Mr. Kenny has served as a director of Quantum-SI, Inc. since May 2023, DCN Diagnostics' private company board since March 2024, Orasure Technologies since September 2024 and Chair of the Board of Cleveland Diagnostics, Inc. since February 2026. Mr. Kenny received a BS in management systems with a focus in marketing from Kettering University (formerly the GMI Engineering and Management Institute).

Skills and Qualifications

Mr. Kenny brings over three decades of diverse, executive, commercial and operational experience and a track record of success in the diagnostics and lab services businesses. Because of this experience and knowledge, we believe Mr. Kenny is well qualified to serve on our Board.

David Perez

Age: 66

Board Member and Chair of the Culture and Compensation Committee

Mr. Perez has served as a director since November 2022. Mr. Perez has over 40 years of global executive leadership experience, leading the growth and operations of several businesses, growing and scaling organically through research and development and innovation, as well as through mergers and acquisitions. In March 2019, he retired from his position as president and CEO of Terumo BCT, a company dedicated to blood banking, transfusion medicine and cell-based therapies, following a comprehensive two-year succession and transition plan. Mr. Perez currently serves as a director on the following private company boards: Laborie Medical Technologies Corp., Nova Biomedical and MoLnycke Health Care AB. During his nearly 20-year tenure, Mr. Perez guided Terumo BCT through several foreign ownership structures, leveraging his extensive experience leading complex, multinational businesses, and diverse, cross-cultural organizations. Under his leadership as CEO for 18.5 years, the company transformed from a single manufacturing and R&D site to a multinational biomedical organization with five R&D centers and six manufacturing plants, as he helped drive global revenue growth from \$160 million to \$1 billion. Mr. Perez holds a BA in Political Science from Texas Tech University.

Skills and Qualifications

Mr. Perez has 40 years of executive leadership in medical device and health care services. He serves as an independent board member and advisor to several corporations and non-profit organizations. His expertise encompasses growing and scaling highly regulated global businesses organically through R&D and innovation and inorganically through M&A, leading within a variety of foreign, public, and private equity ownership structures, strategic planning, culture and talent development, succession planning, enterprise risk management, operations, compliance and corporate governance. We believe Mr. Perez's extensive knowledge and background as a chief executive officer and director qualifies him to serve on our board.

Felicia Williams

Age: 60
Board Member

Ms. Williams has served as a director since November 2024. She served in senior finance leadership roles at Macy's, Inc. for 19 years, including Interim Chief Financial Officer from June 2020 to November 2020, Senior Vice President, Controller and Enterprise Risk Officer from June 2016 to June 2020, Senior Vice President, Finance and Risk Management from February 2011 to June 2016 and other roles across key corporate finance functions. Most recently, Ms. Williams served as Macy's Fellow for CEO Action for Racial Equity from November 2020 to October 2023. Prior to her time at Macy's, Ms. Williams served in various financial positions at The Coca-Cola Hellenic Bottling Company, The Coca-Cola Company, Bristol-Myers Squibb and at Arthur Andersen & Company. Ms. Williams was a director of Anywhere Real Estate from March 2021 to January 2026, Paycom, LLC from May 2022 to September 2025 and she was a director of Meridian Bioscience, Inc. from 2018 to 2023. Ms. Williams graduated summa cum laude from Florida A&M University with a Bachelor of Science in Accounting.

Skills and Qualifications

Ms. Williams has had a multi-dimensional business career across the spectrum of finance, including treasury, enterprise risk management, accounting and audit. She also has more than 35 years of experience leading multinational corporations such as Macy's, Inc., The Coca-Cola Company and Bristol Myers-Squibb. Because of her experience and knowledge, we believe Ms. Williams is well qualified to serve on our Board. In addition, we believe Ms. Williams' extensive knowledge and background in finance qualifies her to serve as a financial expert on the Audit and Finance Committee.

Tony Zook

Age: 65
Board Member and Chief Executive Officer

Mr. Zook was appointed Chief Executive Officer April 1, 2025 and has served as a director since June 2023. He has been a partner with Lucius Partners since March 2022, a specialized healthcare consultancy providing financial, strategic, product development, and operational insights to emerging biopharmaceutical and medical device companies across multiple therapeutic areas. He served on the Lucius Partners' private portfolio company boards of Algorithm Sciences, Inc. and Voltron Therapeutics, Inc. from January 2022 until December 2024, and he also served on the BioSig Technologies, Inc. board from July 2020 until April 2022. In addition, Mr. Zook has also served as a director of Adaptin Bio, Inc. since February 2025. From December 2014 to June 2020, Mr. Zook served as Chief Executive Officer of Innocoll AG, and prior to that from 2010 to 2012, Mr. Zook was Executive Vice President, Commercial Operations of AstraZeneca (AZ) where he held global P&L responsibility for all of AZ's brands and markets. Under Mr. Zook's leadership, AZ commercialized ten brands, each in excess of \$1 billion in sales. Mr. Zook was also responsible for MedImmune, AZ's global biologics business. He also chaired the Commercial Investment Board, which identified and approved critical investments company-wide, including investments in plants, markets, and technology. Earlier in his career at AZ, Mr. Zook held various positions including CEO of North America and VP of Sales, where he helped lead the integrations of Astra US, Astra Merck, and Zeneca. Prior to joining AZ, Mr. Zook spent 14 years with Berlex Laboratories in a variety of positions.

Skills and Qualifications












Mr. Zook has significant experience as a brand and marketing executive with a focus on managing the interface between commercial and research and development aspects of an organization. Mr. Zook has served as a Chief Executive Officer of a pharmaceutical company with global responsibilities, has significant sales and marketing experience, as well as operational and oncology experience. Because of Mr. Zook's healthcare industry knowledge, we believe Mr. Zook is well qualified to serve on our Board.

Director Expertise

We seek to have a Board that represents our organization from both an experience and cultural perspective - reflecting a range of talents, skills, and expertise, particularly in the areas of leadership, operations, risk management, accounting and finance, strategic planning, and the areas most important to us and our corporate mission, and that is qualified to provide sound and prudent guidance with respect to our operations and interests. To augment our Board's strategic competencies, we also consult with experts in specialized areas such as CSR and executive compensation, to provide the relevant skills to support the Company's long-term strategy.

Average Tenure of Directors
3.8 years

Average Age of Directors
63 years

Board Strategic Competencies Matrix									
Strategic Competencies	Lynn Tetrault	Dr. Marjorie Green	Dr. Neil Gunn	Stephen Kanovsky	Michael Kelly	Jack Kenny	David Perez	Felicia Williams	Tony Zook
Board Tenure in years	10.6	0.5	2.5	8.5	5.5	0.3	3.4	1.2	2.5
 Financial (Reporting, Auditing, Internal Controls)									
 Strategy/Business Development / M&A									
 Human Resources / Organizational Development									
 Legal / Governance / Business Conduct									
 Sales / Marketing									
 Risk Management									
 Information Technology/Cybersecurity									
 Research & Development									
 Medical/Scientific Affairs									
 Sustainability									
 Public Policy / Regulatory Affairs									

Compensation Committee Interlocks and Insider Participation

None of our executive officers serve as a member of a board of directors or compensation committee, or other committee serving an equivalent function, of any other entity that has one or more of its executive officers serving as a member of our Board or the Culture and Compensation Committee.

Code of Business Conduct and Ethics

Our Board adopted the Code of Business Conduct and Ethics, which is applicable to all executives, directors, and employees. The Code of Business Conduct and Ethics is available in print to any stockholder that requests a copy by contacting Investor Relations at our corporate headquarters. Our Code of Business Conduct and Ethics is also available in the Investors section of our website at www.neogenomics.com. We intend to make any disclosures regarding amendments to, or waivers from, the Code of Business Conduct and Ethics required under Form 8-K by posting such information on our website.

Insider Trading Policy

We have adopted an insider trading policy that governs the purchase, sale, and other dispositions of the Company's securities by our directors, officers, and employees. We believe that our insider trading policy and procedures are reasonably designed to promote compliance with insider trading laws, rules and regulations, and Nasdaq applicable listing standards. In addition, with respect to the Company transacting in its own securities, it is the Company's policy to comply with federal securities laws.

Policy Against Hedging of Stock

Our insider trading policy prohibits our directors, officers, and employees from entering into hedging transactions, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars, and exchange funds, because such transactions may permit a director, officer, or employee to continue to own securities obtained through our employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the individual may no longer have the same objectives as our other stockholders.

Stockholder Recommendations for Board Candidates

Under its charter, the Nominating and Corporate Governance Committee is responsible for considering potential director nominees submitted by stockholders. The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders to stand for election at the annual meeting of stockholders so long as such recommendations are submitted in accordance with the procedures described under "*Future Stockholder Proposals*."

Stockholder Communications with the Board

Stockholders may, at any time, communicate with the full Board or any individual member of the Board by mailing written communication to NeoGenomics, Inc., 9490 NeoGenomics Way, Fort Myers, Florida 33912, Attention: Alicia Olivo, Corporate Secretary. The mailing envelope must contain a clear notation indicating that the enclosed letter is a "Stockholder-Board Communication" or "Stockholder-Director Communication." All such letters must identify the author as a stockholder, provide evidence of the sender's stock ownership, and clearly state whether the intended recipients are all members of the Board or a particular director or directors. The Corporate Secretary will then forward such correspondence, without editing or alteration, to the Board or to the specified director(s) on or prior to the next scheduled meeting of the Board. The Board will determine the method by which such submission will be reviewed and considered. The Board may also request the submitting stockholder to furnish additional information it may reasonably require or deem necessary to sufficiently review and consider the submission of such stockholder. The Corporate Secretary's Office generally does not forward communications from stockholders that are not related to the duties and responsibilities of the Board, including junk mail, service complaints, employment issues, business suggestions, job inquiries, opinion surveys, and business solicitations.

Vote Required for Approval

A director nominee will be elected if the majority of votes cast by stockholders virtually or by proxy are in favor of that nominee. Proposal 1 is a "non-discretionary" or "non-routine" item, meaning that brokerage firms cannot vote shares in their discretion on behalf of a client if the client has not given voting instructions. Accordingly, if you hold your shares in street name and fail to instruct your broker to vote your shares for the election of directors, your shares will not be counted as votes cast and will have no effect on the outcome of Proposal 1. Abstentions will have no effect on the outcome of voting on the election of directors.

Board Recommendation



The Board unanimously recommends a vote "FOR" the election of each of the nominees as director in Proposal 1.

PROPOSAL 2—ADVISORY VOTE ON THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS

We are providing our stockholders with the opportunity to express their views on our Named Executive Officers' compensation as set forth under "Executive Compensation" by casting their vote on Proposal 2. This non-binding, advisory vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers as described in this Proxy Statement.

The Board believes our executive compensation program, which is described in detail in the "Executive Compensation" section, is designed to balance the goals of attracting and retaining talented executives who are motivated to achieve our annual and long-term strategic goals, while keeping the program affordable and appropriately aligned with stockholder interests and business results. We believe that our executive compensation program accomplishes these goals in a way that is consistent with our purpose and core values, and the long-term interests of the Company and its stockholders. Our equity compensation for executives, which is awarded in the form of premium-priced stock option awards and RSUs, is designed to build executive ownership, align the incentives of our Named Executive Officers with those of our stockholders, and focus them on achieving our long-term strategic goals (both financial and non-financial).

Although the vote on Proposal 2 regarding the compensation of our Named Executive Officers is not binding, the Board and the Culture and Compensation Committee value the opinions of our stockholders, as evidenced by our various stockholder outreach initiatives, and will consider the result of the vote when determining future executive compensation arrangements.

If this proposal is approved, our stockholders will be approving the following resolution:

RESOLVED, that the compensation paid to the Company's Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K in the Company's Proxy Statement for the 2026 Annual Meeting of Stockholders, is hereby approved.

Vote Required for Approval

The advisory vote on the compensation paid to our Named Executive Officers will be considered approved if a majority of the votes cast by stockholders virtually or via proxy with respect to this matter are cast in favor of this Proposal 2. The advisory vote on the compensation paid to our Named Executive Officers is a "non-discretionary" or "non-routine" item, meaning that brokerage firms cannot vote shares in their discretion on behalf of a client if the client has not given voting instructions. Accordingly, if you hold your shares in street name and fail to instruct your broker to vote your shares for the proposal, your shares will not be counted as votes cast for the proposal and will have no effect on the outcome of Proposal 2. Abstentions will have no effect on the outcome of voting on Proposal 2.

Board Recommendation



The Board unanimously recommends a vote "FOR" Proposal 2.

PROPOSAL 3—SECOND AMENDMENT OF THE 2023 EQUITY INCENTIVE PLAN

The Company currently maintains the NeoGenomics, Inc. 2023 Equity Incentive Plan as most recently amended and subsequently approved by a majority of stockholders on May 22, 2025 (the "2023 Equity Incentive Plan").

The Board believes that the 2023 Equity Incentive Plan has been effective in attracting and retaining highly qualified employees and other key contributors to the Company's business, and that the awards granted under the 2023 Equity Incentive Plan have provided an incentive that aligns the economic interests of Plan participants with those of our stockholders. The Culture and Compensation Committee has reviewed the 2023 Equity Incentive Plan to determine whether it remains a flexible and effective source of incentive compensation in terms of the number of shares of common stock available for awards and in terms of its design, as well as whether it generally conforms with best practices in today's business environment.

At March 23, 2026, the 2023 Equity Incentive Plan had 1,961,604 shares remaining available for future issuance. In addition, a total of 13,934,021 options and stock awards in aggregate were outstanding, comprised of the following:

- 9,632,706 stock options (weighted average exercise price of \$12.77, and weighted average remaining term of 7.30 years)
- 4,301,315 stock awards

Over the past three years, the Company has used options and stock awards judiciously, with a burn rate average of approximately 3.26% (of weighted average basic common shares outstanding) as compared to the Health Care Equipment & Services industry benchmark of 4.20%. The closing price of per share of common stock on March 23, 2026 was \$8.10.

Fiscal Year	Stock Options Granted	Time-Based Stock Awards Granted	Performance-Based Stock Awards Granted	Performance-Based Stock Awards Earned
2025	3,430,499	2,600,641	—	—
2024	1,681,742	1,060,069	388,513	—
2023	1,679,860	973,846	305,105	—

The Board believes the current share pool is not sufficient for future granting needs, including providing long-term, equity-based incentives to present and future employees and directors. The Board approved and is recommending that the Company's stockholders approve the Second Amendment of the 2023 Equity Incentive Plan (the "EIP Amendment") to:

- increase the number of shares of common stock reserved for issuance under the 2023 Equity Incentive Plan by 5,000,000 shares to 13,300,000 shares.

Description of the Plan

Corporate Governance Aspects of the Plan

The 2023 Equity Incentive Plan has been designed to include a number of provisions that promote best practices by reinforcing the alignment between equity compensation arrangements for eligible service providers and stockholders' interests. These provisions include, but are not limited to, the following:

- **Clawback Policy.** In the event of a restatement of our financials due to material noncompliance with any financial reporting requirements under the law, participants will be required to reimburse us for any amount earned or payable in connection with an award under the 2023 Equity Incentive Plan to the extent required by law and any applicable Company policies.
- **No Evergreen Provision.** The 2023 Equity Incentive Plan does not contain an "evergreen" feature pursuant to which the shares authorized for issuance under the Plan will be automatically replenished.
- **Conservative Change in Control Provision.** The 2023 Equity Incentive Plan includes a "double trigger" change in control provision such that there is no automatic vesting of awards solely upon a change in control of the Company. Accelerated vesting of awards is triggered only upon the termination of employment in connection with such change in control (i.e., double-trigger vesting).
- **No Discounted Stock Options or Stock Appreciation Rights.** Stock options and stock appreciation rights may not be granted under the 2023 Equity Incentive Plan with exercise prices lower than the market value of the underlying shares on the grant date.
- **No Transferability.** 2023 Equity Incentive Plan awards generally may not be transferred, except by will or the laws of descent and distribution, unless approved by the Culture and Compensation Committee of the Board.
- **No Automatic Grants.** The 2023 Equity Incentive Plan does not provide for automatic grants to any participant.

- **No Repricings Without Stockholder Approval.** The 2023 Equity Incentive Plan prohibits the repricing of stock options and SARs without prior stockholder approval, with customary exceptions for certain changes in capitalization. This provision applies to both direct repricings (lowering the exercise price or strike price of a stock option or stock appreciation right) as well as indirect repricings (canceling an outstanding stock option or stock appreciation right and granting a replacement stock option or stock appreciation right with a lower exercise price or exchanges or other substitutions for cash or other forms of awards).
- **No Tax Gross-Ups.** The 2023 Equity Incentive Plan does not provide for any tax gross-ups.
- **Multiple Award Types.** The 2023 Equity Incentive Plan permits the issuance of incentive stock options, nonqualified stock options, stock appreciation rights, RSUs, restricted stock awards and other types of equity grants, subject to the share limits of the 2023 Equity Incentive Plan. This breadth of award types will enable the Culture and Compensation Committee to tailor awards in light of the accounting, tax and other standards applicable at the time of grant. Historically, these standards have changed over time.
- **Independent Oversight.** The 2023 Equity Incentive Plan is administered by the Culture and Compensation Committee, which is comprised of independent Board members.
- **Minimum Vesting Requirements.** Except in the case of substitute awards (which are awards granted in substitution for stock and stock-based awards held by employees of another entity who become employees of ours or of our affiliates as a result of a merger, consolidation or acquisition) awards granted under the 2023 Equity Incentive Plan will be subject to a minimum vesting period of one year (with exceptions permitted only with respect to acceleration of vesting in the event of the death or disability of the participant). Notwithstanding the foregoing, the Culture and Compensation Committee may grant awards without the above-described minimum vesting requirement with respect to awards covering 5% or less of the total number of shares authorized under the 2023 Equity Incentive Plan.
- **Prohibition on Liberal Share Recycling.** The 2023 Equity Incentive Plan prohibits the re-use of shares withheld or delivered to satisfy the exercise price of a stock option or stock appreciation right or other purchase price of an award or to satisfy tax withholding requirements. The 2023 Equity Incentive Plan also prohibits "net share counting" upon the exercise of stock options or stock appreciation rights.

Administration

The 2023 Equity Incentive Plan is administered by the Culture and Compensation Committee. Subject to the express provisions of the 2023 Equity Incentive Plan, the Culture and Compensation Committee has the authority, in its discretion, to interpret the 2023 Equity Incentive Plan, establish rules and regulations for the Plan's operation, select eligible individuals to receive awards and determine the form and amount and other terms and conditions of such awards.

Summary of Award Terms and Conditions

Awards under the 2023 Equity Incentive Plan may include non-qualified and incentive stock options, stock appreciation rights, restricted shares, RSUs and other stock-based awards. Any of these awards may (but need not) be made as performance incentives to reward attainment of performance goals.

Stock Options. The Culture and Compensation Committee may grant to a 2023 Equity Incentive Plan participant options to purchase our common stock that qualify as incentive stock options for purposes of Code Section 422, options that do not qualify as incentive stock options, or a combination thereof. The terms and conditions of stock option grants, including the quantity, exercise price, vesting periods and other conditions on exercise, will be determined by the Culture and Compensation Committee and will be reflected in a written award agreement.

The exercise price of each option (except those that constitute substitute awards) will be determined by the Culture and Compensation Committee, but will be at least the fair market value of a share of common stock on the date the stock option is granted; provided, however, in the case of incentive stock options granted to a holder of more than 10% of the total combined voting power of all classes of our stock on the date of grant, the exercise price shall be not less than 110% of the fair market value of one share of common stock on the date the stock option is granted.

Stock options must be exercised within a period fixed by the Culture and Compensation Committee that may not exceed 10 years from the date of grant, except that in the case of incentive stock options granted to a holder of more than 10% of the total combined voting power of all classes of our stock on the date of grant, the exercise period may not exceed five years. The 2023 Equity Incentive Plan provides for earlier termination of stock options upon the participant's termination of service, unless extended by the Culture and Compensation Committee, but in no event may the options be exercised after the scheduled expiration date of the options.

At the Culture and Compensation Committee's discretion, payment for shares of common stock on the exercise of stock options may be made in cash, shares of our common stock held by the participant or in any other form of consideration acceptable to the Culture and Compensation Committee (including one or more forms of "cashless" or "net" exercise).

Stock Appreciation Rights. The Culture and Compensation Committee may grant to a 2023 Equity Incentive Plan participant an award of stock appreciation rights, which entitles the participant to receive, upon its exercise, a payment equal to (a) the excess of the fair market value of a share of common stock on the exercise date over the stock appreciation right exercise price, multiplied by

(b) the number of shares of common stock with respect to which the stock appreciation right is exercised. The terms and conditions of awards of stock appreciation rights, including the quantity, exercise price, vesting periods and other conditions of exercise will be determined by the Culture and Compensation Committee and will be reflected in a written award agreement.

The exercise price for a stock appreciation right will be determined by the Culture and Compensation Committee in its discretion, but may not be less than 100% of the fair market value of one share of our common stock on the date when the stock appreciation right is granted. Stock appreciation rights must be exercised within a period fixed by the Culture and Compensation Committee that may not exceed 10 years from the date of grant. Upon exercise of a stock appreciation right, payment may be made in cash, shares of our stock or a combination of cash and stock.

Restricted Stock. The Culture and Compensation Committee may grant to a 2023 Equity Incentive Plan participant shares of common stock subject to specified restrictions, which we refer to as restricted shares. Restricted shares are subject to forfeiture if the participant does not meet certain conditions such as continued employment over a specified forfeiture period or the attainment of specified performance targets over the forfeiture period. The terms and conditions of restricted share awards are determined by the Culture and Compensation Committee and will be reflected in a written award agreement.

Restricted Stock Units. The Culture and Compensation Committee may grant to a 2023 Equity Incentive Plan participant RSUs, which represent the right to earn one share of common stock (or its cash equivalent) upon a participant's satisfaction of specified terms and conditions. The terms and conditions of RSUs are determined by the Culture and Compensation Committee and will be reflected in a written award agreement.

Other Stock-Based Awards. The Culture and Compensation Committee may grant to a 2023 Equity Incentive Plan participant equity-based or equity-related awards, referred to as other stock-based awards, other than options, stock appreciation rights, restricted shares, or RSUs. Such other stock-based awards will be subject to terms and conditions as the Culture and Compensation Committee may determine.

Effect of a Change in Control or Similar Corporate Transactions

The Culture and Compensation Committee may provide in any award agreement, or in the event of a change in control may take such actions as it deems appropriate to provide, for any of the following:

- acceleration of the vesting or settlement of any such award;
- the cancellation of any award in exchange for the value of any vested portion thereof;
- the issuance of substitute awards or the assumption or replacement of awards;
- the termination of all awards not exercised after providing written notice to participants that for a period of at least ten days such awards are exercisable;
- the treatment of awards in the manner set forth in the agreement pursuant to which the change in control is consummated.

Eligibility and Limitation on Awards

The Culture and Compensation Committee may grant awards under the 2023 Equity Incentive Plan to any employee, independent director, or consultant of ours or any of our participating subsidiaries. As of the date of the filing of this Proxy Statement, all of our approximately 2,600 employees, and each of our eight independent directors, are eligible to participate in the 2023 Equity Incentive Plan. While the selection of participants is within the discretion of the Culture and Compensation Committee, it is currently expected that participants will be primarily officers and key senior level employees, as well as our independent directors.

An option will constitute an incentive stock option only (i) if the participant is an employee; (ii) to the extent specifically provided in the award agreement; and (iii) to the extent that the aggregate fair market value (determined at the time the option is granted) of the shares of all incentive stock options held by the participant that become exercisable during any calendar year does not exceed \$100,000.

Shares Subject to the 2023 Equity Incentive Plan

The number of shares of our common stock reserved for issuance for awards under the 2023 Equity Incentive Plan, subject to stockholder approval, is 8,300,000. 8,300,000 of such shares of common stock available for issuance under the 2023 Equity Incentive Plan shall be available for issuance as incentive stock options. These shares would be additive to any shares that remain available for issuance under the Prior Plan as of the Effective Date.

Shares of common stock underlying awards granted under the 2023 Equity Incentive Plan that expire or are forfeited or terminated for any reason (as a result, for example, of the lapse of stock options or forfeiture of restricted shares), as well as any shares underlying an award that is settled in cash rather than stock, will be available for future grants under the 2023 Equity Incentive Plan. Shares of stock that are surrendered to or withheld by us in payment or satisfaction of the exercise or purchase price of an award or any tax withholding obligation with respect to an award will not become available for future grants. Shares to be issued under the 2023 Equity Incentive Plan will be authorized but unissued shares of common stock or shares of stock that have been reacquired by us.

Anti-Dilution Protections

In the event of a change in the outstanding shares of our common stock, without the receipt by us of consideration, by reason of a stock dividend, stock split, reverse stock split or distribution, recapitalization, merger, reorganization, reclassification, consolidation, split-up, spin-off, combination of shares, exchange of shares, or other similar event, the Culture and Compensation Committee will make appropriate and equitable adjustments to (a) the number and kind of shares of stock available under the 2023 Equity Incentive Plan, (b) the number and kind of shares of stock subject to outstanding 2023 Equity Incentive Plan awards, (c) the per-share exercise or other purchase price under any outstanding 2023 Equity Incentive Plan award and (d) the annual award or other maximum award limits applicable under the 2023 Equity Incentive Plan.

Clawback Provisions

The 2023 Equity Incentive Plan provides that in the event of a restatement of our financials due to material noncompliance with any financial reporting requirements under the law, a participant will be required to reimburse us for any amounts earned or payable in connection with an award under the 2023 Equity Incentive Plan to the extent required by law and any applicable Company policies.

No Repricings of Options or SARs

The 2023 Equity Incentive Plan prohibits the repricing of stock options and stock appreciation rights without the approval of our stockholders. This provision applies to both direct repricings (lowering the exercise price or strike price of a stock option or stock appreciation right) as well as indirect repricings (canceling an outstanding stock option or stock appreciation right and granting a replacement stock option or stock appreciation right with a lower exercise price or strike price or exchange for cash or other forms of awards).

Minimum Vesting Requirements

Except in the case of substitute awards, awards granted under the 2023 Equity Incentive Plan will be subject to a minimum vesting period of one year (provided that accelerated vesting may be permitted, at the discretion of the Culture and Compensation Committee, in the event of the death or disability of the participant). Notwithstanding the foregoing, the Culture and Compensation Committee may grant awards without the minimum vesting requirement with respect to awards covering 5% or fewer of the total number of shares authorized under the 2023 Equity Incentive Plan.

Amendment and Termination

The Board may suspend, terminate, or amend the 2023 Equity Incentive Plan, provided that any amendment to the 2023 Equity Incentive Plan will be subject to the approval of our stockholders to the extent required by applicable law.

In addition, no suspension, termination, or amendment of the 2023 Equity Incentive Plan may terminate a participant's existing award or materially and adversely affect a participant's rights under such award without the participant's consent. However, these provisions do not limit the Board's authority to amend or revise the 2023 Equity Incentive Plan to comply with applicable laws or governmental regulations.

Federal Income Tax Consequences

THE FEDERAL INCOME TAX CONSEQUENCES OF THE ISSUANCE AND EXERCISE OF AWARDS UNDER THE PLAN GENERALLY ARE AS DESCRIBED BELOW. THE FOLLOWING INFORMATION IS ONLY A SUMMARY OF THE TAX CONSEQUENCES OF THE AWARDS AND IS NOT INTENDED TO COVER ALL TAX CONSEQUENCES NOR IS IT INTENDED TO BE USED BY ANY TAXPAYER TO AVOID PENALTIES THAT MAY BE IMPOSED. WE ENCOURAGE PARTICIPANTS TO CONSULT WITH THEIR OWN TAX ADVISORS WITH RESPECT TO THE TAX CONSEQUENCES INHERENT IN THE OWNERSHIP OR EXERCISE OF THEIR AWARDS, AND THE OWNERSHIP AND DISPOSITION OF ANY UNDERLYING SECURITIES. TAX CONSEQUENCES FOR ANY PARTICULAR INDIVIDUAL OR UNDER STATE OR NON-U.S. TAX LAWS MAY BE DIFFERENT.

Incentive Stock Options. A participant who is granted an incentive stock option generally will not recognize any taxable income for federal income tax purposes on either the grant or exercise of the incentive stock option (except for alternative minimum tax purposes, as described below). If the participant disposes of the shares purchased pursuant to the incentive stock option more than two years after the date of grant and more than one year after the exercise of the option by the participant, (a) the participant will recognize long-term capital gain or loss, as the case may be, equal to the difference between the selling price and the exercise price; and (b) we will not be entitled to a deduction with respect to the shares of stock so issued. If the two-year holding period requirements are not met, any gain realized upon disposition will be taxed as ordinary income to the extent of the lesser of (1) the excess of the fair market value of the shares at the time of exercise over the exercise price, and (2) the gain on the sale. Also in that case, we will be entitled to a deduction in the year of disposition in an amount equal to the ordinary income recognized by the participant. Any additional gain will be taxed as short-term or long-term capital gain depending upon the actual holding period for the stock. A sale for less than the exercise price results in a capital loss. The excess of the fair market value of the shares on the date of exercise over the exercise price is includable in the participant's income for alternative minimum tax purposes whether or not the statutory two-year holding period requirements are met.

Non-qualified Stock Options. A participant who is granted a non-qualified stock option under the 2023 Equity Incentive Plan generally will not recognize any income for federal income tax purposes on the grant of the option. Generally, on the exercise of the

option, the participant will recognize taxable ordinary income equal to the excess of the fair market value of the shares on the exercise date over the option price for the shares. We generally will be entitled to a deduction on the date of exercise in an amount equal to the ordinary income recognized by the participant. Upon disposition of the shares purchased pursuant to the stock option, the participant will recognize long-term or short-term capital gain or loss, as the case may be, equal to the difference between the amount realized on such disposition and the basis for such shares, which basis includes the amount previously recognized by the participant as ordinary income.

Stock Appreciation Rights. A participant who is granted stock appreciation rights generally will not recognize any taxable income on the receipt of the award. Upon the exercise of a stock appreciation right, (a) the participant will recognize ordinary income equal to the amount received (the increase in the fair market value of one share of our stock from the date of grant of the award to the date of exercise multiplied by the number of shares subject to the award), and (b) we will be entitled to a deduction on the date of exercise in an amount equal to the ordinary income recognized by the participant.

Restricted Stock. A participant generally will not recognize any taxable income on the grant date of an award of restricted shares but will be taxed at ordinary income rates on the fair market value of any restricted shares as of the date that the restrictions lapse, unless the participant, within 30 days after transfer of such restricted shares to the participant, elects under Code Section 83(b) to include in income the fair market value of the restricted shares as of the date of such transfer. We generally will be entitled to a corresponding deduction. Any disposition of shares after the restrictions lapse will be subject to the regular rules governing long-term and short-term capital gains and losses, with the basis for this purpose equal to the fair market value of the shares at the end of the restricted period (or on the date of the transfer of the restricted shares, if the employee elects to be taxed on the fair market value upon such transfer). To the extent dividends are payable during the restricted period under the applicable award agreement, any such dividends will be taxable to the participant at ordinary income tax rates and will be deductible by us unless the participant has elected to be taxed on the fair market value of the restricted shares upon transfer, in which case they will thereafter be taxable to the participant as dividends and will not be deductible by us.

Restricted Stock Units. A participant generally will not recognize any taxable income on the grant date of an award of RSUs, but will be taxed at ordinary income rates on the fair market value of the RSU as of the vesting or settlement date.

Code Section 162(m). Because we are a public company, special rules limit the deductibility of compensation paid to any “covered employee”. A covered employee is generally defined as the principal executive officer or principal financial officer at any time during the year, or any individual acting in such capacity, and the three other most highly compensated executive officers. An employee that was considered a covered employee after 2016 will always be considered a covered employee even if the employee is no longer the principal executive officer, principal financial officer, or one of the three other most highly compensated executive officers during the applicable year. Under Code Section 162(m), the annual compensation paid to each of these executives may not be deductible to the extent that it exceeds \$1 million.

New Plan Benefits

Because awards under the 2023 Equity Incentive Plan are discretionary, awards are generally not determinable at this time.

Effective Date

The Second Amendment of the 2023 Equity Incentive Plan will be effective as of the date approved by our stockholders. The 2023 Equity Incentive Plan is scheduled to expire on May 25, 2033, unless terminated earlier by the Board.

Vote Required for Approval

The Second Amendment of the 2023 Equity Incentive Plan will be approved if a majority of the votes cast by stockholders virtually or via proxy with respect to this matter are cast in favor of the proposal. The proposal to approve the Second Amendment of the 2023 Equity Incentive Plan is a “non-discretionary” or “non-routine” item, meaning that brokerage firms cannot vote shares in their discretion on behalf of a client if the client has not given voting instructions. Accordingly, if you hold your shares in street name and fail to instruct your broker to vote your shares for the proposal, your shares will not be counted as votes cast for the proposal and will have no effect on the outcome of this Proposal 3. Abstentions will have no effect on the outcome of voting on this Proposal 3. If the stockholders do not approve the Second Amendment of the 2023 Equity Incentive Plan, it will not be implemented, but we reserve the right to adopt such other compensation plans and programs as we deem appropriate and in the best interests of NeoGenomics and its stockholders.

Board Recommendation



The Board unanimously recommends a vote “FOR” Proposal 3.

PROPOSAL 4—RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

On February 10, 2026, the Audit and Finance Committee of the Board appointed Deloitte & Touche LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2026. Deloitte & Touche LLP was also our independent registered public accounting firm for our fiscal 2025 audit.

Although ratification of the appointment of our independent registered public accounting firm is not required by our Bylaws or otherwise, the Board is submitting the appointment of Deloitte & Touche LLP to our stockholders for ratification because we value the views of our stockholders. In the event that stockholders fail to ratify the appointment of Deloitte & Touche LLP, the Audit and Finance Committee will review its future selection of its independent registered public accounting firm. Even if the appointment is ratified, the ratification is not binding and the Audit and Finance Committee may, in its discretion, select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of our Company and our stockholders.

Representatives from Deloitte & Touche LLP are expected to be present at the 2026 Annual Meeting, will have the opportunity to make a statement if so desired, and will be available to respond to appropriate questions.

Independent Registered Public Accounting Firm Fees

Summarized below is the aggregate amount of various professional fees billed by Deloitte & Touche LLP, for the years ended December 31, 2025 and 2024.

	2025 (\$)	2024 (\$)
Audit fees	1,980,716	1,856,521
Audit related fees	739,528	135,720
Tax fees	40,455	49,570
All other fees	14,140	4,140
Total	2,774,839	2,045,951

Audit Fees. Amounts include fees to audit and review the Company's annual and quarterly reports filed with the SEC, as well as regulatory filings. Audit fees consisted of fees for services rendered in connection with the annual audit of our consolidated financial statements, quarterly reviews of financial statements included in our quarterly reports on Form 10-Q, and the audit of internal control over financial reporting. Audit fees also consisted of services provided in connection with consultation on accounting matters and SEC registration statement services.

Audit Related Fees. Amounts consist primarily of services performed in connection with due diligence related to mergers and acquisition, as well as fees related to stand-alone audits of international subsidiaries.

Tax Fees. Amounts include fees related to general tax consulting.

Tax Fees consist of fees for professional services, including tax consulting and compliance performed by Deloitte & Touche LLP.

All other fees. Amounts billed for the years ended December 31, 2025 relate to accounting research database subscription services and fees paid for participation in training programs. Amounts billed for December 31, 2024 relate to accounting research database subscription services.

The Audit and Finance Committee's policy is to pre-approve all audit and non-audit services provided by the independent registered public accounting firm, including the estimated fees and other terms of any such engagement. During 2025, the Audit and Finance Committee pre-approved all audit and permitted non-audit services provided by Deloitte & Touche LLP.

Audit and Finance Committee Report

The information contained in this report shall not be deemed to be "soliciting material" or "filed" or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent that the Company specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended or the Exchange Act.

The Audit and Finance Committee operates under a written charter, which has been adopted by the Board. The Audit and Finance Committee charter governs the operations of the Audit and Finance Committee and sets forth its responsibilities, which include providing assistance to the Board with the oversight of (1) the quality and integrity of our financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the Company's enterprise risks, including but not limited to risks relating to the Company's information technology use and protection, data governance, privacy, and cybersecurity, and the Company's strategy to mitigate such risks, (4) the independent auditor's qualifications and independence, and (5) the performance of our internal audit function and independent auditors, and oversight of the Company's Corporate Compliance Program. It is not the duty of the Audit and Finance Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete, accurate and have been prepared in accordance with generally accepted accounting principles and applicable rules and regulations. These responsibilities rest with management and the Company's independent registered public accounting firm. In fulfilling its responsibilities, the Audit and Finance Committee has reviewed and discussed the audited consolidated financial statements of the Company for the year ending December 31, 2025, with management and Deloitte & Touche LLP.

The Audit and Finance Committee has discussed with management and with Deloitte & Touche LLP the audited financial statements of the Company. The Audit and Finance Committee has also discussed with Deloitte & Touche LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") and the SEC. In addition, the Audit and Finance Committee has received during the past fiscal year the written disclosures and the letter from Deloitte & Touche LLP required by applicable requirements of the PCAOB regarding the independent registered public accounting firm's communications with the Audit and Finance Committee concerning independence and has discussed with Deloitte & Touche LLP its independence from the Company and its management.

In reliance on the reviews and discussions referred to above, the Audit and Finance Committee recommended to the Board that the audited, consolidated financial statements for the fiscal year ended December 31, 2025, be included in the Company's Annual Report on Form 10-K for the year ending December 31, 2025, for filing with the SEC.

MEMBERS OF THE AUDIT AND FINANCE COMMITTEE

Michael Kelly (Chair)

David Perez

Felicia Williams

Vote Required for Approval

The ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2026, will be approved if a majority of the votes cast by stockholders virtually or via proxy with respect to this matter are cast in favor of this Proposal 4. Abstentions will have no effect on the outcome of voting on Proposal 4.

Board Recommendation



The Board unanimously recommends a vote "FOR" Proposal 4.

EXECUTIVE OFFICERS

Executive Officer	Age	Current Position
Tony Zook	65	Director and Chief Executive Officer
Abhishek Jain	56	Chief Financial Officer
Warren Stone	53	President & Chief Operating Officer
Alicia Olivo	42	Executive Vice President, General Counsel & Business Development
Greg Aunan	56	Chief Accounting Officer

Non-Director Executive Officers

Background information, as of the date of this proxy statement, for executive officers who are not nominees for election as directors is set forth below:

Abhishek Jain

Chief Financial Officer

Mr. Jain joined NeoGenomics in January 2026 as the Company's Executive Vice President, Finance and assumed the role of Chief Financial Officer on March 2, 2026. Prior to joining the Company, from September 2022 to August 2025, Mr. Jain served as the Chief Financial Officer of CareDx, a publicly traded precision medicine company focused on the discovery, development and commercialization of clinically differentiated, high-value healthcare solutions for transplant patients and caregivers. From August 2021 to May 2022, he served as CareDx's Vice President, Corporate Controller and from May 2022 to September 2022, he served as CareDx's Interim Chief Financial Officer. His experience also includes nearly twenty years in finance and accounting roles of increasing responsibility at Agilent Technologies, Inc., a provider of instruments and services to pharmaceutical and diagnostic laboratories worldwide, and most recently held the position of WW Field Controller from May 2018 to August 2021. Mr. Jain is a Certified Public Accountant (inactive) from the State of Colorado, US and a Chartered Accountant from The Institute of Chartered Accountants of India.

Warren Stone

President & Chief Operating Officer

Mr. Stone joined NeoGenomics in November 2022 as the Company's President, Clinical Services, was appointed as Chief Commercial Officer in April 2024 and was appointed President & Chief Operating Officer in April 2025. Prior to joining the Company, from 2020 to 2022, Mr. Stone was President, Commercial Americas for Ortho Clinical Diagnostics, a leading global provider of in-vitro diagnostics solutions to the clinical laboratory and transfusion medicine communities. Prior to Ortho Clinical, from 1992 to 2020, Mr. Stone served in various roles, at MilliporeSigma (formerly EMDMillipore), the Life Science business of Merck KGaA Darmstadt, Germany, and a leading provider of laboratory materials, technologies and services to scientists and engineers in the U.S., Canada and Latin America. His roles included Senior Vice President, Research Commercial Americas (Life Science Division) from 2016 to 2020, and Vice President of Sales North America (Life Science division) from 2014 to 2015. Prior to that role, Mr. Stone served as General Manager and Vice President of Lab Essentials based in Germany, where he led the global transformation to Advanced Analytics from 2012 to 2014. Mr. Stone holds an MBA from Suffolk University.

Alicia Olivo

Executive Vice President, General Counsel & Business Development

Ms. Olivo joined NeoGenomics in September 2019 as the Company's Assistant General Counsel. In mid-April 2022, she began serving as the Company's Interim General Counsel, a role she held until her appointment to General Counsel and Corporate Secretary in August 2022. In January 2024, her role was expanded, and she was appointed EVP, General Counsel & Business Development. Ms. Olivo has more than 18 years of corporate and legal experience. Prior to joining NeoGenomics, Ms. Olivo served as a Director in the tax practice at PricewaterhouseCoopers, LLP from 2017 to 2019. Previously, Ms. Olivo held various roles of increasing scope and responsibility at General Electric from 2008 to 2017. Ms. Olivo holds a BS from the University of Florida and a JD from Marquette University School of Law.

Greg Aunan

Chief Accounting Officer

Mr. Aunan joined NeoGenomics in April 2023 as the Company's Senior Vice President, Accounting and Treasury. In May 2023, Mr. Aunan's title changed to Chief Accounting Officer. Prior to joining the Company, Mr. Aunan served as Senior Vice President and

Chief Accounting Officer of HMS Holdings Corp. from June 2015 to July 2021. Prior to his time with HMS, Mr. Aunan served as Chief Financial Officer of the international law firm Locke Lord LLP from March 2013 to December 2014. Prior to that time, Mr. Aunan was at KPMG LLP from 1996, where he served as an audit partner from 2008 to February 2013. Mr. Aunan has over 20 years of progressive accounting and auditing experience with focus in consumer markets and retail sectors. He is a licensed Certified Public Accountant and holds an M.B.A. from Drake University and a B.B.A. from the University of Iowa.

COMPENSATION OF INDEPENDENT DIRECTORS

Each of our independent directors is entitled to receive compensation for the director's service on the Board. Our Culture and Compensation Committee reviews our independent director compensation program on an annual basis with its independent advisor, including a review of the director compensation programs of our executive compensation peers. Any recommended changes to the program are then presented to the independent members of our Board for their consideration and approval. We aim to provide a competitive compensation program to attract and retain high quality directors. For 2025 planning, our Culture and Compensation Committee again engaged its independent advisor, WTW, to review market data and competitive information on the compensation for our directors. For service as a director during 2025, each independent director received annual compensation of \$50,000. The independent director appointed as Chair of the Board received additional annual compensation of \$62,500. In addition, independent directors who served on committees received the following compensation for their service during 2025:

- Directors serving as Audit and Finance Committee members received annual compensation of \$10,000. The Director serving as chair of the Audit and Finance Committee received annual compensation of \$20,000.
- Directors serving as Culture and Compensation Committee members received annual compensation of \$7,500. The Director serving as chair of the Culture and Compensation Committee received annual compensation of \$15,000.
- Directors serving as Compliance Committee members received annual compensation of \$5,000. The Director serving as chair of the Compliance Committee received annual compensation of \$10,000. The Compliance Committee's oversight responsibilities were absorbed by the Audit and Finance Committee in August 2025.
- Directors serving as Nominating and Corporate Governance Committee members received annual compensation of \$5,000. The Director serving as chair of the Nominating and Corporate Governance Committee received annual compensation of \$10,000.
- Directors serving as Innovation, Pipeline and Technology Committee members received annual compensation of \$5,000. The Director serving as chair of the Innovation, Pipeline and Technology Committee received annual compensation of \$10,000.

Amounts described above are paid in cash on a quarterly basis and are pro-rated based on the date of appointment to the Board and/or the duration of time served in each role. All directors are also entitled to reimbursement of their reasonable out-of-pocket expenses for attendance at Board and committee meetings.

For service as a director during 2025, independent directors received total annual equity compensation having a grant date fair value of \$240,000. On June 1, 2025, each independent director, with the exception of Dr. Green, was granted 23,077 shares of RSUs and 16,107 stock option awards. Dr. Green was appointed to the Board effective June 19, 2025 and received equity compensation of \$228,000 representing a pro-rated amount based on the date of her appointment. Dr. Green was granted 22,964 shares of RSUs and 16,019 stock option awards. These RSUs and stock option awards will vest on June 1, 2026.

The Culture and Compensation Committee believes the total compensation package for directors the Company offered in 2025 was reasonable and appropriately aligned the interests of directors with the interests of our stockholders by ensuring directors have an equity stake in our Company.

Independent Director Compensation Tables

The following table provides the compensation of each of our independent directors for the year ended December 31, 2025.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards ⁽¹⁾ (\$)	Option Awards ⁽¹⁾ (\$)	Total (\$)
Lynn Tetrault ⁽²⁾	125,150	168,000	72,000	365,150
Dr. Marjorie Green ⁽³⁾	28,832	159,600	68,400	256,832
Dr. Alison Hannah ⁽⁴⁾	65,842	276,231	76,511	418,584
Stephen Kanovsky	62,921	168,000	72,000	302,921
Michael Kelly ⁽²⁾	79,675	168,000	72,000	319,675
David Perez ⁽²⁾	79,300	168,000	72,000	319,300
Dr. Neil Gunn	72,500	168,000	72,000	312,500
Tony Zook ⁽²⁾⁽⁵⁾	21,200	—	—	21,200
Elizabeth Floegel ⁽⁶⁾	38,628	168,000	72,000	278,628
Felicia Williams	65,000	168,000	72,000	305,000

(1) Amounts shown represent grant date fair value computed in accordance with ASC Topic 718, with respect to RSU awards and stock option awards granted to the independent directors. The amounts shown disregard the impact of estimated forfeitures related to service-based vesting conditions. Each RSU award was granted with a fair market value based on the closing price of our common stock on the day prior to the grant date. Each stock option was granted with an exercise price equal to the closing price of our common stock on the day prior to the grant date. See Item 8. Note 2. Summary of Significant Accounting Policies, to our Consolidated Financial Statements of our Annual Report on Form 10-K as filed with the SEC on February 17, 2026, for a description of the valuation methodology of stock and option awards.

(2) Members of the ad hoc Transaction Committee established to advise the Board and make recommendations as to potential mergers and acquisitions and partnerships involving the Company and its subsidiaries receive an hourly cash fee for their service. During 2025, Mr. Kelly received an additional fee of \$2,175, Ms. Tetrault received an additional fee of \$150, Mr. Perez received an additional fee of \$1,800 and Mr. Zook received an additional \$1,200 for their service on the ad hoc Transaction Committee.

(3) Dr. Green was appointed to the Board effective June 19, 2025.

(4) Dr. Hannah retired from the Board effective December 31, 2025. Upon retirement, Dr. Hannah's awards were subject to accelerated vesting.

(5) Mr. Zook was appointed Chief Executive Officer effective April 1, 2025, and, as of such date, was no longer entitled to receive independent director compensation.

(6) Ms. Floegel resigned from the Board effective August 5, 2025 and was no longer entitled to receive independent director compensation. Any unvested equity awards granted to Ms. Floegel in her capacity as an independent director were forfeited upon her resignation from the Board. Ms. Floegel was subsequently appointed Chief Digital and Information Officer effective August 6, 2025.

The aggregate number of unvested shares of RSUs and stock option awards granted and outstanding for the year ended December 31, 2025, were as follows:

Name	Shares of RSUs	Number of Shares Underlying Options
Lynn Tetrault	23,077	16,107
Dr. Marjorie Green ⁽¹⁾	22,964	16,019
Dr. Alison Hannah ⁽²⁾	—	16,107
Stephen Kanovsky	23,077	16,107
Michael Kelly	23,077	16,107
David Perez	23,077	16,107
Dr. Neil Gunn	23,077	16,107
Tony Zook ⁽³⁾	—	—
Elizabeth Floegel ⁽⁴⁾	—	—
Felicia Williams	23,077	16,107

(1) Dr. Green was appointed to the Board effective June 19, 2025.

(2) Dr. Hannah retired from the Board effective December 31, 2025. Upon retirement, Dr. Hannah's awards were subject to accelerated vesting.

(3) Mr. Zook was appointed Chief Executive Officer effective April 1, 2025, and, as of such date, was no longer entitled to receive independent director compensation.

(4) Ms. Floegel resigned from the Board effective August 5, 2025 and was no longer entitled to receive independent director compensation. Ms. Floegel was subsequently appointed Chief Digital and Information Officer effective August 6, 2025.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

2025 Named Executive Officers

The Compensation Discussion and Analysis section describes the Company's executive compensation program, philosophy and strategy, as well as the compensation-related decisions that were made in 2025 as they relate to the following individuals. The following individuals were the Company's Named Executive Officers in 2025:

Named Executive Officer	Title	Dates of Service as Named Executive Officer
Tony Zook ⁽¹⁾	Director and Chief Executive Officer	April 2025 - Present
Christopher Smith ⁽²⁾	Former Director and Former Chief Executive Officer	August 2022 - April 2025
Jeffrey Sherman	Chief Financial Officer	December 2022 - Present
Warren Stone ⁽³⁾	President and Chief Operating Officer	November 2022 - Present
Alicia Olivo	Executive Vice President, General Counsel & Business Development	January 2024 - Present
Gary Passman	Chief Culture Officer	January 2025 - Present
Melody Harris ⁽⁴⁾	Former Chief Operations Officer and President, Oncology Data Solutions	December 2022 - April 2025

(1) Mr. Zook was appointed Chief Executive Officer effective April 1, 2025.

(2) Mr. Smith retired as a Director and Chief Executive Officer effective April 1, 2025.

(3) Mr. Stone was appointed President and Chief Operating Officer effective April 1, 2025.

(4) Ms. Harris' employment with the Company was terminated without cause on June 1, 2025 following the elimination of her position due to a change in business need.

Overview and Philosophy

2025 Chief Executive Officer Transition

In January 2025, we announced a CEO transition following the decision by our then CEO, Mr. Smith, to retire effective April 1, 2025. Mr. Smith's resignation was mutually agreed upon between Mr. Smith and our Board of Directors. Following a search supported by a top-tier executive recruitment firm, our Board of Directors appointed Mr. Zook, an independent board member since 2023, to serve as our CEO. Mr. Smith retired on April 1, 2025, and agreed to continue in an advisory role for an extended period following Mr. Zook's appointment, to facilitate a smooth leadership transition.

CEO Search Process

As part of its search for a new CEO, the Board of Directors met extensively to discuss the recruitment process and engaged a global executive recruitment firm to identify qualified candidates, both internal and external, who could lead the Company's next chapter and build on our strong foundation. The search focused on experienced CEO candidates with deep healthcare knowledge and a track record of successfully launching and scaling new products.

Appointment of Mr. Zook

Mr. Zook has extensive experience across the healthcare industry, including leading the commercial organization of a large international pharmaceutical company, and previous chief executive officer experience. Most recently, Mr. Zook has served on our Board of Directors since 2023, playing an integral role in developing the Company's strategy. Our Board of Directors determined that Mr. Zook's track record of driving growth and innovation was well suited for guiding our strategy and creating stockholder value.

Mr. Zook's Compensation Arrangements

In evaluating and advising our Board of Directors on Mr. Zook's compensation as CEO, our Culture and Compensation Committee engaged its independent compensation consultant, WTW, to advise on competitive market practices. In determining Mr. Zook's compensation, the Culture and Compensation Committee took into consideration factors similar to those used when determining

CEO compensation in prior years, primarily CEO compensation within our peer group companies. As a result of this assessment, the Culture and Compensation Committee determined that the following primary compensation elements were appropriate for Mr. Zook:

- Base salary of \$850,000
- Target annual short-term incentive of 100% of base salary
- Annual equity target (and initial equity grant) of \$8,000,000, which was granted 50% in the form of RSUs and 50% in the form of premium-priced stock options, in each case subject to a three-year vesting period that generally requires continued employment on the applicable vesting date

Mr. Smith's Transition Arrangement

Our Board of Directors also determined it was in the Company's best interest to retain Mr. Smith in an advisory capacity for a transition period to enable knowledge transfer and continuity. To appropriately compensate Mr. Smith through this transition period, the Culture and Compensation Committee agreed to a monthly rate of \$23,913 for a period of 23 months, based on data gathered from our external compensation consultant.

Executive Team Retention

To help ensure a smooth leadership transition and to create stability across the organization, the Culture and Compensation Committee determined it was in the Company's best interest to enter into retention arrangements with certain members of the executive team in January 2025. These arrangements were intended to address retention concerns raised by stockholders and to maintain critical continuity in these roles. Specifically, the following cash and equity-based retention awards were awarded to our Named Executive Officers:

- Mr. Sherman: \$400,000 in cash and \$750,000 in target equity value, which was granted in the form of RSUs, both of which are subject to continued employment at the Company for 15 months. The Culture and Compensation Committee determined that this retention arrangement was warranted given Mr. Sherman's critical institutional knowledge, his ongoing role as the CFO and the Company's interest in ensuring continuity of leadership through the CEO transition period and through year-end reporting in 2026. As subsequently disclosed in January 2026, upon Mr. Sherman's expected retirement in April 2026, he will serve as a Special Advisor to the Company through April 2028, to provide further leadership continuity.
- Ms. Olivo: \$400,000 in cash and \$750,000 in target equity value, which was granted in the form of RSUs, both of which are subject to continued employment at the Company for 12 months. As the head of our legal and business development functions, the Culture and Compensation Committee determined it was important to retain Ms. Olivo given specific IP litigation, other critical litigation matters, and in-process acquisitions.
- Mr. Stone: \$400,000 in cash, subject to continued employment at the Company for six months, and \$750,000 in target equity value, which was granted in the form of RSUs, is subject to continued employment at the Company for 12 months. The Culture and Compensation Committee determined that continuity across our commercial organization and with the investment community was critical for the defined period of time.
- Mr. Passman: \$300,000 in cash and \$500,000 in target equity value, which was granted in the form of RSUs, both of which are subject to continued employment at the Company for 12 months. As the head of people & culture, the Culture and Compensation Committee determined this retention was necessary to ensure a smooth transition of leadership and CEO onboarding, as well as to drive our people objectives and employee engagement.
- Ms. Harris: \$400,000 in cash and \$750,000 in target equity value, which was granted in the form of RSUs, both of which were subject to continued employment at the Company for 12 months. To maintain continuity and stability across our large lab and operations environment, it was initially deemed important to retain Ms. Harris in her leadership role for several months. However, it was subsequently determined that an organizational restructure was appropriate to drive efficiencies between the Company's Operations and Commercial teams. As a result, Ms. Harris' employment was terminated without cause on June 1, 2025, leading to a separation under the terms of her employment agreement for which she received payment of salary continuation, target bonus and benefits continuation coverage, and the acceleration of equity vesting within 12 months of her term date; she also received a pro rata payout of the cash portion of her retention award. Please see "*Employment Agreements and Potential Payments Upon Termination or Change in Control*" for more information.

The Culture and Compensation Committee strives to create a compensation structure that supports a pay-for-performance culture and strongly believes that executive compensation should be tied to the performance of the Company and stockholder returns.

In establishing compensation, the Culture and Compensation Committee applies guiding principles to drive decisions that are aligned with this pay-for-performance culture. These guiding principles include:

- **High Performance:** We believe compensation should be tied to our success in delivering on our mission and the value we create for our clients, patients, and stockholders.
- **Market Driven:** We compete to attract and retain the best employees in the healthcare market. To ensure that we are successful in securing the employees that possess the knowledge and skill set that we need to be a market leader, we consider market conditions and the competitive environment.

- **Align Interests:** We believe that our long-term success is dependent on our employees feeling a sense of Company ownership and alignment with our stockholders' interests, and we will strive to develop an inextricable link between our employees and stockholders.
- **Communication:** We will clearly and transparently share our compensation philosophy and program with all employees.

Consistent with these guiding principles, our compensation philosophy is focused on providing our executive officers with compensation and benefits that are competitive and that meet our goals of attracting, retaining, and motivating highly skilled management. The levels of compensation we provide should be competitive, reasonable, and appropriate for our business needs and circumstances.

Our executive compensation program focuses on both short and long-term results and is composed of three key elements:

- (1) Base salaries, which are established and then adjusted based on various factors including market-competitive pay levels, scope of the position, experience, individual performance, and strategic criticality;
- (2) Annual cash incentive opportunities, which reflect Company and individual performance; and
- (3) Longer-term stock-based incentive opportunities for executives under our equity incentive plan, currently in the form of premium-priced stock option awards and RSU grants, which link the interests of executives with our other stockholders. In 2025, we enhanced our long-term incentive program by transitioning from standard stock options to premium-priced stock options. This change was driven by two primary objectives. First, premium-priced options help mitigate market volatility by requiring a higher stock price appreciation threshold before value is realized, which increases the performance-based focus of the award. By setting the exercise price at a premium to the grant-date market price, these awards will deliver meaningful value only through sustained stock price growth, ensuring rewards for creating value. Second, the use of premium-priced stock options enhances transparency in our pay-for-performance framework, both internally and externally. These awards establish a clear and quantifiable performance hurdle pursuant to which value will only be delivered if our stock price increases and the option vests and is exercised. This structure reinforces the direct alignment between our executives' compensation and stockholder value creation. The Culture and Compensation Committee believes premium-priced stock options better align executive pay with Company performance and provide a more transparent performance framework than our prior stock-based incentive program. Equity incentive grants are generally subject to three-year vesting provisions.

Each element of our compensation program is designed to simultaneously fulfill one or more of our core objectives.

Governance and Administration

Our compensation program is administered through a disciplined process overseen by the Culture and Compensation Committee. The Culture and Compensation Committee has engaged WTW as its independent compensation consultant, and WTW reports directly to the Culture and Compensation Committee and not to management when it provides its objective analysis and recommendations. Additionally, the Culture and Compensation Committee adheres to well-established policies regarding the determination of short-term incentive targets, long-term equity targets, the timing of equity grants, the pricing of stock options, and the periodic review of peer group practices.

2025 Performance Highlights

Fiscal year 2025 delivered solid business performance as NeoGenomics navigated a critical period of transformation. The Company added new leaders to its executive leadership team, as well as many new talented individuals organization-wide, to create an agile and broad leadership team. Building a talented pipeline of contributors and leaders, through both internal and external succession planning, is a key part of our long-term growth strategy. The Company embraced and emphasized its commitment to culture and its mission of saving lives by improving patient care.

During 2025, the Company made significant progress throughout the business to support sustainable, long-term growth, including:

- Increased total annual revenue by 10.1% to \$727 million and improved adjusted EBITDA⁽¹⁾ by 9.5% to positive \$43.4 million compared to 2024;
- Drove sustainable improvements in operational effectiveness which led to an increase of 7.5% in adjusted gross profit;
- Deeper penetration into community oncology practices through a maturing sales force, which led to a 22% increase in NGS testing revenue;
- Acquired a regional lab in the Northeast to gain market share in the third largest oncology market;
- Re-invested in our operating model and our people. We made significant progress with our R&D and innovation teams, and continued to strengthen our lab operations through automation and AI to drive market-leading customer experience and impact;

- Focused on sustainable, collaborative execution and outcomes in furtherance of our strategy of driving outcomes around profitable growth across our core business, accelerating innovation and product launches, enhancing our people & culture, and driving value creation within our operating model; and
- Drove significant improvements in teammate engagement and collaboration through an enhanced NeoSpirit culture, cultural expectations and ways of working.

During 2025, the Culture and Compensation Committee took the following actions:

- **Strengthened the Company's Focus on Human Capital** – We strengthened focus on our human capital initiatives including leadership development across the business, executive and broader company succession planning, and our pay-for-performance philosophy. In addition, the Culture and Compensation Committee evaluated key insights gained via our teammate engagement survey.
- **Enhanced Stockholder Engagement Efforts** – In 2025, we further strengthened our proactive stockholder engagement efforts that began in 2023, and these efforts continue in 2026. The Chair of the Culture and Compensation Committee engaged with interested stockholders on topics that included our executive compensation program, governance and CSR. The Culture and Compensation Committee partnered with management in the assessment and determination of executive talent and succession opportunities and identified opportunities for individual development and growth as well as needed areas for talent pipeline expansion. We have summarized feedback from several stockholders in the “View of our Stockholders” section of this Proxy Statement, that can be found on page [40](#).
- **Improved Plan Designs** – Beginning in 2023, we introduced enhancements to our executive compensation program to further align pay with performance and stockholder interests. These changes included a more robust short-term incentive plan that places greater emphasis on business performance. Additionally in 2025, we introduced premium-priced stock options as a component of our Named Executive Officers' equity awards, with value tied to share price growth in excess of an option exercise price set at a premium to the grant-date market price.

Based on a thorough and rigorous analysis conducted in partnership with WTW, the Culture and Compensation Committee believes that our executive compensation program aligns with our investment and growth priorities over the next five years and appropriately incentivizes our Named Executive Officers. Additional information, as well as details on the compensation practices and policies more generally, is detailed in the balance of the Compensation Discussion & Analysis.

⁽¹⁾ See Annex B for a reconciliation of non-GAAP information.

Compensation Design

Compensation Strategy

We believe that having the right management team leading NeoGenomics and our employees globally is critical to our ability to achieve our financial and strategic objectives. Our compensation philosophy provides our executive officers with compensation and benefits that are competitive in the market in which we compete for talent and that meet our goals of attracting, retaining, and motivating highly skilled management, which is necessary to create long-term value for our stockholders.

Alignment with NeoGenomics' Strategy

NeoGenomics is a high-complexity clinical laboratory that specializes in cancer genetics, diagnostic testing, and pharma services. Our testing services include cytogenetics, FISH, flow cytometry, IHC, molecular testing, morphologic analysis, and molecular residual disease (MRD). NeoGenomics serves the needs of pathologists, oncologists, academic centers, hospital systems, integrated service delivery networks, and managed care organizations throughout the United States and pharmaceutical companies globally.

Underpinned by our values of Quality, Integrity, Accountability, Teamwork, and Innovation, we believe that focusing on saving lives by improving patient care will drive profitable growth for our stockholders to the benefit of all our stakeholders.

Our vision is to become the world's leading cancer testing, information, and decision support company by providing uncompromising quality, exceptional service, and innovative solutions. This vision is reflected in how we have designed our compensation programs including our Annual Incentive Plan - Executive ("AIP-E"), which contains financial, company and individual performance metrics that are aligned with our short and long-term strategic objectives.

Short-term Incentive Metric under our AIP-E	How we Use it (Weighting)	Why it Matters
Revenue	Financial metric (40%)	Our vision is to be the world's leading cancer testing, information, and decision support company by providing uncompromising quality, exceptional service, and innovative solutions. Increases in revenue through the execution of strategic opportunities aligns management performance with the achievement of that vision and stockholder value realization.
Adjusted EBITDA ⁽¹⁾	Financial metric (40%)	We continue to seek profitable growth to achieve outstanding performance for our stockholders. Adjusted EBITDA ⁽¹⁾ focuses our management team on balancing the profitability of our ongoing operations with the implementation of strategic initiatives to provide for future growth.
Strategic Critical Success Factors	Company metric (10%)	We believe that a culture of motivated and engaged employees will deliver superior service to our clients, leading to customer satisfaction and retention, which will continue to increase stockholder value. Annual focus areas are established each year to align with our strategic critical success factors. In 2025, our focus areas included: profitably grow our core business; accelerate innovation; enhance our people and culture; and drive value creation. Measurement against the achievement of these focus areas provides for continuous alignment with our common purpose and vision.
Individual Performance	Individual metric (10%)	Each executive that participates in the AIP-E plays a unique role in the Company's strategic objectives. Including individual performance goals for each executive that are in line with the executive's primary responsibilities ensures that incentive payments relate to both Company performance as well as individual performance.

⁽¹⁾ See Annex B for a reconciliation of non-GAAP information

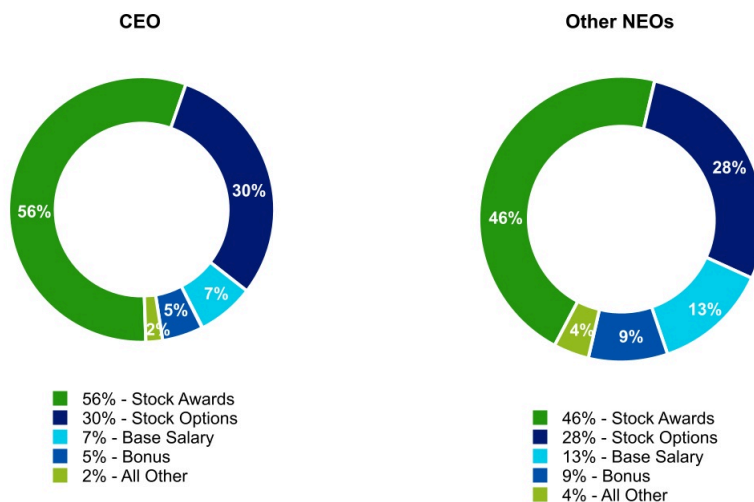
Compensation Elements

Our compensation program aims to attract, motivate and retain our executive leaders over the long-term. In accordance with our compensation philosophy, we provide competitive fixed cash compensation, an annual incentive program that aligns pay with in-year progress against our longer-term goals, and long-term incentive awards in the form of RSUs, performance stock units and performance-based premium-priced stock options that provide clear and transparent alignment to sustainable stockholder value creation. The aggregate value of base salary, annual incentive and long-term incentives is generally positioned within a market competitive range, based on our benchmark analysis provided by WTW.

The following table summarizes the purpose and key features of each element of compensation.

Element	Purpose	Key Features
Base Salary	Provide competitive baseline compensation for role	<ul style="list-style-type: none"> Fixed cash compensation Amounts informed by market-competitive information, taking account of the role, scope of the position, experience, performance and strategic criticality As a starting point, we review market median benchmark ranges, and position against that range based on a variety of factors, including performance, criticality of role, unique skills, experience, and other relevant factors
Annual Incentive	Reward for the achievement of both NeoGenomics and individual performance during the year	<ul style="list-style-type: none"> Variable cash compensation Target opportunity informed by levels in the market Actual value based on financial performance, company-defined critical strategic success factors, and the executive's performance against individual objectives
Long-Term Incentives	Align with the long-term interests of NeoGenomics, our stockholders and our employees, while rewarding long-term sustainable value creation and driving retention	<ul style="list-style-type: none"> Grants of RSUs and premium-priced stock options as variable, equity-based compensation Target opportunity informed by levels in the market Premium-priced stock options require further stock price appreciation to yield value RSUs and options have three-year ratable vesting and options have a ten-year term

For the year ended 2025, the majority of compensation awarded to, earned by, and paid to the individuals that served as our Chief Executive Officer and other Named Executive Officers was variable, performance-based, and/or granted for retentive purposes. Please refer to the Summary Compensation Table and the related footnotes for further details regarding the breakout of the Chief Executive Officer's and other Named Executive Officers' compensation for the year ended December 31, 2025.



Compensation Best Practices	
What We Do:	What We Do Not Do:
ü Pay for performance	û No tax gross-ups on any change-in-control benefits in executive agreements
ü Deliver majority of executive compensation in the form of variable or performance-based pay	û No hedging or pledging of NeoGenomics stock
ü Align annual performance objectives with our strategy	û No excessive perquisites, benefits, or pension payments
ü Conduct annual assessment of Chief Executive Officer pay versus performance with external benchmarking	û No reloading or repricing of stock option awards without stockholder approval
ü Take into consideration the compensation levels of a relevant peer group of companies when setting compensation	û No option grants with an exercise price below fair market value
ü Cap payout opportunities under our incentive plans	
ü Impose share ownership and retention requirements	
ü Impose clawback policy	
ü Limit change-in-control benefits to double trigger	
ü Solicit an annual say on pay vote	
ü Engage an independent compensation consultant	

Culture and Compensation Governance

Culture and Compensation Oversight; Role of Executive Officers

The Culture and Compensation Committee, chaired by Mr. David Perez and comprised of independent Directors, is responsible for discharging the Board's responsibilities relating to compensation of our executive officers, including the Chief Executive Officer. The Culture and Compensation Committee has overall responsibility for approving and evaluating all our compensation plans, policies and programs as they affect our executive officers. This includes reviewing and approving the compensation of the Named Executive Officers, approving performance goals, and reviewing the achievement of performance goals at year end.

In exercising its duties, the Culture and Compensation Committee receives information and support from management and guidance from its independent compensation consultant, WTW.

The Culture and Compensation Committee is wholly responsible for any changes in compensation for the Chief Executive Officer, and the Chief Executive Officer is not included in any discussions regarding changes to his own compensation. For our other Named Executive Officers, the Chief Executive Officer makes recommendations regarding their annual base salary, equity award levels, and target bonus increases, which are subsequently reviewed by the Culture and Compensation Committee, with the assistance of WTW, and approved by the Culture and Compensation Committee.

The Annual Process

The Culture and Compensation Committee typically meets at least four times a year to consider the following items:

Quarter	Typical Meeting Topics
Q1	<ul style="list-style-type: none"> Setting compensation for Company executive officers, including the review and approval of the executive peer group and pay recommendations, salary adjustments, annual bonus payouts, and long-term incentive award values; Approve annual company and individual performance goals for the year ahead; Assess compliance versus stock ownership guidelines; Monitor the Company's incentive and equity-based compensation plan, including the review and approval of annual equity grants; Review historical equity awards and resulting burn rates; and Engage in various stockholder outreach and engagement activities.
Q2	<ul style="list-style-type: none"> Review and finalize compensation discussion and analysis section of the proxy statement; Review and finalize Board of Director compensation with guidance from WTW, its independent compensation consultant; and Review results of, insights from and create targeted action plans related to the Company's employee engagement survey.
Q3	<ul style="list-style-type: none"> Review and discuss proxy advisor reports and any other investor feedback; Receive update on legislative, regulatory and governance environments; Review current compensation philosophy and benchmark against our peers' various elements of compensation with WTW, including organizational culture programs and practices; Review broad succession planning for senior leaders across the organization; and Review Culture and Compensation Committee charter.
Q4	<ul style="list-style-type: none"> Conduct annual peer group review; Undertake Culture and Compensation Committee self-evaluation; Discuss potential compensation design enhancements and review planning timeline; and Review and discuss succession planning specific to executive team positions.

Additional meetings are scheduled on an as needed basis.

Use of an Independent Advisor

As outlined in its charter, the Culture and Compensation Committee has the authority to select, retain, and/or replace, as needed, compensation and benefits consultants to provide independent advice to the Culture and Compensation Committee.

Since 2016 the Culture and Compensation Committee has retained WTW as an independent outside compensation consultant. During 2025, WTW advised the Culture and Compensation Committee on peer group development, market practices, industry trends, investor views, pay versus performance. In addition, they reviewed and provided the Culture and Compensation Committee with an independent perspective of the Company's compensation related to its executive officers. These duties were consistent with those performed in prior years.

The Culture and Compensation Committee considered the six independence assessment factors specified under the SEC Rule 10C-1(b)(4) to monitor the independence of their compensation advisors. As was the case in prior years, the Culture and Compensation Committee determined that WTW's services during 2025 did not raise a conflict of interest.

Views of our Stockholders

In 2025, 81.77% of the votes cast in our say-on-pay vote were in favor of our annual advisory vote on Named Executive Officers' compensation. Alignment of pay and performance under NeoGenomics' compensation programs is foundational to the Company's current approach to executive compensation. The outcome of the annual advisory vote provides regular feedback across our entire stockholder base and will continue to inform the Culture and Compensation Committee's thinking as it evaluates the appropriateness and effectiveness of NeoGenomics' approach to executive compensation.

Stockholder Engagement

We have ongoing and robust engagement with our stockholders that includes governance-focused engagement meetings throughout each year. We value being close to our stockholders and hearing their feedback directly, as we seek to continuously improve NeoGenomics' performance, programs, and reporting. Over the last several years, we have expanded our governance outreach to ensure we understood stockholders' concerns to inform our actions in response. The governance engagements detailed below are in addition to the regular discussions that our leadership and Investor Relations teams have with many institutional and retail stockholders, which often also include governance, sustainability, and similar matters.

In Q1 and Q2 2025, we engaged with stockholders representing 63% of outstanding shares with our integrated engagement team consisting of finance, legal, people & culture, investor relations, and members of the Board of Directors, and met with stockholders with oversight of more than 45% of outstanding shares. We undertook an additional engagement step in Q3 and Q4 2025 to gain the latest insight from our stockholders. In total across both rounds of outreach, we met with stockholders covering nearly 60% of outstanding shares. Our key areas of focus were succession planning and executive retention, strategy, board oversight and governance, executive compensation, including say-on-pay response, climate and other sustainability matters, and human capital.

Stockholder Feedback

The following table provides an overview of the main areas of discussion with stockholders throughout 2025, and the Company's response to those matters in 2025 and for 2026:

Feedback Category	Specific Stockholder Commentary	Company Response
General Proxy-related	<ul style="list-style-type: none"> Share and discuss new stockholder feedback received through various outreach steps in 2025 and clarify resulting business updates based on feedback 	<ul style="list-style-type: none"> This section captures the common and direct feedback we heard from stockholders throughout 2025, which informed us of the various updates to our disclosures and compensation programs.
	<ul style="list-style-type: none"> Compensation generally viewed as appropriately linked to Company performance 	<ul style="list-style-type: none"> Similar to 2023 and 2024, the Company believes our variable pay program and outcomes for 2025 appropriately reflect market practice and business performance outcomes, including Adjusted EBITDA⁽¹⁾ and Revenue.
Compensation	<ul style="list-style-type: none"> Improve transparency of short-term incentive financial targets 	<ul style="list-style-type: none"> The Company included our internal financial goals for revenue and Adjusted EBITDA⁽¹⁾ for the performance year on page B-1. We also provided additional context regarding the weighting of each key category of our focus chart (a component of the annual incentive payout) and also highlighted actual examples of the critical success factors tied to each category. Specificity of these metrics will not be disclosed due to their confidential nature, but the Culture and Compensation Committee undertakes a rigorous review of such metrics before they are established.
	<ul style="list-style-type: none"> Increase emphasis on performance-based equity vehicles (at least 50% of executive grants should be tied to performance-based components) 	<ul style="list-style-type: none"> Effective for 2025 equity awards, 50% of the Named Executive Officers' long-term incentives were granted in the form of premium-priced stock options, which, as discussed above, we view as aligned with our pay-for-performance framework. This approach was generally supported by the stockholders with whom we engaged. The Company notes that some stockholders hold a different perspective on the performance-based nature of premium-priced options. However, we believe premium-priced options are effective as they create increased transparency for stockholders, reflect an approach that can be sustained over time and create more clarity on potential pay outcomes for participants. The change also addressed the concern of having overlapping financial metrics for both short and long-term incentives. The premium-priced concept includes a 10% performance hurdle, intended to align pay with stockholder interests and our performance-based philosophy.
	<ul style="list-style-type: none"> Prior concerns were expressed regarding the level of CEO compensation 	<ul style="list-style-type: none"> In consultation with our external compensation consultant, the Culture and Compensation Committee developed a compensation package for the new CEO that was carefully calibrated and aligned with market and peer group levels.

Feedback Category	Specific Stockholder Commentary	Company Response
Corporate Social Responsibility	<ul style="list-style-type: none"> Disclose GHG emissions scope specifically and company EEO1-data Continued favorable reaction to our Board refresh approach and the Board Strategic Competencies Matrix Internal cultural implications 	<ul style="list-style-type: none"> The Company's 2025 CSR Report included Scope 1 and 2 GHG emissions data across all Company sites. The Company is aiming to report Scope 3 data across all sites in 2027. The report also shared the Company's EEO-1 report. The Company will continue to augment and update the matrix based on new Board members or emerging valuable skillsets. The Board Strategic Competencies Matrix now includes sustainability as a competency. Our annual engagement survey showed continued progress in 2025 with regard to overall engagement and organizational collaboration. The Company continues to increase both internal and external engagement efforts and introduced a new set of consistent cultural norms and expectations throughout 2025.
Executive Succession Planning	<ul style="list-style-type: none"> Request to proactively share information around key executive leadership transition planning Disclosure on executive candidate selection process General concerns raised regarding executive team retention through the CEO transition process 	<ul style="list-style-type: none"> The Board has developed a comprehensive succession plan and, where possible, will update the market on material executive actions and changes related to the succession plan. Members of the Board have made themselves available to stockholders to explain the process of sourcing and selecting executives. The Company took various targeted actions to maintain desired continuity across the executive leadership team during 2025, including cash and stock-based retention grants, role/scope modifications, and normal annual compensation adjustments.

⁽¹⁾ See Annex B for a reconciliation of non-GAAP information

In addition to the above stockholder feedback and Company actions taken in 2025, there has been continuous stockholder engagement throughout Q1 2026, largely centered around our strategy and general business updates.

Management and members of the Board of Directors will continue to engage with stockholders on a regular basis throughout 2026 to understand their perspectives and consider their feedback.

Compensation Peer Group

In evaluating executive compensation, the Culture and Compensation Committee considers a number of factors including:

- Company performance;
- Individual performance;
- Company performance relative to our established peer group;
- Compensation practices observed in our established peer group; and
- Stockholder views.

Given the fast-changing nature of our industry, the Culture and Compensation Committee reviews the compensation peer group annually with input from WTW. In assessing potential peers, consideration was given to:

- Industry, with a focus on life science companies;
- Financial indicators, including revenues generally within a 0.5-3 times range of the Company, market cap and number of employees; and
- Nature of business, examining business model and areas of focus.

Our compensation peer group is comprised of companies of similar size and scope with which we compete for executive talent. Some direct business competitors differ meaningfully from us in terms of size and scope and are excluded from our peer group since their compensation data may not necessarily be appropriate to inform executive compensation levels at the Company. Relative to the peer group, the Company ranked approximately at the median for revenue and market capitalization.

In developing a peer group that reflects the Company's business and talent competitors, the Company starts with companies in our industry with revenue and market cap within a reasonable range of the Company. That starting point is adjusted by the Culture and Compensation Committee to remove more remote business and/or talent competitors, and to include appropriate comparators that might be outside the starting point ranges, a necessary step because some of our direct business competitors are either much larger or smaller than the Company on these measures. This process enables the Company to effectively assess competitiveness with those companies that are comparable, and with which we compete for executive talent.

The 2025 compensation peer group comprised the following 16 companies:

- | | | |
|--|--|---------------------------|
| • 10x Genomics, Inc. | • Fulgent Genetics, Inc. | • Natera, Inc. |
| • Adaptive Biotechnologies Corporation | • Guardant Health, Inc. ⁽¹⁾ | • OPKO Health, Inc. |
| • AtriCure, Inc. | • iRhythm Technologies, Inc. | • QuidelOrtho Corporation |
| • CareDx, Inc. | • Maravai Life Sciences Holdings, Inc. | • Veracyte, Inc. |
| • Emergent BioSolutions, Inc. | • Medpace Holdings, Inc. | |
| • Exact Sciences Corporation | • Myriad Genetics, Inc. | |

(1) Guardant Health, Inc. has been a member of our peer group since 2020.

Establishing Performance Targets

Performance targets are generally set in the first quarter in conjunction with the Board's annual budgeting and strategic planning session to ensure that our executives' compensation opportunities are aligned with our short and long-term strategic goals. The performance targets are designed to reward achievement of specific financial, and strategic objectives, as well as individual performance goals. With respect to 2025 compensation, the Culture and Compensation Committee established performance goals that it believes are rigorous but achievable and aligned with the annual operating plan. Our strategic objectives, which we refer to as strategic critical success factors, are organized around four key pillars:

- Profitable growth - Driving revenue growth, market expansion and customer acquisition
- Innovation and Product Development - Advancing product roadmaps, executing timely product launches, and delivering customer solutions
- Operational Excellence and Value Creation - Improving operational efficiency, enhancing margins, and generating positive cash flow
- People and Culture - Strengthening organizational culture, developing talent, and expanding critical capabilities

We use an annual performance management process for our executives to assess individual performance, as well as a variety of distinct performance metrics that are shared among the executive team. As part of this process, each executive, including our Named Executive Officers, establishes the executive's performance goals with input and approval from the Chief Executive Officer.

Shared performance metrics are reviewed and approved by the Culture and Compensation Committee. At year-end, the Culture and Compensation Committee evaluates actual performance against established targets for each performance measure. Financial metrics are assessed based on audited financial results, following which the Culture and Compensation Committee will evaluate any potential extenuating circumstances for consideration. Strategic objectives are evaluated based on achievement of predetermined milestones, with the Culture and Compensation Committee exercising judgment regarding the level of achievement. Individual performance is assessed by the Chief Executive Officer (for Named Executive Officers other than CEO) based on contributions to company objectives and individual goal achievement and approved by the Culture and Compensation Committee.

2025 Base Salary

Named Executive Officer	2024 Base Salary (\$)	2025 Base Salary (\$)	Increase (%)	Effective Date
Tony Zook	—	850,000	— %	April 1, 2025
Christopher Smith ⁽¹⁾	1,050,000	1,050,000	— %	March 25, 2024
Jeffrey Sherman ⁽²⁾	546,000	625,000	14.5 %	March 24, 2025
Warren Stone ⁽³⁾	580,000	650,000	12.1 %	April 1, 2025
Alicia Olivo ⁽⁴⁾	475,000	540,000	13.7 %	March 24, 2025
Gary Passman ⁽⁵⁾	—	452,000	— %	March 24, 2025
Melody Harris ⁽⁶⁾	575,000	595,000	3.5 %	March 24, 2025

(1) Mr. Smith retired as Chief Executive Officer effective April 1, 2025, as discussed above.

(2) The Culture and Compensation Committee determined that Mr. Sherman's base salary increase was reflective of his role criticality and the Company's interest in ensuring continuity of leadership throughout 2025.

(3) Mr. Stone was appointed President and Chief Operation Officer April 1, 2025. The compensation increase reflects this promotion and additional responsibilities.

(4) Ms. Olivo, EVP, General Counsel and Business Development, received a salary increase consistent with the competitive market for her position and in recognition of her taking on responsibility for the Business Development function.

(5) Mr. Passman, Chief Culture Officer, is included as a Named Executive Officer for the first time in fiscal 2025.

(6) Ms. Harris' employment was terminated effective June 1, 2025, as discussed above.

Annual Incentive

AIP-E provides for an annual performance bonus, paid in cash, designed to incentivize and reward the Named Executive Officers based on the Company's operating results, both financial and strategic. The 2025 business performance goals were approved by the Culture and Compensation Committee and were communicated to each of our Named Executive Officers at the start of the calendar year or as of the date of hire, as applicable. In 2025, bonus opportunities and outcomes for the Named Executive Officers currently employed by the Company were as follows:

Named Executive Officer	Target Bonus (% of annual salary)	Maximum Bonus (% of annual salary)	Actual Bonus (% of annual salary)	Actual Bonus (% of target)
Tony Zook	100	200	60	60
Christopher Smith ⁽¹⁾	100	200	15	15
Jeffrey Sherman	70	140	42	60
Warren Stone	70	140	42	60
Alicia Olivo	60	120	36	60
Gary Passman	60	120	36	60

(1) Mr. Smith retired effective April 1, 2025. His annual incentive opportunity for fiscal 2025 was prorated based on his service through the retirement date, and his actual payout reflects such proration.

In the first quarter of 2025, the Culture and Compensation Committee approved the performance metrics and associated goals for the 2025 AIP-E. Consistent with prior years, corporate performance was tied to financial performance (revenue and Adjusted EBITDA⁽¹⁾) and our Strategic Critical Success Factors, as discussed below. All Named Executive Officers, also had a component of their annual cash bonus contingent on individual performance. The inclusion of a shared corporate performance component reflects the importance of our senior management working collectively as a team and across the broader organization to deliver results as well as their shared accountability to our stockholders.

⁽¹⁾ See Appendix B for a reconciliation of non-GAAP information.

The weight of each measure for 2025 was as follows:

Named Executive Officer	Corporate Performance			Individual Performance
	Revenue (%)	Adjusted EBITDA ⁽¹⁾ (%)	Strategic Critical Success Factors (%)	Individual Goals (%)
Tony Zook	40	40	10	10
Christopher Smith	40	40	10	10
Jeffrey Sherman	40	40	10	10
Warren Stone	40	40	10	10
Alicia Olivo	40	40	10	10
Gary Passman	40	40	10	10

⁽¹⁾ See Appendix B for a reconciliation of non-GAAP information.

Corporate Performance

For performance year 2025, the Culture and Compensation Committee established a revenue target of \$744.6m under the AIP-E. Based on the full year results of \$727.3m and following the Culture and Compensation Committee's discretion to reflect achievements not originally reflected in the internal goals, including revenue associated with the Pathline acquisition, this equated to a performance factor of 43% for the revenue component, which was weighted as 40% of the overall bonus opportunity.

For performance year 2025, an Adjusted EBITDA⁽¹⁾ target of \$55.1m was established under the AIP-E. Based on the full year outcome of \$43.4m, this resulted in a performance factor of 58% for the Adjusted EBITDA⁽¹⁾ component, which was also weighted as 40% of the overall bonus.

At the beginning of 2025, the Culture and Compensation Committee also established the annual focus areas that would drive our strategic critical success factors. In 2025, our focus areas included: profitably grow our core business (weighted at 25% of this component), accelerate innovation (30%), drive value creation (25%), and enhance our people and culture (20%). Measurement against the achievement of these focus areas provides for continuous alignment with our common purpose and vision.

The Culture and Compensation Committee approved a corporate performance score of 98% of target (the "Corporate Performance Score") based on performance relative to our strategic critical success factors. The specific strategic goals and metrics, and the resulting achievement levels, are not disclosed due to their confidential nature, but the Culture and Compensation Committee undertakes a rigorous review of each success factor before it is established. Examples of these success factors include volume growth goals, product launch success, delivery against operational efficiency targets, and improvements in annually assessed employee engagement. This component comprised 10% of the total bonus opportunity.

⁽¹⁾ See Appendix B for a reconciliation of non-GAAP information.

Individual Performance

The individual performance components of the AIP-E include specific goals for each Named Executive Officer. This component comprises 10% of each Named Executive Officer's bonus opportunity.

Our Culture and Compensation Committee reviewed and approved the Chief Executive Officer's recommendations for the individual performance of executives (other than the Chief Executive Officer). The individual performance assessment of the Chief Executive Officer was approved based on an evaluation of performance by the Culture and Compensation Committee. Key achievements of the Named Executive Officers during 2025 included the following:

Named Executive Officer	Key Achievements	Individual Performance Factor Outcome (% of target)
Tony Zook	Mr. Zook joined NeoGenomics as Chief Executive Officer on April 1, 2025, and has been executing against the Company's strategic priorities with a focus on accelerating profitable growth, driving innovation, and strengthening the Company's operational foundation. He established a clear near-term and long-term vision for the Company's next phase of profitable growth in oncology diagnostics, with an emphasis on execution discipline and team accountability. Mr. Zook oversaw strong executive management team retention and an effective leadership transition. Mr. Zook also drove stable broad senior leadership retention across the organization, with less than 10% voluntary turnover.	100
Christopher Smith	Mr. Smith effectively executed against preparing the organization and new leadership for the CEO transition.	100
Jeffrey Sherman	Mr. Sherman demonstrated strong financial stewardship by delivering consistent year-over-year improvement across the Company's key financial metrics, including adjusted gross profit, cash flow from operations, and revenue cycle management. He identified and executed significant cost savings opportunities in support of the Company's operational efficiency objectives.	100
Warren Stone	Mr. Stone delivered strong financial and commercial results, driving strong performance across the Company's Profitably Grow Our Core Business and Drive Value Creation strategic pillars through effective execution of the commercial strategy including volume growth, and wallet expansion. He achieved strong customer retention outcomes while expanding market penetration across the Company's precision oncology portfolio and established an integrated commercial business model to strengthen alignment across sales, marketing, and laboratory operations. He also oversaw laboratory operations' achievement of processing record volume while improving turnaround time and realizing an improved NPS score of 79.	100
Alicia Olivo	Ms. Olivo delivered exceptional legal guidance throughout the organization, including for the development of new business models, contract management, IP and other complex litigation (including a successful outcome with critical product litigation). She drove a revamped 5-year strategic plan, established an external communication approach and executed business development initiatives, including the Pathline acquisition.	100
Gary Passman	Mr. Passman led the Company's people and culture agenda by delivering measurable progress across talent development, culture transformation, and organizational capability initiatives. He advanced the company's culture objectives by expanding career profiles, increasing people manager participation, and improving a collaborative culture across the organization, while driving improvements in employee engagement and retention in support of broader cultural transformation.	100
Melody Harris	Not Applicable	—

The combination of corporate and individual performances resulted in the following awards based on 2025 performance:

Named Executive Officer	2025 Target Cash Incentive Opportunity (\$)	Revenue (40% Weight) @ 43% Performance (\$)	EBITDA (40% Weight) @ 58% Performance (\$)	Strategic Critical Success Factors (10% Weight) @ 98% Performance (\$)	2025 Individual Performance Modifier	Individual Performance Modifier (10% Weight) (\$)	=	2025 Actual Cash Incentive Award (\$)
Tony Zook	850,000	205,360	205,360	51,340	100 %	51,340	=	513,400
Christopher Smith	1,050,000	44,501	60,025	25,355	100 %	25,873	=	44,501
Jeffrey Sherman	437,500	105,600	105,600	26,400	100 %	26,400	=	264,000
Warren Stone	455,000	110,000	110,000	27,500	100 %	27,500	=	275,000
Alicia Olivo	324,000	78,400	78,400	19,600	100 %	19,600	=	196,000
Gary Passman	271,200	65,600	65,600	16,400	100 %	16,400	=	164,000
Melody Harris ⁽¹⁾	345,000	—	—	—	— %	—	=	—

⁽¹⁾ Ms. Harris' employment was terminated without cause effective June 1, 2025 and she forfeited her annual incentive opportunity for 2025.

2025 Long-Term Incentive Awards

Annual 2025 long-term incentive ("LTI") awards were granted to our Named Executive Officers as a combination of performance-based premium-priced stock option awards, which were granted with an exercise price at a 10% premium to the closing price of our stock on the day of grant, and time-based RSUs. Our Culture and Compensation Committee's decision to use a combination of premium-priced stock option awards and time-based RSUs is intended to deliver an appropriate balance of retention and motivation to deliver strong strategic performance, with a view to long-term value creation for our stockholders. In 2025, the Culture and Compensation Committee made the strategic decision to transition from performance stock units and standard stock options to premium-priced stock options for executive equity awards. This change enhances the alignment between executive compensation and Company performance while providing greater transparency to stockholders regarding the performance requirements embedded in our long-term incentive program.

The annual LTI awards granted to our Named Executive Officers were determined based on individual performance, potential future contributions, market competitiveness, and other factors. Our Culture and Compensation Committee reviews our annual LTI awards against the LTI awards granted by our peer group and also reviews the overall total compensation of our executive officers against the corresponding levels of our peer group and other relevant benchmarks. On average, annual LTI awards granted to our Named Executive Officers position their overall compensation competitively when reviewed against the equity grants made by our peer group, in cases where there are comparable positions at the peer companies. Stock options and RSU awards generally vest ratably over three years from the date of grant, starting on the first anniversary of the date of grant subject to continued employment with the Company. Further details of the awards granted to each of our Named Executive Officers are described under the section "Narrative Disclosure to the Summary Compensation Table and the Grants of Plan Awards Table" of this Proxy Statement.

Timing of LTI Awards

During 2025, equity awards to employees generally were granted on regularly scheduled predetermined dates. As part of the Company's annual performance and compensation review process, the Culture and Compensation Committee approves stock option awards and time-based and RSU awards to our Named Executive Officers annually in February and on other intervals dependent on business need, as it did for the retention awards made to certain of our Named Executive Officers in 2025.

We do not grant equity awards in anticipation of the release of material, nonpublic information or time the release of material, nonpublic information based on equity award grant dates, vesting events, or sale events.

During 2025, we did not grant equity awards to our Named Executive Officers during the four business days prior to or the one business day following the filing of our periodic reports or the filing or furnishing of a Form 8-K that disclosed material nonpublic information. We have not timed the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation for Named Executive Officer grants in 2025.

Other Elements of Compensation

Perquisites

We do not provide significant perquisites or personal benefits to Named Executive Officers. We provide competitive relocation benefits to newly hired officers, in keeping with industry practices. We value perquisites at their incremental cost to us in accordance with SEC regulations. These amounts, if applicable, are reflected in the Summary Compensation Table below under the column entitled "All Other Compensation" and the related footnotes.

Benefits

The Named Executive Officers are provided with health and welfare benefits and participate in our 401(k) Plan on the same terms and conditions as our employees generally. Under the 401(k) Plan, NeoGenomics matches contributions at the rate of 100% of every dollar contributed up to 3% of the respective employee's compensation and an additional 50% of every dollar contributed on the next 2% of compensation (for a 4% maximum Company match). The Company may also contract for the use of private aircraft to allow Named Executive Officers to travel for business purposes, particularly for reasons of safety and security and efficient use of travel time, subject to the approval by the Chief Executive Officer.

Additional Information

Tax and Accounting Considerations

Section 162(m) of the Code generally limits the tax deductibility of compensation in excess of \$1 million paid to certain current and former executive officers of a public company.

Consistent with its past practice, the Culture and Compensation Committee will design compensation programs that are intended to be in the best long-term interests of the Company and our stockholders, even if they are wholly or partially limited as to tax deductibility.

Managing Compensation-Related Risks

NeoGenomics operates in a highly regulated, competitive, and fast-moving field, meaning that enterprise risk management is core to our success. It is the common purpose of all NeoGenomics employees to save lives by improving patient care and this shared common purpose underscores our commitment to performance excellence in a risk-appropriate manner.

The Culture and Compensation Committee's role relative to risk mitigation is to review the risks associated with management's compensation policies and practices to determine whether any risks associated with such policies and practices encourage unnecessary or excessive risk-taking or are reasonably likely to have a material adverse effect on the Company.

The Culture and Compensation Committee also oversees an annual review of the Company's enterprise risk assessment of its compensation policies and practices for its employees. The risk-mitigating features that NeoGenomics has adopted within our executive compensation programs are summarized below.

Clawback

In the event of a restatement of the NeoGenomics' financial statements due to material noncompliance with any financial reporting requirement under the law, whether such noncompliance is the result of misconduct or other circumstances, an employee shall be required to reimburse the Company for any amounts earned or payable with respect to certain awards, including awards granted under the Company's equity plan to the extent required by law and any applicable Company policies.

The Company has adopted a clawback policy in compliance with applicable rules and regulations of the Securities and Exchange Commission and Nasdaq listing requirements (the "Clawback Policy"). The Clawback Policy provides that, in the event of an "Accounting Restatement" (as defined in the Clawback Policy), the Company shall reasonably promptly recover any incentive-based compensation received by any "Executive Officer" (i.e., any Section 16 officer who served during the performance period applicable to the Accounting Restatement), subject to limited exceptions to the extent permitted by Nasdaq listing standards.

Incentive compensation subject to recoupment under the Clawback Policy generally includes the excess of the amount of incentive-based compensation received by any Executive Officer during the three completed fiscal years immediately preceding the "Accounting Restatement Date" (as defined in the Clawback Policy) over the amount of incentive-based compensation that would have been received by the Executive Officer had such compensation been determined based on restated amounts in the Accounting Restatement.

Share Ownership Guidelines and Share Retention Requirements

NeoGenomics has adopted share ownership guidelines to further align the interests of our named executive officers with the long-term interests of our stockholders. The guidelines require the Company's named executive officers to, within five years of becoming a named executive officer, achieve an ownership target of NeoGenomics stock equal to or greater than a given multiple of their base salary.

For the purposes of assessing compliance with share ownership guidelines, the following forms of equity interests are considered:

- shares owned directly or by immediate family members, including shares purchased in the open market or acquired upon the exercise of stock options;
- vested restricted shares, RSUs, deferred stock units and performance shares that may only be settled in shares; and
- "in the money" vested stock options.

The table below compares the current share ownership guidelines to the actual share ownership of our Named Executive Officers as a multiple of base salary as of December 31, 2025:

Role	Share Ownership Guideline	Share Ownership ⁽¹⁾
Chief Executive Officer	3.0	0.8
Other Named Executive Officers	1.0	1.9

(1) Share ownership calculated as an average of all Named Executive Officers except for (i) the Chief Executive Officer who is shown separately (share ownership is below guideline due to recent appointment into the role; and (ii) Mr. Smith and Ms. Harris, who are excluded.

Individuals who have yet to meet the applicable share ownership guideline are required to retain an amount equal to 25% of the net shares received as a result of the exercise, vesting, or payment of any equity awards they have received, including during the initial five-year period that the individual is afforded to achieve the guideline level upon becoming a named executive officer. If an individual's share ownership level is not attained by the end of the initial five-year period following their designation as a named executive officer (or at any time thereafter), they will be required to retain an amount equal to 100% of the net shares received as the result of the exercise, vesting, or payment of any equity awards granted to them, until the applicable guideline level is achieved. As of December 31, 2025, all Named Executive Officers were either in compliance with the share ownership guidelines or within the initial five-year period afforded, following their designation as a named executive officer, to achieve the guideline level.

Culture and Compensation Committee Report

The members of the Company's Culture and Compensation Committee hereby state:

We have reviewed and discussed the Compensation Discussion & Analysis contained in this Proxy Statement with NeoGenomics' management and based on such review and discussions, we have recommended to the Board that the Compensation Discussion & Analysis be included in this Proxy Statement.

MEMBERS OF THE CULTURE AND COMPENSATION COMMITTEE

David Perez, Chair

Dr. Neil Gunn

Michael Kelly

Lynn Tetrault

Executive Compensation Tables

Summary Compensation Table

The following table sets forth information regarding the compensation awarded to, earned by, or paid, to our Named Executive Officers during the fiscal years ended December 31, 2025, 2024, and 2023 (or shorter period of employment, as applicable). The compensation Mr. Zook received in his capacity as an independent director prior to being appointed our Chief Executive Officer is reported in the Independent Director Compensation Tables above.

Name and Principal Position	Year	Salary (\$)	Bonus ⁽¹⁾ (\$)	Stock Award ⁽²⁾ (\$)	Option Award ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽³⁾ (\$)	All Other Compensation ⁽⁴⁾ (\$)	Total (\$)
Tony Zook Director and Chief Executive Officer	2025	601,539	—	3,999,997	3,998,235	513,400	13,921	9,127,092
	2024	—	—	—	—	—	—	—
	2023	—	—	—	—	—	—	—
Christopher Smith Former Director and Former Chief Executive Officer	2025	310,962	—	3,350,004	—	155,754	229,217	4,045,937
	2024	1,036,539	—	5,870,784	2,826,614	1,590,750	13,800	11,338,487
	2023	1,000,000	—	5,986,768	2,816,870	1,850,000	12,308	11,665,946
Jeffrey Sherman Chief Financial Officer	2025	603,731	50,000	2,250,000	1,499,697	264,000	14,000	4,681,428
	2024	540,346	—	1,588,566	764,486	575,211	13,800	3,482,409
	2023	525,000	—	1,619,944	762,214	627,000	13,200	3,547,358
Warren Stone Chief Commercial Officer	2025	630,069	400,000	2,249,994	1,499,767	275,000	14,000	5,068,830
	2024	562,516	—	1,381,166	665,274	561,730	13,800	3,184,486
	2023	525,000	—	1,030,398	563,383	546,800	343,669	3,009,250
Alicia Olivo Executive Vice President, General Counsel and Business Development	2025	522,500	75,000	1,499,997	749,848	196,000	6,654	3,049,999
	2024	512,672	—	863,357	415,255	431,775	13,800	2,236,859
	2023	—	—	—	—	—	—	—
Gary Passman Chief Culture Officer	2025	447,962	75,000	1,124,995	624,876	164,000	6,362	2,443,195
	2024	—	—	—	—	—	—	—
	2023	—	—	—	—	—	—	—
Melody Harris Former Chief Operations Officer and Former President, Oncology Data Solutions	2025	269,231	152,329	1,666,652	912,848	—	691,385	3,692,445
	2024	559,975	—	1,208,572	582,430	510,600	13,800	2,875,377
	2023	525,000	—	1,880,389	1,413,551	532,700	342,585	4,694,225

(1) Amounts shown for 2025 consist of a one-time retention bonus for Mr. Stone and on-time recognition awards for Mr. Sherman, Ms. Olivo and Mr. Passman.

(2) For 2025, the amounts shown represent the grant date fair value of the RSUs and premium-priced stock options granted to our Named Executive Officers. The amounts shown disregard the impact of estimated forfeitures related to service-based vesting conditions. The grant date fair value of the RSUs is equal to the closing price of our common stock on the day prior to grant date. Each premium-priced stock option was granted at an exercise price equal to 110% of the closing price of our common stock on the day prior to the grant date.

See Item 8, Note 2. Summary of Significant Accounting Policies, to our Consolidated Financial Statements of our Annual Report on Form 10-K as filed with the SEC on February 17, 2026, for a description of the valuation methodology of the RSU and option awards

Amounts for Ms. Harris include the accounting charge associated with the acceleration of certain of her unvested stock option awards, as approved by the Culture and Compensation Committee in connection with the termination of her employment.

(3) Amounts shown consist of awards based on performance under our AIP-E for each respective year.

- (4) Perquisites and other personal benefits for a Named Executive Officer are excluded if the total value of all such perquisites and personal benefits is less than \$10,000. The table below shows the components of the All Other Compensation column shown above for 2025:

Named Executive Officer	Severance ^(a) (\$)	Retirement Plan Company Contribution ^(b) (\$)	Other (\$)	Total All Other Compensation (\$)
Tony Zook	—	—	13,921 (c)	13,921
Christopher Smith	—	14,000	215,217 (d)	229,217
Jeffrey Sherman	—	14,000	—	14,000
Warren Stone	—	14,000	—	14,000
Alicia Olivo	—	6,654	—	6,654
Gary Passman	—	6,362	—	6,362
Melody Harris	677,385	14,000	—	691,385

(a) The amounts in this column represent payments to Ms. Harris for severance benefits pursuant to her separation agreement.

(b) The amounts in this column, represent our matching contributions allocated to each of the Named Executive Officers who participated in the Company's 401(k) retirement savings plan in 2025. All such matching contributions were fully vested upon contribution.

(c) The amounts in this column represent the cash value of the President's Club award, an awards trip for our top-performing sales team members, to Mr. Zook given his attendance and support.

(d) The amounts in this column that reflect the fees that Mr. Smith receives pursuant to his Special Advisor Agreement with the Company that became effective following his retirement.

Grants of Plan-Based Awards

The following table shows information regarding grants of non-equity and equity awards that we made during the fiscal year ended December 31, 2025, to each of our Named Executive Officers:

Named Executive Officer	Equity Incentive Plan Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan ⁽¹⁾ (\$)			All Other Stock Awards: Number of Shares of Stock or Units (#)	Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price per Share of Option Awards (\$)	Grant Date Fair Value of Stock and Option Awards ⁽²⁾ (\$)
		Threshold	Target	Maximum				
Tony Zook Director and Chief Executive Officer	4/01/25	—	850,000	1,700,000	421,496	—	—	3,999,997
	4/01/25	—	—	—	—	729,927	10.44	3,998,235
Christopher Smith Former Director and Former Chief Executive Officer	4/01/25	—	1,050,000	2,100,000	265,452	—	—	3,350,004
	1/14/25	—	437,500	612,500	59,382	—	—	749,995
Jeffrey Sherman Chief Financial Officer	2/21/25	—	—	—	126,476	—	—	1,500,005
	2/21/25	—	—	—	—	214,900	13.05	1,499,697
Warren Stone Chief Commercial Officer ⁽³⁾	1/14/25	—	455,000	637,000	59,382	—	—	749,995
	4/01/25	—	—	—	84,317	—	—	1,000,000
	4/01/25	—	—	—	52,687	—	—	499,999
	4/01/25	—	—	—	—	94,518	10.44	499,973
	4/01/25	—	—	—	—	143,266	13.05	999,794
Alicia Olivo Executive Vice President, General Counsel and Business Development	1/14/25	—	324,000	388,800	59,382	—	—	749,995
	2/21/25	—	—	—	63,238	—	—	750,003
	2/21/25	—	—	—	—	107,450	13.05	749,848
Gary Passman Chief Culture Officer	1/14/25	—	271,200	325,440	39,588	—	—	499,996
	2/21/25	—	—	—	52,698	—	—	624,998
	2/21/25	—	—	—	—	89,542	13.05	624,876
Melody Harris Former Chief Operations Officer and President, Oncology Data Solutions	6/01/25	—	—	—	134,034	—	—	1,666,652
	6/01/25	—	—	—	—	132,162	⁽⁴⁾	912,848

(1) Reflects the target and maximum bonus amounts under the AIP-E awarded to our Named Executive Officers during fiscal year 2025. The actual amount earned is reflected in the Summary Compensation Table above in the "Non-Equity Incentive Plan Compensation" column. Ms. Harris did not earn a bonus for fiscal year 2025 as a result of her termination of employment

(2) Represents the grant date fair value of RSUs and stock options calculated in accordance with FASB ASC Topic 718. Information regarding the assumptions used in the valuation of option awards can be found in footnote (2) to the Summary Compensation Table above.

(3) Mr. Stone was granted awards on February 21, 2025 which were subsequently modified on April 1, 2025. The amounts reported reflect the grant date fair value of the awards, computed in accordance with FASB ASC Topic 718, including the incremental fair value resulting from the modification.

(4) Reflects the accounting charge associated with the acceleration of certain of Ms. Harris' unvested stock option awards, as approved by the Culture and Compensation Committee in connection with the termination of her employment.

Narrative Disclosure to the Summary Compensation Table and the Grants of Plan Awards Table

Each of our currently employed Named Executive Officers is a party to an employment agreement with the Company. The date of each employment agreement aligns with the start of the executive's service to the Company. The severance payments and benefits to which each of our currently employed Named Executive Officers is entitled under the agreements currently in effect are described under the "Employment Agreements and Potential Payments Upon Termination or Change in Control" section of this Proxy Statement. The severance payments and benefits paid or to be paid pursuant to Mr. Smith's and Ms. Harris's separation agreements are described under the section "Timing of Potential Payments Upon Termination or Change in Control" section of this Proxy Statement.

Mr. Zook's employment agreement was entered into on April 1, 2025 and, pursuant to such agreement, Mr. Zook is entitled to a base salary and a target annual incentive bonus. At the end of 2025, Mr. Zook's base salary was \$850,000 and his target annual incentive bonus was equal to 100% of his base pay. Mr. Zook is eligible to participate in our employee benefit plans. The terms of the equity grant that Mr. Zook received in connection with his commencement of employment are described in the CD&A under the section "Overview and Philosophy - Mr. Zook's Compensation Arrangements."

Mr. Sherman's employment agreement was entered into effective December 7, 2022 and, pursuant to such agreement, Mr. Sherman is entitled to a base salary and a target annual incentive bonus, each of which has subsequently increased. Mr. Sherman is also eligible to participate in our employee benefit plans. As described above, in 2025, Mr. Sherman received a retention offer from the Culture and Compensation Committee under which, if Mr. Sherman retires on or after April 1, 2026, the Company will offer him an advisory role for a period of 24 months following his retirement. If Mr. Sherman accepts this advisory role and serves for the full 24-month period, the Company will extend the exercise period for his non-qualified stock options by an additional 12 months beyond the conclusion of his advisory term.

Mr. Stone's employment agreement was entered into as of November 21, 2022 and amended effective April 29, 2024, and pursuant to such agreement, he was entitled to a minimum base salary and a target annual incentive bonus, each of which has subsequently increased. Mr. Stone is also eligible to participate in our employee benefit plans.

Ms. Olivo's employment agreement was entered into as of August 10, 2022 and amended effective January 1, 2024, and pursuant to such amended agreement, she is entitled to a base salary of \$475,000, which has subsequently increased, and a target annual incentive bonus equal to 60% of her base salary. Ms. Olivo is also eligible to participate in our employee benefit plans.

Mr. Passman's employment agreement was entered into effective January 31, 2023, as amended, and pursuant to such amended agreement, he was entitled to a base salary and a target annual incentive bonus, each of which has subsequently increased. Mr. Passman is also eligible to participate in our employee benefit plans.

Outstanding Equity Awards at Fiscal Year-End Table

The following table sets forth information with respect to outstanding equity awards held by our Named Executive Officers as of December 31, 2025:

Name and Principal Position	Grant Date	Option Awards					Stock Awards				
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares or Units of Stock that have not Vested ⁽¹⁾ (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
Tony Zook Director and Chief Executive Officer	8/10/23	8,353	—	—	14.82	8/10/33	—	—	—	—	
	6/01/24	8,672	—	—	13.71	6/01/34	—	—	—	—	
	4/01/25	—	729,927 ⁽⁷⁾	—	10.44	4/01/35	421,496	4,956,793 ⁽⁸⁾	—	—	
Christopher Smith Former Director and Former Chief Executive Officer	8/15/22	520,833	173,611 ⁽²⁾	—	12.62	8/15/29	84,192	990,098 ⁽³⁾	—	—	
	5/11/23	179,894	89,947 ⁽⁷⁾	—	19.65	5/11/30	48,064	565,233 ⁽⁸⁾	144,190	1,695,674 ⁽¹⁰⁾	
	2/23/24	98,006	189,934 ⁽⁷⁾	—	16.45	2/23/34	114,826	1,350,354 ⁽⁸⁾	86,120	1,012,771 ⁽¹⁰⁾	
	2/23/24	—	—	—	—	—	—	—	86,120	1,012,771 ⁽¹¹⁾	
Jeffrey Sherman Chief Financial Officer	12/05/22	186,876	62,293 ⁽²⁾	—	11.62	12/05/29	11,151	131,136 ⁽³⁾	22,302	262,272 ⁽⁹⁾	
	5/11/23	48,677	24,339 ⁽⁷⁾	—	19.65	5/11/30	13,006	152,951 ⁽⁸⁾	39,016	458,828 ⁽¹⁰⁾	
	2/23/24	27,997	49,916 ⁽⁷⁾	—	16.45	2/23/34	31,071	365,395 ⁽⁸⁾	23,303	274,043 ⁽¹⁰⁾	
	2/23/24	—	—	—	—	—	—	—	23,303	274,043 ⁽¹¹⁾	
	1/14/25	—	—	—	—	—	59,382	698,332 ⁽¹²⁾	—	—	
2/21/25	—	214,900 ⁽⁷⁾	—	13.05	2/21/35	126,476	1,487,358 ⁽⁸⁾	—	—		
Warren Stone Chief Commercial Officer	12/01/22	124,584	41,529 ⁽²⁾	—	11.21	12/01/29	22,302	262,272 ⁽³⁾	—	—	
	5/11/23	35,979	17,990 ⁽⁷⁾	—	19.65	5/11/30	9,613	113,049 ⁽⁸⁾	21,204	249,359 ⁽¹⁰⁾	
	2/23/24	16,140	26,204 ⁽⁷⁾	—	16.45	2/23/34	16,886	198,579 ⁽⁸⁾	12,665	148,940 ⁽¹⁰⁾	
	2/23/24	—	—	—	—	—	—	—	12,665	148,940 ⁽¹¹⁾	
	5/02/24	9,992	19,984 ⁽⁷⁾	—	13.96	5/02/34	11,939	140,403 ⁽⁸⁾	8,954	105,299 ⁽¹⁰⁾	
	5/02/24	—	—	—	—	—	—	—	8,954	105,299 ⁽¹¹⁾	
	1/14/25	—	—	—	—	—	59,382	698,332 ⁽¹²⁾	—	—	
4/01/25	—	143,266 ⁽¹³⁾	—	13.05	2/21/35	84,317	991,568 ⁽¹⁴⁾	—	—		
4/01/25	—	94,518 ⁽¹⁵⁾	—	10.44	4/01/35	52,687	619,599 ⁽¹⁶⁾	—	—		
Alicia Olivo Executive Vice President, General Counsel and Business Development	9/30/19	1,046	—	—	19.12	9/30/26	—	—	—	—	
	5/01/20	1,024	—	—	27.34	5/01/27	—	—	—	—	
	5/01/21	516	—	—	48.99	5/01/28	—	—	—	—	
	8/01/21	1,117	—	—	46.10	8/01/28	—	—	—	—	
	5/01/22	16,666	5,556 ⁽²⁾	—	9.45	5/01/29	2,646	31,117 ⁽³⁾	—	—	
	9/01/22	32,522	13,833 ⁽²⁾	—	10.05	9/01/29	6,841	80,450 ⁽³⁾	—	—	
	5/11/23	24,338	12,170 ⁽⁷⁾	—	19.65	5/11/30	6,503	76,475 ⁽⁸⁾	19,508	229,414 ⁽¹⁰⁾	
	2/23/24	16,140	26,204 ⁽⁷⁾	—	16.45	2/23/34	16,886	198,579 ⁽⁸⁾	12,665	148,940 ⁽¹⁰⁾	
	2/23/24	—	—	—	—	—	—	—	12,665	148,940 ⁽¹¹⁾	
1/14/25	—	—	—	—	—	59,382	698,332 ⁽¹²⁾	—	—		
2/21/25	—	107,450 ⁽⁷⁾	—	13.05	2/21/35	63,238	743,679 ⁽⁸⁾	—	—		

Name and Principal Position	Grant Date	Option Awards					Stock Awards				
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares or Units of Stock that have not Vested ⁽¹⁾ (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
Gary Passman Chief Culture Officer	2/07/23	30,587	30,588 ⁽²⁾	—	11.74	2/07/30	15,972	187,831 ⁽³⁾	—	—	
	5/11/23	—	—	—	—	—	—	—	12,723	149,622 ⁽¹⁰⁾	
	2/23/24	12,985	25,972 ⁽⁷⁾	—	16.45	2/23/34	15,536	182,703 ⁽⁸⁾	11,651	137,016 ⁽¹⁰⁾	
	2/23/24	—	—	—	—	—	—	—	11,651	137,016 ⁽¹¹⁾	
	1/14/25	—	—	—	—	—	39,588	465,555 ⁽¹²⁾	—	—	
	2/21/25	—	89,542 ⁽⁷⁾	—	13.05	2/21/35	52,698	619,728 ⁽⁸⁾	—	—	
Melody Harris Former Chief Operations Officer and President, Oncology Data Solutions	1/01/23	100,806	—	—	9.24	6/01/26	—	—	—	—	
	5/11/23	26,455	—	—	19.65	6/01/26	—	—	—	—	
	2/23/24	14,114	—	—	16.45	6/01/26	—	—	—	—	
	5/02/24	6,661	—	—	13.96	6/01/26	—	—	—	—	
	6/01/25	14,115	—	—	16.45	6/01/26	—	—	—	—	
	6/01/25	50,403	—	—	9.24	6/01/26	—	—	—	—	
	6/01/25	47,755	—	—	13.05	6/01/26	—	—	—	—	
	6/01/25	6,661	—	—	13.96	6/01/26	—	—	—	—	
6/01/25	13,228	—	—	19.65	6/01/26	—	—	—	—		

(1) Market value based on the closing stock price of \$11.76 at December 31, 2025.

(2) Option awards vest ratably over four years commencing one year after date of grant.

(3) Restricted stock awards vest ratably over four years commencing one year after date of grant.

(4) Option awards vest ratably over two years commencing one year after date of grant.

(5) Restricted stock awards vest ratably over two years commencing one year after date of grant.

(6) Restricted stock awards vest on the fourth anniversary of the date of grant.

(7) Option awards vest ratably over three years commencing one year after date of grant.

(8) Restricted stock awards vest ratably over three years commencing one year after date of grant.

(9) Performance-based restricted stock awards vest based on the Absolute TSR Goal in the 12-month period commenced December 7, 2022 and ended on December 6, 2023. As this market condition has been met, this portion of the award vest in four equal annual installments beginning December 7, 2023, subject to Mr. Sherman's continued employment through each applicable vesting date.

(10) Performance-based restricted stock awards will vest based on the achievement of a total stockholder return ("TSR") performance target, measured on the first, second and third anniversaries of the date of grant. If the TSR performance target is achieved, the awards will vest at the end of the three-year requisite service period subject to the Named Executive Officer's continued employment through the vesting date.

(11) Performance-based restricted stock awards will vest based on the achievement of the revenue performance target at the end of the performance period, which is the three-fiscal-year period beginning January 1, 2024 and ending December 31, 2026. The number of shares vested is based on the achievement of the cumulative fiscal year revenue goal, subject to the Named Executive Officer's continued employment through the vesting date.

(12) Restricted stock awards vest on January 13, 2026.

(13) Mr. Stone was granted option awards on February 21, 2025 which were subsequently modified on April 1, 2025 to vest on the 12-month, 18-month, and 24-month anniversaries of the original grant date.

(14) Mr. Stone was granted restricted stock units on February 21, 2025 which were subsequently modified on April 1, 2025 to vest on the 12-month, 18-month, and 24-month anniversaries of the original grant date.

(15) Option awards vest ratably on the 12-month, 18-month, and 24-month anniversaries of the grant date.

(16) Restricted stock awards vest ratably on the 12-month, 18-month, and 24-month anniversaries of the grant date.

Options Exercised and Stock Vested

The following table shows the options exercised by our Named Executive Officers and the restricted stock and RSUs that vested for each Named Executive Officer during fiscal 2025:

Name Executive Officer	Option Awards ⁽¹⁾		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Tony Zook	—	—	12,254 (3)	89,209
Christopher Smith	—	—	455,120 (3)	4,065,321
Jeffrey Sherman	—	—	61,993 (3)	675,219
Warren Stone	—	—	46,327 (3)	484,291
Alicia Olivo	8,977	17,505	24,514 (3)	223,471
Gary Passman	—	—	15,752 (3)	193,931
Melody Harris	—	—	138,013 (3)	1,601,153

(1) The value of options realized on exercise is the difference between the closing price of our common stock on the exercise date and the exercise price, multiplied by the number of shares acquired on exercise.

(2) The value of stock realized on the vesting of restricted stock and RSUs is the product of the number of shares or units, as applicable that vested and the closing price of our common stock on the vesting date.

(3) Shares were withheld to cover tax withholding obligations in connection with the vesting of these awards. The number of shares reported represents the gross number before the withholding of such shares.

Employment Agreements and Potential Payments Upon Termination or Change in Control

The Company is a party to an employment agreement with each of its currently employed Named Executive Officers that contains provisions for payment of severance upon termination of employment by either the Company without cause or the executive for good reason, or terminations occurring during a change of control period. General terms under these arrangements for each of our Named Executive Officers are described below. Mr. Smith did not receive severance payments in connection with his retirement. Please see the CD&A section "Overview and Philosophy - Mr. Smith's Transition Arrangement" above for a description of his post-employment Special Advisor Agreement. In connection with her termination of employment, Ms. Harris received total severance benefits equal to \$677,385, which reflected payment of salary continuation, target bonus and benefits continuation coverage, and the acceleration of certain of her unvested options as described in the CD&A under the section "Overview and Philosophy - Executive Team Retention", which resulted in an accounting charge no additional incremental compensation cost.

Potential Payments Upon Termination

In the event of termination of an executive's employment by either the Company without cause or the executive for good reason, under their employment and service agreements, the Company will provide the following in addition to final compensation:

- an amount equal to one time the executive's annual base salary,
- an amount equal to the executive's target bonus,
- reimbursement of COBRA premiums for up to 12 months following the executive's termination, and
- accelerated vesting of time-based equity awards outstanding at the time of the executive's termination that would have continued to vest for the following 12 months.

The following table presents estimated amounts that would be payable or provided to the below currently employed Named Executive Officers if employment were terminated by either the Company without cause or the executive for good reason at December 31, 2025:

Named Executive Officer	Benefits and Payments Upon Termination		
	Base Salary (\$)	Target Bonus (\$)	Benefits ⁽¹⁾ (\$)
Tony Zook	850,000	850,000	22,305
Jeffrey Sherman	625,000	437,500	29,272
Warren Stone	650,000	455,000	20,213
Alicia Olivo	540,000	324,000	29,272
Gary Passman	452,000	271,200	29,272

(1) Represents the estimated incremental cost to the Company for continuation of health care benefits for 12 months. Amounts vary based on elected coverage options for each executive.

The following table presents accelerated vesting for certain equity awards outstanding at the time of the executive's termination for each currently employed Named Executive Officer, if employment was terminated by either the Company without cause or the executive for good reason at December 31, 2025:

Named Executive Officer	Vesting Upon Termination			
	Unvested Option Awards (#)	Option Awards Estimated Benefit ⁽¹⁾ (\$)	Unvested Stock Awards (#)	Stock Awards Estimated Benefit ⁽¹⁾ (\$)
Tony Zook	243,309	321,168	140,498	1,652,256
Jeffrey Sherman	186,262	8,721	163,534	1,923,160
Warren Stone	291,929	106,017	225,149	2,647,752
Alicia Olivo	83,516	36,489	104,894	1,233,553
Gary Passman	58,127	306	72,908	857,398

(1) Estimated benefit based on the closing stock price of \$11.76 at December 31, 2025.

Potential Payments Upon Change in Control

In the event of termination of employment during the three-month period prior to or the twenty-four-month period following a change in control ("Change in Control Period"), the general terms of these arrangements are as follows:

In the event of termination of an executive's employment by either the Company without cause or the executive for good reason during a Change in Control Period, the Company will provide the following in addition to final compensation:

- an amount equal to the executive's base salary times two;
- an amount equal to the executive's target bonus;
- reimbursement of COBRA premiums for up to 12 months following the executive's termination;
- accelerated vesting of all unvested equity awards outstanding at the time of the executive's termination;

The following table presents estimated amounts that would be payable or provided to the currently employed Named Executive Officers if employment was terminated due to a change in control at December 31, 2025:

Named Executive Officer	Benefits and Payments Due to Change in Control		
	Base Salary (\$)	Target Bonus (\$)	Benefits (\$) ⁽¹⁾
Tony Zook	1,700,000	850,000	22,305
Jeffrey Sherman	1,250,000	437,500	29,272
Warren Stone	1,300,000	455,000	20,213
Alicia Olivo	1,080,000	324,000	29,272
Gary Passman	904,000	271,200	29,272

(1) Represents the estimated incremental cost to the Company for continuation of health care benefits for 12 months. Amounts vary based on elected coverage options for each executive.

The following table presents accelerated vesting for certain equity awards outstanding to the currently employed Named Executive Officers if employment was terminated due to a change in control on December 31, 2025:

Named Executive Officer	Vesting Due to Change in Control			
	Unvested Option Awards (#)	Option Awards Estimated Benefit ⁽¹⁾ (\$)	Unvested Stock Awards (#)	Stock Awards Estimated Benefit ⁽¹⁾ (\$)
Tony Zook	729,927	963,504	421,496	4,956,793
Jeffrey Sherman	351,448	8,721	286,691	3,371,486
Warren Stone	486,757	147,605	363,062	4,269,609
Alicia Olivo	165,213	36,489	168,161	1,977,573
Gary Passman	146,102	612	135,445	1,592,833

(1) Estimated benefit based on the closing stock price of \$11.76 at December 31, 2025.

Timing of Potential Payments Upon Termination or Change in Control

The timing of severance payments is subject to certain terms and conditions contained within each Named Executive Officer's agreement. For a complete description of these terms and conditions please refer to Exhibit 10.2, Form of Executive Employment Agreement between NeoGenomics, Inc. and each of its executive officers, as incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Chief Executive Officer Pay Ratio

The following table sets forth the pay ratio of NeoGenomics' Chief Executive Officer, Tony Zook, to that of NeoGenomics' approximate median employee total compensation for the year ended December 31, 2025.

Chief Executive Officer total compensation in 2025	\$	9,375,553
Median employee approximate total compensation in 2025	\$	101,144
Ratio of Chief Executive Officer compensation to median employee total compensation		93:1

To determine the median employee compensation, we analyzed all of NeoGenomics' employees, excluding the Chief Executive Officer, including all active full-time, part-time, and per diem employees. We annualized wages and salaries for employees that were not employed for the full year. We used annualized total gross salary, wages, and other compensation, which—depending on the individual—could include items such as commissions, bonuses, overtime pay, and shift differentials as the consistently applied compensation measure to determine the median employee. It is important to note that the timing of bonus payments under the Performance Incentive Plan has been adjusted. For the fiscal year 2025, half of the Performance Incentive Plan bonus was paid during the year, representing half of the target amount. The remaining half, along with adjustments based on Company performance, will be paid in the subsequent fiscal year. The compensation measure excluded the following pay elements: (i) grant date fair value of any stock awards granted; (ii) Company-paid 401(k) match; and (iii) basic life and AD&D insurance premiums. Once we identified the median employee for purposes of the pay ratio above, we calculated total compensation in the same manner as we calculated the compensation of our Named Executive Officers under Item 402 of Regulation S-K.

With respect to the annual total compensation of our Chief Executive Officer, we included the amount reported for Mr. Zook in the "Total" column for 2025 in the Summary Compensation Table included in this proxy statement. For CEO Pay Ratio purposes, we annualized Mr. Zook's base salary. Mr. Zook's annualized base salary was \$850,000, treating it as if he had served as CEO for the entire 2025 fiscal year. No other forms of compensation were annualized.

Consistent with Item 402(u) of Regulation S-K, we may identify our median employee for purposes of providing pay ratio disclosure once every three years and calculate and disclose total compensation for that employee each year; provided that, during the last completed fiscal year, there has been no change in the employee population or employee compensation arrangements that we reasonably believe would result in a significant change to the prior year's CEO pay ratio disclosure. We reviewed changes in our employee population and employee compensatory arrangements and determined that updates were warranted for the 2025 CEO pay ratio disclosure. Accordingly, we identified a new median employee for 2025 using December 31, 2025 as our determination date.

The pay ratio reported above is a reasonable estimate calculated in a manner consistent with SEC rules based on our internal records and the methodology described above. The SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee's total annual compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. Therefore, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates, and assumptions in calculating their own pay ratios.

2025 Pay Versus Performance Table And Supporting Narrative

The following table and supporting narrative contain information regarding “compensation actually paid” to our named executive officers and the relationship to company performance:

Year	Summary Compensation Table Total for PEO (\$) ⁽¹⁾	Compensation Actually Paid to PEO (\$) ⁽¹⁾	Summary Compensation Table Total for PEO # 2 (\$) ⁽²⁾	Compensation Actually Paid to PEO #2 (\$) ⁽²⁾	Summary Compensation Table Total for PEO #3 (\$) ⁽³⁾	Compensation Actually Paid to PEO #3 (\$) ⁽³⁾	Summary Compensation Table Total for PEO #4 (\$) ⁽⁴⁾	Compensation Actually Paid to PEO #4 (\$) ⁽⁴⁾	Summary Compensation Table Total for PEO #5 (\$) ⁽⁵⁾	Compensation Actually Paid to PEO #5 (\$) ⁽⁵⁾
2025	9,141,012	11,903,799	4,045,936	(10,930,010)	Not a PEO	Not a PEO	Not a PEO	Not a PEO	Not a PEO	Not a PEO
2024	Not a PEO	Not a PEO	11,338,487	10,319,372	Not a PEO	Not a PEO	Not a PEO	Not a PEO	Not a PEO	Not a PEO
2023	Not a PEO	Not a PEO	11,665,946	16,407,815	Not a PEO	Not a PEO	Not a PEO	Not a PEO	Not a PEO	Not a PEO
2022	Not a PEO	Not a PEO	14,798,522	11,330,664	2,071,184	1,951,681	7,695,856	(3,624,626)	Not a PEO	Not a PEO
2021	Not a PEO	Not a PEO	Not a PEO	Not a PEO	Not a PEO	Not a PEO	11,479,855	9,094,405	7,227,002	(3,903,431)

Year	Average Summary Compensation Table Total for Non-PEO Named Executive Officers (\$) ⁽⁶⁾	Average Compensation Actually Paid to Non-PEO Named Executive Officers (\$) ⁽⁶⁾	Value of Initial Fixed \$100 Investment Based On:		Net Income (\$ millions)	Company-selected measure (Adjusted EBITDA) (\$ millions) ⁽⁸⁾
			Total Stockholder Return (\$)	Peer Group Total Stockholder Return (\$) ⁽⁷⁾		
2025	3,812,179	1,571,210	22	125	(108)	43
2024	2,812,298	2,208,812	56	118	(79)	40
2023	3,405,652	5,080,784	55	119	(88)	3
2022	2,688,029	1,906,745	32	114	(144)	(48)
2021	4,041,472	2,553,526	117	126	(8)	(4)

(1) Reflects compensation for our Chief Executive Officer, Tony Zook, who has served as our Principal Executive Officer (“PEO”) since April 1, 2025.

(2) Reflects compensation for our Former Chief Executive Officer, Christopher Smith, who served as our PEO from August 15, 2022 through April 1, 2025.

(3) Reflects compensation for our Interim Chief Executive Officer, Lynn Tetrault, who served as our PEO from March 28, 2022 through August 14, 2022.

(4) Reflects compensation for our Former Chief Executive Officer, Mark Mallon, who served as our PEO from April 19, 2021 through March 27, 2022.

(5) Reflects compensation for our Former Chair of the Board and Chief Executive Officer, Douglas VanOort, who served as our PEO from January 1, 2021 through April 19, 2021.

(6) Reflects compensation for Kathryn McKenzie, George Cardoza, Halley Gilbert, Clive Morris in 2021, Jeffrey Sherman, William Bonello, Warren Stone, Vishal Sikri, Dr. Shashikant Kulkarni in 2022, Jeffrey Sherman, Warren Stone, Vishal Sikri, Melody Harris in 2023, Jeffrey Sherman, Warren Stone, Melody Harris, Alicia Olivo, and Vishal Sikri in 2024, and Jeffrey Sherman, Warren Stone, Melody Harris, Alicia Olivo, and Gary Passman in 2025.

(7) Peer Group used for Total Stockholder Return comparisons reflects the Nasdaq Biotechnology Index.

(8) We determined adjusted EBITDA, a non-GAAP measure, to be the most important financial performance measure used to link Company performance to Compensation Actually Paid (“CAP”) to our PEO and Non-PEO Named Executive Officers in the year 2025.

To calculate the CAP for our PEOs and other Named Executive Officers the following adjustments were made to Summary Compensation Table total compensation:

Deductions and Additions to Summary Compensation Table Total

Year	Summary Compensation Table Total (\$)	Deductions from Summary Compensation Table Total Pay (\$)	Additions to Summary Compensation Table Total Pay (\$)	Compensation Actually Paid (\$)
Chief Executive Officer serving as PEO - Tony Zook				
2025	9,141,012	(7,998,232)	10,761,019	11,903,799
Former Chief Executive Officer serving as PEO - Christopher Smith				
2025	4,045,936	(3,350,004)	(11,625,942)	(10,930,010)
Average for other Named Executive Officers indicated above				
2025	3,812,179	(2,815,735)	574,766	1,571,210

Detailed Equity Additions to Summary Compensation Table

Year	Addition of fair value at fiscal year (FY) end, of equity awards granted during the FY that remained outstanding (\$)	Addition of fair value at vesting date, of equity awards granted during the FY that vested during the FY (\$)	Addition of change in fair value at FY end versus prior FY end for awards granted in prior FY that remained outstanding (\$)	Addition of change in fair value at vesting date versus prior FY end for awards granted in prior FY that vested during the FY (\$)	Deduction of the fair value at the prior FY end for awards granted in prior FY that failed to meet their vesting conditions (\$)	Addition in respect of any dividends or other earnings paid during applicable FY prior to vesting date of underlying award (\$)	Total Equity Adjustments Reflect in Compensation Actually Paid (\$)
Chief Executive Officer serving as PEO - Tony Zook							
2025	10,934,895	—	—	(173,876)	—	—	10,761,019
Former Chief Executive Officer serving as PEO - Christopher Smith							
2025	—	2,519,139	(6,046,918)	(3,723,514)	(4,374,649)	—	(11,625,942)
Average for other Named Executive Officers indicated above							
2025	2,413,688	209,611	(953,267)	(509,104)	(586,162)	—	574,766

Measurement date equity fair values are calculated with assumptions derived on a basis consistent with those used for grant date fair value purposes. Restricted stock awards are valued based on the stock price on the relevant measurement date. Performance stock awards are adjusted to reflect an accrued payout factor consistent with assumptions used for ASC 718 purposes, and the stock price on the relevant measurement date. Stock options are valued using a Black-Scholes option valuation model as at the relevant measurement date, using assumptions consistent with those used for the grant date fair value purposes. See footnotes to Summary Compensation Table above for additional information on valuation methods.

Compensation Actually Paid Versus Company Performance

The following charts visually represent the relationships between CAP to our PEOs, and the average for our non-PEO Named Executive Officers and select NeoGenomics financial performance measures.



Tabular List of Company Performance Measures

The following table alphabetically lists the measures we believe are most important in linking compensation actually paid to company performance during 2025:

Adjusted EBITDA
Revenue

The two measures listed above are the only financial measures used in incentive plans linking performance to compensation actually paid for our Named Executive Officers

While NeoGenomics utilizes several performance measures to align executive compensation with our performance, all of those NeoGenomics measures are not presented in the Pay versus Performance table. Moreover, the Company generally seeks to incentivize long-term performance and therefore does not specifically align the Company's performance measures with compensation that is actually paid (as computed in accordance with Item 402(v) of Regulation S-K) for a particular year. Further details on these performance measures and how they feature in our compensation plans can be found in our Compensation Discussion & Analysis beginning on page [32](#).

Equity Compensation Plan Information

The following table provides information as of December 31, 2025, regarding the number of shares of Company common stock that may be issued under the Company's equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights (#)	Weighted average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (#)
Equity compensation plans approved by security holders:			
2023 Equity Incentive Plan ("2023 Plan") ⁽¹⁾	6,218,588	13.76	6,011,832
Employee Stock Purchase Plan ("ESPP") ⁽²⁾	—	N/A	531,534
Equity compensation plans not approved by security holders:			
Inducement Awards ⁽³⁾	943,613	12.36	—
Total	7,162,201		6,543,366

(1) Effective May 25, 2023, the Company adopted the NeoGenomics, Inc. Equity Incentive Plan (the "2023 Plan") as adopted by the Board of Directors on March 28, 2023, and approved by the Company's stockholders on May 25, 2023. The 2023 Plan replaced the NeoGenomics, Inc. Amended and Restated Equity Incentive Plan, as most recently amended and subsequently approved by the stockholders on May 25, 2017 (the "Prior Plan"). Additionally, effective May 25, 2023, any remaining unissued shares from the Prior Plan are available for the grant of new awards under the 2023 Plan. The maximum aggregate number of shares of the Company's common stock reserved and available for issuance increased to 29,600,000 under the 2023 Plan.

(2) The Company's Employee Stock Purchase Plan was amended, restate and subsequently approved by a majority of stockholders on June 6, 2013; and amended and subsequently approved by a majority of stockholders on May 25, 2017; amended and subsequently approved by a majority of stockholders again on June 1, 2018; and then amended and subsequently approved by a majority of stockholders again on June 22, 2022. The most recent amendment increased the maximum aggregate number of shares reserved and available for issuance under the Employee Stock Purchase Plan to 2,500,000.

(3) Mr. Christopher Smith was appointed CEO effective August 15, 2022. Mr. Jeffrey Sherman was appointed CFO effective December 5, 2022. In connection with these appointments, the Company entered into a Form of Stand-Alone Inducement Restricted Stock Agreement and a Form of Stand-Alone Inducement Stock Option Agreement with Mr. Smith, and subsequently with Mr. Sherman (together, the "2022 Inducement Agreements"). The maximum aggregate number of shares reserved and available for issuance under the 2022 Inducement Agreements is 1,679,641.

Currently the Company's 2023 Equity Incentive Plan, effective May 25, 2023, and the Company's ESPP, as amended most recently on June 2, 2022, are the only equity compensation plans in effect.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of March 23, 2026, with respect to the beneficial ownership of our common stock by:

- each person or group known by the Company to own beneficially more than five percent of the Company's outstanding common stock;
- each director and Named Executive Officer of the Company; and
- the directors and executive officers of the Company as a group.

Except as otherwise indicated, the named beneficial owner has sole voting and investment power with respect to all shares of common stock shown as being owned by him or her.

Name And Address Of Beneficial Owner ⁽¹⁾	Amount and Nature Of Beneficial Ownership ⁽¹⁾	Percent Of Class ⁽¹⁾ (%)
5% Shareholders		
BlackRock, Inc. ⁽²⁾	18,861,974	14.5 %
Brown Advisory Incorporated ⁽³⁾	9,536,307	7.3 %
First Light Asset Management, LLC ⁽⁴⁾	9,544,749	7.3 %
Greenhouse Funds LLLP ⁽⁵⁾	7,431,147	5.7 %
Millennium Management LLC ⁽⁶⁾	6,483,428	5.0 %
Directors and Named Executive Officers		
Lynn Tetrault	73,652	*
Dr. Neil Gunn	28,100	*
Marjorie Green	—	*
Jack Kenny	—	*
Stephen Kanovsky	52,344	*
Michael Kelly	44,009	*
David Perez	33,890	*
Felicia Williams	7,160	*
Tony Zook ⁽⁷⁾	440,773	*
Christopher Smith ⁽⁸⁾	885,072	*
Jeffrey Sherman ⁽⁹⁾	316,736	*
Warren Stone ⁽¹⁰⁾	240,346	*
Alicia Olivo ⁽¹¹⁾	117,453	*
Gary Passman	78,414	*
Melody Harris	181,333	*
Directors and executive officers as a group (13 persons) ⁽¹²⁾⁽¹³⁾	1,476,435	1.1 %

* Less than 1%

- (1) The number and percentage of shares beneficially owned are determined in accordance with Rule 13d-3 of the Exchange Act, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rule, beneficial ownership includes any shares over which the individual or entity has voting power or investment power and any shares of common stock that the individual has the right to acquire within 60 days of March 23, 2026, through the exercise of any stock option or other right. As of March 23, 2026, 130,143,833 shares of the Company's common stock were outstanding. The information in the table is based upon information supplied by executive officers and directors and Schedules 13G, and amendments thereto, filed with the SEC. The address of all of our executive officers and directors is in care of NeoGenomics, Inc. at 9490 NeoGenomics Way, Fort Myers, Florida 33912.
- (2) Represents shares of NeoGenomics common stock beneficially owned based entirely on a Schedule 13G filed on October 17, 2025, by BlackRock, Inc. In such filing, BlackRock, Inc. lists its address as 50 Hudson Yards, New York, NY 10001, and indicates that it has sole voting power with respect to 18,561,116 shares of our common stock and sole dispositive power with respect to 18,861,974 shares of our common stock.
- (3) Represents shares of NeoGenomics common stock beneficially owned based entirely on a Schedule 13G filed jointly on February 9, 2024, by Brown Advisory Incorporated, Brown Advisory LLC, and Brown Investment Advisory & Trust Company (collectively, "Brown Advisory") In such filing Brown Advisory lists its address as 901 South Bond Street, Suite #400, Baltimore, MD 21231, and indicates that it has sole voting power with respect to 8,248,003 shares of our common stock and sole dispositive power with respect to 9,536,307 shares of our common stock.
- (4) Represents shares of NeoGenomics common stock beneficially owned based entirely on a Schedule 13G/A filed on August 14, 2025, by First Light Asset Management, LLC. In such filing, First Light Asset Management, LLC lists its address as 3300 Edinborough Way, Suite 201, Edina, MN 55435, and indicates that it has shared voting power with respect to 9,544,749 shares of our common stock and shared dispositive power with respect to 9,544,749 shares of our common stock. Mr. Arens reports beneficial ownership of an aggregate 9,784,749 shares, reflecting shared voting and dispositive power over 9,684,749 shares. Mr. Arens also directly holds 100,000 shares in an individual capacity with sole voting power and 140,000 shares held in a joint account over which he shares control. First Light Asset Management, LLC acts as an investment adviser to certain persons holding separately managed accounts with First Light Asset Management, LLC, each of whom has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, those shares. First Light Asset Management, LLC may also be deemed to be the beneficial owner of these shares because it acts as an investment adviser to certain private funds. Mr. Arens may also be deemed to be the beneficial owner of these shares because he controls the First Light Asset Management, LLC in his position as managing member and majority owner of the First Light Asset Management, LLC.
- (5) Represents shares of NeoGenomics common stock beneficially owned based entirely on a Schedule 13G filed on August 13, 2025, by Greenhouse Funds LLLP. In such filing, Greenhouse Funds LLLP lists its address as 605 S. Eden St., Suite 250, Baltimore, MD 21231, and indicates that it has shared voting power with respect to 6,658,116 shares of our common stock and shared dispositive power with respect to 7,431,147 shares of our common stock. Greenhouse GP LLC and Mr. Milano report beneficial ownership of an aggregate 7,431,147 shares, reflecting shared voting power of and dispositive power over all such shares. All of the securities reported in the Schedule 13G are directly owned by advisory clients of Greenhouse Funds, LLLP. Greenhouse Funds LLLP is the relevant entity for which Greenhouse GP LLC and Joseph Milano may be considered control persons.
- (6) Represents shares of NeoGenomics common stock beneficially owned based entirely on a Schedule 13G filed on December 8, 2025, by Millennium Management LLC. In such filing, Millennium Management LLC lists its address as 399 Park Avenue, New York, NY 10022, and indicates that it has shared voting power with respect to 6,483,428 shares of our common stock and shared dispositive power with respect to 6,483,428 shares of our common stock. Millennium Group Management LLC and Mr. Englander report beneficial ownership of an aggregate 6,483,428 shares, reflecting shared voting and dispositive power over all such shares. The securities disclosed herein as potentially beneficially owned by Millennium Group Management LLC and Mr. Englander are held by entities subject to voting control and investment discretion by Millennium Management LLC and/or other investment managers that may be controlled by Millennium Group Management LLC (the managing member of Millennium Management LLC) and Mr. Englander (the sole voting trustee of the managing member of Millennium Group Management LLC). The foregoing should not be construed in and of itself as an admission by Millennium Group Management LLC or Mr. Englander as to beneficial ownership of the securities held by such entities.
- (7) Includes 383,807 shares of common stock that the individual has the right to acquire within 60 days of March 23, 2026.
- (8) Includes 138,011 shares of common stock that the individual has the right to acquire within 60 days of March 23, 2026.
- (9) Includes 96,727 shares of common stock that the individual has the right to acquire within 60 days of March 23, 2026.
- (10) Includes 92,632 shares of common stock that the individual has the right to acquire within 60 days of March 23, 2026.
- (11) Includes 24,229 shares of common stock that the individual has the right to acquire within 60 days of March 23, 2026.
- (12) Includes 618,926 shares of common stock that the individual has the right to acquire within 60 days of March 23, 2026.
- (13) Mr. Smith and Ms. Harris are excluded from the directors and executive officers as a group calculation, as they were not serving as executive officers as of the date of this table.

FUTURE STOCKHOLDER PROPOSALS

To submit a proposal for consideration for inclusion in the proxy statement for our 2027 Annual Meeting of Stockholders (the "2027 Annual Meeting") a stockholder must deliver written notice of the proposal to the Corporate Secretary at our corporate headquarters no later than December 7, 2026 (unless the date of the 2027 Annual Meeting is not within 30 days of May 21, 2027, in which case the proposal must be received no later than a reasonable period of time before we begin to print and send our proxy materials for our 2027 Annual Meeting). Such proposal must also comply with the requirements as to form and substance established by the SEC for such a proposal to be included in the Proxy Statement. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these and other applicable requirements.

In addition, a stockholder may nominate a person for election as director or present any other proposal at the 2027 Annual Meeting by complying with the requirements, as applicable, set forth in Sections 1.10 and 1.11 of our Bylaws and providing written notice of the nomination or proposal to the Corporate Secretary at our corporate headquarters. Our Corporate Secretary must receive the notice no later than 90 days nor earlier than 120 days prior to May 21, 2027 (or no later than February 20, 2027 and no earlier than January 21, 2027), the anniversary date of the 2026 Annual Meeting; provided, however, that in the event that the 2027 Annual Meeting is called for a date that is not within 30 days before or after May 21, 2027, notice by the stockholder in order to be timely must be received no later than the close of business on the 10th day following the day on which notice of the date of the 2027 Annual Meeting is mailed or public disclosure of the date of the 2027 Annual Meeting is made, whichever first occurs. The notice must be given in the manner and must include the information and representations required by our Bylaws, including a statement indicating whether such stockholder intends to solicit proxies in support of a director nominee other than the Company's nominees in accordance with Rule 14a-19 under the Exchange Act. Any stockholder that intends to solicit proxies in support of a director nominee other than the Company's nominees for the 2027 Annual Meeting must provide notice to the Corporate Secretary that sets forth the information required by Rule 14a-19 under the Exchange Act in accordance with and within the time period prescribed in the advance notice provisions of our Bylaws.

TRANSACTIONS WITH RELATED PERSONS

Corporate Policies as to Related Party Transactions

The Audit and Finance Committee is responsible for reviewing and approving related party transactions. Related party transactions are transactions that involve the Company's directors, executive officers, director nominees, 5% or more beneficial owners of the Company's common stock, immediate family members of these persons, or entities in which one of these persons has a direct or indirect material interest. Transactions that are reviewed as related party transactions by the Audit and Finance Committee are transactions that involve amounts exceeding \$120,000 and that would otherwise be required to be disclosed in our filings under SEC regulations and certain other similar transactions. Pursuant to the Company's Code of Business Conduct and Ethics, employees and directors have a duty to report any potential conflicts of interest to the appropriate level of management or legal counsel as appropriate in the circumstances. The Company evaluates these reports, along with responses to the Company's annual director and officer questionnaires, for any indication of possible related party transactions. If a transaction is deemed by the Company to be a related party transaction, the information regarding the transaction is reviewed and subject to approval by the Audit and Finance Committee. The Company makes efforts to ensure that any related party transaction is on substantially the same terms as those prevailing at the time for comparable arms' length transactions with other persons.

We are not aware of any related party transactions since the beginning of our last fiscal year that would require disclosure pursuant to Item 404 of Regulation S-K of the Exchange Act.

OTHER MATTERS

We know of no other matters to be submitted to the stockholders at the 2026 Annual Meeting. If any other matters properly come before the stockholders at the meeting, the persons named in the enclosed form of proxy will vote the shares they represent in their discretion.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2026 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 21, 2026

Form 10-K Annual Report to Stockholders

On February 17, 2026, the Company filed with the SEC its Annual Report on Form 10-K for the year ended December 31, 2025 (the "2025 Annual Report"), which we will make available to our stockholders along with this Proxy Statement. The 2025 Annual Report includes our audited financial statements for the year ended December 31, 2025, along with other financial information and management discussion, which we urge you to read carefully.

You can also obtain, free of charge, a copy of our 2025 Annual Report by:

- writing to:
NeoGenomics, Inc.
9490 NeoGenomics Way, Fort Myers, Florida 33912
Attention: Alicia Olivo, Corporate Secretary
- telephoning us at: (866) 776-5907

You can obtain a copy of our 2025 Annual Report and other periodic filings that we make with the SEC at www.neogenomics.com or from the SEC's EDGAR database at <http://www.sec.gov>.

2026 Annual Meeting Proxy Materials Results

Copies of this Proxy Statement and proxy materials ancillary hereto may be found on our website at www.neogenomics.com and at www.proxyvote.com. We intend to publish final results from the 2026 Annual Meeting in a Current Report on Form 8-K, which will be filed with the SEC within four business days of the 2026 Annual Meeting, or as amended thereafter. You may obtain a copy of this and other reports free of charge from the SEC's EDGAR database at <http://www.sec.gov>.

Delivery of Documents to Stockholders Sharing an Address

Only one copy of the Notice of Internet Availability and, if applicable, the proxy materials being delivered to two or more stockholders who share an address, unless the Company has received contrary instruction from one or more of such stockholders. Stockholders who participate in this "householding" procedure will continue to receive separate proxy cards. The Company will promptly deliver, upon written or oral request, a separate copy of the Notice of Internet Availability and, if applicable, the proxy materials to a stockholder at a shared address to which a single copy of these documents was delivered. If you would like to request a separate copy of the Notice of Internet Availability, and, if applicable, proxy materials for the 2026 Annual Meeting, or if, in the future, you would like to receive multiple copies of such documents (if you are currently receiving a single copy of these documents), or if you would like to receive only a single copy (if you are receiving multiple copies of these documents), please so instruct the Company, by writing to us at 9490 NeoGenomics Way, Fort Myers, Florida 33912, Attention: Alicia Olivo, Corporate Secretary, or calling (866) 776-5907.

QUESTIONS AND ANSWERS ABOUT THE 2026 ANNUAL MEETING

Q: When and where is the 2026 Annual Meeting?

A: The 2026 Annual Meeting will be held on Thursday, May 21, 2026, at 10:00 a.m., Eastern Time. The 2026 Annual Meeting will be a completely virtual meeting, which will be conducted via live webcast. The Company has designed the format of the Annual Meeting to ensure that stockholders are afforded the same rights and opportunities to participate as they would have at an in-person meeting, using online tools to ensure stockholder access and participation. You will be able to attend the 2026 Annual Meeting online and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/NEO2026 and entering your 16-digit control number included in your Notice of Internet Availability of Proxy Materials, on your proxy card or on the instructions that accompanied your proxy materials. If you lose your 16-digit control number, you may join the 2026 Annual Meeting as a "Guest" but you will not be able to vote, ask questions, or access the list of stockholders as of the close of business on March 23, 2026 (the "Record Date").

Q: Who is entitled to vote at the 2026 Annual Meeting?

A: Holders of NeoGenomics, Inc. common stock at the close of business on the Record Date for the 2026 Annual Meeting are entitled to receive notice of the 2026 Annual Meeting (the "Meeting Notice"), and to vote their shares at the 2026 Annual Meeting and any related adjournments or postponements. The Meeting Notice, Proxy Statement, and form of proxy were first made available to stockholders on or about April 6, 2026.

As of the close of business on the Record Date, there were 130,143,833 shares of our common stock outstanding, each entitled to one vote. We refer to the holders of shares of our common stock as "stockholders" throughout this Proxy Statement.

Q: Who can attend the 2026 Annual Meeting?

A: Admission to the 2026 Annual Meeting is limited to:

- stockholders as of the close of business on the Record Date;
- holders of valid proxies for the 2026 Annual Meeting; and
- our invited guests.

Q: What is the difference between a stockholder of record and a stockholder who holds stock in street name?

A: If your shares are registered in your name, as evidenced and recorded in the stock ledger maintained by the Company and our transfer agent, you are a stockholder of record. If your shares are held through a broker, bank or other nominee, these shares are held in street name.

If you are a stockholder of record and you have requested printed proxy materials, we have enclosed a proxy card for you to use for voting. If you hold our shares in street name through one or more banks, brokers, or other nominees, you will receive the Meeting Notice, together with voting instructions, from the third party or parties through which you hold your shares. If you requested printed proxy materials, your broker, bank, or other nominee has enclosed a voting instruction card for you to use in directing the broker, bank, or other nominee regarding how to vote your shares.

Q: What are the quorum requirements for the 2026 Annual Meeting?

A: The presence virtually or by proxy of persons entitled to vote a majority of shares of our outstanding common stock at the 2026 Annual Meeting constitutes a quorum. Your shares of our common stock will be counted as present at the 2026 Annual Meeting for purposes of determining whether there is a quorum if a proxy card has been properly submitted by you or on your behalf, or you vote virtually during the 2026 Annual Meeting. Abstaining votes and broker non-votes are counted for purposes of establishing a quorum.

Q: What matters will the stockholders vote on at the 2026 Annual Meeting?

A: The stockholders will vote on the following proposals:

- **Proposal 1 - Election of Directors.**
- **Proposal 2 - Advisory Vote on the Compensation Paid to our Named Executive Officers.**
- **Proposal 3 - Approval of the Second Amendment of the NeoGenomics, Inc. 2023 Equity Incentive Plan.**
- **Proposal 4 - Ratification of Appointment of Independent Registered Public Accounting Firm.**

We will also consider other business properly brought before the 2026 Annual Meeting.

Q: What vote is required to approve each proposal?

A: Provided a quorum is present, the following are the voting requirements for each proposal:

- **Proposal 1 - Election of Directors**
A director nominee will be elected if the number of votes cast by stockholders virtually or via proxy "for" the nominee exceeds the number of votes cast "against" that nominee. You may vote "for" or "against" or abstain from voting on each nominee. Abstentions and broker non-votes will have no effect on the outcome of Proposal 1.
- **Proposal 2 - Advisory Vote on the Compensation Paid to our Named Executive Officers**
Proposal 2 will be approved if a majority of the votes cast by stockholders virtually or via proxy with respect to this matter are cast in favor of the proposal. You may vote "for" or "against" or abstain from voting on Proposal 2. Because the proposal to approve the compensation paid to Named Executive Officers for the fiscal year ended December 31, 2025 is advisory, it will not be binding on us or the Board. However, our Culture and Compensation Committee intends to take into account the outcome of the vote when considering future executive compensation arrangements. Abstentions and broker non-votes will have no effect on the outcome of Proposal 2.
- **Proposal 3 - Approval of the Second Amendment of the NeoGenomics, Inc. 2023 Equity Incentive Plan**
Proposal 3 will be approved if a majority of the votes cast by stockholders virtually or via proxy with respect to this matter are cast in favor of the proposal. You may vote "for" or "against" or abstain from voting on Proposal 3. Abstentions and broker non-votes will have no effect on the outcome of Proposal 3.
- **Proposal 4 - Ratification of Appointment of Independent Registered Public Accounting Firm**
Proposal 4 will be approved if a majority of the votes cast by stockholders virtually or via proxy with respect to this matter are cast in favor of the proposal. You may vote "for" or "against" or abstain from voting on Proposal 4. Abstentions will have no effect on the outcome of Proposal 4. We do not expect broker non-votes in connection with Proposal 4.

Q: What are the Board's voting recommendations?

A: Our Board recommends that you vote your shares:

- **"FOR"** the election of the nine directors nominated by our Board, each to serve until the 2027 Annual Meeting of stockholders or until such director's successor shall have been duly elected and qualified;
- **"FOR"** the advisory approval of the compensation paid to our Named Executive Officers;
- **"FOR"** the approval of the Second Amendment of the NeoGenomics, Inc. 2023 Equity Incentive Plan; and
- **"FOR"** the ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the year ending December 31, 2026.

Q: How do I vote?

A: You may vote electronically at the meeting, by mail, or by Internet or telephone.

- *During the meeting.* To attend and participate in the 2026 Annual Meeting via live webcast, you will need the 16-digit control number included in your Notice and Access Card, on your proxy card or on the instructions that accompanied your proxy materials. If your shares are held in "street name," you should contact your bank or broker to obtain your 16-digit control number or otherwise vote through the bank or broker. If you lose your 16-digit control number, you may join the 2026 Annual Meeting as a "Guest" but you will not be able to vote, ask questions, or access the list of stockholders as of the Record Date.
- *By mail.* If you elected to receive printed proxy materials by mail, you may vote by signing and returning the proxy card provided. Please allow sufficient time for mailing if you decide to vote by mail.
- *By Internet or telephone.* If you are a registered holder and your shares are not held in "street name" with a broker, you may also vote over the internet at www.proxyvote.com or vote by telephone at 1-800-690-6903. Please see proxy card for voting instructions.

Q: How can I change or revoke my vote?

A: You may change your vote as follows:

- *Stockholders of record.* You may change or revoke your vote by submitting a written notice of revocation to NeoGenomics, Inc., 9490 NeoGenomics Way, Fort Myers, Florida 33912, Attention: Alicia Olivo, Corporate Secretary, by voting again by Internet or telephone at a later time, but before 11:59 P.M. Eastern Time on the day before the meeting, by mailing a properly signed proxy card with a later date that is received in advance of the meeting, or by attending the virtual Annual Meeting and voting during the Annual Meeting. For all methods of voting, the last vote cast will supersede all previous votes.
- *Beneficial owners of shares held in "street name."* You may change or revoke your voting instructions by following the specific directions provided to you by your bank or broker or other nominee.

Q: What if I do not specify a choice for a matter when returning a proxy?

A: Your proxy will be treated as follows:

- *Stockholders of record.* If you are a stockholder of record and you submit a vote without voting on each proposal when voting on the Internet or by telephone or if you sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares in the manner recommended by the Board on all matters presented in this Proxy Statement and as the proxy holders may determine in their discretion for any other matters properly presented for a vote at the meeting.
- *Beneficial owners of shares held in "street name."* If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is referred to as a "broker non-vote."

Q: What are abstentions?

A: An abstention represents the action by a stockholder to refrain from voting "for" or "against" a proposal.

Q: Which ballot measures are considered "routine" or "non-routine?"

A: The ratification of appointment of Independent Registered Public Accounting Firm ("Proposal 4") is considered to be a routine matter under applicable rules. Broker non-votes are not expected to occur on this proposal and will have no effect on the outcome of Proposal 4.

The election of directors ("Proposal 1"), the advisory vote on the compensation paid to our Named Executive Officers ("Proposal 2"), and the approval of the Second Amendment of the NeoGenomics, Inc. 2023 Equity Incentive Plan ("Proposal 3") are considered to be non-routine matters under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters and, therefore, there may be broker non-votes on Proposals 1, 2, and 3.

Q: Could other matters be decided at the 2026 Annual Meeting?

A: As of the date of the filing of this Proxy Statement, we were not aware of any matters to be raised at the 2026 Annual Meeting other than those referred to in this Proxy Statement. If other matters are properly presented at the 2026 Annual Meeting for consideration, the proxy holders for the 2026 Annual Meeting will have the discretion to vote on those matters for stockholders who have submitted a proxy card.

Q: Who is soliciting proxies and what is the cost?

A: We are making, and will bear all expenses incurred in connection with, the solicitation of proxies. Although we do not currently contemplate doing so, we may engage a proxy solicitation firm to assist us in soliciting proxies, and if we do so we will pay the fees of any such firm. In addition to solicitation by mail, our directors, officers, and employees may solicit proxies from stockholders by telephone, letter, electronic mail, facsimile, or virtually. Following the original mailing of the Meeting Notice, we will request brokers, custodians, nominees, and other record holders to forward their own notice and, upon request, to forward copies of the Proxy Statement and related soliciting materials to persons for whom they hold shares of our common stock and to request authority for the exercise of proxies. In such cases, upon the request of the record holders, we will reimburse such holders for their reasonable expenses.

Q: What should I do if I have questions regarding the 2026 Annual Meeting?

A: If you have any questions about the 2026 Annual Meeting or would like additional copies of any of the documents referred to in this Proxy Statement, please contact our Investor Relations department by phone at (239) 768-0600.

ANNEX A: NEOGENOMICS, INC. SECOND AMENDMENT OF THE NEOGENOMICS, INC. 2023 EQUITY INCENTIVE PLAN

This Second Amendment of the NeoGenomics, Inc. 2023 Equity Incentive Plan is made and adopted by NeoGenomics, Inc., a Nevada corporation (the "Company"), subject to approval by the stockholders of the Company.

WHEREAS, the Company maintains the NeoGenomics, Inc. 2023 Equity Incentive Plan (the "Plan").

WHEREAS, the Board of Directors of the Company (the "Board") may amend the Plan at any time, pursuant to and subject to Section 5.2 of the Plan, contingent on approval by stockholders of the Company, if stockholder approval is required by applicable securities exchange rules or applicable law.

WHEREAS, the Board, upon recommendation by its Culture and Compensation Committee, has determined that it is advisable and in the best interest of the Company and its stockholders to amend the Plan to increase the number of shares of common stock reserved for issuance under the Plan by 5,000,000 shares, increasing the Plan share reserve from 8,300,000 shares to 13,300,000 shares.

NOW, THEREFORE, the Plan is hereby amended as follows, subject to approval by the stockholders of the Company:

1. Section 4.1 of the Plan is amended in its entirety as follows:

4.1. Authorized Number of Shares

Subject to adjustment under **Section 16**, the total number of Shares authorized to be awarded under the Plan shall not exceed an aggregate share reserve of 13,300,000 shares. In addition, Shares underlying any outstanding award granted under a Prior Plan that, after the Effective Date, expires or is terminated, surrendered or forfeited for any reason without issuance of Shares shall be available for the grant of new Awards, provided that if any Shares are not delivered under any award granted under the Prior Plan because they were used to satisfy the exercise or purchase price or any applicable withholding obligation shall not be available for the grant of new Awards. As provided in **Section 1**, no new awards shall be granted under the Prior Plan after the Effective Date. Shares issued under the Plan shall consist in whole or in part of authorized but unissued Shares, treasury Shares or Shares purchased on the open market or otherwise, all as determined by the Company from time to time.

2. Except as expressly or by necessary implication amended hereby, the Plan shall remain in full force and effect.

ANNEX B: NEOGENOMICS, INC. Reconciliation of Non-GAAP Information

Definitions of Non-GAAP Financial Measures

Non-GAAP Adjusted EBITDA

"Adjusted EBITDA" is defined by NeoGenomics as net (loss) income from continuing operations before: (i) interest income, (ii) interest expense, (iii) tax (benefit) or expense, (iv) depreciation and amortization expense, (v) stock-based compensation expense, and, if applicable in a reporting period, (vi) CEO transition costs, (vii) acquisition and integration related expenses, (viii) restructuring charges, (ix) impairment charges, (x) intellectual property ("IP") litigation costs, and (xi) other significant or non-operating (income) or expenses, net.

Non-GAAP Adjusted Cost of Revenue, Adjusted Gross Profit and Adjusted Gross Profit Margin

"Adjusted cost of revenue" is defined by NeoGenomics as cost of revenue before: (i) amortization of acquired intangible assets, and (ii) stock-based compensation expense.

"Adjusted gross profit" is defined by NeoGenomics as total revenue less adjusted cost of revenue.

"Adjusted gross profit margin" is defined by NeoGenomics as adjusted cost of revenue divided by total revenue.

Reconciliation of GAAP Net Loss to Non-GAAP EBITDA and Adjusted EBITDA (Unaudited, in thousands)

	Years Ended December 31,	
	2025	2024
NET LOSS	\$ (108,025)	\$ (78,726)
<i>Adjustments to net loss</i>		
Interest income	(9,070)	(18,427)
Interest expense	3,753	6,617
Income tax benefit	(2,243)	(1,949)
Depreciation	36,072	39,101
Amortization of intangibles	31,752	33,446
EBITDA (non-GAAP)	(47,761)	(19,938)
<i>Further adjustments to EBITDA:</i>		
CEO transition costs ⁽¹⁾	3,500	330
Acquisition and integration related expenses ⁽²⁾	7,266	—
Stock-based compensation	41,316	33,413
Restructuring charges	—	6,658
Impairment charges ⁽³⁾	27,753	—
IP litigation costs ⁽⁴⁾	11,283	13,753
Other significant expenses, net ⁽⁵⁾	—	5,392
Adjusted EBITDA (non-GAAP)	\$ 43,357	\$ 39,608

- (1) For the year ended December 31, 2025, CEO transition costs include severance costs, executive retention costs, and executive search costs. For the year ended December 31, 2024, CEO transition costs include executive search costs.
- (2) For the year ended December 31, 2025, acquisition and integration related expenses include consulting and legal fees, severance costs, and employee retention costs. There were no such costs for the year ended December 31, 2024.
- (3) For the year ended December 31, 2025, impairment charges include losses from InVisionFirst®-Lung intangible asset impairment and inventory write-off, and an impairment loss on the sale of Trapelo Health, LLC assets. There were no such costs for the year ended December 31, 2024.

- (4) For the year ended December 31, 2025, IP litigation costs include a legal fees and a settlement payment. For the year ended December 31, 2024, IP litigation costs include legal fees and a settlement payment.
- (5) For the year ended December 31, 2024, other significant (income) expenses, net, includes site closure costs, severance costs, and fees related to non-recurring legal matters. There were no such costs for the year ended December 31, 2025.

**Reconciliation of Consolidated GAAP Cost of Revenue, Gross Profit and Gross Profit Margin to
Non-GAAP Adjusted Cost of Revenue, Adjusted Gross Profit and Adjusted Gross Profit Margin
(Unaudited, dollars in thousands)**

	Years Ended December 31,		
	2025	2024	Change
Consolidated:			
Total revenue (GAAP)	\$ 727,332	\$ 660,566	10.1 %
Cost of revenue (GAAP)	\$ 413,039	\$ 370,466	11.5 %
Adjustments to cost of revenue ⁽¹⁾	(20,353)	(21,127)	
Adjusted cost of revenue (non-GAAP)	\$ 392,686	\$ 349,339	12.4 %
Gross profit (GAAP)	\$ 314,293	\$ 290,100	8.3 %
Adjusted gross profit (non-GAAP)	\$ 334,646	\$ 311,227	7.5 %
Gross profit margin (GAAP)	43.2 %	43.9 %	
Adjusted gross profit margin (non-GAAP)	46.0 %	47.1 %	

- (1) Cost of revenue adjustments for the year ended December 31, 2025 includes \$18.9 million of amortization of acquired intangible assets and \$1.4 million of stock-based compensation. Cost of revenue adjustments for the year ended December 31, 2024 includes \$19.6 million of amortization of acquired intangible assets and \$1.4 million of stock-based compensation.

NEOGENOMICS, INC.
 ATTN: AUCIA C. OLIVO
 9490 NEOGENOMICS WAY
 FORT MYERS, FL 33912



VOTE BY INTERNET
Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/NEO2026

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V87741-P48372

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

NEOGENOMICS, INC.

Board of Directors Recommends a Vote FOR each of the director nominees listed in proposal 1.

	For	Against	Abstain
1. Election of the directors named in the proxy statement as set forth below:			
1a. Lynn A. Tetrault	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Marjorie C. Green	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Dr. Neil Gunn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Stephen M. Kanovsky	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Michael A. Kelly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. John P. Kenny	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g. David B. Perez	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h. Felicia Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i. Anthony P. Zook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
2. Approval, on a non-binding advisory basis, of the Compensation Paid to the Company's Named Executive Officers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the Second Amendment of the NeoGenomics, Inc. 2023 Equity Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of the Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please sign exactly as your name(s) appear(s) on your stock certificate. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the proxy.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

V87742-P48372

**NEOGENOMICS, INC.
Annual Meeting of Stockholders
May 21, 2026 10:00 AM (Eastern Time)
This proxy is solicited by the Board of Directors**

The undersigned hereby appoints Alicia C. Olivo and Abhishek Jain, and each or either of them, as the true and lawful attorneys of the undersigned, with full power of substitution and revocation, and authorizes them, and each of them, to vote all the shares of capital stock of NeoGenomics, Inc. which the undersigned is entitled to vote at said meeting and any adjournment thereof upon the matters specified and upon such other matters as may be properly brought before the meeting or any adjournment thereof, conferring authority upon such true and lawful attorneys to vote in their discretion on such other matters as may properly come before the meeting and revoking any proxy heretofore given.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED FOR EACH OF THE DIRECTOR NOMINEES LISTED IN PROPOSAL 1, FOR THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN PROPOSAL 2, FOR THE APPROVAL OF THE SECOND AMENDMENT OF THE NEOGENOMICS, INC. 2023 EQUITY INCENTIVE PLAN IN PROPOSAL 3, AND FOR THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM IN PROPOSAL 4.

Continued and to be signed on reverse side