



Inseego Announces Pricing of Public Offering of Convertible Senior Notes

May 8, 2020

SAN DIEGO--(BUSINESS WIRE)--May 8, 2020-- Inseego Corp. (Nasdaq: INSG) (the "Company"), a pioneer in 5G and intelligent IoT device-to-cloud solutions, today announced that it has agreed to sell an aggregate of \$100.0 million in principal amount of its 3.25% convertible senior notes due 2025 (the "Notes"), in an underwritten public offering (the "Offering"). The Company has granted the underwriters a 30-day option to purchase up to an additional \$15.0 million in aggregate principal amount of the Notes in connection with the Offering, solely to cover over-allotments. The Offering is expected to close on May 12, 2020, subject to customary closing conditions.

The Notes will be senior unsecured obligations of the Company and will bear interest at a fixed rate of 3.25% per year, payable semi-annually in arrears on May 1 and November 1 of each year, commencing on November 1, 2020. The Notes will mature on May 1, 2025, unless earlier repurchased, redeemed or converted. Holders of the Notes will be able to convert their Notes into shares of the Company's common stock at their option, at any time, until the close of business on the scheduled trading day immediately before the maturity date. Upon conversion of a Note, the Company will deliver for each \$1,000 principal amount of converted Notes a number of shares of its common stock (together with cash in lieu of any fractional share) equal to the conversion rate. The initial conversion rate will be 79.2896 shares of the Company's common stock per \$1,000 principal amount of Notes, which represents an initial conversion price of approximately \$12.61 per share of the Company's common stock, subject to adjustment upon the occurrence of specified events. Under certain circumstances, holders who convert their notes may also be entitled to receive an interest make-whole payment payable, at the Company's election, in either cash or shares of its common stock. In addition, under certain circumstances, the Notes will be redeemable, in whole or in part, for cash at the Company's option at any time, and from time to time, on or after May 6, 2023 and on or before the scheduled trading day before the maturity date.

Immediately following the Offering, the Company intends to exchange approximately \$44.8 million principal amount of its existing 5.50% convertible senior notes due 2022 for a combination of cash and \$80.0 million principal amount of Notes in concurrent private placement transactions (the "Private Exchange Transactions"). Notes issued in the Private Exchange Transactions will be part of the same series as the Notes issued in the Offering, but will be subject to certain transfer restrictions that will not be applicable to the Notes issued in the Offering. The Offering is not conditioned upon the closing of the Private Exchange Transactions, but the Private Exchange Transactions are conditioned upon the closing of the Offering.

The Company estimates that the net proceeds from this offering will be approximately \$97.0 million (or approximately \$111.6 million if the underwriter fully exercises its over-allotment option), after deducting the underwriter's discounts and commissions and estimated offering expenses payable by the Company. The Company intends to use a portion of the net proceeds from the Offering (i) to repay in full and terminate its existing credit agreement, which currently carries interest at a rate of 9.24% per annum, and (ii) to pay the cash consideration due in connection with the Private Exchange Transactions. The Company intends to use the remainder of the net proceeds from the Offering for general corporate purposes.

Stifel is acting as the sole book-running manager for the Offering.

The Offering will be conducted pursuant to an automatic shelf registration statement (including a base prospectus) that was filed by the Company with the Securities Exchange Commission (the "SEC") on May 7, 2020 and became immediately effective, and a final prospectus supplement related to the Offering that will be filed with the SEC. The final prospectus supplement and the accompanying prospectus relating to and describing the terms of the proposed offering are or will be available on the SEC's website at www.sec.gov. Copies of the final prospectus supplement and the accompanying prospectus relating to the Offering may also be obtained, when available, by contacting Stifel, Nicolaus & Company, Incorporated at Stifel, Nicolaus & Company, Incorporated, Attn: Syndicate, One Montgomery Street, Suite 3700, San Francisco, CA 94104, by telephone at 415-364-2720 or by email at syndprospectus@stifel.com. Before investing in the Notes, investors should read the prospectus supplement and the accompanying prospectus carefully, including the documents incorporated by reference therein.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any sale of the Notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Inseego Corp.

Inseego Corp. (Nasdaq: INSG) is an industry pioneer in 5G and intelligent IoT device-to-cloud solutions that enables high performance mobile applications for large enterprise verticals, service providers and small-medium businesses around the globe. Our product portfolio consists of Enterprise SaaS Solutions and IoT & Mobile Solutions, which together form the backbone of compelling, reliable and secure IoT services with deep business intelligence. Inseego powers mission critical applications with a "zero unscheduled downtime" mandate, such as asset tracking, fleet management, industrial IoT, SD WAN failover management and mobile broadband services. Our solutions are powered by our key innovations in purpose-built SaaS cloud platforms, IoT and mobile technologies including the newly emerging 5G technology.

Cautionary Note Regarding Forward-Looking Statements

This release contains forward-looking statements, which are made pursuant to the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995, as amended to date, including, without limitation, statements regarding the Company's expectations regarding the completion and use of proceeds of the Offering and the Private Exchange Transactions. These forward-looking statements involve risks and uncertainties. A number of important factors could cause actual results to differ materially from those reflected in the forward-looking statements contained herein. These factors include, without limitation, risks and uncertainties related to the final terms of the Private Exchange Transactions, market and other conditions and the satisfaction of customary closing conditions related to the Offering and the Private Exchange Transactions. There can be no assurance that the Company will be able to complete the Offering or the Private Exchange Transactions on the anticipated terms, or at all. These factors, as well as other factors set forth as risk factors or otherwise described in the reports filed by the Company with the SEC (available at

www.sec.gov), could cause actual results to differ materially from those expressed in the Company's forward-looking statements. The Company assumes no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, except as otherwise required pursuant to applicable law and our on-going reporting obligations under the Securities Exchange Act of 1934, as amended.

View source version on [businesswire.com](https://www.businesswire.com/news/home/20200508005269/en/): <https://www.businesswire.com/news/home/20200508005269/en/>

Inseego Corp.

Media Contact:

Anette Gaven

+1 (619) 993-3058

Anette.Gaven@inseego.com

or

Investor Relations Contact:

Joo-Hun Kim

MKR Group

+1 (212) 868-6760

johunkim@mkrr.com

Source: Inseego Corp.