

**KORE GROUP HOLDINGS, INC.
COMPENSATION COMMITTEE CHARTER**

(Adopted on September 30, 2021)

I. PURPOSE OF THE COMMITTEE

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of KORE Group Holdings, Inc. (the “Corporation”) shall be to oversee the Corporation’s compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation and equity-based plans; to review and discuss with management the Corporation’s compensation discussion and analysis (“CD&A”) to be included in the Corporation’s annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”); to prepare the Compensation Committee Report as required by the rules of the SEC; oversee the Corporation’s human capital management, including talent development, diversity and inclusion programs and processes; and to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Corporation’s certificate of incorporation then in effect or the Board. The Committee shall ensure that the Corporation’s compensation programs are competitive, designed to attract and retain highly qualified directors, officers and employees, encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Corporation’s shareholders.

II. COMPOSITION OF THE COMMITTEE

The Nominating and Corporate Governance Committee of the Board shall recommend members of the Committee to be approved by the majority of the full Board. The Committee shall consist of no fewer than three members (subject to any phase-in exemption for newly listed companies) and shall be comprised entirely of “independent” directors of the Board who shall also satisfy such other criteria imposed on members of the Committee pursuant to the federal securities laws and the rules and regulations of the SEC, the listing standards of any exchange or national listing market system upon which the Corporation’s securities are listed or quoted for trading (including, without limitation, the New York Stock Exchange) (the “Principal Market”), any other applicable laws or regulations, and any additional requirements that the Board deems appropriate. The term “independent director” means a director who (i) meets the definition of “independence” under the rules and regulations of the SEC and the Principal Market, as determined by the Board and (ii) is a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Each Committee member shall have one vote. Any vacancy on the Committee shall be filled by majority vote of the Board. Each appointed member of the Committee may be removed by the Board at any time, with or without cause, by majority vote of the Board. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Chair of the Committee shall preside at each

meeting. In the event the Chair of the Committee is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary, provided, that the Chief Executive Officer of the Corporation's may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee may also act by unanimous written consent in accordance with the Corporation's organizational documents and applicable law.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

The Corporation will provide new members of the Committee with appropriate onboarding briefings, and the full Committee with educational resources and opportunities related to executive compensation, human capital management and other matters as may be appropriate or requested by the Committee.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. Executive and Director Compensation

The Committee shall have the following duties and responsibilities with respect to the Corporation's executive compensation plans:

(a) To review at least annually the goals and objectives of the Corporation's executive compensation plans, and modify these goals and objectives if the Committee deems it appropriate.

(b) To review at least annually the Corporation's executive compensation plans in light of the Corporation's goals and objectives with respect to such plans.

(c) To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider factors as it determines relevant, which may include, for example, the Corporation's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Corporation in past years. The Committee shall provide regular reports to the Board regarding the Chief Executive Officer's compensation.

(d) To evaluate at least annually the performance of the other executive officers of the Corporation in light of the goals and objectives of the Corporation's executive compensation plans, and either as a Committee or together with the other independent directors (as directed by the

Board), determine and approve the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.

(e) To evaluate at least annually the compensation for Board and Committee service by non-employee directors.

(f) To review and recommend to the Board the adoption of or changes to the compensation of the Corporation's independent directors.

(g) To review and approve any severance or termination arrangements to be made with any executive officer of the Corporation.

(h) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

(i) To review and approve all perquisites, special cash payments and other special compensation and benefit arrangements or other personal benefits to the Corporation's executive officers and directors and recommend any changes to the Board with respect to directors.

(j) To consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Exchange Act, and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of future executive officer compensation.

(k) To review and discuss with management the Corporation's CD&A, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Corporation's annual proxy statement or Annual Report on Form 10-K.

(l) To monitor the Corporation's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.

(m) To review compensation arrangements for the Corporation's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Corporation's compensation arrangements.

(n) Review and approve the terms of any compensation "clawback" or similar policy or agreement between the Corporation and the Corporation's executive officers or other employees subject to Section 16 of the Exchange Act.

(o) To review and administer all plans that require "disinterested administration" under Rule 16b-3 under the Exchange Act.

(p) To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Corporation's annual proxy statement or Annual Report on Form 10-K.

(q) To retain (at the Corporation's expense) outside consultants and obtain assistance from members of management as the Committee deems appropriate in the exercise of its authority and in accordance with this Charter.

(r) To set the composition of the peer company group to be used for market comparison for executives.

(s) To make reports and recommendations to the Board within the scope of its functions and advise the officers of the Corporation regarding various personnel matters as may be raised with the Committee.

(t) To perform such other functions as assigned by law, the Corporation's certificate of incorporation then in effect or the Board.

(u) To assist the Board in its oversight of human capital management, including corporate culture, diversity and inclusion, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations.

B. General Compensation and Employee Benefit Plans

The Committee shall have the following duties and responsibilities with respect to the Corporation's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

(a) To review at least annually the Corporation's general non-equity based compensation plans and other employee benefit plans, including non-equity based incentive-compensation programs, in light of the goals and objectives of these plans and modify or amend such plans as appropriate.

(b) To review and make recommendations to the Board regarding the adoption of all equity-compensation plans to be submitted for shareholder approval under the Principal Market listing standards, including the termination or material amendment thereof.

(c) Administer the Corporation's equity-based compensation plans, including reviewing and approving individual awards to be made to executive officers and, as the Committee deems appropriate, employees who are not executive officers.

(d) To approve all special perquisites, special cash payments and other special compensation and benefit arrangements for the Corporation's employees.

(e) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

V. ROLE OF CHIEF EXECUTIVE OFFICER

The Chief Executive Officer may make, and the Committee may consider, recommendations to the Committee regarding the Corporation's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers (other than the Chief Executive Officer).

VI. DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Any such member, members or subcommittee shall be subject to this Charter. The decisions of any such member, members or subcommittees to which authority is delegated under this paragraph shall be presented to the full Committee at its next regularly scheduled meeting, or earlier, to the extent appropriate.

VII. EVALUATION OF THE COMMITTEE

The Committee shall, no less frequently than annually, evaluate its performance and evaluate this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend to the Board such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

VIII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Corporation. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration the following:

(a) The provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;

(b) The amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

(c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest:

(d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

(e) Any shares of the Corporation owned by the compensation consultant, legal counsel or other adviser; and

(f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, taking into consideration factors relevant to the adviser's independence from management specified in NYSE Listed Company Manual Section 303A.05(c)(iv), other than: (i) in-house legal counsel and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Corporation, and that is available generally to all salaried employees; or providing information that either is not customized for the Corporation or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

IX. AMENDMENTS

Any amendment or other modification of this Charter shall be made and approved by the full Board.

X. DISCLOSURE OF CHARTER

If required by the rules of the SEC or any Principal Market, this Charter, as amended from time to time, shall be made available to the public on the Corporation's website.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.