

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-40856

KORE Group Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State incorporation)

1155 Perimeter Center West, 11th Floor, Atlanta, GA
(Address of principal executive office)

86-3078783
(I.R.S. Employer Identification No.)

30338
(Zip code)

877-710-5673

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	KORE	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act:

Warrants to purchase common stock ⁽¹⁾
(Title of each class)

⁽¹⁾ The Company's warrants trade on the OTC Pink Marketplace under the symbol "KORGW."

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of stock held by non-affiliates as of June 30, 2025 (the last business day of the registrant's most recently completed second quarter) was approximately \$13.8 million based upon \$2.39 per share, the closing price of the registrant's common stock on that date on the New York Stock Exchange. Determination of stock ownership by non-affiliates was made solely for the purpose of responding to this requirement and the registrant is not bound by this determination for any other purpose. As of March 23, 2026, there were 17,586,936 shares of the registrant's common stock, par value \$0.0001 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this “Amendment”) amends the Annual Report on Form 10-K of KORE Group Holdings, Inc. (the “Company,” “KORE,” “our” or “we”) for the year ended December 31, 2025, originally filed with the Securities and Exchange Commission (“SEC”) on March 31, 2026 (the “Original Filing”). We are filing this Amendment to present the information required by Items 10, 11, 12, 13, and 14 of Part III of Form 10-K. We previously omitted this information from the Original Filing in reliance on General Instruction G(3) to Form 10-K, which provides that a registrant may incorporate by reference such information from a definitive proxy statement if the definitive proxy statement is filed with the SEC within 120 days after fiscal year end.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, Part III, Items 10 through 14 of the Original Filing are hereby amended and restated in their entirety. In addition, the reference on the cover page of the Original Filing to incorporation by reference of certain information from our proxy statement into Part III of the Original Filing has been deleted. In addition, Part IV, Item 15 (Exhibit Index) has also been amended to contain currently dated certifications of our principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2022. The new certifications of our principal executive officer and principal financial officer are attached to this Amendment as Exhibits 31.1 and 31.2, respectively. Except as described above, no other changes have been made to the Original Filing.

Except as described above, this Amendment does not reflect events occurring after the filing of the Original Filing and does not modify or update in any way the disclosures made in the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing and with our filings with the SEC after the Original Filing. Capitalized terms not otherwise defined in Part III of this Amendment shall have the same meanings assigned to those terms in Parts I and II of the Original Filing.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following sets forth certain information, as of the date of this Amendment, concerning the persons who serve as our directors and executive officers:

Name	Age	Title
Ronald Totton	54	President, Chief Executive Officer, and Director
Anthony Bellomo	48	Executive Vice President, Chief Financial Officer and Treasurer
Jared Deith	36	Executive Vice President and Chief Revenue Officer
Bruce Gordon	70	Executive Vice President and Chief Operating Officer
Jack W. Kennedy Jr.	50	Executive Vice President, Chief Legal Officer and Secretary
Timothy M. Donahue	77	Director (Chair)
Cheemin Bo-Linn	72	Director
H. Paulett Eberhart	72	Director
Andrew Frey	51	Director
David Fuller	59	Director
James Geisler	59	Director
Jay M. Grossman	66	Director
Robert P. MacInnis	59	Director
Michael K. Palmer	40	Director

Executive Officers

Ronald Totton. Mr. Totton has served as our President and Chief Executive Officer, and a member of our Board since August 14, 2024. Prior to this, Mr. Totton had served as the Company's Interim President and Chief Executive Officer since May 3, 2024, and prior to this had served as an executive officer at the Company from April 29, 2024 to May 3, 2024. Prior to joining the Company, Mr. Totton served as an advisor to Indigo Telecom, a provider of engineering services for owners and operators of digital and network infrastructure, from January 2022 to April 2024. Prior to that, from May 2020 to January 2021, Mr. Totton served as Operating Partner for Financial Services Capital Partners LLP, a private equity firm. From October 2017 to November 2019, Mr. Totton served as Chief Executive Officer for STT Cloud, a public cloud solution provider, and, from September 2010 to October 2017, held various roles at British Telecommunications plc, a telecommunications company. From January 2021 to January 2022 and November 2019 to May 2020, Mr. Totton was an independent management consultant. Mr. Totton studied Economics at McMaster University in Hamilton, Ontario, Canada. Mr. Totton's qualifications to serve as a member of our Board include his significant experience in the telecommunications industry.

Anthony Bellomo. Mr. Bellomo has served as our Executive Vice President, Chief Financial Officer and Treasurer since June 2025. Prior to this, Mr. Bellomo spent fifteen years at Mitel Networks Corporation, where he served in financial roles of increasing responsibility, including having served as Group Vice-President, Finance M&A and Chief Accounting Officer since 2018. Previously, he served in a senior financial role at Onex Corporation and as Audit Manager at Deloitte & Touche LLP. He is a Chartered Accountant in Ontario, Canada, Certified Public Accountant in the State of Illinois and CFA charterholder. Mr. Bellomo has a Bachelor of Mathematics and Master of Accounting from the University of Waterloo in Waterloo, Ontario, Canada.

Jared Deith. Mr. Deith has served as our Executive Vice President and Chief Revenue Officer since January 31, 2025. Prior to this, Mr. Deith served as the Company's Executive Vice President, Connected Health since August 2024. Prior to this, Mr. Deith had been serving as contracted advisor to the Company and its subsidiaries since April 2024. Previously, Mr. Deith had served as Senior Vice President, Indirect Channels and E-Commerce for the Company from January 2023 through April 2024 and as Senior Vice President, Integration from February 2022 through January 2023. Mr. Deith joined the Company in February 2022 after the Company's acquisition of Business Mobility Partners, Inc. and Simon IoT LLC, where he served as President and Founder from July 2016 to February 2022 and as CEO and Co-Founder from September 2018 through February 2022, respectively.

Bruce Gordon. Mr. Gordon has served as our Executive Vice President and Chief Operating Officer since July 2024. Mr. Gordon also serves as Executive Chairman to GeoDigital, a provider of 3D services and geospatial intelligence software, since January 2021, where he previously served as Chief Executive officer from June 2016 to December 2020. He has also held senior roles at USHR, Pegasus PTY LTD, Infor and Descartes Systems Group. Mr. Gordon has a B.Sc. degree in Computer Information Systems.

Jack W. Kennedy Jr. Mr. Kennedy has served as our Executive Vice President, Chief Legal Officer and Secretary since December 2021. Mr. Kennedy joined KORE in October 2021. From 2009 to 2013 and from November 2016 to October 2021, Mr. Kennedy was Vice President and Corporate Counsel for PRGX, where he provided legal advice on all aspects of the company's operations. In 2013, Mr. Kennedy started as Senior Vice President & Chief Legal Officer at Streamline Health Solutions, Inc., a provider of healthcare information technology services, where he later became Senior Vice President, Administration and served until 2016. Mr. Kennedy has also served as in-house counsel for Stiefel Laboratories, Inc., a specialty pharmaceutical company. Prior to his in-house legal career, Mr. Kennedy practiced at the law firms of Troutman Sanders LLP in Atlanta, Georgia and Akin Gump Strauss Hauer & Feld LLP in Houston, Texas. He received a JD from Tulane University and a BA and BS from Mercer University and is admitted to the state bars of Texas and Georgia.

Non-Employee Directors

Timothy M. Donahue. Mr. Donahue has served as a member of our Board since 2021. Mr. Donahue served as the Chief Executive Officer of Nextel Communications Inc., a nationwide wireless telecommunications company, from 1999 until 2005, when Nextel was merged with Sprint Corporation to form Sprint Nextel Corporation. Thereafter, and until 2006, Mr. Donahue was the Executive Chairman of Sprint Nextel and the Chairman of the Sprint Nextel Corporation. From 1996 until his appointment as Chief Executive Officer, Mr. Donahue served as the President and Chief Operating Officer of Nextel. During his tenure at Nextel, Nextel experienced significant improvements in financial performance, including significant growth in revenue and EBITDA. Over that same period, the market capitalization of the company increased from approximately \$16 billion to approximately \$40 billion. Mr. Donahue started his telecommunications career with McCaw Cellular in 1986 as president of its paging division. Mr. Donahue is currently a member of the board of managers of Ligado Networks, a wireless network provider. Mr. Donahue is a former director of AURA Network Systems, a communications company, NVR Inc., a home builder company, ADT Corporation, a home security provider; Covidien plc, a medical devices company; Eastman Kodak Company, an imaging company; Nextel Partners Inc., a telecommunications company; and Tyco International Ltd., a diversified company. Mr. Donahue also served on the board of John Carroll University and is the former chairman of the Cellular Telecommunications & Internet Association. In 2004, Institutional Investor Magazine honored Mr. Donahue as the best chief executive officer in the telecommunications services and wireless sector based on ratings by investors and brokerage firm analysts. Mr. Donahue received his BA in English Literature from John Carroll University. Mr. Donahue's qualifications to serve as a member of our Board include his deep IoT industry knowledge and experience in leadership roles at numerous wireless and telecommunications companies.

Cheemin Bo-Linn. Dr. Bo-Linn has served as a member of our Board since 2021. She has operational experience as a Chief Executive Officer, and in multiple Vice President roles at a Fortune 100 company. Her governance expertise includes her previous election as a director of eight public companies, including as Lead Independent Director and Chair of every major committee including Chair of the Audit Committee at three publicly traded companies. From January 2013 through 2024, Dr. Bo-Linn was the Chairperson and Chief Executive Officer of Peritus Partners Inc., a global analytics and valuation accelerator company, which provides strategy and operations expertise in technology, cybersecurity, financial structures, and digital transformation. From September 2010 to November 2012, Dr. Bo-Linn was Chief Marketing Officer and Chief Revenue Officer at NetLine Corporation, the largest B2B internet digital content syndication network, and mobile applications company. Prior to NetLine Corporation, Dr. Bo-Linn held multiple C-suite and M&A partner roles at various companies, including at IBM as Vice-President growing multi-billion-dollar P&L businesses. Dr. Bo-Linn presently serves on the Board of Directors of Silvaco Group, Inc., a provider of software solutions for semiconductor and photonics design. She is a former lead independent director of Blackline Safety Corp., an IoT SaaS connected worker technologies and gas detection company, and a former member of the Board of Directors at Flux Power, an energy commerce electrification company, Lake Resources, a lithium technology company, BMCH (now Builders FirstSource), Data IO, a security company, Sphere 3d, an enterprise data services and cryptocurrency mining company, and Violin Memory, a technology company. Dr. Bo-Linn has been recognized with the "Top Women Leaders in the Boardroom" by Board Prospects, "Top 50" Directors award from the National Association of Corporate Directors, was inducted into the 2015 "Hall of Fame for Women in Technology", and recognized as a Financial Times 2021 "Top 100 Diverse Director". Dr. Bo-Linn holds a Doctorate of Education in "Computer-based Management Information Systems and Organizational Change" from the University of Houston and is a graduate of Stanford University Graduate School of Business Executive Certificate Program. Dr. Bo-Linn's qualifications to serve as a member of our Board include her extensive knowledge of the IoT industry and experience as audit chair and executive and director of private and public high growth technology and SaaS companies.

H. Paulett Eberhart. Ms. Eberhart has served as a member of our Board since 2022. Ms. Eberhart has served as the Chairman and Chief Executive Officer of HMS Ventures, a privately-held business involved with technology services and the acquisition and management of real estate, since 2014. Previously, she was President and Chief Executive Officer of CDI Corp., a provider of engineering and information technology outsourcing and professional staffing services, from 2011 through 2014; Chairman and Chief Executive Officers of HMS Ventures from 2009 to 2011; and President and Chief Executive Officer from Invensys Process Systems, Inc., a process automation company, from 2007 to 2009. Ms. Eberhart had an extensive career at Electronic Data Systems (EDS) serving in various executive, financial, and operational roles. Ms. Eberhart is a Certified Public Accountant and is also a director of LPL Financial Holdings Inc., Valero Energy Corporation and Fluor Corporation. She is a former director of Anadarko Petroleum Corporation, serving as lead director, Advanced Micro Devices (AMD) and Cameron International Corporation. Ms. Eberhart's qualifications to serve as a member of our Board include her significant experience as an executive and director of technology companies.

Andrew Frey. Mr. Frey has served as a member of our Board since November 2023. Mr. Frey is a partner at Searchlight Capital, a global private equity firm. Prior to joining Searchlight Capital, in 2011, Mr. Frey was a managing principal at Quadrangle Group, where he primarily focused on telecommunications and technology investments. Mr. Frey has previously served on the board of directors for Mitel Networks Corporation

and currently serves on the board of directors of each of Consolidated Communications Holdings, Inc. and Ziplly Fiber, LLC. Mr. Frey received a B.S. in finance and B.A.S. in systems engineering from the University of Pennsylvania. Mr. Frey's qualifications to serve as a member of our Board include his significant experience as a director of technology companies.

David Fuller. Mr. Fuller has served as a member of our Board since November 2023. Mr. Fuller is currently an Operating Partner at Searchlight Capital, and previously served as a Senior Advisor to the Technology, Media and Telecom practice at Boston Consulting Group, a global management consulting firm. From March 2021 to January 2022, Mr. Fuller was the President of Rogers Wireless at Rogers Communications Inc., a Canadian communications and media company. Previous to this, from 2014 to January 2019, Mr. Fuller was Executive Vice President of TELUS Corporation ("TELUS"), a Canadian telecommunications company, where he held the role of President, TELUS Consumer and Small Business Solutions. He also served as the Chief Marketing Officer of TELUS from 2009 to 2014 and the Senior Vice President, Business Solutions Marketing from 2004 to 2009. Prior to joining TELUS, Mr. Fuller spent almost 15 years in the management consulting industry with a number of firms, culminating in the country managing partner role at KPMG Consulting. He has also previously served as a director for Great-West Lifeco, Canada Life, Mitel Networks Corporation and currently serves as a director on the boards of directors of Consolidated Communications Holdings, Inc. and Ziplly Fiber LLC. Mr. Fuller is a professional engineer and holds an MBA from the Schulich School of Business at York University and a Bachelor of Applied Science in Engineering from Queen's University. Mr. Fuller's qualifications to serve as a member of our Board include his significant experience as a director of technology companies.

James Geisler. Mr. Geisler has served as a member of our Board since 2022. Mr. Geisler has been an independent consultant since May 2021. From 2014 through May 2021, Mr. Geisler was a Senior Operating Partner of Cerberus Operations & Advisory Company, a management and advisory company ("COAC"), where he led due diligence matters and operational initiatives. Mr. Geisler is co-Chairman of Stratolaunch and Resonant Sciences and Audit Committee Chairman of SubCom. Mr. Geisler has previously been a member of the board of directors of DynCorp International, PaxVax, Keane Group and Your Community Bank. Prior to joining COAC, Mr. Geisler was co-Chief Financial Officer for United Technologies Corporation, a technology company ("UTC"), from 2004 to 2008 and responsible for UTC's acquisition strategy and activity. Mr. Geisler graduated summa cum laude from the University of Kentucky with a B.B.A. in finance and earned an MBA at the University of Virginia's Darden Graduate School of Business Administration. Mr. Geisler's qualifications to serve as a member of the Board include his long-term previous experience as a public company director.

Jay M. Grossman. Mr. Grossman has served as a member of our Board since 2023. Mr. Grossman is the Chair of ABRY Partners, LLC, a private equity fund, which he joined in 1996. Prior to joining ABRY Partners, Mr. Grossman was Managing Director and co-head of the Media and Entertainment Group at Prudential Securities, Inc., a financial services company, and a member of the corporate finance department of Kidder, Peabody & Company, a securities firm. Mr. Grossman is currently a director of Nexstar, where he has served since 1997, and was its Vice President and Assistant Secretary from 1997 until March 2002. He has been Chair of Nexstar's Compensation Committee since September 2022. Previously, Mr. Grossman served on the board of directors of a wide variety of companies including Atlantic Broadband, Q9 Networks, Sidera Networks, WideOpenWest Holdings, Consolidated Theaters, Country Road Communications, Monitronics International, Caprock Communications, Cyrus One Networks, Executive Health Resources and Hosted Solutions. Mr. Grossman received an MBA from Harvard Business School and is an honors graduate of Dickinson College. Mr. Grossman's qualifications to serve as a member of the Board include his long-term experience as a public company director with Nexstar and his service on the boards of various private companies in diverse industries.

Robert P. MacInnis. Mr. MacInnis has served as a member of our Board since 2021. Mr. MacInnis has worked at ABRY Partners since December 1998, where he is currently a Senior Advisor. Mr. MacInnis also currently serves on the board of directors of Aegis Sciences Corp. In the past, Mr. MacInnis has served on the board of Consolidated Theatres, RCN Cable, Sidera Networks, Network Communications, Inc., XAnd, Datapipe, North American Dental Group, Muzak LLC, Proquest, Psychological Services, Inc., and several others. Prior to working at ABRY Partners, Mr. MacInnis was a senior manager at PricewaterhouseCoopers LLP from June 1991 through May 1997. Mr. MacInnis graduated summa cum laude from Merrimack College with a B.S. in business and received an M.B.A. summa cum laude from Boston University. Mr. MacInnis' qualifications to serve as a member of our Board include his significant transactional and management experience developed over his career with ABRY Partners.

Michael K. Palmer. Mr. Palmer has served as a member of our Board since 2021. Mr. Palmer has served as a Managing Director at Cerberus within Cerberus' private equity platform, which invests in global companies across various industries and geographies. In this role, Mr. Palmer helps support Cerberus' private equity investments in healthcare, telecommunications and technology companies. Mr. Palmer has assisted in the identification of opportunities to collaborate with innovative managers and invest in sectors undergoing transformation. Mr. Palmer has also contributed to the development of Cerberus' investing practice in emerging markets and he currently serves on Cerberus' Emerging Markets Investment Committee. Mr. Palmer is also on the board of directors of Stratolaunch, an American aerospace company that develops and operates technologies to fulfill national priorities; and AURA Network Systems, a company focused on developing a dedicated nationwide air-to-ground wireless communications network. Mr. Palmer previously served on the board of directors of Steward Health Care, an accountable care organization, Covis Pharma, a specialty pharmaceuticals company, PaxVax Global, a global specialty vaccines business, and Print Media Holdings, a division of YP Holdings, which was an advertising solutions platform that Cerberus carved out of AT&T. Mr. Palmer is a graduate of Duke University. Mr. Palmer's qualifications to serve as a member of our Board include his significant management experience developed over his career with Cerberus and prior service on the boards of various companies.

Corporate Governance

Code of Ethics

Our Board has adopted Corporate Governance Guidelines, a Code of Ethics, and a charter for our Audit Committee to assist the Board in the exercise of its responsibilities and to serve as a framework for the effective governance of the Company. Our Code of Ethics applies to all of our executive officers, directors and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions.

You can access our Audit Committee charter, our Nominating and Corporate Governance Committee Charter, our Compensation Committee Charter, our Corporate Governance Guidelines, and our Code of Ethics on our website at <https://ir.korewireless.com/corporate-governance/governance-documents>, or by writing to our Secretary at our offices at 1155 Perimeter Center West, 11th Floor, Atlanta, Georgia 30338. We intend to make any legally required disclosures regarding amendments to, or waivers of, provisions of our Code of Ethics on our website rather than by filing a Current Report on Form 8-K.

Anti-Hedging Policy

Our Board has adopted an Insider Trading Policy, which applies to all of our directors, officers and employees. The policy prohibits our directors, officers and employees and any entities they control from purchasing financial instruments such as prepaid variable forward contracts, equity swaps, collars, and exchange funds, or otherwise engaging in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of the Company's equity securities, or that may cause an officer, director, or employee to no longer have the same objectives as the Company's other stockholders.

Board Composition

Our Board currently consists of ten (10) members: Timothy M. Donahue (Chair), Cheemin Bo-Linn, H. Paulett Eberhart, Andrew Frey, David Fuller, James Geisler, Jay M. Grossman, Robert P. MacInnis, Michael K. Palmer, and Ronald Totton. Subject to obtaining any required stockholder votes or consents under the Second Amended and Restated Investor Rights Agreement, our directors may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least a majority of the voting power of all of the then outstanding shares of our voting stock entitled to vote at an election of directors.

Notwithstanding the foregoing, the ABRY Entities, Searchlight, and Sponsor, (each, a "Holder") each agree to vote, or cause to be voted, all shares of common stock owned by such Holder, or over which such Holder has voting control, and the Company agrees to take all necessary action, from time to time and at all times, to ensure: (i) pursuant to the terms and conditions of the Second Amended and Restated Investor Rights Agreement, the removal for cause of any director designated to the Company by the ABRY Entities, Searchlight or Sponsor upon the written request of the ABRY Entities, Searchlight or Sponsor, respectively; and (ii) that the vacancy, caused by reason of death, removal for cause or resignation, of any director designated to the Company by the ABRY Entities, Searchlight or Sponsor be filled by the replacement director designated to the Company by the ABRY Entities, Searchlight or Sponsor, respectively, as promptly as practicable after such designation (and in any event prior to the next meeting or action of the Board or applicable committee).

Second Amended and Restated Investor Rights Agreement

On October 30, 2024, the Company entered into the Second Amended and Restated Investor Rights Agreement, pursuant to which the Company agreed to take all necessary action to cause the Board to be comprised of up to ten (10) directors, including: (i) up to two (2) individuals designated by the ABRY Entities; (ii) up to two (2) individuals designated by the Sponsor; (iii) up to two (2) individuals designated by Searchlight; (iv) the Chief Executive Officer of the Company, whom shall initially be Ronald Totton; and (v) up to three (3) independent directors recommended by the Company's Nominating and Corporate Governance Committee, which shall initially be Mr. Donahue, Dr. Bo-Linn and Ms. Eberhart.

Pursuant to the Second Amended and Restated Investor Rights Agreement, the directors are divided into three (3) classes of directors, with each class serving for staggered three (3)-year terms. Subject in each case to the terms and conditions of the Second Amended and Restated Investor Rights Agreement, (i) the Class I directors shall include two (2) independent directors nominated by the Nominating and Corporate Governance Committee and approved by the Board, one (1) director designated by Searchlight, and one (1) director designated by the Sponsor; (ii) the Class II directors shall include one (1) independent director nominated by the Nominating and Corporate Governance Committee and approved by the Board, one (1) director designated by Searchlight, and one (1) director designated by the Sponsor; and (iii) the Class III directors shall include the Chief Executive Officer of the Company, and two (2) directors designated by the ABRY Entities. The chairperson of the Board is selected by a majority of the Board. As a result of the Second Amended and Restated Investor Rights Agreement and the aggregate voting power of the parties to the agreement, the parties to the agreement acting in conjunction control the election of directors of KORE.

Our Board is divided among the three classes as follows:

- the Class I directors are Timothy M. Donahue, Cheemin Bo-Linn, Andrew Frey and James Geisler, and their terms will expire at the Annual Meeting to be held in 2028, if any;

- the Class II directors are David Fuller, Michael K. Palmer and H. Paulett Eberhart, and their terms expire at the Annual Meeting of Stockholders to be held in 2026, if any; and
- the Class III directors are Jay M. Grossman Robert P. MacInnis and Ronald Totton., and their terms will expire at the Annual Meeting of Stockholders to be held in 2027, if any.

Board Leadership Structure and Role in Risk Oversight

Risk assessment and oversight are an integral part of our governance and management processes. Our Board encourages management to promote a culture that incorporates risk management into our corporate strategy and day-to-day business operations. Management discusses strategic and operational risks at regular management meetings and conducts specific strategic planning and review sessions during the year that include a focused discussion and analysis of the risks facing us. Throughout the year, senior management intends to review these risks with the Board at regular Board meetings as part of management presentations that focus on particular business functions, operations or strategies, and presents the steps taken by management to mitigate or eliminate such risks. Our Board does not have a standing risk management committee, but rather administers this oversight function directly through the Board as a whole, as well as through its Audit Committee, which oversees risks inherent in its area of oversight. In particular, our Board is responsible for monitoring and assessing strategic risk exposure, including business continuity risks, and our Audit Committee is responsible for overseeing our major financial and cybersecurity risk exposures and the steps our management has taken to monitor and control these exposures. The Audit Committee also monitors compliance with legal and regulatory requirements and considers and approves or disapproves any related person transactions. The Board does not believe that its role in the oversight of our risks affects the Board's leadership structure.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who beneficially own more than 10% of any class of our equity securities, who collectively we generally refer to as insiders, to file with the SEC initial reports of beneficial ownership and reports of changes in beneficial ownership of the Company's common stock, par value \$0.0001 per share (the "common stock"), and other equity securities of the Company. Based upon a review of reports filed with the SEC, we believe that during the 2025 fiscal year our insiders complied with all applicable filing requirements, except that Mr. Deith filed a Form 4 39 business days late on May 28, 2025 and each of Messrs. Holtz and Kennedy filed a Form 4 one business day late on May 28, 2025. These late filings reported vestings of Restricted Stock Units earlier granted to the reporting persons and were due to administrative delays in the Company's stock administration process. In addition, Mr. Bellomo filed a Form 3 20 business days late on July 15, 2025 and a Form 4 28 business days late on July 15, 2025 in respect of a grant of Restricted Stock Units. These late filings were due to a delay in obtaining EDGAR filer codes following Mr. Bellomo's appointment to his role.

COMMITTEES OF THE BOARD

Our Board has established a standing Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, each of which operates under a written charter that has been approved by our Board.

Audit Committee

Our Audit Committee's responsibilities include:

- reviewing, overseeing, and discussing with the independent registered public accounting firm their annual audit plan, including the timing and scope of audit activities, and monitoring such plan's progress and results during the year;
- discussing with our independent registered public accounting firm their independence from management;
- electing, retaining, compensating, overseeing, and, if necessary, terminating, any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company;
- reviewing and discussing the annual audited financial statements and quarterly financial statements, the form of audit opinion to be issued by the auditors, and the Company's disclosures;
- overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the SEC;
- reviewing and monitoring our accounting principles, accounting policies, financial and accounting controls and compliance with legal and regulatory requirements; and
- establishing procedures for (i) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

The Audit Committee charter is available on our website at <https://ir.korewireless.com/corporate-governance/governance-documents>. The members of the Audit Committee are Cheemin Bo-Linn, H. Paulett Eberhart, and James Geisler. Cheemin Bo-Linn serves as the Chair of the committee. Our Board has affirmatively determined that each of Dr. Bo-Linn, Ms. Eberhart and Mr. Geisler are independent for purposes of serving on an audit committee under Rule 10A-3 promulgated under the Exchange Act and the NYSE rules, including those related to Audit Committee membership.

The members of our Audit Committee meet the requirements for financial literacy under the applicable NYSE rules. In addition, our Board has determined that Dr. Bo-Linn qualifies as an “audit committee financial expert,” as such term is defined in Item 407(d)(5) of Regulation S-K, and under the similar NYSE rules requirement that the Audit Committee have a financially sophisticated member.

The Audit Committee met 11 times in 2025.

Compensation Committee

Our Compensation Committee’s responsibilities include:

- reviewing at least annually the goals and objectives of the Company’s executive compensation plans, and modifying these goals and objectives if the Committee deems it appropriate;
- evaluating annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company’s executive compensation plans;
- evaluating at least annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company’s executive compensation plan;
- reviewing and recommending to the Board the adoption of or changes to the compensation of the Company’s independent directors; and
- reviewing and approving all perquisites, special cash payments and other special compensation and benefit arrangements or other personal benefits to the Company’s executive officers and directors and recommending any changes to the Board with respect to directors.

The Compensation Committee charter is available on our website at <https://ir.korewireless.com/corporate-governance/governance-documents>. The members of the Compensation Committee are Andrew Frey, Jay M. Grossman, Robert P. MacInnis and Michael K. Palmer and Mr. Frey serves as the Chair of the committee. The Compensation Committee did not formally meet during 2025 but rather conducted its business by unanimous written consent.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee’s responsibilities include:

- identifying individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds;
- developing and recommending to the Board for approval standards for determining whether a director is independent;
- developing the criteria to be used by the Committee in recommending directors to the Board;
- overseeing the periodic self-evaluations of the Board and its committees;
- overseeing engagement with stockholders and proxy advisory firms; and
- reviewing and discussing with management disclosure of the Company’s corporate governance practices, including information regarding the operations of the Board committees, director independence and the director nominations process, and recommending that this disclosure be included in the Company’s proxy statement or Annual Report on Form 10-K.

The Nominating and Corporate Governance Committee charter is available on our website at <https://ir.korewireless.com/corporate-governance/governance-documents>. The members of the Nominating and Corporate Governance Committee are Cheemin Bo-Linn, Robert P. MacInnis, H. Paulett Eberhart, and David Fuller. Mr. MacInnis serves as the Chair of the committee.

The Nominating and Corporate Governance Committee did not formally meet during 2025 but rather conducted its business by unanimous written consent.

ITEM 11. EXECUTIVE COMPENSATION

This section discusses the material components of the executive compensation program for our “named executive officers”. For the fiscal year ended December 31, 2025, our named executive officers and their positions with us were as follows:

- Ronald Totton, *President and Chief Executive Officer*;
- Jack W. Kennedy Jr., *Executive Vice President, Chief Legal Officer and Secretary*; and
- Jared Deith, *Executive Vice President and Chief Revenue Officer*.

2025 Summary Compensation Table

The following table sets forth information concerning the compensation of the named executive officers for the fiscal years ended December 31, 2025 and December 31, 2024:

Name and Principal Position	Year	Salary (\$)	Bonus (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$) ⁽³⁾	Total (\$)
Ronald Totton	2025	\$ 600,000	\$ 641,250	\$ 334,600	\$ 600,000	\$ 30,024	\$ 2,205,874
<i>President and Chief Executive Officer</i>	2024	\$ 466,732	\$ 225,000	\$ —	\$ 860,500	\$ 28,498	\$ 1,580,730
Jared Deith	2025	\$ 395,833	\$ 274,609	\$ 179,250	\$ 300,000	\$ 22,385	\$ 1,172,077
<i>Executive Vice President and Chief Revenue Officer</i>	2024	\$ 183,943	\$ 150,000	\$ 65,760	\$ 360,000	\$ 14,796	\$ 774,499
Jack W. Kennedy Jr.	2025	\$ 385,000	\$ 267,094	\$ 35,850	\$ 200,000	\$ 23,134	\$ 911,078
<i>Executive Vice President, Chief Legal Officer, and Secretary</i>	2024	\$ 348,357	\$ 141,717	\$ 90,852	\$ —	\$ 31,697	\$ 612,623

⁽¹⁾ The amounts in this column represent annual cash bonuses paid to Messrs. Totton, Kennedy and Deith with respect to fiscal year 2025, a signing bonus to Mr. Totton, and second-half fiscal year 2024 bonuses paid to Mr. Totton and Kennedy, as further described in the section below titled “Narrative to 2025 Summary Compensation Table - Annual Cash Bonuses.” Mr. Deith received a guaranteed cash bonus of \$150,000 for fiscal year 2024.

⁽²⁾ The amounts reported in this column represent the aggregate grant date fair value, computed in accordance with FASB ASC Topic 718, of the stock awards that were granted to each of our named executive officers under the Incentive Plan (as defined below) in fiscal year 2025. Please see the section below titled “Narrative to 2025 Summary Compensation Table - Long-Term Equity Compensation” and the “Outstanding Equity Awards at 2025 Fiscal Year-End” table below for further details on these grants.

⁽³⁾ The amounts reported in this column represent, for fiscal year 2025, the following: (a) the aggregate matching contributions to the KORE 401(k) Retirement Savings Plan made by the Company that vested in fiscal year 2024 for Mr. Totton (\$6,551) and Mr. Kennedy (\$9,785) and (b) health insurance and other welfare benefit premiums paid by the Company in fiscal year 2024 on behalf of Mr. Totton (\$23,742), Mr. Kennedy (\$13,349), and Mr. Deith (\$22,385).

Narrative to 2025 Summary Compensation Table

Base Salaries

In fiscal year 2025, the named executive officers received an annual base salary to compensate them for services rendered to the Company. The base salary payable to each named executive officer is intended to provide a fixed component of compensation reflecting the executive’s skill set, experience, role and responsibilities. Mr. Totton’s annual base salary as CEO was \$600,000 per annum. Mr. Kennedy’s base salary was \$385,000 per annum. Mr. Deith’s base salary was \$350,000 per annum until February 1, 2025, when it was increased to \$400,000 per annum. The actual base salaries earned by our named executive officers for fiscal year 2025 are set forth above in the “2025 Summary Compensation Table.”

Annual Cash and Other Bonuses

We incentivize our named executive officers with performance-based annual cash bonuses that are intended to reward the achievement of corporate performance objectives, which for fiscal year 2025 included Company revenue and Adjusted EBITDA objectives established by our Compensation Committee in February 2025. The target percentage amounts for the annual cash bonuses for each of our named executive officers are set forth in the applicable executive’s employment agreement. Based on the Company’s fiscal year 2025 performance, Messrs. Totton, Kennedy and Deith received an annual cash bonus in fiscal year 2026 of \$416,250, \$267,094 and \$274,609.

Messrs. Totton and Kennedy were each eligible to receive annual target cash bonuses of up to 75% of their 2024 base salaries payable in 2025. Based on the Company’s fiscal year 2024 performance, the corporate performance objectives described above were not achieved, and therefore our named executive officers did not receive a performance-based annual cash bonus in fiscal year 2025.

In October 2024, our Compensation Committee approved a Second-Half 2024 Short-Term Incentive Program for certain employees, including Mr. Kennedy, which included Company revenue and Adjusted EBITDA objectives for the second half of fiscal year 2024. Based on the Company’s performance for the second half of fiscal 2024, Mr. Kennedy received \$141,717.

Mr. Totton received a signing bonus of \$450,000, of which half was payable and paid in 2024 as set forth in the 2024 Summary Compensation Table, and half of which was paid in 2025.

Cash Long-Term Incentive Compensation

In 2024, Messrs. Totton and Kennedy were each granted cash awards in the amount of \$700,000 and \$360,000, respectively, of which (i) one-third of the cash award shall vest and become payable in three substantially equal installments on the first three anniversaries of the grant date, and (ii) two-thirds of the cash award shall vest and become payable based upon the Company's achievement of specified corporate performance metrics, as determined by the Board in its sole discretion, during the applicable performance periods set forth in the cash award, vesting in equal installments on March 31, 2026 and March 31, 2027, if the targets are achieved, and in each case subject to the continued employment by the Company from the grant date through the applicable vesting date, although the employment agreements for each of Messrs. Totton and Kennedy allow for the time-vesting portion to accelerate upon termination without cause or for good reason.

In 2025, Messrs. Totton, Kennedy and Deith were each granted cash awards in the amount of \$600,000, \$200,000 and \$300,000, respectively, which shall vest and become payable based on the Company's achievement of specified corporate performance metrics, as determined by the Board in its sole discretion, during the applicable performance period set forth in the cash award, ending on December 31, 2026.

Long-Term Equity Compensation

Equity Incentive Plan

Our Board adopted, and our stockholders approved, the KORE Group Holdings, Inc. 2021 Long-Term Stock Incentive Plan, as it may be amended from time to time (the "Incentive Plan"), in order to facilitate the grant of cash and equity incentives to directors, employees (including our named executive officers), consultants and other service providers of the Company and certain of our affiliates, and to enable us to obtain and retain services of these individuals, which is essential to our long-term success.

Equity Grants in 2025

On June 30, 2025, Mr. Totton was granted an award of restricted stock units in respect of 40,000 shares of common stock, Mr. Deith was granted an award of restricted stock units in respect of 25,000 shares of common stock, and Mr. Kennedy was granted an award of restricted stock units in respect of 15,000 shares of common stock. Each award vests in full one year from the date of grant.

On June 30, 2025, Mr. Totton was granted an award of restricted stock units in respect of 100,000 shares of common stock, and Mr. Deith was granted an award of restricted stock units in respect of 50,000 shares of common stock. Each award vests in four equal installments on each of the four following anniversaries of the grant date.

Other Elements of Compensation

Retirement Plans

In fiscal year 2025, the named executive officers participated in a 401(k) retirement savings plan maintained by KORE. The Code allows eligible employees to defer a portion of their compensation, within prescribed limits, on a pre-tax basis through contributions to the 401(k) plan. In fiscal year 2025, contributions made by participants in the Company's 401(k) plan were matched up to a specified percentage of the employee contributions on behalf of the named executive officers. These matching contributions are generally unvested as of the date on which the contribution is made, and vest 25% over a four-year period, subject to continued service. Our named executive officers will continue to participate in the Company's 401(k) plan on the same terms as other full-time employees.

Employee Benefits and Perquisites

Health/Welfare Plans

In fiscal year 2025, the named executive officers participated in health and welfare plans maintained by KORE, including:

- medical, dental and vision benefits for which the Company pays the full amount of the premiums on behalf of our named executive officers;
- medical and dependent care flexible spending accounts;
- short-term and long-term disability insurance and accidental death and dismemberment insurance;
- life insurance; and
- vacation and paid holidays.

No Tax Gross-Ups

In fiscal year 2025, KORE did not make gross-up payments to cover the named executive officers' personal income taxes that may pertain to any of the compensation or perquisites paid or provided by KORE.

Retention Agreements

On October 30, 2025, the Special Committee (the "Special Committee") of the Board approved retention awards (each, a "Retention Award") for key employees of the Company including its named executive officers (each, a "Participant") to retain such employees in light of the Board's formation of the Special Committee to consider and evaluate a potential strategic transaction involving the Company or an alternative thereto. The Participant's eligibility to receive a Retention Award is subject to continued employment with the Company or one of its subsidiaries through the 18-month anniversary of the date of the retention awards (the "Retention Period"). If a Participant's employment ends prior to the end of the Retention Period, the Participant will forfeit the right to receive the Retention Award; provided, however, that, for the named executive officers, if a Participant's employment is terminated without Cause (as defined in the Participant's award letter) or such Participant resigns for Good Reason (as defined in the Participant's award letter), the Retention Award will become due and payable no later than 60 days after such termination without Cause or resignation for Good Reason (as applicable). Otherwise, the Retention Award will become due and payable no later than 60 days after the end of the Retention Period. Messrs. Totton, Kennedy and Deith were granted a Retention Award of \$400,000, \$250,000 and \$150,000, respectively.

Employment Agreements

On April 29, 2024, the Company and the Mr. Totton entered into a Letter Agreement whereby Mr. Totton was employed by the Company as the Interim President and Chief Executive Officer of the Company (the "Letter Agreement"). On August 14, 2024, the Letter Agreement was terminated, and Mr. Totton entered into an employment agreement with the Company to serve as its President and Chief Executive Officer.

On August 15, 2024, Mr. Deith entered into an employment agreement with the Company to serve as its Executive Vice President, Connected Health. On January 31, 2025, Mr. Deith was appointed the Company's Executive Vice President and Chief Revenue Officer.

On March 10, 2022, Mr. Kennedy entered into an employment agreement with the Company to serve as its Executive Vice President, Chief Legal Officer, and Secretary.

Each of Messrs. Totton's, Deith's and Kennedy's employment agreements provide for an initial five-year term subject to automatic one-year renewal terms thereafter, unless either the Company or the applicable executive provides 30 days' advance written notice of its or his intent not to renew the term.

Pursuant to their respective employment agreement, each executive is entitled to the following salaries: for Mr. Totton, \$600,000, for Mr. Deith, \$350,000 and for Mr. Kennedy, \$300,000. Each executive's salary will be reviewed annually by our Board solely for upward adjustment at the Board's discretion. Each of Messrs. Totton's, Deith's and Kennedy's employment agreements also provide that each such executive is eligible to earn an annual bonus, with a target bonus opportunity of 75% of his base salary.

Pursuant to the terms of their respective employment agreement, each of Messrs. Totton, Deith and Kennedy are entitled to receive severance payments and benefits in certain limited circumstances. Such severance payments and benefits are described in more detail below in the section titled "Potential Payments Upon Termination or Change in Control".

Outstanding Equity Awards at 2025 Fiscal Year-End

The following table reflects information regarding outstanding equity-based awards held by our named executive officers as of December 31, 2025.

Stock awards

Name	Grant 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 value of unearned shares, units, or other rights that have not vested (\$) ⁽¹⁾
Ronald Totton	8/14/2024	183,334 ⁽²⁾	\$ 773,669	—	\$ —
	6/30/2025	40,000 ⁽³⁾	\$ 168,800	—	\$ —
	6/30/2025	100,000 ⁽⁴⁾	\$ 422,000	—	\$ —
Jared Deith	8/15/2024	3,706 ⁽⁵⁾	\$ 15,639	—	\$ —
	6/30/2025	25,000 ⁽⁶⁾	\$ 105,500	—	\$ —
	6/30/2025	50,000 ⁽⁷⁾	\$ 211,000	—	\$ —
Jack W. Kennedy Jr.	3/7/2023	—	\$ —	15,567 ⁽⁸⁾	\$ 65,693
	2/9/2023	5,189 ⁽⁹⁾	\$ 21,898	—	\$ —
	5/22/2024	16,000 ⁽¹⁰⁾	\$ 67,520	—	\$ —
	6/30/2025	15,000 ⁽¹¹⁾	\$ 63,300	—	\$ —

⁽¹⁾ Calculated based on the closing price for our common stock on December 31, 2025, which was \$4.22.

⁽²⁾ Represents RSUs granted upon transition from Interim CEO to CEO, of which 16,666 RSUs shall vest on the first anniversary of the grant date, 54,166 RSUs shall vest on the second anniversary of the grant date, 54,168 RSUs shall vest on the third anniversary of the grant date, and 75,000 RSUs shall vest on the fourth anniversary of the grant date.

⁽³⁾ Represents RSUs which will vest in full on June 30, 2026, assuming the continuous employment or service of the reporting person with the issuer.

⁽⁴⁾ Represents RSUs which will vest in four equal installments on each of the following four anniversaries of the grant date, assuming the continuous employment or service of the reporting person with the issuer.

⁽⁵⁾ Represents RSUs which will vest in two equal installments on each of February 9, 2025 and February 9, 2026.

⁽⁶⁾ Represents RSUs which will vest in full on June 30, 2026.

⁽⁷⁾ Represents RSUs which will vest in four equal installments on each of the following four anniversaries of the grant date.

⁽⁸⁾ Represents PSUs outstanding assuming the Company performance targets are met at 100%. These PSUs will vest on March 31, 2026, assuming the achievement of at least a threshold relating to Company performance targets.

⁽⁹⁾ Represents RSUs which vested equally on February 9, 2025 and February 9, 2026.

⁽¹⁰⁾ Represents RSUs which will vest in three equal installments on each anniversary of the grant date.

⁽¹¹⁾ Represents RSUs which will vest in full on June 30, 2026, assuming the continuous employment or service of the reporting person with the issuer.

Potential Payments Upon Termination or Change in Control

Ronald Totton

Mr. Totton is entitled to receive severance payments and benefits upon a qualifying termination of his employment by the Company “without cause” (as defined in the employment agreement and which includes a termination due to non-extension of the employment term by the Company) or by Mr. Totton for “good reason” (as defined in the employment agreement) consisting of the following, in addition to accrued benefits:

- any annual bonus earned but unpaid with respect to the Company’s fiscal year ending on or preceding the date of termination;
- payment of the base salary in effect immediately preceding the date of termination (or, if greater, Mr. Totton’s salary in effect immediately preceding a material reduction in his then current salary, for which Mr. Totton has terminated his employment for good reason) for the period equal to twelve (12) months, payable in accordance with the established payroll practices of the Company (but no less frequently than monthly), beginning on the first payroll date following 60 days after the date of termination, with Mr. Totton to receive at that time a lump sum payment with respect to any installments that he was entitled to receive during the first 60 days following the date of termination, and the remaining payments made as if they had commenced immediately following the date of termination;
- a prorated annual bonus for the fiscal year in which the termination occurs, calculated based on actual achievement and paid at the same time annual bonuses are generally paid to other executives for the relevant year;
- continuation of any health care (medical, dental and vision) plan coverage provided to Mr. Totton and his dependents during the severance period (or cash payments in lieu of such benefits if such continuation is not feasible under the terms of the plan or program pursuant to which coverage is provided or the Company reasonably determines that such continuation would adversely affect the tax

- status of such plan or program); provided that such continued coverage will terminate in the event Mr. Totton becomes eligible for coverage under another employer's plans;
- all unvested equity or equity-based awards in the Company or its affiliates that vest solely based on passage of time will automatically vest; and
- payment of one year of outplacement services from an outplacement service provider of Mr. Totton's choice, limited to \$20,000 in total.

If Mr. Totton's employment terminates by reason of his death or "disability" (as defined in the employment agreement), in addition to any accrued benefits, Mr. Totton or his estate is entitled to receive payment of any prior year annual bonus, the prorated annual bonus described above, and the equity vesting treatment described above, as well as any benefits to which he is entitled by law (at Mr. Totton's or his estate's sole expense) pursuant to COBRA.

Any severance benefits or payments payable to Mr. Totton pursuant to his employment agreement are subject to his execution of a release of claims and continued compliance with the applicable restrictive covenants. Pursuant to his employment agreement, while employed by the Company (or any subsidiary or affiliate of the Company) and during the 24-month period following termination, Mr. Totton is subject to non-competition and non-solicitation of customers and employees covenants, as well as perpetual confidentiality.

Jared Deith

Mr. Deith is entitled to receive severance payments and benefits upon a qualifying termination of his employment by the Company "without cause" (as defined in the employment agreement and which includes a termination due to non-extension of the employment term by the Company) or by Mr. Deith for "good reason" (as defined in the employment agreement) consisting of the following, in addition to accrued benefits:

- any annual bonus earned but unpaid with respect to the Company's fiscal year ending on or preceding the date of termination;
- payment of the base salary in effect immediately preceding the date of termination (or, if greater, Mr. Deith's salary in effect immediately preceding a material reduction in his then current salary, for which Mr. Deith has terminated his employment for good reason) for the period equal to twelve (12) months, payable in accordance with the established payroll practices of the Company (but no less frequently than monthly), beginning on the first payroll date following 60 days after the date of termination, with Mr. Deith to receive at that time a lump sum payment with respect to any installments that he was entitled to receive during the first 60 days following the date of termination, and the remaining payments made as if they had commenced immediately following the date of termination;
- a prorated annual bonus for the fiscal year in which the termination occurs, calculated based on actual achievement and paid at the same time annual bonuses are generally paid to other executives for the relevant year;
- continuation of any health care (medical, dental and vision) plan coverage provided to Mr. Deith and his dependents during the severance period (or cash payments in lieu of such benefits if such continuation is not feasible under the terms of the plan or program pursuant to which coverage is provided or the Company reasonably determines that such continuation would adversely affect the tax status of such plan or program); provided that such continued coverage will terminate in the event Mr. Totton becomes eligible for coverage under another employer's plans; and
- all unvested equity or equity-based awards in the Company or its affiliates that vest solely based on passage of time will automatically vest.

If Mr. Deith's employment terminates by reason of his death or "disability" (as defined in the employment agreement), in addition to any accrued benefits, Mr. Deith or his estate is entitled to receive payment of any prior year annual bonus, the prorated annual bonus described above, and the equity vesting treatment described above, as well as any benefits to which he is entitled by law (at Mr. Deith's or his estate's sole expense) pursuant to COBRA.

Any severance benefits or payments payable to Mr. Deith pursuant to his employment agreement are subject to his execution of a release of claims and continued compliance with the applicable restrictive covenants. Pursuant to his employment agreement, while employed by the Company (or any subsidiary or affiliate of the Company) and during the 24-month period following termination, Mr. Deith is subject to non-competition and non-solicitation of customers and employees covenants, as well as perpetual confidentiality.

Jack W. Kennedy Jr.

Mr. Kennedy is entitled to receive severance payments and benefits upon a qualifying termination of his employment by the Company "without cause" (as defined in his employment agreement and which includes a termination due to non-extension of the employment term by the Company) or by Mr. Kennedy for "good reason" (as defined in his employment agreement) consisting of the following, in addition to accrued benefits:

- any annual bonus earned but unpaid with respect to the Company's fiscal year ending on or preceding the date of termination;

- payment of base salary in effect immediately preceding the date of termination (or, if greater, Mr. Kennedy's base salary in effect immediately preceding a material reduction in his then current base salary, for which he has terminated his employment for good reason) equal to 12 months, payable in accordance with the established payroll practices of the Company;
- a prorated annual bonus for the fiscal year in which the termination occurs, calculated based on actual achievement and paid at the same time annual bonuses are generally paid to other executives for the relevant year;
- continuation of any health care (medical, dental and vision) plan coverage provided to such executive and his dependents during the severance period (or cash payments in lieu of such benefits if such continuation is not feasible under the terms of the plan or program pursuant to which coverage is provided or the Company reasonably determines that such continuation would adversely affect the tax status of such plan or program); provided that such continued coverage (or payments, as applicable) will terminate in the event such executive becomes eligible for coverage under another employer's plans; and
- all unvested equity or equity-based awards in the Company or its affiliates that vest solely based on passage of time will automatically vest.

If Mr. Kennedy's employment terminates by reason of his death or "disability" (as defined in his employment agreement), in addition to any accrued benefits, such executive (or such executive's estate, as applicable) is entitled to receive payment of any prior year annual bonus and the prorated annual bonus described above, as well as any benefits to which he is entitled by law (at such executive's sole expense) pursuant to COBRA.

Any severance benefits or payments payable pursuant to Mr. Kennedy under his respective employment agreement are subject to his execution of a release of claims. Pursuant to Mr. Kennedy's employment agreement, while employed by the Company (or any subsidiary or affiliate of the Company) and during the 24-month period following termination, Mr. Kennedy is subject to non-competition and non-solicitation of customers and employees covenants, as well as perpetual confidentiality.

Director Compensation

The Company maintains a director compensation policy for its non-employee directors (the "Director Compensation Policy") that is designed to provide competitive compensation necessary to attract and retain high quality non-employee directors. The Director Compensation Policy provides for the following:

- An annual cash retainer of \$40,000 for each non-employee director;
- An annual cash retainer of \$50,000 for the non-employee director serving as the non-executive chair of the Board, if any;
- An annual cash retainer of \$15,000 for the non-employee director serving as the lead independent director of the Board, if any;
- An annual cash retainer of \$10,000 for each non-employee director serving on the Audit Committee, the Compensation Committee or the Nomination and Corporate Governance Committee;
- An annual cash retainer of \$20,000 for each non-employee director chairing the Audit Committee, the Compensation Committee or the Nominating and Corporate Governance Committee;
- A cash payment of \$2,000 to each non-employee director serving on the Audit Committee for each meeting of the Audit Committee exceeding eight (8) meetings in one year;
- An annual restricted stock unit ("RSU") award with a grant date fair value of \$150,000 granted as of the date of the annual meeting of stockholders of the Company, with each such award vesting upon the earlier of one year following the grant date or the date of the immediately subsequent annual meeting of stockholders of the Company, subject to continued service through such vesting date; and
- An initial RSU award granted to a newly appointed or elected non-employee director, with a grant date fair value of \$150,000, granted as of the date on which such director is appointed or elected to serve on the Board, with such award vesting in equal annual installments on each of the first three anniversaries of the grant date, subject to continued service through each such vesting date.

Each annual retainer described above is paid quarterly and is subject to pro-ration for partial quarters served. The RSU awards described above are subject to accelerated vesting in the event of a change of control of the Company if the grantee is not retained as a director following such change of control.

In addition, each non-employee director serving on the Board as of the date of the Closing was entitled to receive (i) 3,000 RSUs, each of which vests in equal annual installments on each of the first three anniversaries of the Closing, subject to continued service through each such vesting date, and (ii) 4,226 RSUs, each of which vested in full on the one-year anniversary of the Closing.

For their service on a special committee of the Board established on March 31, 2025, to, among other things, review, evaluate, negotiate, and recommend for or against a possible strategic sale of the Company and alternatives thereto, Messrs. Donahue and Geisler each received a payment of \$50,000, payable in 6 monthly installments, for their service on the Special Committee.

The following table sets forth information regarding compensation earned by our non-employee directors for their Board service during the year ended December 31, 2025:

Name	Fees earned or paid in cash (\$)	Stock Awards ⁽¹⁾ (\$)	Total (\$)
Timothy M. Donahue, Chair	\$ 140,000	\$ 150,000	\$ 290,000
Cheemin Bo-Linn	\$ 86,000	\$ 150,000	\$ 236,000
H. Paulett Eberhart	\$ 66,000	\$ 150,000	\$ 216,000
Andrew Frey ⁽²⁾	\$ —	\$ —	\$ —
David Fuller ⁽²⁾	\$ —	\$ —	\$ —
James Geisler	\$ 116,000	\$ 150,000	\$ 266,000
Jay M. Grossman ⁽²⁾	\$ —	\$ —	\$ —
Robert P. MacInnis ⁽²⁾	\$ —	\$ —	\$ —
Michael K. Palmer ⁽²⁾	\$ —	\$ —	\$ —

⁽¹⁾ The amounts reported in this column represent the aggregate grant date fair value, computed in accordance with FASB ASC Topic 718, of stock awards granted to certain of our non-employee directors. As of December 31, 2025, certain of our non-employee directors held outstanding awards of RSUs in the following amounts: Messrs. Donahue and Geisler, Dr. Bo-Linn, and Ms. Eberhart, each 58,139.

⁽²⁾ Each of Messrs. Frey, Fuller, Grossman, MacInnis and Palmer declined to receive compensation in respect of their service on our Board during fiscal year 2025.

Compensation Committee Interlocks and Insider Participation

During 2025, Mr. Frey, Mr. Grossman, Mr. MacInnis and Mr. Palmer served on the Compensation Committee. None of the current or past members of our Compensation Committee is or has been an officer or employee of the Company. None of our executive officers currently serves, or in the past year has served, as a member of the Compensation Committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board) or director of any entity that has one or more executive officers serving on our Compensation Committee or the Board. There were no compensation committee interlocks or insider participation in compensation decisions that are required to be disclosed in this proxy statement. None of the members of the Compensation Committee had any relationship requiring disclosure under Item 404 of Regulation S-K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as of April 3, 2026, certain information based on filings with the SEC and information that has been provided to the Company with respect to the beneficial ownership of shares of the Company common stock for (i) each stockholder who is known by the Company to own beneficially more than five percent of the outstanding shares of Company common stock, (ii) each of the Company's directors, (iii) each of the Company's named executive officers and (iv) all of the Company's current directors and executive officers as a group.

Beneficial ownership of common stock is determined under rules of the SEC and generally includes any shares over which a person exercises sole or shared voting or investment power. Unless otherwise indicated by footnote, the Company believes that each Company stockholder shown on the table below has sole voting and dispositive power with respect to all shares shown as beneficially owned by that Company stockholder. The applicable percentage of beneficial ownership is based on 17,587,851 shares of Company common stock issued and outstanding on April 3, 2026. Shares of Company common stock subject to Company equity awards and warrants to purchase Company common stock currently exercisable or that will be settled or exercisable within 60 days after April 3, 2026 are deemed to be outstanding and beneficially owned by the person holding the Company equity awards or warrants for the purpose of computing the percentage of beneficial ownership of that person and any group of which that person is a member, but are not deemed outstanding for the purpose of computing the percentage of beneficial ownership for any other person.

Unless otherwise indicated, the address of all individuals listed in the table is as follows: KORE Group Holdings, Inc., 1155 Perimeter Center West, 11th Floor, Atlanta, Georgia 30338.

Name of Beneficial Owner	Number of Shares of Company Common Stock Beneficially Owned	Percentage (%) of Shares of Company Common Stock Beneficially Owned
<i>Five Percent Stockholders (other than Directors and Named Executive Officers):</i>		
Abry ⁽¹⁾⁽²⁾	4,850,587	27.6 %
Searchlight ⁽³⁾	2,404,942	12.0 %
Wood River Capital, LLC ⁽⁴⁾	2,000,000	11.4 %
Fortress ⁽⁵⁾	1,698,846	9.7 %
Cerberus ⁽⁶⁾	1,374,069	6.9 %
Twilio, Inc. ⁽⁷⁾	1,000,000	5.7 %
Terrdian Holdings Inc. ⁽⁸⁾	1,163,205	6.6 %
Dotmar Investments Limited ⁽⁹⁾	847,293	4.8 %
<i>Directors and Named Executive Officers:</i>		
Ronald Totton	46,601	*
Jared Deith	454,298	2.6 %
Jack Kennedy ⁽¹⁰⁾	52,662	*
Timothy M. Donahue	83,366	*
Cheemin Bo-Linn	83,366	*
H. Paulett Eberhart	81,566	*
Andrew Frey	—	*
David Fuller	—	*
James Geisler	81,566	*
Jay M. Grossman ⁽¹⁾⁽²⁾	4,850,587	27.6 %
Robert P. MacInnis	20,900	*
Michael K. Palmer	—	*
All current KORE directors and executive officers as a group (14 individuals)	5,754,912	32.7 %

*Less than one percent

⁽¹⁾ 4,300,157 of the shares reported herein are owned directly by ABRY Partners VII, L.P. 248,042 of the shares reported herein are owned directly by ABRY Partners VII Co-Investment Fund, L.P. 4,864 of the shares reported herein are owned directly by ABRY Investment Partnership, L.P. 257,702 of the shares reported herein are owned directly by ABRY Senior Equity IV, L.P. and 39,822 of the shares reported herein are owned directly by ABRY Senior Equity Co-Investment Fund IV, L.P.

⁽²⁾ ABRY Partners VII, L.P., ABRY Partners VII Co-Investment Fund, L.P., ABRY Investment Partnership, L.P., ABRY Senior Equity IV, L.P. and ABRY Senior Equity Co-Investment Fund IV, L.P. (collectively the "ABRY Funds") are managed and/or controlled by ABRY Partners, LLC ("ABRY I") and ABRY Partners II, LLC ("ABRY II") and/or their respective affiliates. ABRY I and ABRY II are investment advisors registered with the SEC. Royce Yudkoff, as managing member of ABRY I and sole member of certain of its affiliates, has the right to exercise investment and voting power on behalf of ABRY Investment Partnership, L.P. Peggy Koenig and Jay M. Grossman, as equal members of ABRY II and of certain of its affiliates, have the right to exercise investment and voting power on behalf of the ABRY Funds. Each of the Messrs. Yudkoff, Messrs. Grossman and Ms. Koenig disclaims any beneficial ownership of the securities held by the ABRY Funds other than to the extent of any pecuniary interest he may have therein, directly or indirectly. The business address of ABRY is 888 Boylston Street, Suite 1600, Boston, Massachusetts.

⁽³⁾ Searchlight shares reported herein consist of common stock issuable to Searchlight upon the exercise of the Penny Warrants to purchase 2,404,942 shares of Company common stock at an exercise price of \$0.05 per share, assuming that the Penny Warrants are exercised for the \$0.05 per share exercise price, and not exercised via a cashless exercise formula. Searchlight is a Delaware limited partnership that was formed to effect the investment in the Company's securities in connection with that certain Investment Agreement, dated as of November 9, 2023, by and between the Company and Searchlight, as amended (the "Investment Agreement"). The general partner of Searchlight is Searchlight Capital Partners IV GP AGG, LLC, a Delaware limited liability company ("Searchlight IV GP AGG"). The sole member of Searchlight IV GP AGG is Searchlight Capital Partners IV GP, L.P., a Cayman limited partnership ("Searchlight IV GP LP"). The general partner of Searchlight IV GP LP is Searchlight Capital Partners IV GP, LLC, a Delaware limited liability company ("Searchlight IV GP"). The reported securities may be deemed to be owned directly by Searchlight and indirectly by Searchlight IV GP AGG, Searchlight IV GP LP and Searchlight IV GP. Each of the entities disclaims beneficial ownership of the foregoing warrants and any shares of common stock that are not directly owned by such

entities, in each case except to the extent of any pecuniary interest therein. The business address of each of the foregoing entities is 745 Fifth Avenue - 27th Floor, New York, NY 10151.

⁽⁴⁾ Wood River Capital, LLC (“Wood River”) is beneficially owned by SCC Holdings, LLC (“SCC”), SCC is beneficially owned by KIM, LLC (“KIM”), KIM is beneficially owned by Koch Investments Group, LLC (“KIG”), KIG is beneficially owned by Koch Investments Group Holdings, LLC (“KIGH”). KIGH is beneficially owned by Koch Companies, LLC. (“KCLLC”) and KCLLC is beneficially owned by Koch, Inc., in each case by means of ownership of all voting equity instruments. SCC, KIM, KIG, KIGH, KCLLC, and Koch, Inc. may be deemed to beneficially own the shares held by Wood River by virtue of (i) Koch Inc.’s beneficial ownership of KLLC, (ii) KCLLC’s beneficial ownership of KIGH, (iii) KIGH’s beneficial ownership of KIG, (iv) KIG’s beneficial ownership of KIM and (v) KIM’s beneficial ownership of SCC and (vi) SCC’s beneficial ownership of Wood River but each of them disclaims beneficial ownership thereof. The business address of each of the foregoing entities and persons is 4111 E. 37th Street North, Wichita, KS 67220.

⁽⁵⁾ The shares reported herein consist of shares of common stock into which certain Exchangeable Notes held by affiliates of Fortress Investment Group LLC (“Fortress”) are convertible. Under the terms of the Exchangeable Notes, the holder thereof may not exercise the option to exchange the Exchangeable Notes for common stock to the extent that such exercise would cause such holder to beneficially own a number of shares of common stock with would exceed 9.99% of our then outstanding common stock following such exercise (the “Blocker”), excluding for purposes of such determination shares of common stock issuable upon exercise of such Exchangeable Notes with have not been exercised. The table above sets forth the number of shares of common stock underlying the Exchangeable Notes currently exercisable in light of the Blocker and excludes 221,161 shares of common stock underlying the Exchangeable Notes that cannot be exercised at this time in light of the Blocker. The business address of Fortress is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

⁽⁶⁾ Includes 54,556 shares beneficially owned through the ownership of 272,778 warrants exercisable within 60 days of April 3, 2026. Cerberus Telecom Acquisition Corp. (“CTAC”) is controlled by a board of managers comprised of Frank W. Bruno. Pursuant to the Schedule 13D/A filed with the SEC on March 18, 2025, CTAC and Mr. Bruno have shared voting and dispositive power over the shares of common stock issuable upon exercised of the warrants. The business address of CTAC is 875 Third Avenue, New York, New York 10022.

⁽⁷⁾ Twilio, Inc. is the recordholder of the shares reported herein. The business address of Twilio, Inc. is 101 Spear Street, Fifth Floor, San Francisco, CA 94105.

⁽⁸⁾ Terrdian Holdings Inc. is the recordholder of the shares reported herein. Terrdian Holdings Inc. is a corporation controlled by Terence Jarman as President and Director. and has the right to exercise investment and voting power on behalf of Terrdian Holdings Inc. Mr. Jarman disclaims any beneficial ownership of the securities other than to the extent of any pecuniary interest he may have therein, directly or indirectly. The business address of the foregoing persons is 10 High Point Rd, Toronto, Ontario M3B 2A4, Canada.

⁽⁹⁾ The number of shares reported herein consists of both shares of common stock held of record by Dotmar Investments Limited and Richard Burston. Richard Burston, as Chairman of Dotmar Investments Limited, has the right to exercise investment and voting power on behalf of Dotmar Investments Limited. Richard Burston disclaims any beneficial ownership of the securities held by the Dotmar Investments Limited other than to the extent of any pecuniary interest he may have therein, directly or indirectly. The business address of Dotmar Investments Limited is First Floor, 7 Esplanade, St Helier, Jersey JE2 3QA Channel Islands.

⁽¹⁰⁾ Includes 8,000 RSUs granted to Mr. Kennedy that vest within 60 days of April 3, 2026.

Equity Compensation Plan Information

We maintain the Incentive Plan, pursuant to which we may grant awards of (i) incentive and non-qualified stock options, (ii) stock appreciation rights, (iii) restricted stock, (iv) restricted stock units, (v) performance awards, or (vi) other stock-based awards.

The following table provides certain information about the Company’s equity compensation plans as of December 31, 2025:

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 (excluding securities reflected in first column) ⁽¹⁾
Equity compensation plans previously approved by security holders	— \$	—	1,694,400
Equity compensation plans not approved by security holders	— \$	—	—
Total	— \$	—	1,694,400

⁽¹⁾ Represents 1,694,400 shares available for future issuance under the Incentive Plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Policies and Procedures for Related Person Transactions

We have adopted a written related person transaction policy that sets forth the following policies and procedures for the review and approval or ratification of related person transactions. A “related person transaction” is a transaction, arrangement or relationship in which KORE or any of its subsidiaries was, is or will be a participant, the amount of which involved exceeds \$120,000, and in which any related person had, has or will have a direct or indirect material interest. A “related person” means:

- any person who is, or at any time during the applicable period was, one of our executive officers or directors;
- any person who is known by us to be the beneficial owner of more than 5% of our voting stock;
- any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a director, executive officer or a beneficial owner of more than 5% of our voting stock, and any person (other than a tenant or employee) sharing the household of such director, executive officer or beneficial owner of more than 5% of our voting stock; and
- any firm, corporation or other entity in which any of the foregoing persons is a partner or principal, or in a similar position, or in which such person has a 10% or greater beneficial ownership interest.

We have policies and procedures designed to minimize potential conflicts of interest arising from any dealings it may have with its affiliates and to provide appropriate procedures for the disclosure of any real or potential conflicts of interest that may exist from time to time. Specifically, pursuant to its Audit Committee charter, the Audit Committee has the responsibility to review related party transactions.

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and executive officers. Under the terms of such indemnification agreements, we are required to indemnify each of our directors and executive officers, to the fullest extent permitted by the laws of the state of Delaware, if the basis of the indemnitee’s involvement was by reason of the fact that the indemnitee is or was our director or officer or was serving at our request in an official capacity for another entity. We must indemnify our directors and executive officers against all reasonable direct and indirect costs, fees and expenses of any type or nature whatsoever, including all other disbursements, obligations or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, being or preparing to be witness in, settlement or appeal of, or otherwise participating in any threatened, pending or completed action, suit, claim, counterclaim, cross claim, arbitration, mediation, alternate dispute resolution mechanism, investigation, inquiry, administrative hearing or any other actual, threatened or completed proceeding. The indemnification agreements also require us to advance, to the extent not prohibited by law, all direct and indirect costs, fees and expenses that such director or executive officer incurred, provided that such person will return any such advance if it is ultimately determined that such person is not entitled to indemnification by us.

Transactions with Affiliates of the Company

ABRY Partners, LLC

ABRY beneficially owned approximately 27.6% of the Company’s outstanding common stock as of April 3, 2026, and two of the Company’s Board members, Messrs. Grossman and MacInnis, are employed by ABRY. ABRY is therefore considered an affiliate of the Company.

HealthEZ, an Abry portfolio company until mid-2025, was the Company’s health insurance third-party administrator during 2024. The administration costs incurred with HealthEZ were \$0.6 million for the year ended December 31, 2024. Aggregate expenses are recorded as “selling, general, and administrative expenses incurred with affiliates” in the consolidated statement of operations and comprehensive loss. The Company moved to a different third-party administrator in 2025.

Searchlight

Searchlight beneficially owned approximately 12% of the Company’s outstanding common stock as of April 3, 2026 through its ownership of 12,024,711 warrants, which entitle Searchlight to purchase one share of the Company’s common stock in exchange for one warrant, exercisable immediately post-issuance at either \$0.01 per share of common stock or by using a formula for cashless exercise. Searchlight is therefore considered an affiliate of the Company. Searchlight also currently owns all of the Series A-1 preferred stock, which has a liquidation value of \$152.9 million. The Series A-1 preferred stock is mandatorily redeemable for cash payable to the holder on November 15, 2033. The Series A-1 preferred stock has a 13% cumulative dividend, and approximately \$47.9 million of such dividends were payable to Searchlight as of December 31, 2025.

CTAC

Two of the Company’s Board members, Messrs. Geisler and Palmer, are employed by CTAC’s parent company. CTAC is therefore considered an affiliate of the Company. CTAC beneficially owned approximately 6.9% of the outstanding common stock of the Company as of April 3, 2026. Affiliates of CTAC’s parent company own the Company’s Private Placement Warrants, of which 272,779 warrants are outstanding.

exercisable for one share of our common stock at an exercise price of \$11.50 per share. The Private Placement Warrants will expire on October 1, 2026 unless earlier redeemed.

Merger Agreement and Rollover Agreements

On February 26, 2026, the Company entered into the Merger Agreement with KONA Parent and KONA Merger Sub, pursuant to which, subject to the terms and conditions thereof, KONA Merger Sub will merge with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of KONA Parent. In connection therewith, each share of Company common stock (other than (i) shares held by KONA Parent or KONA Merger Sub, including shares contributed to KONA Parent pursuant to certain rollover agreements that are being entered into in connection with the Merger, (ii) shares held by the Company as treasury stock and (iii) shares held by stockholders who have properly exercised and perfected appraisal rights under Delaware law) will be converted into the right to receive cash in the amount of \$9.25 per share.

Closing of the transaction is conditioned upon, among other things, approval of the holders of a majority of the voting power represented by the outstanding shares that are entitled to vote thereon and approval by the holders of a majority of the votes cast by stockholders other than Searchlight and Abry, Board members who are affiliated with Searchlight and Abry and certain Company officers, receipt of regulatory approvals, including clearance under the Hart-Scott-Rodino (HSR) Antitrust Improvements Act of 1976, as amended, and by the Committee on Foreign Investment in the United States (CFIUS), and other customary closing conditions.

In addition, concurrently with the signing of the Merger Agreement, the Company entered into (i) a Voting and Support Agreement with Cerberus Telecom Acquisition Holdings, LLC (“Cerberus”), pursuant to which, among other things, Cerberus agreed to vote (or cause to be voted) all of the shares of Company common stock held by it in favor of the adoption of the Merger Agreement and approval of the Merger and the other transactions contemplated by the Merger Agreement, (ii) a Voting, Support and Rollover Agreement with Searchlight, pursuant to which, among other things, Searchlight agreed to vote (or cause to be voted) all of the shares of Company common stock and Series A-1 preferred stock of the Company held by Searchlight in favor of the adoption of the Merger Agreement and approval of the Merger and the other transactions contemplated by the Merger Agreement; and (iii) Voting and Support Agreements with Abry and Voting, Support and Rollover Agreements with Abry, pursuant to which, among other things, Abry agreed to vote (or cause to be voted) all of the shares of Company common stock held by Abry in favor of the adoption of the Merger Agreement and approval of the Merger and the other transactions contemplated by the Merger Agreement.

On March 17, 2026, the Company and KONA Parent entered into (i) a Rollover, Voting and Support Agreement with Dotmar Investments Limited (“Dotmar”), which, directly or indirectly, beneficially owns 847,293 shares of Company common stock, pursuant to which, among other things, Dotmar has agreed to vote (or cause to be voted) all of the foregoing shares of Company common stock in favor of the adoption of the Merger Agreement and approval of the Merger and the other transactions contemplated by the Merger Agreement and to contribute all of such shares to KONA Parent immediately prior to the Effective Time (as defined in the Merger Agreement); (ii) a Rollover, Voting and Support Agreement with Richard Burston, which, directly or indirectly, beneficially owns 169,948 shares of Company Common Stock, pursuant to which, among other things, Richard Burston has agreed to vote (or cause to be voted) all of the foregoing shares of Company common stock in favor of the adoption of the Merger Agreement and approval of the Merger and the other transactions contemplated by the Merger Agreement and to contribute all of such shares to KONA Parent immediately prior to the Effective Time; and (iii) a Rollover, Voting and Support Agreement with Terrdian Holdings Inc., which, directly or indirectly, beneficially owns 1,163,205 shares of Company common stock, pursuant to which, among other things, Terrdian Holdings Inc. has agreed to vote (or cause to be voted) all of the foregoing shares of Company common stock in favor of the adoption of the Merger Agreement and approval of the Merger and the other transactions contemplated by the Merger Agreement and to contribute all of such shares to KONA Parent immediately prior to the Effective Time.

The closing of the transaction is not subject to a financing condition. KORE expects the transaction to close during the second or third quarter of 2026.

Second Amended and Restated Investor Rights Agreement

On October 30, 2024, we entered into the Second Amended and Restated Investor Rights Agreement setting forth the parties’ rights and obligations with respect to the designation, removal, and replacement of directors of KORE and the registration for resale of certain shares of our common stock and other equity securities of KORE that are held by the parties thereto from time to time.

Director Independence

The Board assesses the independence of each director annually, and of each director nominee, in accordance with the Company’s Corporate Governance Guidelines and the NYSE listing standards. The independence guidelines in the Corporate Governance Guidelines are consistent with the independence requirements in the NYSE listing standards and include guidelines as to categories of relationships that are considered not material for purposes of director independence.

A majority of the Board must be independent under NYSE listing standards and the Company’s Corporate Governance Guidelines. Pursuant to the charters of the Audit Committee and the Compensation Committee, respectively, members of these committees also must satisfy separate independence standards based on requirements of the SEC and NYSE, respectively.

The Board has determined that a majority (nine out of ten) of our directors are independent. Each member, including the chair, of each of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee qualifies as independent. In making its determinations as to the independence of the directors, the Board reviewed relationships between the Company and each of them, including ordinary course commercial relationships in the last three years. The Board has determined the following directors to be independent: Timothy M. Donahue, Cheemin Bo-Linn, Andrew Frey, David Fuller, Jay M. Grossman, Robert P. MacInnis, Michael K. Palmer, H. Paulett Eberhart and James Geisler.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth the aggregate fees of BDO USA, P.C., our independent registered public accounting firm, billed to us for each of the last two fiscal years for audit services and billed to us in each of the last two fiscal years for other services:

Fee Category	2025	2024
Audit Fees ⁽¹⁾	\$ 1,801,789	\$ 2,433,151
Audit-Related Fees ⁽²⁾	—	—
Tax Fees ⁽³⁾	441,214	524,360
All Other Fees	—	—
Total Fees	\$ 2,243,003	\$ 2,957,511

⁽¹⁾ Audit fees consist of fees for the audit of our consolidated financial statements, the review of the interim financial statements included in our quarterly reports on Form 10-Q, and other professional services provided in connection with statutory and regulatory filings or engagements.

⁽²⁾ Audit-related fees consist of other audit and attest services not required by statute or regulation.

⁽³⁾ Tax fees consist of fees for tax-related services, including tax compliance and tax advice related to transactions.

Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy (the “Pre-Approval Policy”) that sets forth the procedures and conditions pursuant to which audit and non-audit services proposed to be performed by the independent auditor may be pre-approved. The Pre-Approval Policy generally provides that we will not engage BDO USA, P.C. to render any audit, audit-related, tax or permissible non-audit service unless the service is either (i) explicitly approved by the Audit Committee (“specific pre-approval”) or (ii) entered into pursuant to the pre-approval policies and procedures described in the Pre-Approval Policy (“general pre-approval”). Unless a type of service to be provided by BDO USA, P.C. has received general pre-approval under the Pre-Approval Policy, it requires specific pre-approval by the Audit Committee or by a designated member of the Audit Committee to whom the committee has delegated the authority to grant pre-approvals. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval. For both types of pre-approval, the Audit Committee will consider whether such services are consistent with the SEC’s rules on auditor independence. The Audit Committee will also consider whether the independent auditor is best positioned to provide the most effective and efficient service, for reasons such as its familiarity with the Company’s business, people, culture, accounting systems, risk profile and other factors, and whether the service might enhance the Company’s ability to manage or control risk or improve audit quality. All such factors will be considered as a whole, and no one factor should necessarily be determinative. The Audit Committee reviews and pre-approves any services (and related fee levels or budgeted amounts) that may be provided by BDO USA, P.C. The Audit Committee may revise the list of general pre-approved services from time to time, based on subsequent determinations.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(1) Index to financial statements and supplementary data filed as part of this Annual Report on Form 10-K.

No financial statement or supplemental data are filed with this Amendment on Form 10-K/A.

(2) Financial Statement Schedules:

No financial statement schedules are filed with this Amendment on Form 10-K/A.

(3) Exhibits:

Exhibit Number	Description
2.1	Agreement and Plan of Merger by and among KONA Parent, L.P., KONA Merger Sub Co. and the Company, dated as February 26, 2026 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on February 27, 2026).
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 28, 2024).
3.3	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).
3.4	Certificate of Designations of the Series A-1 Preferred Stock (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on November 16, 2023).
3.5	Certificate of Designations of the Series A-2 Preferred Stock (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed on November 16, 2023).
4.1	Warrant Agreement, dated as of October 26, 2020, by and between Continental Stock Transfer & Trust Company and Cerberus Telecom Acquisition Corp. (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).
4.2	Assignment, Assumption and Amendment Agreement, dated as of September 30, 2021, by and among Continental Stock Transfer & Trust Company, Cerberus Telecom Acquisition Corp. and the Company (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on October 6, 2021).
4.3	Warrant, dated as of December 13, 2023 (incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K filed on April 15, 2024).
4.4	Amended and Restated Warrant, dated as of December 13, 2023 (incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K filed on April 15, 2024).
4.5	Specimen Common Stock Share Certificate (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).
4.6	Description of Securities (incorporated by reference to Exhibit 4.6 the Company's Annual Report on Form 10-K filed on April 30, 2025).
10.1	Subscription Agreement, dated as of March 12, 2021, by and between the Company and the undersigned subscriber party thereto (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).
10.2	Investment Agreement, dated as of November 9, 2023, by and between the Company and Searchlight IV KOR, L.P. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 9, 2023).
10.3	Amendment to Investment Agreement, dated as of December 13, 2023, by and between the Company and Searchlight IV KORE, L.P. (incorporated by reference to Exhibit 10.3 to the Company's Annual Report on Form 10-K filed on April 15, 2024).
10.4	Second Amended and Restated Investor Rights Agreement, dated as of October 30, 2024, by and among the Company, Cerberus Telecom Acquisition Holdings LLC, each of ABRY Partners VII, L.P., ABRY Partners VII Co-Investment Fund, L.P., ABRY Investment Partnership, L.P., ABRY Senior Equity IV, L.P. and ABRY Senior Equity IV Co-Investment Fund, L.P. (the "ABRY Entities"), and Searchlight IV KOR, L.P. (incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K filed on April 30, 2025).

Exhibit Number	Description
10.5	<u>Voting Agreement, dated as of November 15, 2023, by and between the Company and Cerberus Telecom Acquisition Holdings, LLC, (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 16, 2023).</u>
10.6	<u>Voting Agreement, dated as of November 15, 2023, by and between the Company and the ABRY Entities (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on November 16, 2023).</u>
10.7	<u>Voting Agreement, dated as of December 13, 2023, by and between the Company and the ABRY Entities (incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K filed on April 15, 2024).</u>
10.8	<u>Amended & Restated Indenture, dated November 15, 2021, by and among the Company, KORE Wireless Group, Inc. and Wilmington Trust, National Association (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).</u>
10.9	<u>Backstop Agreement, dated as of July 27, 2021, by and between KORE Wireless Group, Inc. and Drawbridge Special Opportunities Fund LP (incorporated by reference to Exhibit 10.4 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).</u>
10.10	<u>Amendment to Backstop Agreement, dated November 15, 2021, by and among the Company, KORE Wireless Group, Inc. and Drawbridge Special Opportunities Fund LP (incorporated by reference to Exhibit 10.5 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).</u>
10.11	<u>Exchangeable Notes Purchase Agreement, dated as of October 28, 2021, by and among the Company, KORE Wireless Group, Inc., and the entities set forth on Schedule 1 therein (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).</u>
10.12	<u>Amendment to Exchangeable Notes Purchase Agreement, dated November 15, 2021, by and among the Company, KORE Wireless Group, Inc. and the entities set forth on Schedule 1 thereto (incorporated by reference to Exhibit 10.7 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).</u>
10.13	<u>Credit Agreement, dated as of December 21, 2018, among KORE Wireless Group, Inc., Maple Intermediate Holdings Inc., UBS AG, Stamford Branch, the lenders party thereto, and the other loan parties thereto (incorporated by reference to Exhibit 10.8 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).</u>
10.14	<u>Incremental Amendment No. 1 to Credit Agreement, dated as of November 12, 2019, among KORE Wireless Group, Inc., Maple Intermediate Holdings Inc., UBS AG, Stamford Branch, the lenders party thereto, and the other loan parties thereto (incorporated by reference to Exhibit 10.9 to the Company's Registration Statement filed on Form S-1 on December 2, 2021).</u>
10.15	<u>Credit Agreement, dated as of November 9, 2023, by and among the Company, KORE Wireless Group, Inc., Maple Intermediate Holdings, Inc., and WhiteHorse Capital Management, LLC (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed November 9, 2023).</u>
10.16	† <u>KORE Group Holdings, Inc. 2021 Long-Term Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement filed on Form S-8 on January 4, 2022).</u>
10.17	† <u>KORE Group Holdings, Inc. 2021 Long Term Stock Incentive Plan Form of Director Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on August 9, 2023).</u>
10.18	† <u>KORE Group Holdings, Inc. 2021 Long Term Stock Incentive Plan Form of Employee Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on August 9, 2023).</u>
10.19	† <u>KORE Group Holdings, Inc. Form of Long-Term Cash Award Agreement (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2024).</u>
10.20	† <u>KORE Group Holdings, Inc. Form of Retention Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 6, 2024).</u>
10.21	† <u>KORE Group Holdings, Inc. Form of Retention Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 14, 2025).</u>
10.22	† <u>Executive Employment Agreement, dated August 14, 2024, by and among the Company, KORE Wireless Group, Inc. and Ronald Totton (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 15, 2024).</u>
10.23	† <u>Letter Agreement, dated April 29, 2024, by and between the Company and Ronald Totton (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 29, 2024).</u>
10.24	† <u>Employment Agreement by and among the Company, KORE Wireless Group Inc. and Bruce William Gordon, dated July 2, 2024 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 8, 2024).</u>
10.25	† <u>Employment Agreement by and among the Company, KORE Wireless Group Inc. and Jack W. Kennedy Jr., dated March 10, 2022 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 16, 2022).</u>

Exhibit Number	Description
10.26	† Employment Agreement by and among the Company, KORE Wireless Canada, Inc. and Anthony Bellomo, dated June 2, 2025 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 2, 2025).
10.27	† Employment Agreement by and among the Company, KORE Wireless Group Inc. and Jared Deith, dated August 15, 2024 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on August 15, 2024).
10.28	† General Release between the Company and Romil Bahl, dated May 4, 2024 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2024).
10.29	† Transition Agreement, dated August 14, 2024, by and among the Company, KORE Wireless Group, Inc. and Bryan Lubel (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on August 15, 2024).
10.30	† General Release between the Company and Jason Dietrich, dated February 2, 2025 (incorporated by reference to Exhibit 10.23 to the Company's Annual Report on Form 10-K filed on April 30, 2025).
10.31	† Employment Agreement by and among Paul Holtz, the Company and KORE Wireless Canada Inc., dated April 1, 2022 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 6, 2022).
10.32	† Form of Inducement Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 filed on May 5, 2025).
10.33	Voting and Support Agreement, dated as of February 26, 2026, by and among the Company, KONA Parent, L.P. and Cerberus Telecom Acquisition Holdings, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 27, 2026).
10.34	Voting, Support and Rollover Agreement, dated as of February 26, 2026, by and among KORE Group Holdings, Inc., KONA Parent, L.P. and Searchlight IV KOR, L.P. (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on February 27, 2026).
10.35	Form of Abry Voting and Support Agreement (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on February 27, 2026).
10.36	Form of Abry Voting, Support and Rollover Agreements (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on February 27, 2026).
10.37	Rollover, Voting and Support Agreement, dated as of March 17, 2026, by and among the Company, KONA Parent, L.P. and Dotmar Investments Limited (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 20, 2026).
10.38	Rollover, Voting and Support Agreement, dated as of March 17, 2026, by and among the Company, KONA Parent, L.P. and Richard Burston (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on March 20, 2026).
10.39	Rollover, Voting and Support Agreement, dated as of March 17, 2026, by and among the Company, KONA Parent, L.P. and Terrdian Holdings Inc. (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on March 20, 2026).
14.1	Code of Ethics (incorporated by reference to Exhibit 14.1 to the Company's Annual Report on Form 10-K filed on April 30, 2025).
19.1	KORE Group Holdings, Inc. Policy on Insider Trading (incorporated by reference to Exhibit 19.1 to the Company's Annual Report on Form 10-K filed on April 30, 2025).
21.1	* List of subsidiaries of KORE Group Holdings, Inc.
23.1	* Consent of BDO USA, P.C. Independent Registered Public Accounting Firm.
31.1	+ Chief Executive Officer Certifications pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
31.2	+ Chief Financial Officer Certifications pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
32.1	** Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
32.2	** Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
97.1	† KORE Group Holdings, Inc. Clawback Policy, dated August 15, 2023 (incorporated by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K filed on April 15, 2024).
101.Def	Definition Linkbase Document
101.Pre	Presentation Linkbase Document
101.Lab	Labels Linkbase Document
101.Cal	Calculation Linkbase Document
101.Sch	Schema Document

Exhibit Number	Description
101.Ins	Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
104	Cover Page Interactive Date File (formatted in Inline XBRL and contained in Exhibit 101)

† This document has been identified as a management contract or compensatory plan or arrangement.

+ Filed herewith.

* Previously filed in Original Filing.

** Previously furnished in Original Filing and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 29, 2026

KORE GROUP HOLDINGS, INC.

By: /s/ Anthony Bellomo

Anthony Bellomo

EVP, Chief Financial Officer and Treasurer

**RULE 13a-14(a) CERTIFICATION IN
ACCORDANCE WITH SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Ronald Totton, Chief Executive Officer of KORE Group Holdings, Inc. (the "Company"), certify that:

1. I have reviewed this Form 10-K/A of the Company; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 29, 2026

KORE GROUP HOLDINGS, INC.

By: /s/ Ronald Totton

Ronald Totton

President, Chief Executive Officer and Director

**RULE 13a-14(a) CERTIFICATION IN
ACCORDANCE WITH SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Anthony Bellomo, Chief Financial Officer of KORE Group Holdings, Inc. (the “Company”), certify that:

1. I have reviewed this Form 10-K/A of the Company; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 29, 2026

KORE GROUP HOLDINGS, INC.

By: /s/ Anthony Bellomo
Anthony Bellomo
EVP, Chief Financial Officer and Treasurer