

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**KORE GROUP HOLDINGS, INC.**

(Name of Registrant as Specified In Its Charter)

---

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

Payment of Filing Fee (Check the appropriate box):

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

**The following Town Hall was conducted by Ronald Totton, President and Chief Executive Officer of KORE Group Holdings, Inc., a Delaware corporation (“KORE”) on February 27, 2026.**

Good morning, everyone. Thanks for joining me on short notice.

I wanted to speak with all of you directly because today is a significant and positive day for the future of KORE.

A few moments ago, we publicly announced that KORE has entered into an agreement to be acquired by affiliates of Searchlight Capital Partners and Abry Partners, and after closing we will transition to a private company. This followed a thorough and thoughtful process led by a Special Committee of the Board.

I know that’s big news, so I want to be very clear about what this means and why we are so optimistic about this new chapter.

First, the why. We believe this is a powerful move that will allow us to focus entirely on our long-term vision—free from the short-term pressures of the public markets. It gives us more flexibility to invest in our products, people, and growth strategies, to be more agile, and to double down on our mission of being the world’s leading IoT company.

Second, and most importantly, **what does this mean for all of you?**

The simple answer is that our mission continues, and your role in it is as critical as ever. It is business as usual.

I am continuing as CEO, our leadership team remains in place, and we are not changing our strategy. Our partners at Searchlight and Abry know KORE well and are investing in us because they believe in our strategy, they believe in our platform, and most importantly, they believe in this team. They have deep experience in our industry and share our long-term perspective for growth.

So, let me be clear: Our work doesn’t change. Our commitment to our customers doesn’t change. And our focus on innovation doesn’t change. If anything, we will have very supportive partners as we look for ways to invest into our business with a longer-term lens.

Now, there is a process ahead of us. Before the deal can be finalized, we must go through regulatory reviews and satisfy other customary closing conditions including a vote of the stockholders. For that reason, we expect the transaction to close in the second or third quarter of this year. Between now and then, we must remain laser-focused on what we do best: serving our customers and driving our business forward.

I am personally more excited than ever about the future of KORE. This partnership is a vote of confidence in everything we have built together and will allow us to invest in our future in a way we never could before.

Please review the materials on the Sharepoint site for customer facing script, FAQs and other materials.

At this time, I will open the floor up to questions. Please add your questions to the chat box.

[Q&A session]

If you have any other questions or just prefer to send them to us directly, please use the dedicated email address we have set up [transaction-info@korewireless.com](mailto:transaction-info@korewireless.com)

---

We will be monitoring this inbox closely and will work to get you answers.

In closing, I want to thank you. Your hard work and dedication have made KORE the leader it is today. This is the next logical step in our journey, and it's a positive one. This is our opportunity to build an even stronger, more innovative, and more successful company.

Thank you.

#### **Additional Information and Where to Find It**

In connection with the proposed merger, KORE intends to file a proxy statement with the Securities and Exchange Commission ("SEC") in connection with its solicitation of proxies regarding the stockholder vote to approve the merger. KORE and KONA Parent, L.P. also intend to jointly file a transaction statement on Schedule 13E-3 with the SEC. **KORE STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT, AS MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, THE PROXY CARD, THE SCHEDULE 13E-3 AND ANY OTHER RELATED MATERIALS FILED WITH THE SEC WHEN THESE DOCUMENTS BECOME AVAILABLE BEFORE MAKING ANY DECISION WITH RESPECT TO THE MERGER, BECAUSE THESE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS AND THE PARTIES THERETO.** Stockholders of KORE will be able to obtain a free copy of these documents (when they become available) and other documents filed by KORE with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, KORE stockholders will be able to obtain a free copy of the proxy statement and all related documents filed by KORE with the SEC (when they become available) from KORE's website at [www.korewireless.com](http://www.korewireless.com).

#### **Participants in the Solicitation**

KORE and its directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from KORE's stockholders in connection with the proposed transactions. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of certain of KORE's executive officers and directors in the solicitation by reading KORE's Annual Report on Form 10-K for the fiscal year ended December 31, 2024, which was filed with the SEC on April 30, 2025, and its definitive proxy statement for the 2025 annual meeting of stockholders, which was filed with the SEC on April 30, 2025 (the "2025 Proxy Statement"). To the extent that holdings of KORE's securities have changed since the amounts printed in the 2025 Proxy Statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of such individuals in the proposed merger, which may, in some cases, be different than those of KORE's stockholders generally, will be included in the proxy statement relating to the proposed merger when it is filed by KORE with the SEC. These documents (when available) may be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov) and KORE's website at [www.korewireless.com](http://www.korewireless.com).

---

#### **Forward-Looking Statements**

In addition to historical information, this document includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include both implied and express statements regarding the completion of the transaction and timing for closing, the receipt of regulatory approvals, the benefits expected from the transaction, and KORE's current expectations and projections relating to its future performance and business following closing. Such forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and other factors that may cause the actual results, performance or achievements of KORE to differ materially from the historical results or from any results expressed or implied by such forward-looking statements. Risks that could cause actual results to differ materially from those in the forward-looking statements include: the risks that the transaction will not close in the timeframe expected, or at all; the risk that the expected benefits and effects of the transaction will not be achieved; the risk that the requisite number of KORE stockholders fail to approve the transaction; the risk that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; the risk that KORE's business will suffer due to uncertainty related to the transaction; and other general economic and business risks. For a discussion of other risk factors that may impact KORE's business, please see KORE's filings with the SEC. KORE disclaims any obligation or duty to update or modify these forward-looking statements.

#### **No Offer or Solicitation**

This communication is not intended to and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any offer, solicitation or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

---