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**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.
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**The following email was sent by Ronald Totton, President and Chief Executive Officer of KORE Group Holdings, Inc., a Delaware corporation ("KORE") to customers on February 27, 2026.**

**Subject:** Exciting News! Affiliates of Searchlight Capital Partners and Abry Partners Enter into Definitive Agreement to Acquire KORE

Dear [Customer],

Today, KORE announced that we have entered into a definitive agreement to be acquired by entities associated with Searchlight Capital and Abry Partners, existing investors with deep experience in communications and technology businesses. Upon the closing of the transaction after satisfaction of closing conditions, KORE will become a privately held company. This is a positive step for KORE and our customers, as operating as a private company gives us greater flexibility to invest, move faster, and stay focused on long-term execution. We believe Searchlight Capital and Abry Partners's increased investment reflects strong conviction in KORE's strategy, platform, and leadership.

What does not change is how we serve you. Your account team, support contacts, contracts, and day-to-day operations remain the same. Throughout this process, everyone at KORE - including myself and the leadership team - remain fully focused on delivering the highest levels of service. If you have any questions or feedback, please feel free to reach out to me directly. I value your perspective and welcome the dialogue.

Over the coming weeks, there will be routine activities related to the transaction ahead of closing. Additional details are available on the website, and your account manager is always available as well.

We appreciate the trust you place in KORE and look forward to continuing our partnership.

Best regards,

Ronald Totton  
President and Chief Executive Officer  
KORE Group Holdings, Inc.

**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).

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### **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.

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