
**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 Frequently Asked Questions were made available to suppliers and carriers of KORE Group Holdings, Inc., a Delaware corporation (“KORE”) on February 27, 2026.

Supplier/Carrier - Frequently Asked Questions

1. Q: How does this transaction impact our current contract and payment terms with KORE?

There is **no impact** on our relationship. All existing contracts, purchase orders, and payment terms will be honored without interruption. Our accounts payable processes and contact points remain the same. From a procure-to-pay standpoint, it is **business as usual**. We are committed to maintaining the strong relationships we have with our valued suppliers.

2. Q: Should we be concerned about the financial stability of KORE after it becomes a private company?

On the contrary, this transaction is expected to make KORE a more financially flexible company. Here’s why:

- **Strong and Improving Financial performance:** KORE has been showing improvements in cash flow, and profitability, with multiple quarters of sequential growth in its core Connectivity business
- **Strong Financial Backing:** Our partners, Abry Partners and Searchlight Capital, are highly-respected private equity firms with deep experience in technology and communications. Combined, they manage tens of billions of dollars and have a long history of investing for long-term growth.
- **All-Cash Transaction:** This is a fully-financed transaction, which demonstrates the strong capital position and commitment of our new investors.
- **Reduced Costs:** As a private company, we will eliminate significant public company reporting costs, expected to free up capital for investment in the business.

3. Q: Will the company be taking on a large amount of new debt that could affect its ability to pay its bills?

The capital structure is being thoughtfully managed by experienced investors. The primary goal of this transaction is to provide KORE with **more** flexibility to invest in our growth and strategy. Abry and Searchlight are investing with a long-term perspective to build a stronger, more valuable company, which is directly at odds with overburdening it with unsustainable debt. Their sponsorship is expected to strengthen our financial foundation.

4. Q: Why is KORE doing this? Does this mean the company is changing its strategy or focus?

KORE is doing this to **accelerate** its current strategy, not change it. As a private company, we can focus 100% on our long-term goals of being the world's leading IoT provider without the short-term pressures of quarterly public market reporting. We anticipate this will lead to a more stable, consistent, and growth-oriented partnership for our key suppliers.

5. Q: Will our points of contact in procurement, finance, or other departments be changing?

No. The current KORE leadership and management team will continue to run the company. We do not anticipate any changes to your day-to-day contacts within KORE. You should continue to work with your established contacts just as you do today.

6. Q: Should we expect any changes in KORE's purchasing volumes or a move to consolidate suppliers?

Our strategic plan is focused on **growth and investment**, particularly in our next-generation products and solutions. We expect this to create more opportunities, and we will need strong, reliable partners to achieve our goals. While we always evaluate our supplier relationships as a matter of good business practice, this transaction is not driven by a cost-cutting or consolidation initiative. It is driven by a growth initiative.

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. 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.

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 and KORE’s website at 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.
