

**Prospectus Supplement No. 10
(To Prospectus dated June 20, 2023)**

KORE GROUP HOLDINGS, INC.

This prospectus supplement updates, amends and supplements the prospectus dated June 20, 2023 (the “*Prospectus*”), which forms a part of our Registration Statement on Form S-1 (Registration No. 333-261464). Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the Prospectus.

This prospectus supplement is being filed to update, amend and supplement the information included in the Prospectus with the information contained in our Quarterly Report on Form 10-Q filed with the SEC on November 12, 2025, which is set forth below.

This prospectus supplement is not complete without the Prospectus. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement, and is qualified by reference thereto, except to the extent that the information in this prospectus supplement updates or supersedes the information contained in the Prospectus. Please keep this prospectus supplement with your Prospectus for future reference.

KORE Group Holdings, Inc.’s shares of common stock trade on the New York Stock Exchange (the “*NYSE*”) under the ticker symbol “KORE”. On November 11, 2025, the closing price of our common stock was \$4.24.

INVESTING IN OUR SECURITIES INVOLVES CERTAIN RISKS. SEE “RISK FACTORS” BEGINNING ON PAGE 5 OF THE PROSPECTUS AS SUPPLEMENTED BY THE “RISK FACTORS” APPEARING ON PAGE 37 OF THE ATTACHED FORM 10-Q.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 12, 2025

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 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 of 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

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	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☒

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 is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of November 10, 2025, there were 17,539,937 shares of the registrant's common stock, par value \$0.0001 per share, outstanding.

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KORE Group Holdings, Inc.
Condensed Consolidated Balance Sheets (Unaudited)
(In thousands, except share and per share data)

	September 30, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash	\$ 19,288	\$ 19,408
Accounts receivable, net	46,179	43,980
Inventories, net	7,362	6,653
Prepaid expenses and other current assets	9,323	9,922
Total current assets	82,152	79,963
Noncurrent assets:		
Restricted cash	308	293
Property and equipment, net	7,983	9,052
Intangible assets, net	93,568	125,057
Goodwill	228,844	228,844
Operating lease right-of-use assets	6,219	8,412
Other non-current assets	4,308	4,212
Total assets	\$ 423,382	\$ 455,833
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	\$ 17,463	\$ 14,827
Accrued liabilities	34,090	31,849
Current portion of operating lease liabilities	1,213	1,431
Deferred revenue	8,796	8,509
Current portion of long-term debt and other borrowings, net	1,850	1,850
Warrant liabilities to affiliates	5,700	7,624
Total current liabilities	69,112	66,090
Noncurrent liabilities:		
Operating lease liabilities	5,932	8,278
Long-term debt and other borrowings, net	295,325	295,661
Deferred income tax liabilities, net	860	4,131
Accrued interest due to affiliate	41,537	23,798
Mandatorily redeemable preferred stock due to affiliate, net	143,627	142,776
Other liabilities	12,703	14,699
Total liabilities	569,096	555,433
Commitments and Contingencies		
Stockholders' deficit:		
Common stock, voting, par value \$0.0001 per share; 315,000,000 shares authorized; 18,705,461 shares issued and 17,512,724 outstanding as of September 30, 2025, and 18,201,093 shares issued and 17,008,356 outstanding as of December 31, 2024	8	8
Additional paid-in capital	470,040	468,711
Accumulated other comprehensive loss	(6,728)	(3,778)
Accumulated deficit	(605,849)	(561,356)
Treasury stock, at cost, 1,192,737 shares	(3,185)	(3,185)
Total stockholders' deficit	(145,714)	(99,600)
Total liabilities and stockholders' deficit	\$ 423,382	\$ 455,833

See accompanying notes to condensed consolidated financial statements

KORE Group Holdings, Inc.
Condensed Consolidated Statements of Operations and Comprehensive Loss (Unaudited)
(In thousands, except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue				
Services	\$ 57,068	\$ 58,204	\$ 168,847	\$ 175,162
Products	11,624	10,716	43,237	37,601
Total revenue	68,692	68,920	212,084	212,763
Cost of revenue				
Services	22,601	22,951	68,322	69,816
Products	8,142	7,768	27,353	24,361
Total cost of revenue (exclusive of depreciation and amortization shown separately below)	30,743	30,719	95,675	94,177
Operating expenses				
Selling, general, and administrative expenses	28,457	29,458	87,110	99,702
Selling, general, and administrative expenses incurred with affiliate	—	155	—	484
Depreciation and amortization	13,700	14,214	41,187	42,243
Goodwill impairment	—	—	—	65,864
Total operating expenses	42,157	43,827	128,297	208,293
Operating loss	(4,208)	(5,626)	(11,888)	(89,707)
Other expense (income)				
Interest expense, including amortization of deferred financing costs	7,374	7,844	22,018	23,573
Interest expense incurred with affiliate, including amortization of deferred financing costs	6,167	5,427	17,739	15,663
Interest income	(159)	(212)	(469)	(887)
Change in fair value of warrant liabilities to affiliates	72	337	(1,924)	(6,349)
Loss on sale of assets	—	—	1,115	—
Other (income) expense, net	(366)	798	(3,880)	1,407
Loss before income taxes	(17,296)	(19,820)	(46,487)	(123,114)
Income tax benefit	(4,589)	(412)	(1,994)	(2,486)
Net loss	\$ (12,707)	\$ (19,408)	\$ (44,493)	\$ (120,628)
Loss per share:				
Basic and diluted	\$ (0.64)	\$ (1.00)	\$ (2.27)	\$ (6.28)
Weighted average shares outstanding:				
Basic and diluted	19,899,188	19,458,102	19,639,187	19,200,229
Comprehensive loss				
Net loss	\$ (12,707)	\$ (19,408)	\$ (44,493)	\$ (120,628)
Other comprehensive loss:				
Foreign currency translation adjustment	(24)	(279)	(2,950)	438
Comprehensive loss	\$ (12,731)	\$ (19,687)	\$ (47,443)	\$ (120,190)

See accompanying notes to condensed consolidated financial statements

KORE Group Holdings, Inc.
Condensed Consolidated Statements of Changes in Stockholders' Deficit (Unaudited)
(In thousands, except share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Par value of common stock				
Balance, beginning of period	\$ 8	\$ 8	\$ 8	\$ 8
Balance, end of period	8	8	8	8
Additional paid-in capital				
Balance, beginning of period	469,529	467,439	468,711	461,069
Stock-based compensation expense	581	771	1,525	7,210
Stock awards cancelled for employee tax withholdings	(70)	(730)	(196)	(799)
Balance, end of period	470,040	467,480	470,040	467,480
Accumulated other comprehensive loss				
Balance, beginning of period	(6,704)	(5,353)	(3,778)	(6,070)
Foreign currency translation adjustment	(24)	(279)	(2,950)	438
Balance, end of period	(6,728)	(5,632)	(6,728)	(5,632)
Accumulated deficit				
Balance, beginning of period	(593,142)	(516,500)	(561,356)	(415,280)
Net loss	(12,707)	(19,408)	(44,493)	(120,628)
Balance, end of period	(605,849)	(535,908)	(605,849)	(535,908)
Treasury stock, at cost				
Balance, beginning of period	(3,185)	(2,754)	(3,185)	(2,754)
Purchase of treasury stock	—	(431)	—	(431)
Balance, end of period	(3,185)	(3,185)	(3,185)	(3,185)
Total stockholders' deficit	\$ (145,714)	\$ (77,237)	\$ (145,714)	\$ (77,237)

See accompanying notes to condensed consolidated financial statements

KORE Group Holdings, Inc.
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In thousands)

	Nine Months Ended September 30,	
	2025	2024
Net cash provided by operating activities	\$ 8,038	\$ 7,066
Investing activities:		
Purchases of property and equipment	(1,593)	(1,944)
Additions to intangible assets	(5,642)	(10,233)
Proceeds from sale of assets	250	—
Net cash used in investing activities	\$ (6,985)	\$ (12,177)
Financing activities:		
Repayment of debt	(1,388)	(1,948)
Purchases of treasury stock	—	(431)
Principal payments under finance lease obligations	(24)	(208)
Payment of employee tax withholdings through cancelled shares of stock	(196)	(799)
Net cash used in financing activities	\$ (1,608)	\$ (3,386)
Effect of exchange rate changes on cash	450	(31)
Net decrease in cash and restricted cash	\$ (105)	\$ (8,528)
Cash and restricted cash, beginning of period	\$ 19,701	\$ 27,437
Cash and restricted cash, end of period	\$ 19,596	\$ 18,909
Non-cash investing and financing activities:		
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 616	\$ 485
Right-of-use asset derecognized in connection with early lease termination	\$ 1,823	—
Purchases of property and equipment in accounts payable and accrued liabilities	\$ 879	\$ —
Reconciliation of cash and restricted cash, end of period:		
Cash	\$ 19,288	\$ 18,607
Restricted cash	308	302
Total cash and restricted cash, end of period:	\$ 19,596	\$ 18,909

See accompanying notes to condensed consolidated financial statements

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Basis of Presentation

KORE Group Holdings, Inc. (together with its subsidiaries, “KORE” or the “Company”) provides advanced connectivity services, location-based services, device solutions, managed and professional services used in the development and support of the “Internet of Things” (“IoT”) technology for the business market. The Company’s IoT platform is delivered in partnership with the world’s largest mobile network operators and provides secure, reliable, wireless connectivity to mobile and fixed devices. This technology enables the Company to expand its global technology platform by transferring capabilities across new and existing vertical markets and delivers complementary products to channel partners and resellers worldwide.

The Company is incorporated in the state of Delaware and its operations are primarily located in North America. The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). All significant intercompany balances and transactions have been eliminated in consolidation.

Interim Financial Statements

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with the instructions to Article 10-01 of Regulation S-X for interim financial statements. Accordingly, they do not include all the information and footnotes required by GAAP for complete financial statements. These unaudited condensed consolidated financial statements and related notes should be read in conjunction with the annual consolidated financial statements and related notes for the year ended December 31, 2024, included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024 (“Annual Report on Form 10-K”).

In the opinion of management, the accompanying condensed consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results for the interim periods presented. Such operating results may not be indicative of the expected results for any other interim periods or the entire year.

Use of Estimates

The preparation of financial statements requires the Company to make a number of significant estimates. These include estimates of revenue recognition, fair value measurements of assets acquired and liabilities assumed in business combinations, assessments of indicators of impairment regarding various assets including goodwill, calculation of capitalized software costs, accounting for uncertainties in income tax positions, and other estimates that affect the reported amounts of certain assets and liabilities as of the date of the condensed consolidated financial statements and the reported amounts of certain revenues and expenses during the reported periods. Changes in these estimates may occur in the near term. The Company’s estimates are inherently subjective in nature and actual results could differ from the Company’s estimates and the differences could be material.

Recently Issued Accounting Pronouncements - Not Yet Adopted

In September 2025, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Updates (“ASU”) No. 2025-06, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software (“ASU 2025-06”). ASU 2025-06 removes references to software development stages for internal-use software, and an entity is required to start capitalizing software costs when (i) management has authorized and committed to funding the software project, and (ii) it is probable that the project will be completed and the software will be used to perform the function intended.

The amendments in ASU 2025-06 are effective for all entities for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods. Early adoption is permitted as of the beginning of an annual reporting period. The amendments may be applied prospectively or using a modified retrospective approach.

The Company has not yet adopted ASU 2025-06 and is currently evaluating the impact of its adoption on its condensed consolidated financial statements and related disclosures.

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE 2 – REVENUE RECOGNITION
Disaggregated Revenue

The table below sets forth a summary of revenue by major service line and product category:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Services:				
IoT Connectivity ⁽¹⁾	\$ 54,424	\$ 55,416	\$ 160,830	\$ 166,656
IoT Solutions	2,644	2,788	8,017	8,506
	\$ 57,068	\$ 58,204	\$ 168,847	\$ 175,162
Products:				
Hardware ⁽²⁾⁽³⁾	\$ 11,624	\$ 10,716	\$ 43,237	\$ 37,601
Total	\$ 68,692	\$ 68,920	\$ 212,084	\$ 212,763

⁽¹⁾ Includes connectivity-related revenue from IoT Connectivity and IoT Solutions.

⁽²⁾ Includes hardware-related revenue from IoT Connectivity and IoT Solutions.

⁽³⁾ Includes \$0.5 million and \$0.9 million of bill-and-hold arrangements for the three months ended September 30, 2025 and 2024, respectively, and \$3.4 million and \$3.7 million for the nine months ended September 30, 2025 and 2024, respectively.

The table below sets forth a summary of revenue by geographic area:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
United States	\$ 57,749	\$ 58,201	\$ 180,031	\$ 179,003
Other countries ⁽¹⁾	10,943	10,719	32,053	33,760
Total	\$ 68,692	\$ 68,920	\$ 212,084	\$ 212,763

⁽¹⁾ No single country in “other countries” exceeded 10% of the total revenue for the three and nine months ended September 30, 2025 and 2024.

Contract Assets

The following table sets forth the change in contract assets, or unbilled receivables, included in accounts receivable, net and other non-current assets on the condensed consolidated balance sheets as of September 30, 2025 and December 31, 2024:

(in thousands)	September 30, 2025	December 31, 2024
Beginning balance	\$ 3,513	\$ 2,173
Revenue recognized during the period but not billed ⁽¹⁾	4,049	3,271
Amounts reclassified to accounts receivable	(2,396)	(1,931)
Ending balance	\$ 5,166	\$ 3,513

⁽¹⁾ Net of financing component of \$0.6 million and \$0.3 million as of September 30, 2025 and December 31, 2024, respectively.

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

Contract Liabilities

The table below sets forth the change in contract liabilities, or deferred revenue:

<i>(in thousands)</i>	September 30, 2025	December 31, 2024
Beginning balance	\$ 8,509	\$ 9,044
Amounts billed but not recognized as revenue	8,765	8,492
Revenue recognized from balances held at the beginning of the period	(8,509)	(9,044)
Foreign exchange	31	17
Ending balance	\$ 8,796	\$ 8,509

Remaining Performance Obligations

Remaining performance obligations represent the aggregate amount of the transaction price in contracts allocated to performance obligations that are unsatisfied, or partially unsatisfied, at the end of the reporting period. Remaining performance obligations estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revaluations, adjustments for revenue that have not materialized, and adjustments for currency. As of September 30, 2025, the Company had approximately \$32.2 million of remaining performance obligations on contracts with an original duration of one year or more. The Company expects to recognize approximately 37% of these remaining performance obligations in 2025, with the remaining balance recognized thereafter.

The Company has variable consideration of approximately \$1.8 million and \$2.8 million that was constrained revenue and excluded from the transaction price for the period ended September 30, 2025 and 2024, respectively.

Costs to Obtain and Fulfill a Contract

The Company did not have material costs related to obtaining a contract, or fulfilling a contract that are not addressed by other accounting standards, with amortization periods greater than one year for the three and nine months ended September 30, 2025 and 2024.

NOTE 3 – ACCOUNTS RECEIVABLE

The following table sets forth the details of the Company's accounts receivable, net balances included on the condensed consolidated balance sheets as of September 30, 2025 and December 31, 2024:

<i>(in thousands)</i>	September 30, 2025	December 31, 2024
Accounts receivable	\$ 46,497	\$ 44,304
Less: allowance for credit losses	(318)	(324)
Accounts receivable, net	\$ 46,179	\$ 43,980

As of January 1, 2024, the Company's accounts receivable balance was \$52.4 million.

Bad debt expense was \$0.1 million and \$0.3 million for the three months ended September 30, 2025 and 2024, respectively, and 0.5 million and \$0.7 million for the nine months ended September 30, 2025 and 2024, respectively. Write-offs were insignificant for each of the three months ended September 30, 2025 and 2024, and \$0.5 million and insignificant for the nine months ended September 30, 2025 and 2024, respectively. Recoveries were insignificant for the three months ended September 30, 2025 and 2024, respectively, and \$0.1 million and insignificant for the nine months ended September 30, 2025 and 2024, respectively.

NOTE 4 – INVENTORIES

The Company's inventories as of September 30, 2025 and December 31, 2024 consisted almost entirely of finished goods inventory, with an insignificant amount of work-in-process inventory.

As of September 30, 2025, the Company had an inventory reserve of \$1.1 million. During the second quarter of 2025, the Company recorded inventory reserves of \$1.4 million due to the identification of additional slow-moving and obsolete inventory substantially comprised of hardware devices and SIM cards. As of December 31, 2024, the Company had inventory reserve of \$0.3 million for slow-moving and obsolete inventory substantially comprised of hardware devices.

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE 5 – CONDENSED CONSOLIDATED FINANCIAL STATEMENT DETAILS*Prepaid expenses and other current assets*

The following table sets forth the details of prepaid expenses and other current assets included on the condensed consolidated balance sheets as of September 30, 2025 and December 31, 2024:

<i>(in thousands)</i>	September 30, 2025	December 31, 2024
Prepaid expenses	\$ 4,754	\$ 5,504
Income taxes receivable	2,702	778
Deposits	711	1,582
Sales taxes receivable	587	874
Credit card receivables in-transit	408	1,184
Other	161	—
Total prepaid expenses and other current assets	\$ 9,323	\$ 9,922

Accrued liabilities

The following table sets forth the details of accrued liabilities included on the condensed consolidated balance sheets as of September 30, 2025 and December 31, 2024:

<i>(in thousands)</i>	September 30, 2025	December 31, 2024
Accrued cost of revenue	\$ 9,577	\$ 8,122
Accrued payroll and related costs	7,961	7,131
Accrued carrier costs	7,771	4,399
Sales and other taxes payable	5,403	6,117
Interest payable	2,274	4,236
Income taxes payable	515	1,397
Other	589	447
Total accrued liabilities	\$ 34,090	\$ 31,849

Loss on sale of assets

The Company recognized a loss on sale of assets of \$1.1 million for the nine months ended September 30, 2025 resulting from the sale of certain intangible assets consisting of internally developed software along with hardware inventory associated with that software.

Other (income) expense, net

The following table sets forth the details of “other (income) expense, net” included on the condensed consolidated statements of operations for the three and nine months ended September 30, 2025 and 2024:

<i>(in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Tax credit received	\$ —	\$ —	\$ (3,378)	\$ —
Other (income) expense	(366)	798	(502)	1,407
Total other (income) expense, net	\$ (366)	\$ 798	\$ (3,880)	\$ 1,407

The Company had previously accounted for the receipt of cash in 2023 from a U.S. government program for certain tax credits related to the coronavirus pandemic as a liability, in “other liabilities,” as included on the condensed consolidated balance sheet as of December 31, 2024, as all conditions for recognition in income had not been met at that time. As all conditions for recognition were met in the second quarter of 2025, the Company removed the liability and recognized “other income” in the second quarter of 2025.

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE 6 – DERIVATIVES

Derivatives are complex financial instruments. The Company does not use derivatives to manage financial risks or as an economic hedge. The Company's sole recorded derivative instrument arose as part of the issuance of Series A-1 preferred stock, \$0.0001 par value per share (the "Series A-1 preferred stock"), to Searchlight IV KORE, LP ("Searchlight"), in which transaction Searchlight was also granted warrants (the "Penny Warrants") which are exercisable for \$0.05 per warrant or by means of a cashless exercise formula. The Penny Warrants are considered a freestanding derivative instrument, as they are separable and legally detachable from the Series A-1 preferred stock, were issued for nominal or no apparent consideration, and have the essential characteristics inherent in a derivative instrument of a notional amount, an underlying security, and a mechanism for net settlement.

Searchlight is also considered to be an affiliate of the Company, as described in Note 9 — *Related Party Transactions*.

The following table sets forth the details of the derivative instrument not designated as a hedging instrument as presented on the condensed consolidated balance sheets and notional amounts and exercise price as of September 30, 2025 and December 31, 2024:

As of:	Number of Warrants (Notional Amount)	Warrant Liability ⁽¹⁾	Exercise Price Per Share
		<i>(\$ in thousands, except for exercise price per share)</i>	
September 30, 2025	12,024,711	\$ 5,700	\$ 0.05
December 31, 2024	12,024,711	\$ 7,624	\$ 0.05

⁽¹⁾ The Warrant Liability amounts are presented as "warrant liabilities to affiliates" in the Company's condensed consolidated balance sheets and these balances are substantially comprised of the Penny Warrants liability. The balance of the Private Placement Warrants is effectively nil, as the value of the Private Placement Warrants has been nil since January 1, 2024.

The gains and losses arising from this derivative instrument not designated as a hedging instrument in the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2025 and 2024 are set forth as follows:

	Net Realized Gain (Loss) on Derivative Instruments	Net Change in Unrealized Gain (Loss) on Derivative Instruments ⁽¹⁾
	<i>(in thousands)</i>	
Three Months Ended September 30,		
2025	\$ —	\$ (72)
2024	\$ —	\$ (337)
Nine Months Ended September 30,		
2025	\$ —	\$ 1,924
2024	\$ —	\$ 6,349

⁽¹⁾ The amounts set forth above as presented in the condensed consolidated statements of operations and comprehensive loss are substantially comprised of the unrealized gain/(loss) on the Penny Warrants reflected as "change in fair value of warrant liabilities to affiliates". The unrealized gain or loss on the Private Placement Warrants is effectively nil, as the value of the Private Placement Warrants has been nil since January 1, 2024.

NOTE 7 – FAIR VALUE MEASUREMENTS

For financial reporting purposes, the Company follows a fair value hierarchy established under GAAP that is used to determine the fair value of financial instruments. This hierarchy prioritizes relevant market inputs in order to determine an "exit price" at the measurement date, or the price at which an asset could be sold or a liability could be transferred in an orderly process that is not a forced liquidation or distressed sale. Level 1 inputs are observable inputs that reflect quoted prices for identical assets or liabilities in active markets. Level 2 inputs are observable inputs other than quoted prices for an asset or liability that are obtained through corroboration with observable market data. Level 3 inputs are unobservable inputs (e.g., the Company's own data or assumptions) that are used when there is little, if any, relevant market activity for the asset or liability required to be measured at fair value.

In certain cases, inputs used to measure fair value fall into different levels of the fair value hierarchy. In such cases, the level at which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input requires judgment and considers factors specific to the asset or liability being measured.

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

As of September 30, 2025, the Company's valuation policies and processes had not changed from those described in the consolidated financial statements for the year ended December 31, 2024 included in the Annual Report on Form 10-K, Part II, Item 8, Note 11 — *Fair Value Measurements*.

Financial Instruments Measured at Fair Value

The Company is required to measure its warrant liabilities at fair value for the Penny Warrants and Private Placement Warrants, which are both included in "warrant liabilities to affiliates" on the condensed consolidated balance sheets.

Penny Warrants

The Penny Warrants, issued in 2023, are marked to fair value by reference to the fair value of the Company's stock price on the last day of the reporting period, less the five cent exercise price, and are therefore considered as Level 2 in the fair value hierarchy. The fair value of the Company's stock as of September 30, 2025 and December 31, 2024, less the exercise price, resulted in a Penny Warrants valuation of approximately \$5.7 million and \$7.6 million as of September 30, 2025 and December 31, 2024, respectively.

Private Placement Warrants

During the business combination which resulted in the Company becoming a publicly traded company, the Company sold warrants (the "Private Placement Warrants") to affiliates of its private equity sponsor at the time, Cerberus Telecom Acquisition Corp. ("CTAC"). The Private Placement Warrants are marked to fair value by reference to the fair value of the Company's public warrants, which are therefore considered as Level 2 in the fair value hierarchy. The public warrants are traded on the OTC Pink Limited Market under the ticker symbol KORGW. As of September 30, 2025 and December 31, 2024, the aggregate value of the Private Placement Warrants was zero, as the reference price of the public warrants was less than one cent per warrant.

Financial Instruments Held at Amortized Cost for Which Fair Value is Disclosed

Financial instruments for which cost approximates fair value

Cash, including restricted cash, is stated at cost, which approximates fair value. The carrying amounts reported in the condensed consolidated balance sheets for accounts receivable (including contract assets), accounts payable, and accrued liabilities (including contract liabilities) approximate fair value, due to their short-term maturities.

Senior Secured Term Loan, Backstop Notes, and Mandatorily Redeemable Preferred Stock Due to Affiliate

The table below sets forth the amortized cost and fair value of the Company's Senior Secured Term Loan as of September 30, 2025 and December 31, 2024. The fair value of this debt is not indicative of the amounts at which the Company could settle this debt.

(in thousands)

Financial Instruments Disclosed at Fair Value Level 2	Measurement	September 30, 2025	December 31, 2024
Senior Secured Term Loan	Amortized cost	\$ 178,570	\$ 179,201
	Fair value	\$ 170,747	\$ 168,144

The table below sets forth the amortized cost and fair value of the Backstop Notes and the Mandatorily Redeemable Preferred Stock Due to Affiliate as of September 30, 2025 and December 31, 2024. The fair value of this debt is not indicative of the amounts at which the Company could settle this debt.

(in thousands)

Financial Instrument Disclosed at Fair Value Level 3	Measurement	September 30, 2025	December 31, 2024
Backstop Notes	Amortized cost	\$ 118,606	\$ 118,310
	Fair value	\$ 94,970	\$ 87,507
Mandatorily Redeemable Series A-1 Preferred Stock Due to Affiliate	Amortized cost ⁽¹⁾	\$ 143,627	\$ 142,776
	Fair value ⁽¹⁾	\$ 155,791	\$ 128,356

⁽¹⁾ The amortized cost and fair value of the Mandatorily Redeemable Series A-1 Preferred Stock Due to Affiliate exclude \$41.5 million and \$23.8 million of accrued interest due to affiliate as of September 30, 2025 and December 31, 2024, respectively.

Additional disclosures regarding Level 3 unobservable inputs - Backstop Notes and Mandatorily Redeemable Preferred Stock Due to Affiliate

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

The Company uses a third-party valuation firm who utilizes proprietary methodologies to value the Company's Backstop Notes and Mandatorily Redeemable Preferred Stock Due to Affiliate. This firm uses a lattice modeling technique to determine the fair value of these liabilities which is disclosed (but not measured) as Level 3 in the fair value hierarchy. Use of this technique requires determination of relevant inputs and assumptions, some of which represent significant unobservable inputs such as credit spreads and equity volatility based on guideline companies, as well as other valuation assumptions. Accordingly, a significant increase or decrease in any of these inputs in isolation may result in a significantly lower or higher fair value measurement.

The table below sets forth information regarding the Company's significant Level 3 inputs for modeling this fair value disclosure as of September 30, 2025 and December 31, 2024:

(\$ in thousands, except as otherwise noted)

Significant Inputs for Level 3 Fair Value Disclosure	Input	September 30, 2025	December 31, 2024
Backstop Notes	Principal amount	\$120,000	\$120,000
	Term to maturity date	3.00 years	3.75 years
	Stock price	\$2.42	\$3.22
	Credit spreads (basis points)	1,086	1,127
	Selected equity volatility	105.4%	100.8%
Mandatorily Redeemable Preferred Stock Due to Affiliate	Notional amount ⁽¹⁾	\$194,394	\$176,655
	Term of lattice model	8.13 years	8.88 years
	Stock price	\$2.42	\$3.22
	Credit spreads (basis points)	1,212	1,254
	Selected equity volatility	103.3%	109.4%

⁽¹⁾ The notional amount of the preferred stock for valuation purposes includes the unpaid accrued interest as well as the liquidation value of the instrument.

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE 8 – NET LOSS PER SHARE

The table below sets forth a reconciliation of the basic and diluted earnings per share (“EPS”) calculations for the three and nine months ended September 30, 2025 and 2024:

(\$ in thousands, except share and per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Numerator:				
Net loss	\$ (12,707)	\$ (19,408)	\$ (44,493)	\$ (120,628)
Denominator:				
Weighted average shares outstanding - basic	19,899,188	19,458,102	19,639,187	19,200,229
Effect of dilutive equity awards ⁽¹⁾	—	—	—	—
Weighted average shares outstanding - diluted	19,899,188	19,458,102	19,639,187	19,200,229
Net loss per share:				
Basic	\$ (0.64)	\$ (1.00)	\$ (2.27)	\$ (6.28)
Diluted	\$ (0.64)	\$ (1.00)	\$ (2.27)	\$ (6.28)

⁽¹⁾ Due to the Company’s net loss, all unvested equity awards, and the Private Placement Warrants are anti-dilutive. The dilutive convertible instruments of the Backstop Notes are out of the money.

In determining the weighted average shares outstanding for the three and nine months ended September 30, 2025 and 2024 for both basic and diluted earnings per share, the Company included the Penny Warrants issued to Searchlight in transactions dated November 15, 2023 and December 13, 2023, as the common shares of stock that would be issuable upon the exercise of such warrants are issuable for nominal consideration per share of common stock or cashless exercise at the option of Searchlight. The Penny Warrants were exercisable immediately upon issuance, although no warrants had been exercised as of September 30, 2025 and December 31, 2024.

Set forth in the table below is the number of securities not included in the computation of diluted shares outstanding because the effect would be anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Common stock issuable due to grants of RSUs with service only (i.e., time-vesting) conditions	1,133,640	811,664	1,133,640	811,664
Common stock issuable on conversion of the Backstop Notes ⁽¹⁾	1,920,007	1,920,007	1,920,007	1,920,007
Common stock issuable on exercise of private placement warrants	54,556	54,556	54,556	54,556

⁽¹⁾ Common stock issuable under the Backstop Notes is presented at the maximum number of shares of common stock potentially issuable upon the exercise of the Backstop Notes, although the actual potentially issuable shares remain at 9.9% of the common stock outstanding at the time of any exercise.

Unvested restricted stock units with “time and performance conditions” are excluded from the disclosure of the number of potentially anti-dilutive securities because the performance conditions were not met at the end of the reporting periods. Therefore, these securities are not considered to be contingently issuable for purposes of dilutive EPS or anti-dilution calculations.

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE 9 – RELATED PARTY TRANSACTIONS*Transactions with affiliates of the Company**Searchlight*

Searchlight had the ability to exercise its Penny Warrants at any time post-issuance, which, if exercised, would allow Searchlight to obtain in excess of 10% of the Company's outstanding common stock as of September 30, 2025 and December 31, 2024, respectively. Searchlight is therefore considered an affiliate of the Company, and two members of the Company's Board of Directors ("Board") are employed by Searchlight. Searchlight owns the Series A-1 preferred stock and the Penny Warrants.

Searchlight, as the current sole owner of the Series A-1 preferred stock, is solely owed the accrued interest arising from the Series A-1 preferred stock outstanding, which interest is referred to in the Certificate of Designations of Preferences, Rights and Limitations of Series A-1 Preferred Stock as "Dividends". The "dividend rate" means, initially, 13% per annum, and dividends on each share of Series A-1 preferred stock shall (i) accrue on the liquidation preference of such share and on any accrued dividends on such share, on a daily basis from and including the issuance date of such share, whether or not declared, whether or not the Company has earnings and whether or not the Company has assets legally available to make payment thereof, at a rate equal to the dividend rate, (ii) compound quarterly and (iii) be payable quarterly in arrears, in accordance with the section, below, on each dividend payment date, commencing on December 31, 2023. Dividends on the Series A-1 preferred stock shall accrue on the basis of a 365-day year based on actual days elapsed. The amount of dividends payable with respect to any share of Series A-1 preferred stock for any dividend payment period shall equal the sum of the daily dividend amounts accrued with respect to such share during such dividend payment period.

Dividends on the Series A-1 preferred stock shall be payable in cash only if, as and when declared by the Board, and, if not declared by the Board, the amount of accrued dividends shall be automatically increased, without any action on the part of the Company or any other person, in an amount equal to the amount of the dividend to be paid. For further clarity, if the Board does not declare and pay in cash, or the Company otherwise for any reason fails to pay in cash, on any dividend payment date, the full amount of any accrued and unpaid dividend on the Series A-1 preferred stock since the most recent dividend payment date, then the amount of such unpaid dividend shall automatically be added to the amount of accrued dividends on such share on the applicable dividend payment date without any action on the part of the Company or any other person.

Dividends are recorded as "accrued interest due to affiliate" in the condensed consolidated balance sheet, and interest expenses are recorded as "interest expense incurred with affiliate, including amortization of deferred financing costs" in the condensed consolidated statement of operations and comprehensive loss.

Cerberus Telecom Acquisition Corp.

CTAC was the initial private equity sponsor of the Company, and two of the Company's Board members are employed by CTAC. CTAC is therefore considered an affiliate of the Company. CTAC owned an excess of 5% of the Company's outstanding common stock as of September 30, 2025 and December 31, 2024.

Affiliates of CTAC own the Private Placement Warrants.

ABRY Partners, LLC ("ABRY")

ABRY owned in excess of 10% of the Company's outstanding common stock as of September 30, 2025 and December 31, 2024. ABRY is therefore considered an affiliate of the Company, and two of the Company's Board members are employed by ABRY.

HealthEZ, an ABRY portfolio company, was the Company's health insurance third-party administrator during 2024. The administration costs incurred with HealthEZ were \$0.2 million and \$0.5 million for the three and nine months ended September 30, 2024, respectively. Aggregate expenses are recorded as a component of "selling, general, and administrative expenses incurred with affiliate" in the condensed consolidated statement of operations and comprehensive loss.

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE 10 – COMMITMENTS AND CONTINGENCIES*Indirect Taxes*

The Company, assisted by third party experts, has conducted an ongoing review of potential obligations surrounding indirect taxes, specifically, sales and telecommunications taxes. At the current time, the Company has had no actual or threatened claims arising from any governmental authority in any taxing jurisdiction in the United States where the Company does business regarding claims for any indirect tax liabilities emerging from any potential sales and telecommunications tax that may be owed to any such state or local governments in the various aforementioned taxing jurisdictions. However, a liability for sales and telecommunications tax may be asserted by a governmental authority if that authority determines that the Company is engaged in often-taxable “telecommunications services” rather than providing “internet access,” which is not taxable in any jurisdiction by federal law. The determination of if a service provided is defined as “telecommunications services” or “internet access” may be highly subjective, open to interpretation, and can depend upon extremely intricate technical factors and specific fact patterns which may vary by customer and use case. Furthermore, some taxing jurisdictions may not levy taxes on telecommunications services, while others do, and some taxing jurisdictions are at the state level, while others exist at the local level, including by municipality in some states.

The Company believes that it is probable that a liability for sales and telecommunications tax may exist. The Company has estimated the possible range of loss in this matter as of September 30, 2025 is between \$4.3 million and \$24.9 million (or between \$3.5 million and \$21.7 million net of potential recoveries from customers and income tax benefit). The low end of the possible range of loss is the amount required to be recorded as a contingent loss by GAAP.

The range of loss in this matter as of September 30, 2025 described above includes interest and penalties assessed at both the low and high ends of the range, with penalties reduced in states where the Company intends to seek a “voluntary disclosure arrangement” as described further below. Although the Company’s contracts with customers generally state that the customer must later pay associated taxes if such taxes become an issue, there is always a risk of customer non-payment. Due to the complexities involved in its number of customers, use cases, and jurisdictions in which it does business, along with the treatment of potential indirect taxes varying in each jurisdiction, and collectability estimates, this estimate may ultimately be resolved at either a greater or lesser amount than the estimated range.

Additionally, mitigating factors may exist, such as good-faith reseller certificates, which the Company has previously obtained in instances where the use case indicates that the customer is a reseller, private letter rulings that the Company may request from certain states where the specific tax law is unclear but may be resolved in the Company’s favor, and voluntary disclosure arrangements whereby the Company may determine that it is probable that tax would be owed and enter into an agreement with a taxing jurisdiction to pay back taxes and avoid penalties that would otherwise likely apply. During the third quarter of 2025, the Company had filed voluntary disclosure agreements in ten jurisdictions. The Company has been accepted by four states into their programs at September 30, 2025.

The net contingent liability estimate of \$4.3 million recorded as of September 30, 2025 was increased from the \$4.1 million recorded as of December 31, 2024, due to additional facts and circumstances arising which resulted in a change to the estimate. These amounts are recorded as “sales and other taxes payable” in “accrued liabilities” within “current liabilities” of the Company’s condensed consolidated balance sheets as of September 30, 2025 and December 31, 2024.

Purchase Obligations

The Company has vendor commitments primarily relating to carrier and open purchase obligations that the Company incurs in the ordinary course of business. As of September 30, 2025, the purchase commitments were as follows:

	(\$ in thousands)
2025	\$ 10,476
2026	23,341
2027	24,560
2028	16,897
2029	1,414
Thereafter	—
Total	\$ 76,688

On April 1, 2025, the Google Cloud Platform (“GCP”) commitment was amended, resulting in a reduction of the total GCP commitment amount from \$22.0 million to \$10.9 million, or approximately 50.5% of the total GCP commitment amount. In connection with the amendment, the Company incurred a fee of \$1.2 million paid on May 7, 2025 and expensed in the second quarter of 2025.

Legal Contingencies

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

From time to time, the Company may be a party to litigation relating to claims arising in the normal course of business. As of September 30, 2025, the Company was not aware of any legal claims that could materially impact its financial condition.

NOTE 11 – SEGMENT DISCLOSURES

The Company has one reportable operating segment, IoT services. This segment sells IoT services that are grouped into two primary categories: IoT Connectivity services and IoT Solutions services (collectively, the “Services”) as well as products including IoT Connectivity (consisting of SIM cards) and IoT devices (within a comprehensive IoT solution) together referred to as “Products”.

The Company’s Chief Operating Decision Maker (“CODM”) is its President and Chief Executive Officer. The CODM uses Net Income (Loss), as reported on the Condensed Consolidated Statements of Operations and Comprehensive Loss, for the purposes of making operating decisions, allocating resources, and evaluating financial performance. The Company derived approximately 84% of its revenues from the United States for each of the three months ended September 30, 2025 and 2024, and approximately 85% and 84% of its revenues from the United States for the nine months ended September 30, 2025 and 2024, respectively. No single customer of the Company generated 10% or more of the Company’s total net sales for the three and nine months ended September 30, 2025 and 2024, respectively. The measure of segment assets is reported on the Company’s Condensed Consolidated Balance Sheets as total consolidated assets. The segment’s accounting policies are the same as the accounting policies for the Company, as described in Part II, Item 8, Note 2 — *Summary of Significant Accounting Policies* of the Company’s Annual Report on Form 10-K.

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

The following table sets forth the operating financial results of the Company's singular operating segment that are regularly reviewed by the Company's CODM for the three and nine months ended September 30, 2025 and 2024:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Services revenue	\$ 57,068	\$ 58,204	\$ 168,847	\$ 175,162
Products revenue	11,624	10,716	43,237	37,601
Total revenue	\$ 68,692	\$ 68,920	\$ 212,084	\$ 212,763
Less: expenses				
Cost of revenue, Services, excluding depreciation and amortization	\$ 22,601	\$ 22,951	\$ 68,322	\$ 69,816
Cost of revenue, Products, excluding depreciation and amortization	8,142	7,768	27,353	24,361
Salaries and benefits	17,991	21,721	56,769	69,695
Depreciation and amortization	13,700	14,214	41,187	42,243
Goodwill impairment	—	—	—	65,864
Interest expense	13,541	13,271	39,757	39,236
Professional services	2,930	1,869	7,684	7,325
Facilities and office	2,320	2,145	6,419	6,739
License, Memberships & Subscriptions	1,815	1,921	5,789	6,844
Channel partner commissions	1,524	1,181	7,793	3,858
Network services	1,170	617	4,685	1,446
Selling, general, and administrative expenses ⁽¹⁾	594	1,104	2,813	2,863
Foreign exchange	194	(1,003)	(4,812)	1,199
Change in fair value of warrant liabilities to affiliates	72	337	(1,924)	(6,349)
Loss on sale of assets	—	—	1,115	—
Interest income	(159)	(212)	(469)	(887)
Income tax benefit	(4,589)	(412)	(1,994)	(2,486)
Other ⁽²⁾	(447)	856	(3,910)	1,624
Segment net loss	\$ (12,707)	\$ (19,408)	\$ (44,493)	\$ (120,628)
Reconciliation of profit or loss:				
Adjustments and reconciling items	—	—	—	—
Consolidated net loss	\$ (12,707)	\$ (19,408)	\$ (44,493)	\$ (120,628)

⁽¹⁾ Certain expense line items which the Company deemed immaterial, both individually and in the aggregate, primarily comprised of travel and expense, sales and use tax, and bad debt expense, previously presented separately in the Company's segment disclosure footnote included in its Annual Report on Form 10-K have been combined into a single line item in the current period's segment disclosure.

⁽²⁾ Included in "Other" for the nine months ended September 30, 2025 is \$3.4 million related to a tax credit recovery, as described in Note 5 — *Condensed Consolidated Financial Statement Details*.

NOTE 12 – LIQUIDITY

The Company previously identified certain negative financial trends, including recurring operating losses, cash flows from operations that would be negative if not for an arrearage in the payment of preferred dividends, and one previously unfavorably-priced long-term purchase commitment, all as discussed further below.

The Company has taken, and plans to take, a number of actions to enhance liquidity. Although the Company currently expects to meet its near-term liquidity needs, there can be no assurance that its current sources of capital will be sufficient to satisfy its liquidity requirements in the future, which might require additional restructuring activities, including winding down certain non-core service offerings that are deemed to be

KORE Group Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

unprofitable, continuing to review its global footprint and rationalize legal entities, and continuing to review the remaining existing office and facilities leases for cost-effectiveness. In connection with the foregoing activities, during the second quarter of 2025, the Company sold certain internally developed software and related hardware (see Note 5 — *Condensed Consolidated Financial Statement Details*, “*Loss on sale of assets*”) and made the decision to consolidate certain facilities commencing in the third quarter of 2025.

The Company has accrued and unpaid dividends due to Searchlight on the mandatorily redeemable preferred stock due to affiliate, which are accrued on a daily basis, compound quarterly and payable quarterly in arrears, through November 15, 2033. Due to the underlying nature of the preferred stock instrument as debt, these dividends are reflected on the condensed consolidated balance sheets as accrued interest due to affiliate. As of September 30, 2025, the Company owed approximately \$41.5 million to Searchlight for this accrued interest. As of November 12, 2025, the total amount of the accrued interest due to affiliate was \$44.5 million (see Note 9 — *Related Party Transactions*). The Company plans to continue the arrearage of preferred dividends in order to preserve cash.

Additionally, the Company has purchase commitments payable that were not recorded as liabilities on its condensed consolidated balance sheet as of September 30, 2025, of which \$10.5 million is currently expected to be purchased through the remainder of 2025 (see Note 10 — *Commitments and Contingencies*).

As of September 30, 2025, the Company had approximately \$19.3 million of cash on hand and \$25.0 million available on the revolving credit facility.

NOTE 13 – INCOME TAXES

The Company’s effective income tax rate of approximately 26.5% and 2.1% for the three months ended September 30, 2025 and 2024, respectively, and 4.3% and 2.0% for the nine months ended September 30, 2025 and 2024, respectively, differed from the federal statutory rate primarily due to the geographical mix of earnings, the valuation allowance maintained against certain deferred tax assets, nondeductible stock-based compensation, and the impact of the One Big Beautiful Bill Act (the “OBBBA”).

The Company’s income tax benefit was \$4.6 million and \$0.4 million for the three months ended September 30, 2025 and 2024, respectively, and \$2.0 million and \$2.5 million for the nine months ended September 30, 2025 and 2024, respectively. The change in the income tax benefit for the three and nine months ended September 30, 2025 compared to the three and nine months ended September 30, 2024 was primarily due to the geographical mix of earnings, the valuation allowance maintained against certain deferred tax assets, non-deductible stock-based compensation, and the impact of the OBBBA.

On July 4, 2025, the OBBBA was signed into law. Key corporate tax provisions include the restoration of 100% bonus depreciation, immediate expensing for domestic research and experimental expenditures, changes to Section 163(j) interest limitations, updates to Global Intangible Low-Taxes Income and Foreign-Derived Intangible Income rules, amendments to energy credits, and expanded Section 162(m) aggregation requirements. In accordance with Accounting Standards Codification 740, Income Taxes (“ASC 740”), the effects of the new tax law were recognized in the period of enactment. The impact of these changes required the Company to re-evaluate its deferred taxes and as a result record a decrease in the valuation allowance of \$3.6 million during the three months ended September 30, 2025. The Company will continue to monitor the full impact of these legislative changes as additional guidance becomes available.

NOTE 14 – SUBSEQUENT EVENTS

The Company has concluded that no subsequent events have occurred that require disclosure.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read together with our Annual Report on Form 10-K for the year ended December 31, 2024 (the "Annual Report on Form 10-K") and unaudited interim condensed consolidated financial statements as of and for the three and nine months ended September 30, 2025 and 2024, together with related notes thereto. Unless the context otherwise requires, all references in this Quarterly Report on Form 10-Q to "the Company" "KORE," "us," "our," "ours," or "we" refer to KORE Group Holdings, Inc. Certain terms are defined in our Annual Report on Form 10-K.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. For example, statements in this Form 10-Q regarding the potential future impact of macroeconomic conditions on the Company's business and results of operations are forward-looking statements. Forward-looking statements can also be identified by words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "will," "would," "could," "can," "may," and similar terms. Forward-looking statements are not guarantees of future performance and the Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part II, Item 1A. "Risk Factors" of this Quarterly Report on Form 10-Q and Part I, Item 1A. "Risk Factors" of the Company's Annual Report on Form 10-K. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

Factors that could have a material adverse effect on future results and performance relative to those set forth in or implied by the related forward-looking statements, as well as on our business, financial condition, liquidity, results of operations and prospects, include, but are not limited to:

- our ability to develop and introduce new products and services successfully;
- our ability to compete in the market in which we operate;
- our ability to meet the price and performance standards of the evolving 5G New Radio ("5G NR") products and technologies;
- our ability to expand our customer reach/reduce customer concentration;
- our ability to grow the Internet of Things ("IoT") and mobile portfolio outside of North America;
- our ability to make scheduled payments on or to refinance our indebtedness;
- our ability to introduce and sell new products that comply with current and evolving industry standards and government regulations;
- our ability to comply with complex and evolving local, state, federal, and international laws and regulations, fees, and taxes that may apply to our products or services;
- our ability to develop and maintain strategic relationships to expand into new markets;
- our ability to properly manage the growth of our business to avoid significant strains on our management and operations and disruptions to our business;
- our reliance on third parties to manufacture components of our solutions;
- our ability to accurately forecast customer demand and timely delivery of sufficient product quantities;
- our reliance on sole source suppliers for some products, services and devices used in our solutions;
- general global and U.S. economic and business conditions, including conditions affecting the demand for our products, government shutdowns or funding changes, geopolitical conflicts and instability, recession, inflation, changes in trade policies, and financial market conditions;
- the emergence of global public health emergencies, epidemics, or pandemics, which could extend lead times in our supply chain and lengthen sales cycles with our customers;
- the impact that new or adjusted tariffs may have on the costs of components or our products, and our ability to sell products internationally;
- our ability to be cost competitive while meeting time-to-market requirements for our customers;
- our ability to meet the product performance needs of our customers in wireless broadband data access markets;
- demand for our services;
- our dependence on wireless telecommunication operators delivering acceptable wireless services;
- the outcome of any pending or future litigation, including intellectual property litigation and regulatory proceedings;
- infringement claims with respect to intellectual property contained in our solutions;
- our continued ability to license necessary third-party technology for the development and sale of our solutions;
- the introduction of new products that could contain errors or defects;
- the conduct of business abroad, including related foreign currency risks;
- the pace of 5G wireless network rollouts globally and their adoption by customers;
- our ability to make focused investments in research and development;
- our ability to identify suitable acquisition candidates or to successfully integrate and realize the benefits of our past or future strategic acquisitions or investments, and our response to any acquisition proposal that may be received from any party;

- Our ability to successfully complete any plans for restructuring of our business, and realize any cost savings related to restructuring goals including but not limited to legal entity rationalization, consolidation of facilities, winding down non-core service offerings, and rationalizing our workforce;
- our ability to hire, retain and manage qualified personnel to maintain and expand our business;
- our ability to meet the continued listing requirements of the New York Stock Exchange and to maintain the listing of our securities thereon; and
- our ability to maintain adequate liquidity to meet our financial needs and/or raise capital in the future.

When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this Quarterly Report on Form 10-Q and in the Annual Report on Form 10-K. Readers are cautioned not to place undue reliance on any of these forward-looking statements, which reflect our management's views only as of the date such statements are made. The risks summarized under Item 1A. "Risk Factors" in the Annual Report on Form 10-K and under Item 1A. "Risk Factors" in this Quarterly Report on Form 10-Q could cause actual results and performance to differ materially from those set forth in or implied by our forward-looking statements. New risks and uncertainties arise over time, and it is not possible for us to predict those events or how they may affect us.

Overview

We offer IoT connectivity to the Internet ("Connectivity") and other IoT solutions ("IoT Solutions") to our customers. We are one of the largest global independent IoT enablers, delivering critical services globally to customers to deploy, manage, and scale their IoT application and use cases. We provide advanced connectivity services, location-based services, device solutions, and managed and professional services used in the development and support of IoT solutions and applications. Our IoT platform is delivered in partnership with the world's largest mobile network operators and provides secure, reliable, wireless Internet connectivity to mobile and fixed devices. This technology enables us to expand our global technology platform by transferring capabilities across our five vertical markets comprised of (i) Connected Health, (ii) Fleet Management, (iii) Asset Monitoring, (iv) Retail Communications Services and (v) Industrial IoT, and to deliver complementary products to channel partners and resellers worldwide.

Our industry verticals are not considered to be segments for the purposes of financial reporting, as discrete financial information is not available for the aforementioned verticals (or that of connectivity vs solutions) below the level of costs of revenue, exclusive of depreciation and amortization, and our Chief Operating Decision Maker ("CODM") reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. Our CODM is our President and Chief Executive Officer.

Trends and Recent Developments

Overall macroeconomic environment and its effect on us

The overall United States ("U.S.") economy in the first nine months of 2025 appeared resilient although growth moderated amid persistent trade and geopolitical uncertainty. Inflation rose slightly during the third quarter of 2025 and remained above the Federal Reserve's long-term target, and the labor market conditions showed signs of gradual cooling. The Federal Reserve maintained the federal funds rate at 4.25%-4.50% through July 2025, then reduced the rate by 25 basis points in both September and October 2025, resulting in a target range of 3.75%-4.00% as of October 2025. These policy adjustments indicated a gradual move towards a less restrictive policy stance, reflecting softer labor data and limited progress on inflation.

On July 4, 2025, the One Big Beautiful Bill Act (the "OBBBA") was signed into law. Key corporate tax provisions include the restoration of 100% bonus depreciation, immediate expensing for domestic research and experimental expenditures, changes to Section 163(j) interest limitations, updates to Global Intangible Low-Taxes Income ("GILTI") and Foreign-Derived Intangible Income ("FDII") rules, amendments to energy credits, and expanded Section 162(m) aggregation requirements. In accordance with Accounting Standards Codification 740, Income Taxes ("ASC 740"), the effects of the new tax law were recognized in the period of enactment. The Company has reflected the impact of the OBBBA at September 30, 2025 and recorded an income tax recovery of \$3.6 million.

Recent developments in our business

We have continued to restructure our business to emphasize our core service offerings and are winding down certain non-core service offerings that are deemed to be unprofitable. We plan on exiting two of our facilities in the fourth quarter of 2025, and we continue to rationalize legal entities as part of our review of our global footprint.

Recent non-binding letter

On November 3, 2025, a Special Committee (the "Special Committee") of the Company's Board of Directors ("Board") received a non-binding letter (the "Letter") from Searchlight Capital Partners, L.P., on behalf of its affiliated investment funds (collectively, "Searchlight"), and Abry Partners, LLC, on behalf of its affiliated investment funds (collectively, "Abry"), to enter into discussions to acquire all of the outstanding shares of common stock of the Company not already owned by Searchlight or Abry for cash consideration of \$5.00 per share (the "Proposed Transaction"). The Board previously formed the Special Committee to, among other things, review, evaluate and negotiate any potential

strategic transaction and any alternative thereto, including any proposal from Searchlight and/or Abry. The Company gives no assurances that the Special Committee's receipt and assessment of the Letter will result in any transaction.

Results of Operations for the Three and Nine Months Ended September 30, 2025 and 2024:

Revenue

We derive revenue from IoT Connectivity services and IoT Solutions services (collectively, the "Services") as well as products including IoT Connectivity (consisting of SIM cards) and IoT devices (within a comprehensive IoT solution) together referred to as "Products".

Revenue arising from IoT Connectivity services generally consists of a monthly subscription fee and additional data usage fees that are part of a bundled solution which enables other providers and enterprise customers to complete their platforms for solutions to provide IoT Connectivity or other IoT Solutions. IoT Connectivity also includes charges for each SIM sold to a customer.

Revenue from IoT Solutions is derived from IoT device management services, location-based software services, and IoT security software services. Fees charged for device management services include the cost of the underlying IoT device and the cost of deploying and managing such devices. Fees charged for device management services are generally billed on the basis of a fee per deployed IoT device, which depends on the scope of the underlying services and the IoT device being deployed. Location-based software services and IoT security software services are charged monthly on a per-subscriber basis.

The tables below set forth the details of revenue from services and products for the three and nine months ended September 30, 2025 and 2024:

(\$ in thousands)	Three Months Ended September 30,		Year-over-Year Increase / (Decrease)	
	2025	2024	\$	%
Services	\$ 57,068	\$ 58,204	\$ (1,136)	(2) %
Products	11,624	10,716	908	8 %
Total revenue	\$ 68,692	\$ 68,920	\$ (228)	— %

(\$ in thousands)	Nine Months Ended September 30,		Year-over-Year Increase / (Decrease)	
	2025	2024	\$	%
Services	\$ 168,847	\$ 175,162	\$ (6,315)	(4) %
Products	43,237	37,601	5,636	15 %
Total revenue	\$ 212,084	\$ 212,763	\$ (679)	— %

Services revenue decreased by approximately \$1.1 million for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, primarily driven by less revenue as a result of the sale of certain intangible assets consisting of internally developed software completed during the second quarter of 2025.

Products revenue increased by approximately \$0.9 million for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, primarily driven by additional volume from key customers and SIM shipments and activations.

Services revenue decreased by approximately \$6.3 million for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, primarily driven by less revenue as a result of the sale of certain intangible assets consisting of internally developed software completed during the second quarter of 2025 as well as a decrease in revenue related to transitioning operations in Connectivity Enablement-as-a-Service ("CEaaS").

Products revenue increased by approximately \$5.6 million for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, primarily driven by additional volume from key customers and SIM shipments and activations.

The tables below set forth the details of revenue disaggregated as arising from IoT Connectivity and IoT Solutions for the three and nine months ended September 30, 2025 and 2024:

(\$ in thousands)	Three Months Ended September 30,		Year-over-Year Increase / (Decrease)	
	2025	2024	\$	%
IoT Connectivity	\$ 56,747	\$ 56,721	\$ 26	— %
IoT Solutions	11,945	12,199	(254)	(2) %
Total revenue	\$ 68,692	\$ 68,920	\$ (228)	— %

(in thousands)	Nine Months Ended September 30,		Year-over-Year Increase / (Decrease)	
	2025	2024	\$	%
IoT Connectivity	\$ 166,745	\$ 170,377	\$ (3,632)	(2) %
IoT Solutions	45,339	42,386	2,953	7 %
Total revenue	\$ 212,084	\$ 212,763	\$ (679)	— %

IoT Connectivity revenue increased immaterially for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, or relatively flat.

IoT Solutions revenue decreased by approximately \$0.3 million for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, primarily driven by less revenue as a result of the sale of certain intangible assets consisting of internally developed software completed during the second quarter of 2025, offset by additional hardware volume from key customers.

IoT Connectivity revenue decreased by approximately \$3.6 million for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, primarily driven by a decrease in revenue related to transitioning operations in CEaaS, offset in part by additional SIM activation fees.

IoT Solutions revenue increased by approximately \$3.0 million for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, primarily driven by additional volume from key customers, partially offset by less revenue as a result of the sale of certain intangible assets consisting of internally developed software completed during the second quarter of 2025.

Cost of revenue, exclusive of depreciation and amortization

The cost of revenue associated with IoT Connectivity include carrier costs, network operations, technology licenses, and SIMs. The cost of revenue associated with IoT Solutions include the cost of devices, shipping costs, warehouse lease and related facilities expenses, and personnel cost. The total cost of revenue excludes depreciation and amortization.

The tables below set forth our cost of revenue, exclusive of depreciation and amortization, for the three and nine months ended September 30, 2025 and 2024, disaggregated by “cost of services” and “cost of products”:

(\$ in thousands)	Three Months Ended September 30,		Year-over-Year Increase / (Decrease)	
	2025	2024	\$	%
Cost of services	\$ 22,601	\$ 22,951	\$ (350)	(2) %
Cost of products	8,142	7,768	374	5 %
Total cost of revenue	\$ 30,743	\$ 30,719	\$ 24	— %

(\$ in thousands)	Nine Months Ended September 30,		Year-over-Year Increase / (Decrease)	
	2025	2024	\$	%
Cost of services	\$ 68,322	\$ 69,816	\$ (1,494)	(2) %
Cost of products	27,353	24,361	2,992	12 %
Total cost of revenue	\$ 95,675	\$ 94,177	\$ 1,498	2 %

Cost of services decreased by approximately \$0.4 million for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, primarily driven by reduced labor costs as we transition out of certain production facilities.

Cost of products increased by approximately \$0.4 million for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, primarily driven by increased costs associated with the growth in hardware sales to key customers.

Cost of services decreased by approximately \$1.5 million for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, primarily driven by reduced labor costs as we transition out of certain production facilities.

Cost of products increased by approximately \$3.0 million for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, primarily driven by increased costs associated with the growth in hardware sales to key customers.

The tables below set forth our cost of revenue, exclusive of depreciation and amortization, for the three and nine months ended September 30, 2025 and 2024, disaggregated by “cost of IoT Connectivity” and “cost of IoT Solutions”:

(\$ in thousands)	Three Months Ended September 30,		Year-over-Year Increase / (Decrease)	
	2025	2024	\$	%
Cost of IoT Connectivity	\$ 22,901	\$ 22,153	\$ 748	3 %
Cost of IoT Solutions	7,842	8,566	(724)	(8) %
Total cost of revenue	\$ 30,743	\$ 30,719	\$ 24	— %

(in thousands)	Nine Months Ended September 30,		Year-over-Year Increase / (Decrease)	
	2025	2024	\$	%
Cost of IoT Connectivity	\$ 68,563	\$ 66,638	\$ 1,925	3 %
Cost of IoT Solutions	27,112	27,539	(427)	(2) %
Total cost of revenue	\$ 95,675	\$ 94,177	\$ 1,498	2 %

The cost of IoT Connectivity increased by approximately \$0.7 million for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, primarily driven by increased costs associated with the growth in connections and network cloud usage.

The cost of IoT Solutions decreased by approximately \$0.7 million for the three months ended September 30, 2025, compared to the three months ended September 30, 2024, primarily driven by reduced labor costs as we transition out of certain production facilities.

The cost of IoT Connectivity increased by approximately \$1.9 million for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, primarily driven by increased costs associated with the growth in connections and network cloud usage.

The cost of IoT Solutions decreased by approximately \$0.4 million for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024, primarily driven by reduced labor costs as we transition out of certain production facilities.

Selling, general, and administrative expenses

The following tables set forth the Company's selling, general, and administrative expenses incurred during the three and nine months ended September 30, 2025 and 2024:

(\$ in thousands)	Three Months Ended September 30,		Year-over-Year Increase / (Decrease)	
	2025	2024	\$	%
Selling, general, and administrative expenses	\$ 28,457	\$ 29,458	\$ (1,001)	(3)%

(\$ in thousands)	Nine Months Ended September 30,		Year-over-Year Increase / (Decrease)	
	2025	2024	\$	%
Selling, general, and administrative expenses	\$ 87,110	\$ 99,702	\$ (12,592)	(13)%

Selling, general, and administrative ("SG&A") expenses relate primarily to expenses for general management, sales and marketing, finance, audit, legal fees, and other general operating expenses.

SG&A decreased by approximately \$1.0 million for the three months ended September 30, 2025, compared to the three months ended September 30, 2024. The decrease in SG&A expenses was primarily driven by decreases in salaries and other compensation-related expenses resulting from the restructuring events completed during 2025 and 2024, partially offset by an increase in partner commissions and cloud services.

SG&A decreased by approximately \$12.6 million for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024. The decrease in SG&A expenses was primarily driven by decreases in salaries and other compensation-related expenses resulting from the restructuring events completed during 2025 and 2024, partially offset by an increase in partner commissions and cloud services, including fees incurred due to the amendment to the Google Cloud Platform commitment.

Selling, general, and administrative expenses incurred with affiliate

SG&A expenses incurred with affiliate were \$0.2 million and \$0.5 million for the three and nine months ended September 30, 2024, respectively, and they were related solely to fees paid to HealthEZ, an ABRY portfolio company. HealthEZ was the Company's current third-party administrator ("TPA") for its self-insured health insurance claims. ABRY beneficially owned in excess of 10% of the Company's outstanding common stock as of September 30, 2025 and December 31, 2024. ABRY is therefore considered an affiliate of the Company, and two of the Company's Board members are employed by ABRY.

The Company has contracted with a new, unaffiliated, TPA for 2025, which has resulted in a reduction of administration costs on a per-employee per month basis.

Income tax benefit

The following tables set forth the Company's income tax benefit during the three and nine months ended September 30, 2025 and 2024:

(\$ in thousands)	Three Months Ended September 30,		Year-over-Year (Increase) / Decrease	
	2025	2024	\$	%
Income tax benefit	(4,589)	(412)	\$ (4,177)	1,014 %
Effective tax rate	26.5 %	2.1 %	N/A	24 %

(\$ in thousands)	Nine Months Ended September 30,		Year-over-Year (Increase) / Decrease	
	2025	2024	\$	%
Income tax benefit	(1,994)	(2,486)	\$ 492	(20)%
Effective tax rate	4.3 %	2.0 %	N/A	2 %

Income tax benefit reflects the impact of current and deferred income tax items, adjustments to valuation allowances, and the effect of changes in tax laws and regulations.

Income tax benefit increased by approximately \$4.2 million for the three months ended September 30, 2025, compared to the three months ended September 30, 2024. The effective tax rate increased by approximately 24% for the three months ended September 30, 2025, compared to the three months ended September 30, 2024. The change in the income tax benefit was primarily due to the geographical mix of earnings, the valuation allowance maintained against certain deferred tax assets, non-deductible stock-based compensation, and the impact of the OBBBA.

Income tax benefit decreased by approximately \$0.5 million for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024. The effective tax rate increased by approximately 2% for the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024. The changes in income tax benefit and effective tax rate were primarily due to the geographical mix of earnings, the valuation allowance maintained against certain deferred tax assets, non-deductible stock-based compensation, and the impact of the OBBBA.

On July 4, 2025, the OBBBA was signed into law. Key corporate tax provisions include the restoration of 100% bonus depreciation, immediate expensing for domestic research and experimental expenditures, changes to Section 163(j) interest limitations, updates to GILTI and FDII rules, amendments to energy credits, and expanded Section 162(m) aggregation requirements. In accordance with ASC 740, the effects of the new tax law were recognized in the period of enactment. The impact of these changes required the Company to re-evaluate its deferred taxes and record a decrease in the valuation allowance of \$3.6 million during the three months ended September 30, 2025. The Company will continue to monitor the full impact of these legislative changes as additional guidance becomes available.

Non-GAAP Financial Measures

In conjunction with net income (loss) calculated in accordance with GAAP, we also use EBITDA and Adjusted EBITDA, free cash flow, and Non-GAAP Profit and Non-GAAP Margin to evaluate our ongoing operations and for internal planning and forecasting purposes. Non-GAAP financial information is presented for supplemental informational purposes only, should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP, and may be different from similarly-titled non-GAAP measures used by other companies. We believe that along with our GAAP financial information, our non-GAAP financial information when taken collectively and evaluated appropriately, is helpful to investors in assessing our operating performance.

EBITDA and Adjusted EBITDA

EBITDA is defined as net income (loss) before interest expense, income tax expense or benefit, and depreciation and amortization.

Adjusted EBITDA is defined as EBITDA adjusted for certain unusual and other significant items and removes the volatility associated with non-cash items and operational income and expenses that are not expected to be ongoing. Such adjustments include goodwill impairment

charges, changes in the fair value of certain of our warrants required by GAAP to be accounted for at fair value, gains or losses on debt extinguishment, integration-related restructuring costs, stock-based compensation, and foreign currency gains and losses.

The following tables set forth a reconciliation of net loss to EBITDA and Adjusted EBITDA for the three and nine months ended September 30, 2025 and 2024:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net loss	\$ (12,707)	\$ (19,408)	\$ (44,493)	\$ (120,628)
Income tax benefit	(4,589)	(412)	(1,994)	(2,486)
Interest expense, net	13,382	13,059	39,288	38,349
Depreciation and amortization	13,700	14,214	41,187	42,243
EBITDA	9,786	7,453	33,988	(42,522)
Goodwill impairment	—	—	—	65,864
Change in fair value of warrant liability	72	337	(1,924)	(6,349)
Integration-related restructuring costs	4,029	5,574	15,695	14,262
Stock-based compensation	581	532	1,525	7,202
Foreign currency (gain) loss	194	(1,003)	(4,812)	1,199
Loss on sale of assets	—	—	1,115	—
Other ⁽¹⁾	(132)	93	105	(494)
Adjusted EBITDA	\$ 14,530	\$ 12,986	\$ 45,692	\$ 39,162

⁽¹⁾ “Other” adjustments are comprised of adjustments for certain indirect or non-income based taxes.

Integration-related restructuring costs for the three months ended September 30, 2025 were primarily comprised of severances and salaries of employees in a restructuring program. Integration-related restructuring costs for the nine months ended September 30, 2025 were primarily comprised of severances, salaries of employees in a restructuring program, and the Google Cloud commitment termination fee. For the three and nine months ended September 30, 2024, these costs were primarily comprised of severance costs associated with the restructuring program completed in 2024, as well as retention bonuses, severances, license and subscription fees, and professional services related to integration of previously acquired businesses.

Free Cash Flow

Free cash flow is defined as net cash provided by operating activities reduced by capital expenditures consisting of purchases of property and equipment, purchases of intangible assets and capitalization of internal use software. We believe free cash flow is an important liquidity measure of the cash that is available for operational expenses, investments in our business, strategic acquisitions, and for certain other activities such as repaying debt obligations and stock repurchases.

The following table sets forth a reconciliation of net cash provided by operating activities to free cash flow for the nine months ended September 30, 2025 and 2024:

(in thousands)	Nine Months Ended September 30,	
	2025	2024
Net cash provided by operating activities	\$ 8,038	\$ 7,066
Purchases of property and equipment	(1,593)	(1,944)
Additions to intangible assets	(5,642)	(10,233)
Proceeds from sale of assets	250	—
Free cash flow	\$ 1,053	\$ (5,111)

Non-GAAP Profit and Non-GAAP Margin

Gross profit and gross margin as calculated in accordance with GAAP include depreciation and amortization as part of a cost of revenue, which is shown separately for convenience in the below GAAP reconciliation.

Non-GAAP Margin is a non-GAAP measure defined as non-GAAP Gross Profit (“Non-GAAP Profit”) divided by revenue, expressed as a percentage. Non-GAAP Profit is a non-GAAP measure defined as gross profit excluding certain (i) inventory adjustments that may not be indicative of ongoing operations, (ii) depreciation and (iii) amortization.

The table below sets forth gross profit and gross margin calculated in accordance with GAAP, based upon the categories of revenue and associated costs disaggregated by “cost of services” and “cost of products,” reconciled to Non-GAAP Profit and Non-GAAP Margin, disaggregated by “cost of services” and “cost of products,” as well as overall for the three and nine months ended September 30, 2025 and 2024:

(\$ in thousands)	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
	\$	%	\$	%	\$	%	\$	%
Services								
Revenue	\$ 57,068		\$ 58,204		\$ 168,847		\$ 175,162	
Cost of revenue, excluding depreciation and amortization	22,601		22,951		68,322		69,816	
Depreciation and amortization in cost of revenue ⁽¹⁾	10,639		12,458		35,147		35,520	
Gross Profit \$ / Margin %	\$ 23,828	41.8 %	\$ 22,795	39.2 %	\$ 65,378	38.7 %	\$ 69,826	39.9 %
Exclude: Depreciation and amortization	10,639		12,458		35,147		35,520	
Non-GAAP Profit \$ / Non-GAAP Margin %	\$ 34,467	60.4 %	\$ 35,253	60.6 %	\$ 100,525	59.5 %	\$ 105,346	60.1 %
Products								
Revenue	\$ 11,624		\$ 10,716		\$ 43,237		\$ 37,601	
Cost of revenue, excluding depreciation and amortization	8,142		7,768		27,353		24,361	
Depreciation and amortization in cost of revenue ⁽¹⁾	1,364		1,345		4,300		3,230	
Gross Profit \$ / Margin %	\$ 2,118	18.2 %	\$ 1,603	15.0 %	\$ 11,584	26.8 %	\$ 10,010	26.6 %
Exclude: Inventory adjustments	—		886		1,312		886	
Exclude: Depreciation and amortization	1,364		1,345		4,300		3,230	
Non-GAAP Profit \$ / Non-GAAP Margin %	\$ 3,482	30.0 %	\$ 3,834	35.8 %	\$ 17,196	39.8 %	\$ 14,126	37.6 %
Overall Gross Profit \$ / Margin %	\$ 25,946	37.8 %	\$ 24,398	35.4 %	\$ 76,962	36.3 %	\$ 79,836	37.5 %
Non-GAAP Profit \$ / Non-GAAP Margin %	\$ 37,949	55.2 %	\$ 39,087	56.7 %	\$ 117,721	55.5 %	\$ 119,472	56.2 %

⁽¹⁾ Depreciation and amortization as included in cost of revenue for GAAP. Separately shown for recalculation purposes.

During the three months ended September 30, 2025, services gross margin increased 2.6% compared to the three months ended September 30, 2024, primarily driven by the decrease in depreciation and amortization in cost of revenue, offset by the decrease in services revenue. Services Non-GAAP margin decreased 0.2% compared to the three months ended September 30, 2024, or relatively flat.

During the three months ended September 30, 2025, products gross margin increased 3.2% compared to the three months ended September 30, 2024, primarily driven by the increase in products revenue. Products Non-GAAP margin decreased 5.8% compared to the three months ended September 30, 2024, primarily driven by the decrease in inventory adjustments, offset by the increase in products revenue.

During the nine months ended September 30, 2025, service gross margin decreased 1.2% compared to the nine months ended September 30, 2024, primarily driven by the decrease in services revenue. Services Non-GAAP margin decreased 0.6% compared to the nine months ended September 30, 2024, primarily driven by the decrease in services revenue.

During the nine months ended September 30, 2025, products gross margin increased 0.2% compared to the nine months ended September 30, 2024, or relatively flat. Products Non-GAAP margin increased 2.2% compared to the nine months ended September 30, 2024, primarily driven by the increase in inventory adjustments and depreciation and amortization in cost of revenue.

The table below sets forth gross profit and gross margin calculated in accordance with GAAP, based upon the categories of revenue and associated costs disaggregated by “IoT Connectivity” and “IoT Solutions,” reconciled to Non-GAAP profit and Non-GAAP margin, disaggregated by “IoT Connectivity” and “IoT Solutions” for the three and nine months ended September 30, 2025 and 2024:

(\$ in thousands)	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
	\$	%	\$	%	\$	%	\$	%
IoT Connectivity								
Revenue	\$ 56,747		\$ 56,721		\$ 166,745		\$ 170,377	
Cost of revenue, excluding depreciation and amortization	22,901		22,153		68,563		66,638	
Depreciation and amortization in cost of revenue ⁽¹⁾	10,639		12,458		35,147		35,520	
Gross Profit \$ / Margin %	\$ 23,207	40.9 %	\$ 22,110	39.0 %	\$ 63,035	37.8 %	\$ 68,219	40.0 %
Exclude: Inventory adjustments	—		—		999		—	
Exclude: Depreciation and amortization	10,639		12,458		35,147		35,520	
Non-GAAP Profit \$ / Non-GAAP Margin %	\$ 33,846	59.6 %	\$ 34,568	60.9 %	\$ 99,181	59.5 %	\$ 103,739	60.9 %
IoT Solutions								
Revenue	\$ 11,945		\$ 12,199		\$ 45,339		\$ 42,386	
Cost of revenue, excluding depreciation and amortization	7,842		8,566		27,112		27,539	
Depreciation and amortization in cost of revenue ⁽¹⁾	1,364		1,345		4,300		3,230	
Gross Profit \$ / Margin %	\$ 2,739	22.9 %	\$ 2,288	18.8 %	\$ 13,927	30.7 %	\$ 11,617	27.4 %
Exclude: Inventory adjustments	—		886		313		886	
Exclude: Depreciation and amortization	1,364		1,345		4,300		3,230	
Non-GAAP Profit \$ / Non-GAAP Margin %	\$ 4,103	34.3 %	\$ 4,519	37.0 %	\$ 18,540	40.9 %	\$ 15,733	37.1 %
Overall Gross Profit \$ / Margin %	\$ 25,946	37.8 %	\$ 24,398	35.4 %	\$ 76,962	36.3 %	\$ 79,836	37.5 %
Non-GAAP Profit \$ / Non-GAAP Margin %	\$ 37,949	55.2 %	\$ 39,087	56.7 %	\$ 117,721	55.5 %	\$ 119,472	56.2 %

⁽¹⁾ Depreciation and amortization as included in cost of revenue for GAAP. Separately shown for recalculation purposes.

During the three months ended September 30, 2025, IoT Connectivity gross margin increased 1.9% compared to the three months ended September 30, 2024, primarily driven by the decrease in depreciation and amortization in the cost of revenue. IoT Connectivity Non-GAAP margin decreased 1.3% compared to the three months ended September 30, 2024, primarily driven by the decrease in depreciation and amortization in the cost of revenue.

During the three months ended September 30, 2025, IoT Solutions gross margin increased 4.1% compared to the three months ended September 30, 2024, primarily driven by management’s focus on more profitable IoT Solutions arrangements. IoT Solutions Non-GAAP margin decreased 2.7% compared to the three months ended September 30, 2024, primarily driven by the decrease in inventory adjustments.

During the nine months ended September 30, 2025, IoT Connectivity gross margin decreased 2.2% compared to the nine months ended September 30, 2024, primarily due to the decrease in IoT Connectivity revenue and the increase in cost of revenue, excluding depreciation and amortization. IoT Connectivity Non-GAAP margin decreased 1.4% compared to the nine months ended September 30, 2024, primarily driven by the decrease in IoT Connectivity revenue, which included declines in higher margin usage IoT Connectivity revenue.

During the nine months ended September 30, 2025, IoT Solutions gross margin increased 3.3% compared to the nine months ended September 30, 2024, primarily driven by the increase in IoT Solutions revenue, partially offset by an increase in depreciation and amortization in the cost of revenue. IoT Solutions Non-GAAP margin increased 3.8% compared to the nine months ended September 30, 2024, primarily driven by the increase in revenue and management's focus on more profitable IoT Solutions arrangements.

Key Operational Metrics

We review a number of operational metrics to measure our performance, identify trends affecting our business, prepare financial projections, and make strategic decisions. The operational metrics identified by management as key operational metrics are Total Number of Connections, Average Connections Count, Dollar-Based Net Expansion Rate, Estimated Annual Recurring Revenue, Total Contract Value, and Average Revenue per User.

Total Number of Connections and Average Connections Count

Our "Total Number of Connections" constitutes the total of all our IoT Connectivity services connections, which includes the contribution of eSIMs but excludes certain connections where mobile carriers license our subscription management platform from us. The "Average Connections Count" is the simple average of the total number of connections during the relevant fiscal period(s) presented.

These metrics are the principal measures used by management to assess the growth of the business on a periodic basis, on a SIM and / or device-based perspective. We believe that investors also use these metrics for similar purposes.

The table below sets forth our Total Number of Connections as of September 30, 2025 and December 31, 2024:

	September 30, 2025	December 31, 2024
Total Number of Connections at Period End	20.5 million	19.7 million

The table below sets forth our Average Connections Count for the three and nine months ended September 30, 2025 and 2024:

	September 30, 2025	September 30, 2024
Average Connections Count for the three months ended	20.4 million	18.6 million
Average Connections Count for the nine months ended	20.1 million	18.4 million

Dollar Based Net Expansion Rate ("DBNER")

DBNER tracks the combined effect of cross-sales of IoT Solutions to KORE's existing customers, its customer retention and the growth of its existing business. KORE calculates DBNER by dividing the revenue for a given period ("given period") from existing go-forward customers by the revenue from the same customers for the same period measured one year prior ("base period").

The revenue included in the current period excludes revenue from (i) customers that are "non-go-forward" customers, meaning customers that have either communicated to KORE before the last day of the current period their intention not to provide future business to KORE or customers that KORE has determined are transitioning away from KORE based on a sustained multi-year time period of declines in revenue and (ii) new customers that started generating revenue after the end of the base period. For the purposes of calculating DBNER, if KORE acquires a company during the given period or the base period, then the revenue of a customer before the acquisition but during either the given period or the base period is included in the calculation. For example, to calculate our DBNER for the trailing 12 months ended September 30, 2025, we divide (i) revenue, for the trailing 12 months ended September 30, 2025, from go-forward customers that started generating revenue on or before September 30, 2024, by (ii) revenue, for the trailing 12 months ended September 30, 2024, from the same cohort of customers.

It is often difficult to ascertain which customers should be deemed not to be go-forward customers for purposes of calculating DBNER. Customers are not required to give notice of their intention to transition off of the KORE platform, and a customer's exit from the KORE platform can take months or longer, and total connections of any particular customer can at any time increase or decrease for any number of reasons, including pricing, customer satisfaction or product fit—accordingly, a decrease in total connections may not indicate that a customer is intending to exit the KORE platform, particularly if that decrease is not sustained over a period of several quarters. DBNER would be lower if it were calculated using revenue from non-go-forward customers.

DBNER is used by management as a measure of growth of KORE's existing customers (i.e., "same store" growth) and as a measure of customer retention, from a revenue perspective. It is not intended to capture the effect of either new customer wins or the declines from non-go-forward customers on KORE's total revenue growth. This is because DBNER excludes new customers who started generating revenue after the base period and also excludes any customers who are non-go-forward customers on the last day of the current period. Revenue increases from new customer wins, and a decline in revenue from non-go-forward customers are also important factors in assessing KORE's revenue growth, but these factors are independent of DBNER.

KORE's DBNER was 98% for the twelve months ended September 30, 2025, as compared to 95% for the twelve months ended September 30, 2024.

Estimated Annual Recurring Revenue ("eARR")

Beginning in fiscal year 2025, the Company adopted eARR as a key performance metric to better align with its recurring revenue business model. eARR multiplies the estimated monthly recurring revenue in the twelfth month of the contract by twelve to estimate the annual recurring revenue. We believe that this key performance metric is useful to both management and investors for forecasting purposes and also for understanding the financial health of our subscription-based businesses.

As of September 30, 2025, our sales funnel included 1,047 opportunities with an eARR of approximately \$80 million.

Total Contract Value ("TCV")

As a result of the adoption of eARR, the Company has discontinued the use of TCV as a key operational metric, effective beginning in fiscal year 2025. TCV represented our estimated value of a revenue opportunity. TCV for an IoT Connectivity opportunity was calculated by multiplying by 40 the estimated revenue expected to be generated during the twelfth month of production. TCV for an IoT Solutions opportunity was either the actual total expected revenue opportunity, or if it was a longer-term "programmatically recurring revenue" program, calculated for the first 36 months of the delivery period. TCV was previously used by management as a measure of the revenue opportunity of KORE's sales funnel.

As of September 30, 2024, our sales funnel included over 1,082 opportunities with an estimated potential TCV of over \$317 million.

Average Revenue per User ("ARPU")

ARPU is calculated by dividing the total IoT Connectivity revenue during the period by the Total Number of Connections during that same period. ARPU is used by management as a measure to assess the revenue generated per connection. We believe that ARPU is an important metric for both management and investors to help in understanding the financial performance and effectiveness of the Company's monetization per connection. ARPU is calculated on a three-month (current quarter) basis only, as longer periods are not meaningful.

ARPU was \$0.94 and \$1.01 for the three months ended September 30, 2025 and 2024, respectively.

Liquidity and Capital Resources

Overview

Liquidity is a measurement of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund our operating costs, and satisfy other general business needs. Our liquidity requirements have historically arisen from our working capital needs, obligations to make scheduled payments of interest and principal on our indebtedness, and capital expenditures to facilitate the growth and expansion of the business, which was historically accomplished via acquisitions.

Going forward, we will continue to utilize the deferral of the payment of preferred dividends (reflected as “accrued interest” on our condensed consolidated balance sheets due to the character of the underlying instrument for accounting purposes) due to Searchlight to fund our liquidity requirements. We are highly leveraged, and other borrowings may not be available with attractive terms or at all. We may also seek to raise additional capital through public or private offerings of equity, equity-related, or debt securities, depending upon market conditions. The use of any particular source of capital and funds will depend on market conditions and the availability, if any, of these sources.

We generally cannot meet our short-term liquidity needs solely through cash generated from operational activities, though we believe the non-operational sources of financing identified above will be adequate for purposes of meeting our short-term (within one year) liquidity needs, solely because of our ability to defer the payment of preferred dividends due to Searchlight. Our ability to meet our longer-term liquidity needs beyond one year, with our current capital structure, is uncertain. We cannot predict with certainty the specific transactions we will undertake to generate sufficient liquidity to meet our obligations as they come due. We will adjust our plans as appropriate in response to changes in our expectations and any potential changes in market conditions.

Summary and Description of Financing Arrangements

The table below sets forth a summary of the Company’s outstanding long-term debt as of September 30, 2025 and December 31, 2024:

<i>(in thousands)</i>	September 30, 2025	December 31, 2024
Term Loan - WhiteHorse	\$ 181,763	\$ 183,150
Backstop Notes	120,000	120,000
Total	\$ 301,763	\$ 303,150
Less: current portion of long-term debt	(1,850)	(1,850)
Less: debt issuance costs, net of accumulated amortization of \$0.5 million and \$0.9 million, respectively	(1,928)	(2,349)
Less: original issue discount	(2,660)	(3,290)
Total long-term debt	\$ 295,325	\$ 295,661

Term Loan and Revolving Credit Facility — WhiteHorse Capital Management, LLC (“WhiteHorse”)

On November 9, 2023, the Company, only with respect to certain limited sections thereof, and certain subsidiaries of the Company entered into a credit agreement with WhiteHorse that consisted of a senior secured term loan of \$185.0 million (“Term Loan”) as well as a senior secured revolving credit facility of \$25.0 million (the “Revolving Credit Facility” and, together with the Term Loan, the “Credit Facilities”). Borrowings under the Term Loan and the Revolving Credit Facility bear interest at a rate at the Company’s option of either (1) Term SOFR for a specified interest period (at the Company’s option) of one to three months plus an applicable margin of up to 6.50% or (2) a base rate plus an applicable margin of up to 5.50%. The Term SOFR rate is subject to a “floor” of 1.0%. The applicable margins for Term SOFR rate and base rate borrowings are each subject to a reduction as set forth in the credit agreement if the Company maintains a first lien net leverage ratio of less than 2.25:1.00 and greater than or equal to 1.75:1.00 and less than 1.75:1.00, respectively. Interest is paid on the last business day of each quarterly interest period except at maturity. The credit agreement became effective on November 15, 2023.

Principal payments of approximately \$0.5 million are due on the last business day of each quarter. The maturity date of the Credit Facilities is November 15, 2028.

As of September 30, 2025 and December 31, 2024, there were no amounts outstanding on the Revolving Credit Facility.

The Credit Facilities are secured by substantially all of the Company’s subsidiaries’ assets. The Term Loan agreement restricts cash dividends and other distributions from the Company’s subsidiaries to the Company and also restricts the Company’s ability to pay cash dividends to its stockholders.

The Credit Facilities are subject to customary financial covenants, including to the Total Net Leverage Ratio, defined as, with respect to any period end, the ratio of (a) Consolidated Total Debt (as defined in the credit agreement) to (b) Consolidated EBITDA (as defined in the credit agreement, as discussed below); and First Lien Net Leverage Ratio defined as, with respect to any period end, the ratio of (a) Consolidated First

Lien Debt (as defined in the credit agreement) to (b) Consolidated EBITDA. “Consolidated EBITDA” as defined by the credit agreement is equivalent to our Adjusted EBITDA, as presented in Part I, Item 2. “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Non-GAAP Financial Measures.”

The Total Net Leverage Ratio is set at 6.25:1.00 for quarterly periods ended March 31, 2024 and June 30, 2024; 5.75:1.00 for the quarterly periods ended September 30, 2024 and December 31, 2024; 5.50:1.00 for the quarterly periods ended March 31, 2025, June 30, 2025 and September 30, 2025; and 5.25:1.00 for periods ending December 31, 2025 and thereafter. The First Lien Net Leverage Ratio is set at 3.50:1.00 for quarterly periods ended March 31, 2024 and June 30, 2024; 3.00:1.00 for the quarterly periods ended September 30, 2024 and December 31, 2024; 2.75:1.00 for the quarterly period ended March 31, 2025, June 30, 2025 and September 30, 2025; and 2.50:1.00 for periods ending December 31, 2025 and thereafter.

Backstop Notes

On September 30, 2021, a subsidiary of the Company issued the first tranche of the Backstop Notes, consisting of \$95.1 million in senior unsecured exchangeable notes due 2028 to a lender and its affiliates. On October 28, 2021, the Company’s subsidiary issued a second and final tranche of Backstop Notes in the amount of \$24.9 million. The Backstop Notes are guaranteed by the Company and are due September 30, 2028.

The Backstop Notes were issued at par and bear interest at a rate of 5.50% per annum which is paid semi-annually on March 30 and September 30 of each year. The Backstop Notes are exchangeable into common stock of the Company at \$62.50 per share (the “Base Exchange Rate”) at any time at the option of the lender. At the Base Exchange Rate, the Notes are exchangeable for approximately 1.9 million shares of the Company’s common stock but limited to 9.9% of common shares outstanding. The Base Exchange Rate may be adjusted for certain dilutive events or change in control events as defined by the Indenture (the “Adjusted Exchange Rate”).

After September 30, 2023 and prior to the fifth business day after the last quarter end before the maturity date, if the Company’s shares of common stock are trading at a defined premium to the Base Exchange Rate or applicable Adjusted Exchange Rate, the Company may pay or deliver, as the case may be, in respect of each \$1,000 principal amount of Backstop Notes being exchanged, cash, shares of its common stock, or a combination of cash and shares of its common stock.

The Backstop Notes were issued pursuant to an indenture which contains financial covenants related to the Company’s maximum total debt to Adjusted EBITDA ratio.

Mandatorily Redeemable Preferred Stock

The Company has authorized 35,000,000 shares of preferred stock and has issued to a single investor (Searchlight) who is currently the sole holder thereof, 152,857 shares of Series A-1 preferred stock, \$0.0001 par value per share (the “Series A-1 preferred stock”), which is mandatorily redeemable for cash payable to the holder on November 15, 2033. The number of issued and outstanding shares are currently the same. The Series A-1 preferred stock has a liquidation preference of \$1,000 per share.

The following table sets forth the number of shares and the carrying amounts of Series A-1 preferred stock as of September 30, 2025 and December 31, 2024:

(\$ in thousands)	Shares	Carrying amount	
		September 30, 2025	December 31, 2024
Preferred stock issued November 15, 2023	150,000	\$ 150,000	\$ 150,000
Preferred stock issued December 13, 2023	2,857	2,857	2,857
Preferred stock issuance costs	N/A	(4,884)	(5,335)
Allocation of proceeds to preferred stock	N/A	(4,346)	(4,746)
Preferred stock, end of period	152,857	\$ 143,627	\$ 142,776

The Series A-1 preferred stock accrues dividends at a rate of 13% per year, compounded and payable quarterly, though cash payment of dividends must be declared by the Board, and are otherwise accrued, as further described below:

Searchlight, as the current sole owner of the Series A-1 preferred stock, is solely owed the accrued interest arising from the Series A-1 preferred stock outstanding, which interest is referred to in the preferred stock Certificate of Designations of Preferences, Rights and Limitations of Series A-1 Preferred Stock as “Dividends”. The “dividend rate” means, initially, 13% per annum, and dividends on each share of Series A-1 preferred stock shall (i) accrue on the liquidation preference of such share and on any accrued dividends on such share, on a daily basis from and including the issuance date of such share, whether or not declared, whether or not the Company has earnings and whether or not the Company has assets legally available to make payment thereof, at a rate equal to the dividend rate, (ii) compound quarterly and (iii) be payable quarterly in arrears, in accordance with the section, below, on each dividend payment date, commencing on December 31, 2023. Dividends on the Series A-1 preferred stock shall accrue on the basis of a 365-day year based on actual days elapsed. The amount of dividends payable with respect to

any share of Series A-1 preferred stock for any dividend payment period shall equal the sum of the daily dividend amounts accrued with respect to such share during such dividend payment period.

Dividends on the Series A-1 preferred stock shall be payable in cash only if, as and when declared by the Board, and, if not declared by the Board, the amount of accrued Dividends shall be automatically increased, without any action on the part of the Company or any other person, in an amount equal to the amount of the Dividend to be paid. For further clarity, if the Board does not declare and pay in cash, or the Company otherwise for any reason fails to pay in cash, on any dividend payment date, the full amount of any accrued and unpaid Dividend on the Series A-1 preferred stock since the most recent dividend payment date, then the amount of such unpaid Dividend shall automatically be added to the amount of accrued Dividends on such share on the applicable dividend payment date without any action on the part of the Company or any other person.

Summary and Description of Inducement Awards Issued

The Company previously granted restricted stock units (“RSUs”) to certain employees of the Company to induce each such individual to accept employment with the Company (the “Inducement Awards”). The Inducement Awards were granted outside of the KORE Group Holdings, Inc. 2021 Long-Term Stock Incentive Plan. The Inducement Awards were approved by the Company’s Compensation Committee in compliance with, and in reliance on, New York Stock Exchange (“NYSE”) Listed Company Manual Rule 303A.08, which exempts employment inducement grants from the general requirement of the NYSE rules that equity-based compensation plans and arrangements be approved by stockholders.

A summary of Inducement Awards granted by the Company as of the date of this Quarterly Report on Form 10-Q is set forth below:

Date of grant	Name of Individual(s)	Number of RSUs granted ⁽¹⁾	Vesting Schedule ⁽²⁾
February 17, 2022	Jared Deith	5,446	25% installments vesting on September 30, 2023 and 2024, and 50% vesting on September 30, 2025
February 17, 2022	Steve Daneshgar	5,446	25% installments vesting on September 30, 2023 and 2024, and 50% vesting on September 30, 2025
February 17, 2022	Michael DeSalvo	2,723	25% installments vesting on September 30, 2023 and 2024, and 50% vesting on September 30, 2025
June 1, 2023	Eleven (11) employees of Twilio, Inc. ⁽³⁾	142,404	Certain RSUs vest in installments of 25% each on the second and third anniversaries of the grant date, and 50% on the fourth anniversary of the grant date, and other RSUs vest in three equal installments annually commencing on the first anniversary of the grant date.
June 12, 2023	Jason Dietrich ⁽⁴⁾	87,947	Certain RSUs vest in installments of 25% each on the second and third anniversaries of the grant date, and 50% on the fourth anniversary of the grant date, and other RSUs vest in three equal installments annually commencing on the first anniversary of the grant date.
April 29, 2024	Ronald Totton	50,000	RSUs vest fully on the first anniversary of the grant date
July 2, 2024	Bruce Gordon	100,000	Certain RSUs vest in installments of 25% each on the second and third anniversaries of the grant date, and 50% on the fourth anniversary of the grant date, and other RSUs vest in three equal installments annually commencing on the first anniversary of the grant date.

⁽¹⁾ On July 1, 2024, the Company effected a reverse stock split of its Common Stock at a ratio of 1-for-5 (the “Reverse Stock Split”). The information in the table above relating to any RSUs granted prior to July 1, 2024 gives effect to the Reverse Stock Split.

⁽²⁾ Certain of the RSUs granted have vested in accordance with either the terms of the vesting schedules as described in the table above or on an accelerated basis in the case of Mr. Dietrich, as described in footnote (4) below. On applicable vesting dates, a portion of RSUs may be forfeited for tax withholdings and cancelled, in the event the employee elects to withhold shares for the withholding of such taxes.

⁽³⁾ Excludes RSUs forfeited by individuals prior to the first anniversary of the grant date.

⁽⁴⁾ The portion of Mr. Dietrich’s RSUs that were previously unvested upon the termination of his employment accelerated in vesting due to the terms of Mr. Dietrich’s employment agreement.

The Company currently does not plan to issue any Inducement Awards in the future.

Cash Flows

(in thousands)	Nine Months Ended September 30,	
	2025	2024
Net cash provided by operating activities	\$ 8,038	\$ 7,066
Net cash used in investing activities	\$ (6,985)	\$ (12,177)
Net cash used in financing activities	\$ (1,608)	\$ (3,386)

Cash flows from operating activities

Cash provided by operating activities for the nine months ended September 30, 2025 increased from 2024 primarily due to a lower net loss, and timing of receipts of accounts receivable and payments of accounts payable.

Cash flows from investing activities

Cash used in investing activities for the nine months ended September 30, 2025 decreased from 2024 primarily due to lower additions to intangible assets, partially offset by an increase in property and equipment.

Cash flows from financing activities

Cash used in financing activities for the nine months ended September 30, 2025 decreased from 2024 primarily due to lower scheduled principal payments on the Term Loan, reduced share repurchases and lower payment of employee tax withholding related to equity awards .

Cash Availability

We have the ability to defer the cash payment of dividends (which are accounted for under GAAP as interest due to the debt-like features of the underlying instrument) due on the Series A-1 preferred stock, and plan to continue the arrearage of preferred dividends in order to preserve cash for other purposes. As of September 30, 2025, we owed approximately \$41.5 million in such dividend liability, which is due to an affiliate (Searchlight).

We had a total of \$76.7 million of purchase commitments payable that were not recorded as liabilities on our condensed consolidated balance sheet as of September 30, 2025, of which \$10.5 million is expected to be purchased through the remainder of 2025. Many of these purchase commitments are used to generate revenue; as our commitments to purchase carrier data is used to this purpose. However, one of our purchase commitments, the Google Cloud Platform (“GCP”) commitment, was not deemed advantageous. On April 1, 2025, the GCP commitment was amended, resulting in a reduction of the total GCP commitment amount from \$22.0 million to \$10.9 million, or approximately 50.5% of the total GCP commitment amount. In connection with the amendment, the Company incurred a fee of \$1.2 million paid on May 7, 2025.

As of September 30, 2025, we had approximately \$19.3 million of cash on hand and \$25.0 million available on the revolving credit facility.

Critical Accounting Estimates

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates. A discussion of critical accounting policies and estimates is included in Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Estimates” in the Annual Report on Form 10-K. Our critical accounting policies and estimates have not materially changed since December 31, 2024.

Management discusses the ongoing development and selection of these critical accounting policies and estimates with the Audit Committee of our Board of Directors.

We expect quarter-to-quarter GAAP earnings volatility from our business activities. This volatility can occur for a variety of reasons, particularly changes in assessments of indicators of impairment regarding goodwill. In addition, the amount or timing of our reported earnings may be impacted by technical accounting issues and estimates.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide this information.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure controls and procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, the Company conducted an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer) of the Company's disclosure controls and procedures as defined in Rule 13(a)-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were not effective as of September 30, 2025 due to the material weaknesses in the Company's internal control over financial reporting as reported in its Annual Report on Form 10-K. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

The Company continues the process of designing and implementing effective internal control measures to improve its internal control over financial reporting and remediate these material weaknesses.

Changes in internal control over financial reporting

During the quarter ended September 30, 2025 there have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are subject to various legal proceedings, lawsuits, disputes and claims arising in the ordinary course of our business. Although the outcome of these and other claims cannot be predicted with certainty, there are currently no pending legal proceedings that are expected to be material to us.

ITEM 1A. RISK FACTORS

For a discussion of potential risks and uncertainties applicable to us, see the information under Part I, Item 1A. “Risk Factors” in the Annual Report on Form 10-K. The risks described in the Annual Report on Form 10-K are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, or future results. There have been no material changes to these risk factors from those previously disclosed in the Annual Report on Form 10-K except as set forth below.

Our Board’s consideration of potential avenues to enhance shareholder value, including the Proposed Transaction, could adversely impact our business, financial condition and results of operations, as well as our stock price.

On November 3, 2025, the Special Committee received a non-binding Letter from Searchlight and Abry to enter into discussions to acquire all of the outstanding shares of common stock of the Company not already owned by Searchlight or Abry for cash consideration of \$5.00 per share. The Board previously formed the Special Committee to, among other things, review, evaluate and negotiate any potential strategic transaction and any alternative thereto, including any proposal from Searchlight and/or Abry.

There is no guarantee that any definitive offer will be made, or any definitive agreement will be entered into, with respect to the Proposed Transaction, or that any Proposed Transaction will be approved or completed in a timely manner or at all. Completion of a Proposed Transaction could also be dependent upon a number of factors that may be beyond our control including, among other factors, market conditions, industry trends, a favorable vote by our stockholders, regulatory developments and litigation. Furthermore, if we reach an agreement with respect to a Proposed Transaction, we anticipate that the consummation of the transaction will be subject to a number of conditions, and such conditions may not be satisfied or waived.

We may incur significant expenses related to the evaluation or consummation of a Proposed Transaction, which may also divert management’s time and attention and may result in changes in our employee base.

Speculation regarding any developments and perceived uncertainties related to our future could impact our ability to retain, attract or strengthen our relationships with key personnel, current and potential customers, suppliers and partners, and could lead to fluctuations in our stock price.

Any of these factors could disrupt or adversely impact our business, financial condition and results of operations, as well as the market price of our common stock and could also heighten many of the other risks described in the Annual Report on Form 10-K.

Searchlight, as the holder of all of the outstanding shares of Series A-1 preferred stock, has rights that may make potential acquisitions by other parties more difficult or costly.

The Certificate of Designations of Preferences, Rights and Limitations of Series A-1 Preferred Stock (the “Certificate of Designation”) contains a covenant that, among other things, may limit our ability to enter into, or make it more costly to effect, a change of control transaction following November 15, 2025 with a party other than Searchlight. Following November 15, 2025, if (a) a redemption of any of the outstanding shares of Series A-1 preferred stock occurs in connection with a Change of Control (as defined in the Certificate of Designation) or (b) an Optional Redemption (as defined in the Certificate of Designation) occurs, then the Company shall pay to Searchlight cash in an amount equal to the Incremental Amount (as defined in the Certificate of Designation) for each share of Series A-1 preferred stock held by Searchlight on the applicable redemption date that is so redeemed.

Pursuant to the terms and conditions of the Certificate of Designation, the foregoing obligation to satisfy the minimum return shall not apply in a transaction in which Searchlight, directly or indirectly, is the acquiror of more than 35% of the aggregate voting power of the issued and outstanding capital stock of the Company.

The application of these provisions could have the effect of delaying or preventing a change of control, which could adversely affect the market price of our common stock, or make a change of control with a party other than Searchlight more costly.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities

The following table sets forth information with respect to our repurchases of common stock in each month of the third quarter of 2025:

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
July 1, 2025 - July 31, 2025	—	\$ —	—	\$ —
August 1, 2025 - August 31, 2025	5,016	\$ 2.43	—	\$ —
September 1, 2025 - September 30, 2025	1,630	\$ 2.42	—	\$ —

⁽¹⁾ During the third quarter of 2025, 6,646 shares of common stock were surrendered by employees vesting in RSUs in order to pay for applicable tax withholding. Under the KORE Group Holdings, Inc. 2021 Long-Term Stock Incentive Plan (“Incentive Plan”), participants may surrender shares as payment of applicable tax withholding on the vesting of equity awards. Shares so surrendered by participants in the Incentive Plan are repurchased pursuant to the terms of the Incentive Plan and / or applicable inducement award agreement and not pursuant to publicly announced share repurchase programs. The average price per share deemed paid for these shares is calculated using the closing stock price on the vesting date. The price per share deemed paid for these shares ranged between \$2.42 and \$2.43 per share. These shares of common stock have been cancelled.

Working Capital Restrictions and Limitations Upon the Payment of Dividends

The Company’s ability to pay cash dividends to its stockholders is restricted by the terms of its financing agreements.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Preferred Dividend Arrearage

The Company’s Series A-1 preferred stock, ranking in priority to the Company’s common stock, allows for payment of dividends in arrears. As of November 12, 2025, the total amount of unpaid Series A-1 preferred stock dividends in arrears was \$44.5 million.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the quarter ended September 30, 2025, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K of the Securities Act).

ITEM 6. EXHIBITS

Exhibit Number		Description
31.1	*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a)
31.2	*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a)
32.1	**	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350
32.2	**	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350
101.INS		Inline XBRL Instance Document—the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH		Inline XBRL Taxonomy Extension Schema Document
101.CAL		Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF		Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB		Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE		Inline XBRL Taxonomy Extension Presentation Linkbase Document
104		Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

** Exhibit is being furnished 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.

SIGNATURES

Pursuant to the requirements 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:

KORE Group Holdings, Inc.

Date: November 12, 2025

By: /s/ Ronald Totton

Ronald Totton
President and Chief Executive Officer
(Principal Executive Officer)

Date: November 12, 2025

By: /s/ Anthony Bellomo

Anthony Bellomo
Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)