

NEWCLEO PLC
Reported by
RIZZOTTI ELISABETH

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 09/21/26 for the Period Ending 09/21/26

Telephone 44(0) 79908 84284
CIK 0002131813
SIC Code 3443 - Fabricated Plate Work (Boiler Shops)
Fiscal Year 12/31

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Rizzotti Elisabeth	2. Date of Event Requiring Statement (MM/DD/YYYY) 9/21/2026	3. Issuer Name and Ticker or Trading Symbol newcleo plc [NWCL]
(Last) (First) (Middle) 55 SOUTH AUDLEY STREET	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) Deputy CEO and COO /	
(Street) LONDON W1K2QH	5. If Amendment, Date Original Filed(MM/DD/YYYY)	6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City) (State) (Zip/Postal Code) UNITED KINGDOM		
(Country)		

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	324,472	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to Buy)	(1)	12/1/2035	Ordinary Shares	961,400	\$0.0228	D	
Stock Options (Right to Buy)	(2)	8/31/2034	Ordinary Shares	37,597	\$0.0228	D	
Stock Options (Right to Buy)	(3)	8/31/2033	Ordinary Shares	74,164	\$0.0228	D	
Stock Options (Right to Buy)	(4)	8/31/2032	Ordinary Shares	124,180	\$0.0228	D	

Explanation of Responses:

- (1) Reflects stock options granted on December 1, 2025 that are subject to time-based vesting that vest 25% on each of the first four anniversaries of the grant date, subject to continued employment on each vesting date and applicable accelerated vesting provisions.
- (2) Reflects stock options granted on September 1, 2024 that are subject to time-based vesting that vest 25% on each of the first four anniversaries of the grant date, subject to continued employment on each vesting date and applicable accelerated vesting provisions.
- (3) Reflects stock options granted on September 1, 2023 that are subject to time-based vesting that vest 25% on each of the first four anniversaries of the grant date, subject to continued employment on each vesting date and applicable accelerated vesting provisions.
- (4) Reflects stock options granted on September 1, 2022 that are subject to time-based vesting that vest 25% on each of the first four anniversaries of the grant date, subject to continued employment on each vesting date and applicable accelerated vesting provisions.

Remarks:
Exhibit List: Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rizzotti Elisabeth 55 SOUTH AUDLEY STREET LONDON W1K2QH UNITED KINGDOM	X		Deputy CEO and COO	

Signatures

/s/ Kateryna Fedorova, attorney-in-fact for Elisabeth Rizzotti

**

Signature of Reporting Person

9/21/2026

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

* Form 3: SEC 1473 (03-26).

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Khalil Bukhari and Kateryna Fedorova as the undersigned's true and lawful attorneys-in-fact to:

(1) obtain and maintain credentials, including any Form ID or amended Form ID, to enable the undersigned, directly or indirectly including through a delegated entity, account administrator or other designated filing agent, to submit and file information and documents via the SEC's Electronic Data Gathering and Retrieval ("**EDGAR**") system or successor EDGAR Next, including identification codes, verification codes, passwords and password management codes, and any related annual certifications or confirmations, and to act as the undersigned's agent for such purposes;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules thereunder of newcleo plc (the "**Company**"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Exchange Act;

(3) do and perform any and all acts, directly or indirectly including through a delegated entity, account administrator or other designated filing agent, for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission (the "**SEC**") and any applicable stock exchange or similar authority;

(4) prepare, execute and file, or cause to be prepared, executed and filed, on behalf of the undersigned one or more Forms 144, or any amendments thereto, relating to any sales orders (including in connection with the exercise, conversion or other similar actions relating to any of the Company's equity securities), orally or electronically, to sell equity securities to the public from time to time in accordance with Rule 144 under the Securities Act of 1933, as amended; and

(5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in the discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution, delegation or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes or delegee or delegees of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes all other powers of attorney previously executed by the undersigned in respect of the subject matter described herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September, 2026.

Name: Elisabeth Rizzotti

Signature: /s/ Elisabeth Rizzotti