SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

newcleo plc

(Name of Issuer)

Ordinary Shares, par value $0.02288 per share

(Title of Class of Securities)

(CUSIP Number)

09/21/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☑ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons Fin Posillipo S.p.A.	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization ITALY	
Number of Shares Beneficially	5	Sole Voting Power 20,301,194.00

Owned by Each Reporting Person With:	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 20,301,194.00
	8	Shared Dispositive Power 0.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 20,301,194.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 7.2 %
12		Type of Reporting Person (See Instructions) CO

Comment for Type of Reporting Person: Consists of 20,301,194 Ordinary Shares held of record by Fin Posillipo S.p.A., which holds sole voting and dispositive power over such Ordinary Shares. Raffaele Petrone is the ultimate beneficial owner of Fin Posillipo S.p.A. and, by virtue of his control of Fin Posillipo S.p.A., may be deemed to share voting and dispositive power over such Ordinary Shares. The percentage set forth herein is calculated based upon 281,534,950 Ordinary Shares of the Issuer issued and outstanding as of the date hereof. The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed as Exhibit 99.1 hereto, pursuant to which the Reporting Persons have agreed to file this statement jointly on their behalf in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

SCHEDULE 13G

CUSIP No.

1		Names of Reporting Persons Raffaele Petrone
2		Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)
3		Sec Use Only
4		Citizenship or Place of Organization ITALY
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 20,301,194.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 20,301,194.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person

	20,301,194.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11	Percent of class represented by amount in row (9) 7.2 %
12	Type of Reporting Person (See Instructions) IN

Comment for Type of Reporting Person: Consists of 20,301,194 Ordinary Shares held of record by Fin Posillipo S.p.A. Mr. Petrone holds no Ordinary Shares of record. Mr. Petrone is the ultimate beneficial owner of Fin Posillipo S.p.A. and, by virtue of his control of Fin Posillipo S.p.A., may be deemed to share voting and dispositive power over the Ordinary Shares held of record by Fin Posillipo S.p.A. Mr. Petrone disclaims beneficial ownership of such Ordinary Shares, except to the extent of any pecuniary interest therein. The percentage set forth herein is calculated based upon 281,534,950 Ordinary Shares of the Issuer issued and outstanding as of the date hereof. The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed as Exhibit 99.1 hereto, pursuant to which the Reporting Persons have agreed to file this statement jointly on their behalf in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

SCHEDULE 13G

Item 1.	
(a)	Name of issuer: newcleo plc
(b)	Address of issuer's principal executive offices: 55 South Audley Street, London, United Kingdom, W1K 2QH
Item 2.	
(a)	Name of person filing: Fin Posillipo S.p.A.; Raffaele Petrone (each a "Reporting Person" and, together, the "Reporting Persons").
(b)	Address or principal business office or, if none, residence: The address for each Reporting Person is: Viale della Liberazione 111, 80125 Naples (NA), Italy.
(c)	Citizenship: Fin Posillipo S.p.A. is a corporation organized under the laws of Italy. Raffaele Petrone is a citizen of Italy.
(d)	Title of class of securities: Ordinary Shares, par value $0.02288 per share
(e)	CUSIP No.:

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J),
please specify the type of institution:

(k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

Fin Posillipo S.p.A. - 20,301,194; Raffaele Petrone - 20,301,194

(b) Percent of class:

Fin Posillipo S.p.A. - 7.2%; Raffaele Petrone - 7.2% %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Fin Posillipo S.p.A. - 20,301,194; Raffaele Petrone - 0

(ii) Shared power to vote or to direct the vote:

Fin Posillipo S.p.A. - 0; Raffaele Petrone - 20,301,194

(iii) Sole power to dispose or to direct the disposition of:

Fin Posillipo S.p.A. - 20,301,194; Raffaele Petrone - 0

(iv) Shared power to dispose or to direct the disposition of:

Fin Posillipo S.p.A. - 0; Raffaele Petrone - 20,301,194

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Fin Posillipo S.p.A.

Signature: /s/ Carmine Petrone

Name/Title: Carmine Petrone, Chairman of the Board of Directors

Date: 11/12/2026

Raffaele Petrone

Signature: /s/ Raffaele Petrone

Name/Title: Raffaele Petrone, individually

Date: 11/12/2026

Exhibit Information

Exhibit 99.1 - Agreement pursuant to Rule 13d-1(k)(1) by and among Fin Posillipo S.p.A. and Raffaele Petrone.

Exhibit 99.1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the ordinary shares, par value $0.02288 per share, of newcleo plc and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided, however, that no party is responsible for the completeness or accuracy of the information concerning any other party making the filing, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the parties have executed this Joint Filing Agreement on November 12, 2026.

FIN POSILLIPO S.P.A.

By: */s/ Carmine Petrone*
Name: Carmine Petrone
Title: Chairman of the Board of Directors

RAFFAELE PETRONE

/s/ Raffaele Petrone
Raffaele Petrone, individually