Filed Pursuant to Rule 424(b)(3)
Registration No. 333-299328

PROSPECTUS SUPPLEMENT NO. 1
(to Prospectus dated October 16, 2026)

newcleo plc

UP TO 217,834,936 ORDINARY SHARES

UP TO 9,146,717 ORDINARY SHARES UNDERLYING WARRANTS

This prospectus supplement updates, amends and supplements the prospectus contained in our Registration Statement on Form F-1 (as supplemented or amended from time to time, the "Prospectus") (Registration No. 333-299328).

This prospectus supplement is being filed to update, amend and supplement the information included in the Prospectus with the information contained in our Report on Form 6-K, furnished to the Securities and Exchange Commission (the "SEC") on November 18, 2026 (the "Form 6-K"). Accordingly, we have attached the Form 6-K to this prospectus supplement.

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.

Our ordinary shares, par value $0.02288 per share ("Ordinary Shares"), and our warrants ("Company Warrants") are listed on The Nasdaq Stock Market LLC ("Nasdaq") under the trading symbols "NWCL" and "NWCLW," respectively. On November 17, 2026, the closing price of our Ordinary Shares on Nasdaq was $4.01 per share and the closing price of our Company Warrants on Nasdaq was $0.38 per warrant.

Investing in our securities involves a high degree of risk. See "Risk Factors" beginning on page 26 of the Prospectus for a discussion of information that should be considered in connection with an investment in our securities.

Neither the U.S. Securities and Exchange Commission nor any other regulatory body 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 18, 2026.

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of November 2026

Commission file number: 001-43479

newcleo plc
(Exact name of Registrant as specified in its charter)

55 South Audley Street
London, W1K 2QH
United Kingdom
+39 011 5139700
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

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Exhibit	
99.1	Press Release dated November 18, 2026 – newcleo plc Provides Third Quarter 2026 Business and Preliminary Financial Update

SIGNATURE

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.

newcleo plc

By: /s/ Stefano Buono
Name: Stefano Buono
Title: Chief Executive Officer and Director

Date: November 18, 2026