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 Simon Fiduciaria 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 0.00

Owned by Each Reporting Person With:	6	Shared Voting Power 15,079,795.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 15,079,795.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 15,079,795.00
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) 5.4 %
12		Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: Consists of 15,079,795 Ordinary Shares held of record by Simon Fiduciaria S.p.A., comprising three separate record positions of 13,532,912 Ordinary Shares, 236,393 Ordinary Shares and 1,310,490 Ordinary Shares. Simon Fiduciaria S.p.A. holds such Ordinary Shares in a fiduciary or nominee capacity for the benefit of certain underlying investors and not for the account of any single controlling person. The underlying investors retain the right to direct the voting and disposition of the Ordinary Shares held by Simon Fiduciaria S.p.A. for their respective accounts, and Simon Fiduciaria S.p.A. acts in accordance with such instructions. Accordingly, no underlying investor is known to have or share voting or dispositive power over all of the Ordinary Shares held of record by Simon Fiduciaria S.p.A. No underlying investor for whom Simon Fiduciaria S.p.A. holds Ordinary Shares beneficially owns more than 5% of the Ordinary Shares outstanding. 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.

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:

Simon Fiduciaria S.p.A.

(b) Address or principal business office or, if none, residence:

Via Pietro Giannone 10, 10121 Turin (TO), Italy

(c) Citizenship:

Simon Fiduciaria S.p.A. is a fiduciary company (societa fiduciaria) organized under the laws 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:

15,079,795

(b) Percent of class:

5.4% %

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

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

0

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

15,079,795

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

0

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

15,079,795

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

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

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Simon Fiduciaria S.p.A. holds the Ordinary Shares reported herein in a fiduciary or nominee capacity for the benefit of certain underlying investors, each of whom has the right to receive, or the power to direct the receipt of, dividends from, and the proceeds from the sale of, the Ordinary Shares held for such investor's account. No such underlying investor has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Ordinary Shares representing more than 5 percent of the class, and accordingly no such person is identified herein.

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.

Simon Fiduciaria S.p.A.

Signature: /s/ Stefania Spatari
Name/Title: Stefania Spatari, Manager and General Attorney
Date: 10/15/2026