

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

November 20, 2025
Date of Report (Date of earliest event reported)

TERRA INNOVATUM GLOBAL N.V.
(Exact Name of Registrant as Specified in its Charter)

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|--|--|---|
| The Netherlands (State or other jurisdiction of incorporation) | 001-42901 (Commission File Number) | N/A (I.R.S. Employer Identification No.) |
| Via Matteo Trenta 117, Lucca, Italy (Address of Principal Executive Offices) | | 55100 (Zip Code) |

Registrant's telephone number, including area code: **+39 0583 55797**

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Ordinary Shares, par value of €0.01 per share | NKLR | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Item 7.01 Regulation FD Disclosure.

On November 20, 2025, the Company issued a press release regarding the execution of a letter of intent with a customer. A copy of the press release is furnished hereto as Exhibit 99.1 and is incorporated herein by reference. The information furnished pursuant to Item 7.01 and Exhibit 99.1 hereof shall not be deemed “filed” for purposes of Section 18 of Exchange Act, nor shall it be deemed incorporated by reference in any filing of the Company under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. This Report will not be deemed an admission as to the materiality of any information of the information contained in this Item 7.01, including Exhibit 99.1.

Forward-Looking Statements.

Certain statements in this Current Report on Form 8-K are forward-looking statements for purposes of the safe harbor provisions under the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements may include estimates or expectations about the Company’s possible or assumed operational results, financial condition, business strategies and plans, market opportunities, competitive position, industry environment, and potential growth opportunities. In some cases, forward-looking statements can be identified by terms such as “may,” “will,” “should,” “design,” “target,” “aim,” “hope,” “expect,” “could,” “intend,” “plan,” “anticipate,” “estimate,” “believe,” “continue,” “predict,” “project,” “potential,” “goal,” or other words that convey the uncertainty of future events or outcomes. These statements relate to future events or to the Company’s future financial performance, and involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, levels of activity, performance, or achievements to be different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond the Company’s control and which could, and likely will, affect actual results, levels of activity, performance or achievements. Some of the risks and uncertainties, although not all risks and uncertainties, that could cause the Company’s actual results to differ materially from those presented in its forward-looking statements are set forth in the “Risk Factors” section in the Company’s Annual Report on Form 10-K, its Quarterly Reports on Form 10-Q, and all of its other filings with the U.S. Securities and Exchange Commission, as such risks, uncertainties and other important factors may be updated from time to time in the Company’s subsequent reports. Any forward-looking statement reflects the Company’s current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to the Company’s operations, results of operations, growth strategy and liquidity.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of, or incorporated by reference into, this Report.

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release Dated November 20, 2025 |
| 104* | Cover Page Interactive Data File (formatted as Inline XBRL) |

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 hereunto duly authorized.

Dated: November 20, 2025

TERRA INNOVATUM GLOBAL N.V.

By: /s/ Alessandro Petruzzi

Name: Alessandro Petruzzi

Title: Chief Executive Officer



Terra Innovatum Global and Uvation Sign Strategic 1 MWe Pilot Deployment with 100 MWe Expansion Option to Support Next-Generation AI and Modular Data Center Growth

The Companies Intend to Advance 1 SOLO Reactor Pilot with Expansion Option of 100 SOLOs to Power Uvation's Rapidly Growing Data-Center Ecosystem

NEW YORK, NY / GLOBE NEWSWIRE / November 20th, 2025 / – Terra Innovatum Global N.V. (“**Terra Innovatum**” or the “**Company**”) (NASDAQ: NKLK), a developer of micro-modular nuclear reactors and Uvation Inc., an integrated technology provider enabling global AI infrastructure and specializing in the development of large-scale datacenters engineered to support dense, high-performance AI clusters, today announced the signing of a Letter of Intent (“LOI”) to launch a 1 MWe pilot program with a strategic option to scale up to 100 MWe supporting Uvation’s rapidly-growing AI and data center infrastructure needs.



In Picture: Conceptual Rendering of 1MWe Data Center Pilot Program powered by 1 SOLO unit.

“Uvation’s data center expansion requires infrastructure that is not only scalable, but fundamentally resilient. By integrating Terra Innovatum’s SOLO micro-modular reactor, we will offer a behind-the-meter energy source capable of delivering safe, stable, high-density power that traditional grids cannot guarantee,” said Alessandro Petruzzi, Co-Founder & CEO at Terra Innovatum. *“SOLO adds built-in safety and provides redundancy - important for data centers, de-risking energy deployment during maintenance or shutdowns, ensuring continuity independent of power shortages, and enhancing cybersecurity protection. This enables next-generation, high-performance modular data centers powered by a clean, uninterrupted energy backbone – unlocking new possibilities for AI, HPC, and mission-critical workloads,”* he continued.



Giordano Morichi, Founding Partner, Chief Business Development Officer & Investor Relations commented: *“As AI infrastructure outpaces today’s grid, the constraint is no longer processing power – it’s reliable, cost-effective power. Uvation’s future commitment to behind-the-meter nuclear reflects a broader market reality: energy security now defines the speed at which AI can scale. SOLO fast-tracks AI commercialization by providing near-instant, CO₂-free, revenue-generating power while sidestepping the delays and capex overruns inherent to traditional grid-dependent solutions. This agreement also strengthens our commercial deployment and positions nuclear as the most viable path to support Uvation’s planned multi-gigawatt growth in the AI and data center sector.”*

“Global demand for AI, driven by the US, and the need for sovereign cloud infrastructure is accelerating far faster than the available power to support it. Some of our off-takers forecast demand exceeding 1GW, yet current infrastructure and lack of readily available access to energy limit the scale of deployments,” shared Reen Singh, CEO of Uvation. He added: *“Power shortages have been major forces in this industry’s project delays. By integrating Terra Innovatum’s SOLO reactor into our future roadmap, we will look to secure immediate power along with a reliable, behind-the-meter energy source that enables scalable AI, inference, and edge deployments. Our future 1MWe SOLO pilot program represents a critical first step, with a path to expand to 100 MWe across multiple sites and potentially several megawatt-scale installations throughout the US.”*

ABOUT TERRA INNOVATUM & SOLO™

Terra Innovatum’s mission is to make nuclear power accessible. We deliver simple and safe micro-reactor solutions that are scalable, affordable and deployable anywhere 1 MWe at a time.

Terra Innovatum is a pioneering force in the energy sector, dedicated to delivering innovative and sustainable power solutions. Terra Innovatum plans to leverage cutting-edge nuclear technology through the SOLO™ Micro-Modular Reactor (SMR™) to provide efficient, safe, and environmentally conscious energy. With a mission to address global energy shortages, Terra Innovatum combines extensive expertise in nuclear industry design, manufacturing, and installation licensing to offer disruptive energy solutions. Committed to propelling technological advancements, Terra Innovatum and SOLO™ are dedicated to fostering prosperity and sustainability for humankind.

It is anticipated that SOLO™ will be available globally within the next three years. Conceptualized in 2018 and engineered over six years by experts in nuclear safety, licensing, innovation, and R&D, SOLO™ addresses pressing global energy demands with a market-ready solution. Built from readily available commercial off-the-shelf components, the proven licensing path for SOLO™ enables rapid deployment and minimizes supply chain risks, ensuring final cost predictability. Designed to adapt with evolving fuel options, SOLO™ supports both LEU+ and HALEU, offering a platform ready to transition to future fuel supplies.

SOLO™ will offer a wide range of versatile applications, providing CO₂-free, behind-the-meter, and off-grid power solutions for data centers, mini-grids serving remote towns and villages, and large-scale industrial operations in hard-to-abate sectors like cement production, oil and gas, steel manufacturing, and mining. It also has the ability to supply heat for industrial applications and other specialized processes, including water treatment, desalination and co-generation. Thanks to its modular design, SOLO™ can easily scale to deliver up to 1GW or more of CO₂-free power with a minimal footprint, making it an ideal solution for rapidly replacing fossil fuel-based thermal plants. Beyond electricity and heat generation, SOLO™ can also contribute to critical applications in the medical sector by producing radioisotopes essential for oncology research and cancer treatment.

To learn more, visit: <https://investors.terrainnovatum.com/>. Follow us on X: <https://x.com/TerraInnovatum> and LinkedIn: <https://www.linkedin.com/company/terra-innovatum-solo/>.



FORWARD LOOKING STATEMENTS

This press release includes “forward-looking statements” within the meaning of the federal securities laws, including, but not limited to, opinions and projections prepared by Terra Innovatum’s management. Forward-looking statements generally relate to future events or future financial or operating performance, including pro forma and estimated financial information, and other “forward-looking statements” (as such term is defined in the Private Securities Litigation Reform Act of 1995). For example, projections of future sales, EBITDA, Adjusted EBITDA and other metrics are forward-looking statements. The recipient can identify forward-looking statements because they typically contain words such as “outlook,” “believes,” “expects,” “will,” “projected,” “continue,” “increase,” “may,” “should,” “could,” “seeks,” “predicts,” “intends,” “trends,” “plans,” “estimates,” “anticipates” or the negatives or variations of these words or other comparable words and/or similar expressions (but the absence of these words and/or similar expressions does not mean that a statement is not forward-looking). These forward-looking statements specifically include, but are not limited to, statements regarding estimates and forecasts of financial and performance metrics, projections of market opportunity and market share and the potential success of Terra Innovatum’s strategy and expectations. Forward-looking statements, opinions and projections are neither historical facts nor assurances of future performance. Instead, they are based only on current beliefs, expectations and assumptions regarding the future of Terra Innovatum’s business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of Terra Innovatum’s control. These uncertainties and risks may be known or unknown. Factors that may cause actual results to differ materially from current expectations include, but are not limited to: changes in domestic and foreign business, market, financial, political and legal conditions; failure to realize the anticipated benefits of the proposed business combination; risks relating to the uncertainty of the projected financial information with respect to Terra Innovatum; future global, regional or local economic and market conditions; the development, effects and enforcement of laws and regulations; Terra Innovatum’s ability to manage future growth; Terra Innovatum’s ability to develop new products and services, bring them to market in a timely manner, and make enhancements to its platform; the effects of competition on Terra Innovatum’s future business; and the outcome of any potential litigation, government and regulatory proceedings, investigations and inquiries. If any of these risks materialize or the Terra Innovatum’s assumptions prove incorrect, actual results could differ materially from the results implied by the forward-looking statements contained herein. In addition, forward-looking statements reflect Terra Innovatum’s expectations and views as of the date of this presentation. Terra Innovatum anticipates that subsequent events and developments will cause its assessments to change. However, while Terra Innovatum may elect to update these forward-looking statements in the future, each of them specifically disclaims any obligation to do so. Accordingly, you should not place undue reliance on the forward-looking statements, which speak only as of the date they are made.

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