As filed with the Securities and Exchange Commission on July 2, 2026

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

TERRA INNOVATUM GLOBAL N.V.
(Exact name of Registrant as specified in its charter)

The Netherlands	**N/A**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

Via Matteo Trenta 117,
Lucca,
Italy 55100 LU,
+39 0583 55797
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2025 Equity Incentive Plan
(Full title of the plans)

Alessandro Petruzzi, Ph.D.
Chief Executive Officer

Terra Innovatum Global N.V.
Via Matteo Trenta 117
Lucca, Italy 55100 LU
+39 0583 55797
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:
Mark Leahy
Robert A. Freedman
Amanda Rose
Ryan Mitteness

Fenwick & West LLP
801 California St
Mountain View, CA 94041
(650)-988-8500

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definition of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		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 7(a)(2)(B) of the Securities Act. ☐

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (this "***Registration Statement***") and has been or will be sent or given to participating service providers in accordance with Rule 428 of the Securities Act of 1933, as amended (the "***Securities Act***"), and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "***Commission***") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by Terra Innovatum Global N.V. (the "Registrant") with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated herein by reference:

(a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on June 16, 2026 pursuant to Section 13 of the Exchange Act;

(b) all other reports filed with the Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report on Form 10-K referred to in (a) above (other than the portions of these documents not deemed to be filed); and

(c) the description of the Registrant's common stock contained in the Registrant's registration statement on Form 8-A (File No. 001-42901) filed on October 9, 2025 under Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Pursuant to the Registrant's Articles of Association, the Registrant shall indemnify each current or former director in any anticipated or pending action, suit, proceeding or investigation for any claim against that director that such director may derive from exercising his or her respective duties as a director of the Registrant for any and all:

(a) costs and expenses, including but not limited to substantiated attorneys' fees, reasonably incurred in relation to that director's defenses in the relevant action, suit, proceeding or investigation or a settlement thereof;

(b) liabilities, losses, damages, fines, penalties and other claims and/or financial effects of judgements against that director, excluding any reputational damages and (other) immaterial damages; and

(c) payments by that director and/or any other financial effects resulting from a settlement of such action, suit, proceeding or investigation, excluding any reputational damages and (other) immaterial damages, subject to prior written approval of such settlement by the Registrant (such approval not to be unreasonably withheld),

provided he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Registrant or out of his or her mandate, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification by the Registrant pursuant to the Registrant's Articles of Association described above (i) shall be made only upon a determination by the Registrant's board of directors that indemnification of the Registrant's director is proper under the circumstances because he or she had met the applicable standard of conduct set forth above, and (ii) may be paid by the Registrant in advance of the final disposition of the relevant anticipated or pending action, suit or proceeding against that director, upon a resolution of the Registrant's board of directors with respect to the specific case.

A director of the Registrant, current or former, shall not be entitled to any indemnification pursuant to the Registrant's Articles of Association, if and to the extent:

(a) Dutch law would not permit such indemnification

(b) a competent court, a judicial tribunal or, in case of an arbitration, an arbitrator or arbitral panel has established by final judgement that is not open to challenge or appeal, that the acts or omissions of the current or former director of the Registrant can be considered intentional, fraudulent, grossly negligent, willfully reckless or seriously culpable, unless this would in the given circumstances be unacceptable according to the standards of reasonableness and fairness;

(c) the costs or the decrease in assets of the current or former director of the Registrant are/is covered by an insurance and the insurer started payment of the costs or the decrease in assets; or

(d) the Registrant and/or a company in the group brought the procedure in question up before the relevant court, judicial tribunal or, in case of an arbitration, arbitrator or arbitral panel,

in which event he or she shall immediately repay any amount paid to him or her (in advance, as the case may be) by the Registrant in connection with the indemnification described herein.

This indemnification by the Registrant will not be exclusive of any other rights to which those indemnified may be entitled otherwise.

Item 7. Exemption From Registration Claimed

Not applicable.

Item 8. Exhibits

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
2.1†	Business Combination Agreement, dated as of April 21, 2025, by and among GSR III Acquisition Corp. and Terra Innovatum, s.r.l. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed on April 25, 2025).	S-1	333-291423	2.1	11/10/2025	
2.2	Plan of Merger, dated as of October 9, 2025, by and among GSR III Acquisition Corp., GSR III Cayman Merger Sub and Terra Innovatum Global, N.V. (incorporated by reference to Annex B to the Registration Statement on Form S-4 (File No. 333-287271) filed on September 11, 2025.	S-1	333-291423	2.2	11/10/2025	
3.1	English Translation of Certified Articles of Association of Terra Innovatum Global, N.V. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on October 16, 2025).	S-1	333-291423	3.1	11/10/2025	
3.2	Board Regulations of Terra Innovatum Global, N.V. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed on October 16, 2025).	S-1	333-291423	3.2	11/10/2025	
4.1	Form of Terra Innovatum Global, N.V. Half Warrant (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on September 29, 2025).	S-1	333-291423	4.1	11/10/2025	
4.2	Form of Terra Innovatum Global, N.V. Quarter Warrant (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed on September 29, 2025).	S-1	333-291423	4.2	11/10/2025	
4.3	Form of Bridge Warrants (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed on October 16, 2025).	S-1	333-291423	4.3	11/10/2025	
4.4	Description of Securities.	10-K	333-291423	4.4	6/16/2026	
5.1	Opinion of Loyens & Loeff N.V.		333-291423			X
23.1	Consent of KPMG Accountants N.V., Independent Registered Accounting Firm.		333-291423			X
23.2	Consent of Loyens & Loeff N.V. (contained in Exhibit 5.1).		333-291423			X
23.3	Consent of MaloneBailey, LLP, Independent Registered Accounting Firm.		333-291423			X
24.1	Power of Attorney (included on the signature page to this Registration Statement).		333-291423			X
99.1+	Terra Innovatum Global, N.V. 2025 Equity Incentive Plan.	10-K	333-291423	10.6	6/16/2026	
107	Filing Fee Table.					X

\+ Indicates a management or compensatory plan.

† Certain schedules and similar attachments to this Exhibit have been omitted in accordance with Item 601(a)(5) of Regulation S-K. The registrant agrees to furnish supplementally a copy of any omitted exhibit or schedule to the SEC upon request.

Item 9. Undertakings

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that clauses (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those clauses is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereby, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lucca, Italy, on this 2nd day of July, 2026.

TERRA INNOVATUM GLOBAL N.V.

By: /s/ Alessandro Petruzzi
Alessandro Petruzzi, Ph.D.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Alessandro Petruzzi, Ph.D., and Katherine Williams, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
/s/ Alessandro Petruzzi Alessandro Petruzzi	Chief Executive Officer and Director (principal executive officer)	July 2, 2026
/s/ Katherine Williams Katherine Williams	Chief Financial Officer and Director (principal financial and accounting officer)	July 2, 2026
/s/ Cesare Frepoli Cesare Frepoli	Chief Operating Officer and Director	July 2, 2026
/s/ Massimo Morichi Massimo Morichi	Chief Strategy Officer and Director	July 2, 2026
/s/ Rex S. Jackson Rex S. Jackson	Director	July 2, 2026
/s/ Michael Howard Michael Howard	Director	July 2, 2026
/s/ Peter Hastings Peter Hastings	Director	July 2, 2026

LOYENS & LOEFF
Law & Tax

POSTAL ADDRESS	P.O. Box 71170 1008 BD AMSTERDAM P.O. Box 2888 3000 CW ROTTERDAM
OFFICE ADDRESS	Parnassusweg 300 1081 LC AMSTERDAM Blaak 31 3011 GAROTTERDAM The Netherlands
INTERNET	www.loyensloeff.com

To: the Company

RE **Dutch law legal opinion – Terra Innovatum Global N.V.**

REFERENCE 61759529

DATE 29 June 2026

1 INTRODUCTION

We have acted as special counsel on certain matters of Dutch law to the Company in connection with the Registration Statement.

2 DEFINITIONS

2.1 Capitalised terms used but not defined herein are used as defined in the Schedules to this opinion letter.

2.2 In this opinion letter:

Board means the board of directors of the Company.

Company means Terra Innovatum Global N.V., a public limited liability company (*naamloze vennootschap*) under Dutch law, registered with the Dutch trade register under number 98523554.

Excerpt means the document listed in paragraph 1.1.1 of Schedule 1.

Exchange Agent means Continental Stock Transfer & Trust Company.

General Meeting means the general meeting of shareholders of the Company.

GSR III means GSR III Acquisition Corp., an exempted company under the laws of the Cayman Islands.

Merger means the merger of GSR III with GSR III Cayman Merger Sub, an exempted company under the laws of the Cayman Islands, having its registered office address at Appleby Global Services (Cayman) Limited, 71 Fort Street, PO Box 500, Grand Cayman, Cayman Islands, KY1 - 1106.

Registered Shares means the 12,555,139 ordinary shares in the capital of the Company, having a nominal value of EUR 0.01 each.

Registration means the registration of the Registered Shares with the SEC under the Securities Act.

Reviewed Documents means any document listed in Schedule **1** (Reviewed documents).

SEC means the U.S. Securities and Exchange Commission.

Securities Act means the U.S. Securities Act of 1933, as amended.

Share Conversion means the mandatory conversion of 4,020 preferred shares in the capital of the Company, having a nominal value of EUR 100.00 each, numbered P-2,177 up to and including P-4,352, P-5,441 up to and including P-6,528, P-6,889 up to and including P-7,248, P-7,569 up to and including P-7,912, P-7,937 up to and including P-7,956, P-7,977 up to and including P-7,980, P-7,985 up to and including P-7,988, P-7,993 up to and including P-7,996, P-8,009 up to and including P-8,016, P-8,025 up to and including P-8,032, P-8,035 up to and including P-8,036 and P-8,039 up to and including P-8,040 into 40,200,000 ordinary shares in the capital of the Company, having a nominal value of EUR 0.01 each, numbered 70,300,949 up to and including 110,500,948.

Trade Register means the trade register of the Chamber of Commerce in the Netherlands.

3 SCOPE OF INQUIRY

3.1 For the purpose of rendering this opinion letter, we have only examined and relied upon electronically transmitted copies of the executed Reviewed Documents and the other documents listed in Schedule 1 (Reviewed Documents).

3.2 We have not reviewed and express no opinion on any document incorporated by reference or referred to in the Reviewed Documents other than the documents referred to in paragraph 3.1.

3.3 We have undertaken the following checks (the **Checks)** at the date of this opinion letter:

(a) an inquiry at the Trade Register, confirming that no relevant changes were registered compared to the contents of the Excerpt; and

(b) an inquiry at the Central Insolvency Register (*Centraal Insolventieregister*) confirming that the Opinion Party is not listed with the Central Insolvency Register and not listed on the EU Registrations list with the Central Insolvency Register.

4 NATURE OF OPINION

4.1 We only express an opinion on matters of Dutch law and the law of the European Union, to the extent directly applicable in the Netherlands, in force on the date of this opinion letter, excluding unpublished case law, all as interpreted by Dutch courts and the European Court of Justice. We do not express an opinion on tax law, competition law, sanction laws, equal treatment of shareholders and financial assistance. The terms “the Netherlands” and “Dutch” in this opinion letter refer solely to the European part of the Kingdom of the Netherlands.

4.2 Our opinion is strictly limited to the matters stated herein. We do not express any opinion on matters of fact, on the commercial and other non-legal aspects of the transactions contemplated by the Reviewed Documents and on any representations, warranties or other information included in the Reviewed Documents and any other document examined in connection with this opinion letter, except as expressly stated in this opinion letter.

4.3 In this opinion letter Dutch legal concepts are sometimes expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to the concepts described by the same English term as they exist under the laws of other jurisdictions. For the purpose of tax law a term may have a different meaning than for the purpose of other areas of Dutch law.

4.4 This opinion letter and any non-contractual obligations arising out of or in relation to this opinion letter are governed by Dutch law.

4.5 This opinion letter is issued by Loyens & Loeff N.V. Individuals or legal entities that are involved in the services provided by or on behalf of Loyens & Loeff N.V. cannot be held liable in any manner whatsoever.

5 OPINIONS

The opinions expressed in this paragraph 5 (Opinions) should be read in conjunction with the assumptions set out in Schedule 2 (Assumptions) and the qualifications set out in Schedule 3 (Qualifications). On the basis of these assumptions and subject to these qualifications and any factual matters or information not disclosed to us in the course of our investigation, we are of the opinion that as at the date of this opinion letter:

5.1 **Corporate status**

The Company is validly existing as a *naamloze vennootschap* (public limited liability company) under Dutch law.

5.2 **Share capital**

When issued, the Registered Shares will have been duly authorised and validly issued, and will be fully paid and non-assessable.

6 ADDRESSEES

6.1 This opinion letter is an exhibit to the Registration Statement and may be relied upon solely for the purpose of the registration of the Registration Statement in accordance with the Securities Act. It may not be supplied, and its contents or existence may not be disclosed, to any person other than as an exhibit to (and therefore together with) the Registration Statement and may not be relied upon for any purpose other than the registration with the SEC.

6.2 We consent to the filing of this opinion letter with the SEC as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are a person whose consent is required under the Securities Act or any rules and regulations promulgated by the SEC.

Yours faithfully,

Loyens & Loeff N.V.

/s/ Loyens & Loeff N.V.

LOYENS & LOEFF
Law & Tax

Schedule 1

REVIEWED DOCUMENTS

1 ORGANISATIONAL DOCUMENTS

1.1 **Constitutional documents**

1.1.1 A certified excerpt of the registration of the Company in the Trade Register dated 29 June 2026.

1.1.2 The notarial deed of cross-border conversion and amendment of the Company's articles of association dated 6 October 2025 (**Deed of Conversion**), pursuant to which the Company has been converted into a Dutch law public company with limited liability (*naamloze vennootschap*), including the articles of association (*statuten*) of the Company on 7 October 2025 (**Articles**).

1.1.3 A copy of the Company's equity incentive plan entitled "Terra Innovatum Global N.V. 2025 Equity Incentive Plan", adopted by the Board on 9 October 2025.

1.2 **Issuance resolution and description**

1.2.1 The minutes of the General Meeting adopted on 9 October 2025 at 23:50 CET, pursuant to which, among other things, the General Meeting resolved to issue ordinary shares in the capital of the Company and to exclude all pre-emptive rights in that regard.

1.2.2 The description as referred to in Section 2:94b paragraph 1 of the Dutch Civil Code, describing the contribution of all issued and outstanding shares in GSR Ill to the Company, dated 8 October 2025 (**Description**).

1.2.3 An auditor statement as referred to in Section 2:94b paragraph 2 in conjunction with Section 2:94a paragraph 2 of the Dutch Civil Code issued in relation to the Description by Forvis Mazars on 8 October 2025.

1.2.4 The minutes of the General Meeting adopted on 9 October 2025 at 23:45 CET, pursuant to which, among other things, the General Meeting resolved to designate the Board as the corporate body authorized to issue ordinary shares in the capital of the Company and to limit and/or exclude preemptive rights.

1.2.5 A draft of the resolution of the Board, pursuant to which, among other things, the Board will resolve to issue ordinary shares in the capital of the Company and to exclude all pre-emptive rights in that regard, as attached as Annex I to this opinion letter (**Draft Board Resolution**).

1.3 **Deeds of issuance**

1.3.1 The private deed of issuance of shares in the capital of the Company against a contribution in kind pursuant to which the Company issued 18,042,965 ordinary shares in the aggregate to the Exchange Agent in respect of the Merger dated 10 October 2025 (**Deed of Issuance Merger**).

1.3.2 The private deed of issuance of shares in the capital of the Company pursuant to which the Company issued 3,683,500 ordinary shares in the aggregate to the Exchange Agent (**Deed of Issuance PIPE**).

1.3.3 The private deed of issuance of shares in the capital of the Company pursuant to which the Company issued 851,483 ordinary shares in the aggregate to the Exchange Agent (**Deed of Issuance Bridge**).

1.3.4 The private deed of issuance of shares in the capital of the Company pursuant to which the Company issued 223,000 ordinary shares and 40 preferred shares in the aggregate to the Exchange Agent dated 10 October 2025 (**Deed of Issuance Moonshot Partners**).

1.4 A draft of the private deed of issuance of shares in the capital of the Company pursuant to which the Company will issue ordinary shares to the Exchange Agent upon the exercise of certain award agreements, as attached as Annex II to this opinion letter (**Deed of Issuance Shares**).

1.5 The board statement dated 15 June 2026 confirming the issued and outstanding share capital of the Company.

1.6 **Conversion request and confirmation**

1.6.1 The share conversion request and confirmation dated 13 November 2025 issued by the Board in accordance with the Articles, pursuant to which the Share Conversion has been effectuated (**Share Conversion Confirmation**).

1.6.2 The ratification statement dated 7 December 2025 regarding the numbering of shares in connection with the Share Conversion.

1.7 **Business Combination Agreement**

The business combination agreement entered into on 21 April 2025 by and among GSR III and Terra lnnovatum s.r.l., and such other parties that will sign joinders to this business combination agreement, as amended from time to time or completely readopted, pertaining to, *inter alia*, the contemplated admission to listing and trading of shares in the capital of the Company on the NASDAQ Stock Market.

2 MISCELLANEOUS

2.1 **Registration statement**

The registration statement on form S-8 in relation to the Registration filed or to be filed with the SEC on or about the date of this opinion letter in the form reviewed by us (excluding any documents incorporated by reference in it and any exhibits to it).

Schedule 2

ASSUMPTIONS

The opinions in this opinion letter are subject to the following assumptions:

1 Documents

1.1 All original documents are authentic, all signatures (whether handwritten or electronic) are genuine and were inserted or agreed to be inserted by the relevant individual, and all copies conform to the originals.

1.2 All documents and the legal acts contained therein are accurate, complete, unmodified and not terminated (unless modified by any other document reviewed for the purposes of this opinion letter).

1.3 Each notarial deed (other than any executed by a Loyens & Loeft notary) is a valid notarial deed.

1.4 The draft Board Resolution will be validly executed by the Board substantially in the form of the draft attached to this opinion letter as Annex I.

1.5 The Board Resolution will (a) reflect the resolutions to be made by the Board, (b) be made with due observance of the Articles and any applicable regulations and (c) remain in full force and effect.

1.6 Prior to the execution of the Deed of Issuance Shares, the issuance of the Registered Shares will have been duly authorised by all requisite corporate action on the part of the Company.

1.7 The draft of the Deed of Issuance Shares will be validly executed by all parties substantially in the form of the draft attached to this opinion letter as Annex II.

2 Incorporation, existence and corporate power

2.1 The Company has been duly incorporated as a *società a responsabilità limitata* (limited liability company) under Italian law.

2.2 The Company has not been dissolved, merged involving the Company as disappearing entity, demerged, converted (other than pursuant to the Deed of Conversion), terminated, granted a suspension of payments, declared bankrupt, subjected to any other insolvency proceedings or prohibited within the meaning of Section 2:20 (4) of the Dutch Civil Code (although not constituting conclusive evidence thereof, this assumption is supported by the Checks and the Excerpt).

2.3 The Articles as included in the Deed of Conversion will be the articles of association (*statuten*) of the Company in force on the date the Draft Board Resolution is adopted.

3 Share capital

3.1 At the time of each issue of the Registered Shares:

(a) the issue by the Company of any Registered Shares have been or will have been validly authorised; and

(b) any pre-emption rights in respect of each issue of Registered Shares have been or will have been observed or validly excluded, all in accordance with the Articles, or any amendment thereto, at the time of authorisation or observance of exclusion.

3.2 The Company's authorised share capital at the time of each issue of Registered Shares has been or will be sufficient to allow for such issue.

3.3 At the time of each issue of Registered Shares, the Registered Shares have been or will have been:

(a) issued in accordance with the Deed of Issuance Shares and/or in the form and manner prescribed by the Articles at the time of issue; and

(b) otherwise offered, issued and duly accepted by the subscriber thereof in accordance with the Deed of Issuance Shares and all applicable laws.

3.4 All steps for payment in respect of the Registered Shares have been or will have been fulfilled.

3.5 The Registered Shares have not been and will not be repurchased (*ingekocht*), cancelled (*ingetrokken*), reduced (*afgestempeld*), split, or combined.

LOYENS & LOEFF
Law & Tax

Schedule 3

QUALIFICATIONS

The opinions in this opinion letter are subject to the following qualifications:

1 Insolvency

The opinions expressed herein may be affected or limited by the provisions of any applicable bankruptcy, suspension of payments, statutory composition proceeding, any intervention, recovery or resolution measure, other insolvency proceedings and fraudulent conveyance (*actio Pauliana*) and other laws of general application now or hereafter in effect, relating to or affecting the enforcement or protection of creditors' rights.

2 Non-assessable

The term "non-assessable" as used in this opinion letter means that a holder of a share in the capital of the Company will not by mere reason of being such a holder be subject to calls by the Company or its creditors for any further payment on such share.

LOYENS & LOEFF
Law & Tax

ANNE XI

DRAFT BOARD RESOLUTION

LOYENS & LOEFF
Law & Tax

ANNEX II

DRAFT DEED OF ISSUANCE SHARES

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated June 15, 2026, with respect to the consolidated financial statements of Terra Innovatum Global N.V., incorporated herein by reference.

/s/ KPMG Accountants N.V.

Amstelveen, The Netherlands

July 2, 2026

Exhibit 23.3

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 14, 2025 with respect to the audited financial statements of Terra Innovatum S.R.L. for the year ended December 31, 2024.

/s/ MaloneBailey, LLP
www.malonebailey.com
Houston, Texas
June 30, 2026

CALCULATION OF FILING FEE TABLES

S-8

Terra Innovatum Global N.V.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value 0.01 euros per share	(1)	Other	12,555,139	$ 4.57	$ 57,376,985.23	0.0001381	$ 7,923.77
					Total Offering Amounts:	$ 57,376,985.23		7,923.77
					Total Fee Offsets:			0.00
					Net Fee Due:			$ 7,923.77

Offering Note(s)

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that becomes issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock.

Shares of common stock reserved for issuance under the 2025 Equity Incentive Plan (the “2025 Plan”).

Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act, solely for the purposes of calculating the registration fee and based on the average of the high and low prices of Common Stock as reported on The Nasdaq Stock Market LLC (“Nasdaq”) on June 25, 2026, which date is within five business days prior to the filing of this Registration Statement.