

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-40611

NAUTICUS ROBOTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

85-1699753

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

17146 FEATHERCRAFT LANE, SUITE 450, WEBSTER, TEXAS 77598

(Address of principal executive offices and Zip Code)

(281) 942-9069

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	KITT	The Nasdaq Stock Market LLC
Redeemable Warrants	KITTW	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the registrant's Common Stock held by non-affiliates was \$3,564,504 as of June 30, 2025 (the last business day of the registrant's most recently completed second fiscal quarter), based on a total of 4,118,344 shares of Common Stock held by non-affiliates and a closing price of \$8.15 as reported on the Nasdaq Capital Market on June 30, 2025. For purposes of this computation, all officers, directors, and 10% beneficial owners of the registrant are deemed to be affiliates. Such determination should not be deemed to be an admission that such officers, directors or 10% beneficial owners are, in fact, affiliates of the registrant.

As of April 14, 2026, there were 34,877,145 shares of Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the registrant's definitive proxy statement, which will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year end pursuant to Regulation 14A in connection with the registrant's 2026 Annual Meeting of Shareholders (the "Proxy Statement") are incorporated by reference into Part III of this Annual Report on Form 10-K (this "Annual Report") where indicated. Except with respect to information specifically incorporated by reference in this Annual Report, the Proxy Statement shall not be deemed to be filed as part hereof.

EXPLANATORY NOTE

We are filing this Form 10-K/A Amendment No. 1 (this "Amendment") solely to file corrected Section 302 Certifications (Exhibits 31.1 and 31.2) and Section 906 Certifications (Exhibits 32.1 and 32.2) to our Annual Report on Form 10-K for the period ended December 31, 2025 as filed on April 15, 2026 (the "Original Filing"). Except as described above, no other changes have been made to the Original Filing, and this Amendment does not otherwise amend, update or change the financial statements or disclosures in the Original Filing.

NAUTICUS ROBOTICS, INC.
ANNUAL REPORT ON FORM 10-K
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2025
TABLE OF CONTENTS

	Page
<u>PART III</u>	
Item 15. Exhibits and Financial Statement Schedules	iii
Signatures	viii

PART III

Item 15. Exhibits and Financial Statement Schedules

(1) Exhibits required by Item 601 of Regulation S-K:

Exhibit	Description	Incorporated by Reference			
		Schedule/ Form	File Number	Exhibits	Filing Date
2.1	<u>Merger Agreement dated as of December 16, 2021, by and among CleanTech Acquisition Corp., CleanTech Merger Sub, Inc., Nauticus Robotics, Inc., and Nicolaus Radford, as amended on January 30, 2021.</u>	Form 8-K	001-40611	2.1	December 17, 2021
2.1.1	<u>Amendment No. 1 to Underwriting Agreement dated January 27, 2023</u>	Form 8-K	001-40611	2.1	June 6, 2022
3.1	<u>Second Amended and Restated Certificate of Incorporation Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	3.5	September 15, 2022
3.2	<u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	3.1	July 18, 2024
3.3	<u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	3.1	September 2, 2025
3.4	<u>Certificate of Designations of Rights and Preferences of Series A Convertible Preferred Stock of Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	3.1	December 27, 2024
3.5	<u>Certificate of Designations of Rights and Preferences of Series B Convertible Preferred Stock of Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	3.1	August 7, 2025
3.6	<u>Form of Certificate of Designations of Rights and Preferences of Series C Convertible Preferred Stock of Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	3.1	December 3, 2025
3.7	<u>Amended and Restated Bylaws of Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	3.1	May 15, 2023
3.8	<u>Amendment No. 1 to the Amended and Restated By-laws of Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	3.1	August 19, 2025
3.9†	<u>Certificate of Correction (Series A CoD) 2026</u>				
3.10†	<u>Certificate of Correction (Series B CoD) 2026</u>				
3.11†	<u>Certificate of Correction (Series C CoD) 2026</u>				
4.1	<u>Specimen Warrant Certificate of CleanTech Acquisition Corp.</u>	Form S-1/A	333-256578	4.3	July 6, 2021
4.2	<u>Warrant Agreement, dated July 14, 2021, by and between Continental Stock Transfer & Trust Company and CleanTech Acquisition Corp.</u>	Form 8-K	001-40611	4.1	July 21, 2021
4.3	<u>Rights Agreement, dated July 14, 2021, by and between Continental Stock Transfer & Trust Company and CleanTech Acquisition Corp.</u>	Form 8-K	001-40611	4.2	July 21, 2021
4.4	<u>Form of Warrants to be issued pursuant to the Securities Purchase Agreement dated December 16, 2021</u>	Form S-4 Am. No. 4	333-262431	4.7	June 16, 2022

Exhibit	Description	Incorporated by Reference			
		Schedule/ Form	File Number	Exhibits	Filing Date
4.5	<u>Form of Original Issue Discount Senior Secured Convertible Debenture Due 2026.</u>	Form 8-K	001-40611	10.3	November 5, 2024
4.6++	<u>Form of Warrant</u>	Form 8-K	001-40611	4.1	February 9, 2026
4.7†	<u>Description of Registrant’s Securities</u>				
10.1++	<u>2022 Nauticus Robotics, Inc. Omnibus Incentive Plan.</u>	Form 8-K	001-40611	10.9	September 15, 2022
10.2+**	<u>Agreement by and between Nauticus Robotics Brazil Ltda. and Petróleo Brasileiro S.A. entered into on May 23, 2023.</u>	Form 8-k	001-40611	10.1	May 30, 2023
10.3+	<u>Senior Secured Term Loan Agreement, dated as of September 18, 2023, by and among Nauticus Robotics, Inc., ATW Special Situations II LLC, as collateral agent and lender, and the lenders party thereto.</u>	Form 8-K	001-40611	10.1	September 21, 2023
10.4+	<u>Pledge and Security Agreement, dated as of September 18, 2023, by and among Nauticus Robotics, Inc., Nauticus Robotics Holdings, Inc., ATW Special Situations II LLC, as collateral agent.</u>	Form 8-K	001-40611	10.2	September 21, 2023
10.5	<u>Intellectual Property Security Agreement, dated as of September 18, 2023, by and among Nauticus Robotics, Inc., Nauticus Robotics Holdings, Inc. and ATW Special Situations II LLC, as collateral agent.</u>	Form 8-K	001-40611	10.3	September 21, 2023
10.6	<u>Subsidiary Guarantee, dated as of September 18, 2023, by Nauticus Robotics Holdings, Inc. and acknowledged and agreed to by Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	10.4	September 21, 2023
10.7	<u>Intercreditor Agreement, dated as of September 18, 2023, by and between ATW Special Situations II LLC, as first lien collateral agent, and ATW Special Situations I LLC, as second lien collateral agent, and acknowledged and agreed by Nauticus Robotics, Inc. and Nauticus Robotics Holdings, Inc.</u>	Form 8-K	001-40611	10.5	September 21, 2023
10.8+	<u>Amendment to Securities Purchase Agreement, Senior Secured Convertible Debentures and Pledge and Security Agreement, dated as of September 18, 2023, by and among Nauticus Robotics, Inc., Nauticus Robotics Holdings, Inc. and ATW Special Situations I LLC, as agent and the Required Creditors.</u>	Form 8-K	001-40611	10.6	September 21, 2023
10.9+	<u>Pledge and Security Agreement, dated as of September 9, 2022, by and among Nauticus Robotics, Inc., Nauticus Robotics Holdings, Inc. and ATW Special Situations I LLC, as agent and creditor, and the other creditors party thereto.</u>	Form 8-K	001-40611	10.7	September 21, 2023
10.10++	<u>Offer Letter, dated September 27, 2023</u>	Form 8-K	001-40611	10.1	October 2, 2023
10.11	<u>Director Designation Letter Agreement, dated as of October 2, 2023, by and between Nauticus Robotics, Inc. and Schlumberger Technology Corporation</u>	Form 8-K	001-40611	10.5	October 6, 2023
10.12	<u>First Amendment to Senior Secured Term Loan Agreement dated December 31, 2023</u>	Form 8-K	001-40611	10.1	January 5, 2024

Exhibit	Description	Incorporated by Reference			
		Schedule/ Form	File Number	Exhibits	Filing Date
10.13	<u>Securities Purchase Agreement dated December 31, 2023</u>	Form 8-K	001-40611	10.2	January 5, 2024
10.14	<u>Nauticus Second Lien Restructuring Agreement dated December 31, 2023</u>	Form 8-K	001-40611	10.3	January 5, 2024
10.15+	<u>Senior Secured Term Loan Agreement, dated as of January 30, 2024, by and among Nauticus Robotics, Inc., ATW Special Situations Management LLC, as collateral agent and lender, and the lenders party thereto</u>	Form 8-K	001-40611	10.1	February 5, 2024
10.16+	<u>Pledge and Security Agreement, dated as of January 30, 2024, by and among Nauticus Robotics, Inc., Nauticus Robotics Holdings, Inc., NautiWorks LLC, Nauticus Robotics Fleet LLC, Nauticus Robotics USA LLC, and ATW Special Situations Management LLC, as collateral agent</u>	Form 8-K	001-40611	10.2	February 5, 2024
10.17+	<u>Intellectual Property Security Agreement, dated as of January 30, 2024, by and among Nauticus Robotics, Inc., Nauticus Robotics Holdings, Inc., NautiWorks LLC, Nauticus Robotics Fleet LLC, Nauticus Robotics USA LLC, and ATW Special Situations Management LLC, as collateral agent</u>	Form 8-K	001-40611	10.3	February 5, 2024
10.18	<u>Subsidiary Guarantee, dated as of January 30, 2024, by Nauticus Robotics Holdings, Inc., NautiWorks LLC, Nauticus Robotics Fleet LLC, and Nauticus Robotics USA LLC, and acknowledged and agreed to by Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	10.4	February 5, 2024
10.19	<u>Pari Passu Intercreditor Agreement, dated as of January 30, 2024, by and among ATW Special Situations Management LLC, as collateral agent for the lenders under the Term Loan Agreement, Acquiom Agency Services LLC, as collateral agent for the lenders under the 2023 Term Loan Agreement, and Nauticus Robotics, Inc., and Nauticus Robotics Holdings, Inc., as grantors</u>	Form 8-K	001-40611	10.5	February 5, 2024
10.20	<u>Intercreditor Agreement, dated as of January 30, 2024, by and between ATW Special Situations Management LLC, as 2024 first lien collateral agent, ATW Special situations I LLC, as second lien collateral agent, and acknowledged by Nauticus Robotics, Inc., Nauticus Robotics Holdings, Inc., NautiWorks LLC, Nauticus Robotics Fleet LLC, Nauticus Robotics USA LLC</u>	Form 8-K	001-40611	10.6	February 5, 2024
10.21	<u>Second Amendment to Senior Secured Term Loan Agreement, dated as of January 30, 2024, by and among Nauticus Robotics, Inc., Nauticus Robotics Holdings, Inc., NautiWorks LLC, Nauticus Robotics Fleet LLC, Nauticus Robotics USA LLC, ATW Special Situations II LLC, ATW Special Situations I LLC, and Material Impact Fund II, L.P.</u>	Form 8-K	001-40611	10.7	February 5, 2024
10.22+	<u>Second Agreement Regarding Incremental Loans, dated as of January 30, 2024, by and among Nauticus Robotics, Inc., Nauticus Robotics Holdings, Inc., NautiWorks LLC, Nauticus Robotics Fleet LLC, Nauticus Robotics USA LLC, ATW Special Situations II LLC, and Material Impact Fund II, L.P.</u>	Form 8-K	001-40611	10.8	February 5, 2024
10.23	<u>Form of Amendment and Exchange Agreement</u>	Form 8-K	001-40611	10.9	February 5, 2024

Exhibit	Description	Incorporated by Reference			
		Schedule/ Form	File Number	Exhibits	Filing Date
10.24	<u>Form of Original Issue Discount Exchanged Senior Secured Convertible Debenture Due September 9, 2026</u>	Form 8-K	001-40611	10.10	February 5, 2024
10.25	<u>Nauticus Second Lien Restructuring Agreement, entered into as of January 31, 2024, by and among Nauticus Robotics, Inc., Nauticus Robotics Holdings, Inc., NautiWorks LLC, Nauticus Robotics Fleet LLC, Nauticus Robotics USA LLC, and SLS Family Irrevocable Trust</u>	Form 8-K	001-40611	10.11	February 5, 2024
10.26	<u>Nauticus Second Lien Restructuring Agreement, entered into as of January 31, 2024, by and among Nauticus Robotics, Inc., Nauticus Robotics Holdings, Inc., NautiWorks LLC, Nauticus Robotics Fleet LLC, Nauticus Robotics USA LLC, and Material Impact Fund II, L.P.</u>	Form 8-K	001-40611	10.12	February 5, 2024
10.27++	<u>Employment Agreement dated February 21, 2024 between John W. Gibson Jr. and Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	10.1	February 22, 2024
10.28	<u>First Amendment to Senior Secured Term Loan Agreement, dated as of May 1, 2024, between the Nauticus Robotics, Inc., ATW Special Situations Management LLC as collateral agent, and the lenders party thereto</u>	Form 8-K	001-40611	10.1	May 1, 2024
10.29	<u>At the Market Offering Agreement dated May 20, 2024, by and between Nauticus Robotics, Inc. and H.C. Wainwright & Co., LLC</u>	Form 8-K	001-40611	10.1	May 20, 2024
10.30	<u>Nauticus Robotics, Inc. 2022 Omnibus Incentive Plan, as amended</u>	Definitive Proxy Statement	001-40611	Annex A	April 29, 2024
10.31++	<u>Offer Letter dated August 9, 2024, Between Nauticus Robotics, Inc. and John Symington.</u>	Form 10-Q	001-40611	10.1	November 12, 2024
10.32**	<u>Form of Second Amendment and Exchange Agreement dated November 4, 2024 by and among Nauticus Robotics Inc. and each of the signatories thereto.</u>	Form 8-K	001-40611	10.1	November 5, 2024
10.33**	<u>Form of Securities Purchase Agreement dated November 4, 2024, by and among Nauticus Robotics, Inc. and each of the investors listed on the Schedule of Buyers thereto.</u>	Form 8-K	001-40611	10.2	November 5, 2024
10.34	<u>Form of Original Issue Discount Senior Secured Convertible Debenture Due 2026.</u>	Form 8-K	001-40611	10.3	November 5, 2024
10.35	<u>Pledge and Security Agreement, dated as of November 4, 2024, by and among the Company, Nauticus Robotics Holdings Inc., Nautiworks LLC, Nauticus Robotics Fleet LLC, and Nauticus Robotics USA LLC, as Debtors, and ATW Special Situations Management LLC as the Collateral Agent</u>	Form 8-K	001-40611	10.4	November 5, 2024
10.36	<u>IP Security Agreement, dated as of November 4, 2024, by and among the Company, Nauticus Robotics Holdings Inc., Nautiworks LLC, Nauticus Robotics Fleet LLC, and Nauticus Robotics USA LLC, as Debtors, in favor of ATW Special Situations Management LLC as the Collateral Agent.</u>	Form 8-K	001-40611	10.5	November 5, 2024

Exhibit	Description	Incorporated by Reference			
		Schedule/ Form	File Number	Exhibits	Filing Date
10.37	<u>Subsidiary Guarantee, dated as of November 4, 2024, by Nauticus Robotics Holdings, Inc., NautiWorks LLC, Nauticus Robotics Fleet LLC, and Nauticus Robotics USA LLC, in favor of ATW Special Situations Management LLC as Collateral Agent.</u>	Form 8-K	001-40611	10.6	November 5, 2024
10.38	<u>Intercreditor agreement, dated as of November 4, 2024, by and among the Collateral Agent and ATW Special Situations Management LLC, in its capacity as agent for certain lenders to the Debtors, and acknowledged and agreed to by the Debtors</u>	Form 8-K	001-40611	10.7	November 5, 2024
10.39	<u>Intercreditor agreement, dated as of November 4, 2024, by and among the Collateral Agent and Acquiom Agency Services LLC, and acknowledged and agreed to by the Debtors.</u>	Form 8-K	001-40611	10.8	November 5, 2024
10.40	<u>Intercreditor agreement, dated as of November 4, 2024, by and among the Collateral Agent and ATW Special Situations I LLC and acknowledged and agreed to by the Debtors.</u>	Form 8-K	001-40611	10.9	November 5, 2024
10.41**	<u>Asset Purchase Agreement, dated March 5, 2025, by and among Nauticus Robotics Inc., SeaTrepid International, L.L.C., SeaTrepid Deepsea LLC, Remote Inspection Technologies, L.L.C. and each of the signatories thereto.</u>	Form 8-K	001-40611	10.1	March 5, 2025
10.42+	<u>Amendment No. 1 to Asset Purchase Agreement, dated March 20, 2025, by and among Nauticus Robotics Inc., SeaTrepid International, L.L.C., SeaTrepid Deepsea LLC, Remote Inspection Technologies, L.L.C. and each of the signatories thereto.</u>	Form 8-K	001-40611	10.1	March 25, 2025
10.43**++	<u>Award Letter dated March 27, 2025.</u>	Form 8-K	001-40611	10.1	April 2, 2025
10.44**+	<u>Securities Purchase Agreement dated August 6, 2025, by and among Nauticus Robotics, Inc. and each of the investors listed on the Schedule of Buyers thereto.</u>	Form 8-K	001-40611	10.1	August 7, 2025
10.45**+	<u>Equity Purchase Facility Agreement, as of dated October 24, 2025, by and between Nauticus Robotics, Inc. and the investor party named therein.</u>	Form 8-K	001-40611	10.1	October 27, 2025
10.46**	<u>Registration Rights Agreement, dated as of October 24, 2025, by and between Nauticus Robotics, Inc. and the investor party named therein.</u>	Form 8-K	001-40611	10.2	October 27, 2025
10.47**	<u>Amendment Agreement, dated October 25, 2025, by and among Nauticus Robotics, Inc. and the lenders signatories thereto.</u>	Form 8-K	001-40611	10.3	October 27, 2025
10.48+	<u>Form of Amendment and Exchange Agreement, dated as of December 3, 2025, by and between Nauticus Robotics, Inc. and the investor party named therein.</u>	Form 8-K	001-40611	10.1	December 3, 2025
14.1	<u>Code of Business Conduct and Ethics of Nauticus Robotics, Inc.</u>	Form 8-K	001-40611	14.1	September 15, 2022
16.1	<u>Letter from Whitley Penn LLP to the Securities and Exchange Commission dated December 19, 2025</u>	Form 8-K	001-40611	16.1	December 22, 2025

Exhibit	Description	Incorporated by Reference			
		Schedule/ Form	File Number	Exhibits	Filing Date
19.1†	<u>Insider Trading Policy</u>	Form 10-K	001-40611	19.1	April 15, 2025
21.1†	<u>List of Subsidiaries.</u>				
23.1†	<u>Consent of Independent Registered Public Accounting Firm</u>				
23.2†	<u>Consent of Independent Registered Public Accounting Firm</u>				
31.1†	<u>Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>				
31.2†	<u>Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>				
32.1*	<u>Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.</u>				
32.2*	<u>Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.</u>				
97.1†	<u>Nauticus Robotics, Inc. Clawback Policy</u>	Form 10-K	001-40611	97.1	April 15, 2025
101.INS†	Inline XBRL Instance Document.				
101.CAL†	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				
101.SCH†	Inline XBRL Taxonomy Extension Schema Document.				
101.DEF†	Inline XBRL Taxonomy Extension Definition Linkbase Document.				
101.LAB†	Inline XBRL Taxonomy Extension Labels Linkbase Document.				
101.PRE†	Inline XBRL Taxonomy Extension Presentation Linkbase Document.				
104 †	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).				

† Filed herewith

*This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

**Certain portions of this Exhibit have been redacted pursuant to Item 601(b)(10)(iv) of Regulation S-K. The omitted information is (i) not material and (ii) would likely cause competitive harm to the Company if publicly disclosed. The Company agrees to furnish supplementally an unredacted copy of this Exhibit to the SEC upon request.

+Schedules and similar attachments to this Exhibit have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.

++Management contract, compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

April 21, 2026

/s/ John W. Gibson, Jr.

John W. Gibson, Jr.
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

April 21, 2026

/s/ John W. Gibson, Jr.

John W. Gibson Jr.
Chief Executive Officer and President, and Director
(Principal Executive Officer)

April 21, 2026

/s/ Jimena Begaries

Jimena Begaries
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

April 21, 2026

/s/ Jim Bellingham

Jim Bellingham
Director

April 21, 2026

/s/ William H. Flores

William H. Flores
Director

April 21, 2026

/s/ Adam Sharkawy

Adam Sharkawy
Director

April 21, 2026

/s/ Eli Spiro

Eli Spiro
Director

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, John W. Gibson, Jr., certify that:

1. I have reviewed this annual report on Form 10-K of Nauticus Robotics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 15, 2026

/s/ John W. Gibson, Jr.
Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Victoria Hay, certify that:

1. I have reviewed this annual report on Form 10-K of Nauticus Robotics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 15, 2026

/s/Jimena Begaries

Interim Chief Financial Officer

**CERTIFICATION OF
CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES OXLEY ACT OF 2002**

Solely for the purposes of complying with 18 U.S.C. s.1350 as adopted pursuant to section 906 of the Sarbanes-Oxley act of 2002, I, the undersigned Chief Executive Officer of Nauticus Robotics, Inc. (the "Company"), hereby certify, based on my knowledge, that the Annual Report on Form 10-K of the Company for the year ended December 31, 2025, (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 15, 2026

|/s/ John W. Gibson, Jr.

Chief Executive Officer

**CERTIFICATION OF
CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES OXLEY ACT OF 2002**

Solely for the purposes of complying with 18 U.S.C. s.1350 as adopted pursuant to section 906 of the Sarbanes-Oxley act of 2002, I, the undersigned Chief Financial Officer of Nauticus Robotics, Inc. (the "Company"), hereby certify, based on my knowledge, that the Annual Report on Form 10-K of the Company for the year ended December 31, 2025, (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 15, 2026

/s/ Jimena Begaries
Interim Chief Financial Officer