

**Supplement dated 9 June 2022
to the Prospectus
dated 22 February 2022**



Agotzaina S.L.

a limited liability company incorporated under the laws of Spain with tax registration number B31668932 and having its registered office situated at Crta. Estella s/n, 31839 Arbitzu, Spain

In respect of the issuance
of
Up to EUR 2,000,000 6% Bonds due 2025

ISIN: MT0002621200
LEI: 959800F30H2VNQ0J8Z75

This supplement dated 9 June 2022 (the “Supplement”) constitutes a supplement within the meaning and for the purposes of the provisions of the Capital Markets Rules for Wholesale Securities Markets issued by the Malta Financial Services Authority and is published in accordance with Commission Regulation (EU) 2017/1129 and Delegated Act issued thereunder.

This Supplement is supplemental to and must be read in conjunction with the Prospectus dated 22 February 2022 (the “Prospectus”) prepared by the Issuer in connection with the €2,000,000 6% Bonds (the “Bonds”).

Capitalised terms used but not defined herein shall have the meaning given to such terms in the Prospectus.

A copy of this Supplement has been submitted to the Malta Financial Services Authority in satisfaction of the Capital Markets Rules. The contents of this Supplement have not been reviewed or approved by any regulatory authority other than the Malta Financial Services Authority.

This Supplement has been approved by the Malta Financial Services Authority, as competent authority under Regulation (EU) 2017/1129, and will be published in electronic form on the website of the Malta Financial Services Authority. The Malta Financial Services Authority only approves this Supplement as meeting the standard of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement.

The purpose of this Supplement is to amend certain information contained in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, the provisions of this Supplement will prevail. Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the

Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

THE MALTA FINANCIAL SERVICES AUTHORITY ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THIS SUPPLEMENT, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM, OR IN RELIANCE UPON, THE WHOLE OR ANY PART OF THE CONTENTS OF THIS SUPPLEMENT, INCLUDING ANY LOSSES INCURRED BY INVESTING IN THE BONDS.

IN TERMS OF ARTICLE 23(2A) OF THE PROSPECTUS REGULATION, INVESTORS WHO HAVE ALREADY AGREED TO PURCHASE OR SUBSCRIBE FOR THE BONDS BEFORE THE PUBLICATION OF THIS SUPPLEMENT, HAVE THE RIGHT, EXERCISABLE WITHIN 3 WORKING DAYS AFTER THE PUBLICATION OF THIS SUPPLEMENT, TO WITHDRAW THEIR ACCEPTANCES. ACCORDINGLY, THE FINAL DATE FOR THE EXERCISE OF THE RIGHT OF WITHDRAWAL AS AFORESAID IS 14 JUNE 2022. INVESTORS ARE TO CONTACT MR JOSEP BADIA VIA EMAIL ON JOSEP@BEKOETXE.COM SHOULD THEY WISH TO EXERCISE THEIR RIGHT TO WITHDRAW THEIR ACCEPTANCES.

AMENDMENTS TO THE PROSPECTUS

1. DEFINITIONS

The meanings of the following terms, as used in their capitalised form, shall replace the meanings for those terms contained in the 'Definitions' section of the Securities Note forming part of the Prospectus and all references to such terms throughout the Prospectus shall be interpreted accordingly:

Issue Date *Expected to be on or around the **30 September 2022**;*

Maturity Date ***29 September 2025**, being the date on which the Bonds shall be redeemed in terms of the Securities Note;*

2. OVERVIEW

The first paragraph of Section 6.1 of the Securities Note – 'General Description' – shall be deleted and replaced with the following:

The issue of the Bonds was approved by the directors of the Issuer on the 15 July 2021. The Issue Date of the Bonds is expected to be the 30 September 2022.

2. TERMS & CONDITIONS

The table contained in Section 7.2 of the Securities Note – 'Overview of the Bonds' – shall be deleted and replaced with the following:

<i>ISIN</i>	<i>MT002621200</i>
<i>Type</i>	<i>Unsecured Interest-Bearing Bonds</i>
<i>Currency</i>	<i>EUR</i>
<i>Form</i>	<i>In the form of uncertificated dematerialized bonds</i>
<i>Nominal Value</i>	<i>€100,000 per Bond</i>
<i>Issue Price</i>	<i>€100,000 per Bond</i>
<i>Amount of Bonds</i>	<i>Twenty (20) Bonds</i>

<i>Interest</i>	<i>6% per annum</i>
<i>Issue Date</i>	30 September 2022
<i>Maturity Date</i>	29 September 2025

The first and second paragraphs of Section 7.7 of the Securities Note – ‘Interest’ – shall be deleted and replaced with the following:

*The Bonds will bear interest from and including the Issue Date at the rate of six per cent (6%) per annum, payable quarterly in arrears on **31 December, 31 March, 30 June and 30 September** of each year, commencing on **31 December 2022** (each an “**Interest Payment Date**”). If any of the aforementioned dates of each year falls on a day other than a business day, the payment of interests shall be done the next business day following that date. Each Bond will cease to bear interest from and including its due date for redemption, unless payment of the principal in respect of the Bond is improperly withheld or refused or unless default is otherwise made in respect of payment, in any of which events interest shall continue to accrue at the rate specified above plus one per cent (1%), but in any event not in excess of the maximum rate of interest allowed by Maltese law. In terms of article 2156 of the Civil Code (Chapter 16 of the laws of Malta), the right of Bondholders to bring claims for payment of interest and repayment of the principal on the Bonds is barred by the lapse of five (5) years.*

*The first payment of interest to be made on **31 December 2022** in respect of the period from the Issue Date to **31 December 2022** (the “**First Interest Period**”) shall be per Calculation Amount (as defined below).*