

## Notice of the Annual General Meeting of Shareholders to be held on June 3, 2009 at 2:30 p.m. C.E.T.

Notice is hereby given to holders of shares of TERNIUM S.A., *société anonyme holding* (the “Company”), that the Annual General Meeting of Shareholders of the Company will be held on June 3, 2009, at 2:30 p.m. (Central European Time). The meeting will be held at the Company’s registered office in Luxembourg, located at 46A, avenue John F. Kennedy L-1855 Luxembourg. The items listed below will be submitted to the vote of the shareholders.

### Agenda

1. Consideration of the Board of Directors’ and independent auditor’s reports on the Company’s consolidated financial statements. Approval of the Company’s consolidated financial statements as of December 31, 2008 and 2007 and for the years ended December 31, 2008, 2007 and 2006.
2. Consideration of the Board of Directors’ and independent auditor’s reports on the Company’s annual accounts. Approval of the Company’s annual accounts as at December 31, 2008.
3. Allocation of results.
4. Discharge to the members of the Board of Directors for the exercise of their mandate throughout the year ended December 31, 2008.
5. Election of the members of the Board of Directors.
6. Compensation of the members of the Board of Directors.
7. Appointment of the independent auditors for the fiscal year ending December 31, 2009 and approval of their fees.
8. Authorization to the Board of Directors to delegate the day-to-day management of the Company’s business to one or more of its members.
9. Authorization to the Board of Directors to appoint one or more of its members as the Company’s attorney-in-fact.
10. Authorization to the Board of Directors of the Company or the board of directors or other governing bodies of the Company’s subsidiaries to acquire shares of the Company.



Pursuant to the Company's Articles of Association, resolutions at the Annual General Meeting of Shareholders will be passed by a simple majority of the votes cast, irrespective of the number of shares present or represented.

### **Procedures for attending the meeting**

Any shareholder who holds one or more share(s) of the Company on May 29, 2009 (the "Record Date") shall be admitted to the Annual General Meeting of Shareholders of the Company. Holders of shares as of the Record Date may also vote by proxy.

Those shareholders who have sold their shares between the Record Date and the date of the Annual General Meeting of Shareholders must not attend or be represented at such meeting. In case of breach of such prohibition, criminal sanctions may apply.

Holders of American Depositary Receipts (the "ADRs") as of April 29, 2009 are entitled to instruct The Bank of New York Mellon, as Depositary, as to the exercise of the voting rights pertaining to the Company's shares represented by such holder's ADRs. Eligible holders of ADRs who desire to give voting instructions in respect of the shares represented by their ADRs at the Meeting must complete, date and sign a proxy form and return it to The Bank of New York Mellon Shareowner Services, P.O. Box 3549, S. Hackensack New Jersey 07606-9249, U.S.A. Attention: Proxy Processing, by **5:00 p.m., New York City time, on May 29, 2009.**

The Shareholder Meeting Brochure and Proxy Statement (which contains reports on each item of the agenda for the meeting, and further details on voting procedures) and the forms furnished by the Company in connection with the meeting, may be obtained from the Company's registered office located at 46A, avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, between 10:00 a.m. and 5:00 p.m. (local time).

Copies of the Shareholder Meeting Brochure and Proxy Statement and the Company's 2008 annual report (which includes the Company's consolidated financial statements as of December 31, 2008 and 2007 and for the years ended December 31, 2008, 2007 and 2006; and the Company's annual accounts as at December 31, 2008, together with the board of directors' and the independent auditors' reports thereon) are available on our website at <http://www.ternium.com/en/investor/> and may also be obtained upon request, by calling +352 26 68 31 52 or +1 800 555 2470 (the latter number is toll free if you call from the United States). These documents are also available free of charge at the Company's registered office in Luxembourg.

Raúl H. Darderes  
*Secretary to the Board of Directors*

May 5, 2009  
Luxembourg