

Edgar Filing: Ternium S.A. - Form 6-K

Ternium S.A.
Form 6-K
June 09, 2006

FORM 6 - K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer
Pursuant to Rule 13a - 16 or 15d - 16 of
the Securities Exchange Act of 1934

As of June 9, 2006

TERNIUM S.A.
(Translation of Registrant's name into English)

TERNIUM S.A.
46a, Avenue John F. Kennedy
L-1855 Luxembourg
(352) 26 68 31 52
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20-F or 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark whether the registrant by furnishing the information
contained in this Form is also thereby furnishing the information to the
Commission pursuant to Rule 12G3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant
in connection with Rule 12g3-2(b):
Not applicable

The attached material is being furnished to the Securities and Exchange
Commission pursuant to Rule 13a-16 and Form 6-K under the Securities Exchange
Act of 1934, as amended.

This report contains a summary of the resolutions adopted in the annual general
meeting of shareholders of TERNIUM S.A. (the "Company") held on June 7, 2006.

SIGNATURE

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, thereunto duly authorized.

Edgar Filing: Ternium S.A. - Form 6-K

TERNIUM S.A.

By: /s/ Raul H. Darderes

Name: Raul H. Darderes
Title: Corporate Secretary

Dated: June 9, 2006

Summary of the resolutions adopted in the Annual General Meeting of Shareholders of TERNIUM S.A. (the "Company") held on June 7, 2006 at 46A, avenue John F. Kennedy, L-1855 Luxembourg, at 2:30 p.m. (C.E.T.)

(1) Consideration of the Board of Directors' and independent auditor's reports on the consolidated financial statements. Approval of the Company's consolidated financial statements as of, and for the fiscal year ended, December 31, 2005

The meeting resolved to approve the Company's consolidated financial statements as of, and for the fiscal year ended December 31, 2005 and the reports of the Board of Directors and the independent auditors, on such consolidated financial statements.

(2) Consideration of the Board of Directors' and independent auditor's reports on the unconsolidated annual accounts. Approval of the Company's unconsolidated annual accounts as of, and for the fiscal year ended, December 31, 2005

The meeting resolved to approve the Company's unconsolidated annual accounts as of, and for the fiscal year ended, December 31, 2005, and the reports of the Board of Directors and the independent auditor, on such unconsolidated annual accounts.

(3) Allocation of Results

The meeting resolved to allocate the profits for the period January 1, 2005 to December 31, 2005 of US\$ 107,623,638 to the Company's retained earnings account.

(4) Discharge to the members of the Board of Directors and to the former members of the Board of Directors Messrs. Carlos M. Franck and Fernando R. Mantilla for the exercise of their mandate throughout the year ended December 31, 2005

The meeting resolved to discharge all of those who were members of the Board of Directors during the year ended December 31, 2005, from any liability in connection with the management of the Company's affairs during such year.

(5) Election of the Board of Directors' members

The meeting resolved to re-appoint the current eleven members of the Board of Directors, each to hold office until the next annual general meeting of

Edgar Filing: Ternium S.A. - Form 6-K

shareholders that will be convened to decide on the 2006 accounts.

- o Mr. Ubaldo Aguirre, born in Cordoba, Argentina on September 2, 1948
- o Mr. Roberto Bonatti, born in Milan, Italy on December 11, 1949
- o Mr. Rinaldo Campos Soares, born in Divinopolis, Brasil on June 17, 1938
- o Mr. Carlos Condorelli, born in Buenos Aires, Argentina on February 23, 1951
- o Mr. Adrian Lajous Vargas, born in Mexico City, Mexico on December 14, 1943
- o Mr. Bertoldo Machado Veiga, born in Bicas, Brazil on December 10, 1942
- o Mr. Bruno Marchettini, born in Piacenza, Italy on September 12, 1941
- o Mr. Gianfelice Rocca, born in Milan, Italy on March 2, 1948
- o Mr. Paolo Rocca, born in Milan, Italy on October 14, 1952
- o Mr. Gerardo R. Sepulveda, born in Santiago, Chile on February 14, 1965
- o Mr. Daniel Agustin Novegil, born in Buenos Aires, Argentina on July 1, 1952

(6) 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

For the proper management of the Company's affairs, the meeting resolved, to authorize the Board of Directors to delegate the management of the Company's day-to-day business and the authority to represent and bind the Company with his sole signature in such day-to-day management to Mr. Daniel Agustin Novegil, and to appoint Mr. Novegil as chief executive officer (administrateur delegue) of the Company.

(7) Authorization to the Board of Directors to appoint one or more of its members as the Company's attorney-in-fact

The meeting resolved to authorize the Board of Directors to appoint any or all members of the Board of Directors from time to time as the Company's attorney-in-fact, delegating to such directors any management powers (including, without limitation, any day-to-day management powers) to the extent the Board of Directors may deem appropriate in connection therewith.

(8) Board of Directors' compensation

The meeting resolved that the members of the Board of Directors each receive, as compensation for their services during the fiscal year ending December 31, 2006, an amount of US\$ 50,000 and that the directors who are also members of the Audit Committee each receive an additional US\$ 50,000 for their services in that Committee.

(9) Appointment of independent auditors and approval of their fees

The meeting resolved to appoint PricewaterhouseCoopers (acting, in connection with the Company's annual accounts required under Luxembourg law, through PricewaterhouseCoopers S.ar.l., Reviseur d'entreprises, and, in connection with

the Company's annual and interim financial statements required under the laws of other relevant jurisdictions, through Price Waterhouse & Co. S.R.L.) as the Company's independent auditors for the fiscal year ending December 31, 2006, to

Edgar Filing: Ternium S.A. - Form 6-K

be engaged until the next annual general meeting that will be convened to resolve on the 2006 accounts.

The meeting also approved an amount of up to US\$ 2,784,367 payable to the independent auditors as fees for services to be rendered during the fiscal year ending December 31, 2006, and authorized the Audit Committee to increase the independent auditors' fees should it conclude that circumstances would merit any such change.