Ternium S.A.
Form 6-K
May 02, 2019

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 5/2/2019

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

Ternium S.A.
29 Avenue de la Porte-Neuve – 3rd floor
L-2227 Luxembourg
(352) 2668-3152
(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 a 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 a

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

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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 Ternium S.A.'s consolidated financial statements as of March 31, 2019.

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.

TERNIUM S.A.

By: /s/ Pablo Brizzio	By: /s/ Máximo Vedoya
Name: Pablo Brizzio	Name: Máximo Vedoya
Title: Chief Financial Officer	Title: Chief Executive Officer

Dated: May 2, 2019

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements
as of March 31, 2019
and for the three-month periods
ended on March 31, 2019 and 2018

29 Avenue de la Porte-Neuve, 3rd floor

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R.C.S. Luxembourg: B 98 668

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019 and for the three-month periods ended March 31, 2019 and 2018

INDEX

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019
and for the three-month periods ended March 31, 2019 and 2018
(All amounts in USD thousands)

Consolidated Condensed Interim Income Statements

	Notes	Three-month period ended March 31, 2019 (Unaudited)	2018
Net sales	3	2,737,556	2,797,012
Cost of sales	3 & 4	(2,216,554)	(2,132,725)
Gross profit	3	521,002	664,287
Selling, general and administrative expenses	3 & 5	(219,276)	(223,829)
Other operating income (expenses), net	3	5,558	5,777
Operating income	3	307,284	446,235
Finance expense	6	(19,769)	(30,115)
Finance income	6	5,889	4,941
Other financial income (expenses), net	6	(12,992)	(23,788)
Equity in earnings (losses) of non-consolidated companies	9	14,878	19,983
Profit before income tax expense		295,290	417,256
Income tax expense		(70,362)	(40,588)
Profit for the period		224,928	376,668
Attributable to:			
Owners of the parent		218,222	338,880
Non-controlling interest		6,706	37,788
Profit for the period		224,928	376,668
Weighted average number of shares outstanding		1,963,076,776	1,963,076,776
Basic and diluted earnings (losses) per share for profit (loss) attributable to the equity holders of the company (expressed in USD per share)		0.11	0.17

The accompanying notes are an integral part of these consolidated condensed interim financial statements. These consolidated condensed interim financial statements should be read in conjunction with our audited Consolidated Financial Statements and notes for the year ended December 31, 2018.

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019
and for the three-month periods ended March 31, 2019 and 2018
(All amounts in USD thousands)

Consolidated Condensed Interim Statements of Comprehensive Income

	Three-month period ended March 31,	
	2019	2018
	(Unaudited)	
Profit for the period	224,928	376,668
Items that may be reclassified subsequently to profit or loss:		
Currency translation adjustment	(36,301)	(53,925)
Currency translation adjustment from participation in non-consolidated companies	(3,284)	(2,746)
Changes in the fair value of financial instruments at fair value through other comprehensive income	32	(230)
Income tax related to financial instruments at fair value	—	54
Changes in the fair value of derivatives classified as cash flow hedges	(268)	103
Income tax related to cash flow hedges	80	(143)
Other comprehensive income items	—	(305)
Other comprehensive income items from participation in non-consolidated companies	67	404
Items that will not be reclassified subsequently to profit or loss:		
Remeasurement of post employment benefit obligations from participation in non-consolidated companies	(157)	(701)
Other comprehensive income (loss) for the period, net of tax	(39,831)	(57,489)
Total comprehensive income for the period	185,097	319,179
Attributable to:		
Owners of the parent	192,832	302,569
Non-controlling interest	(7,735)	16,610
Total comprehensive income for the period	185,097	319,179

The accompanying notes are an integral part of these consolidated condensed interim financial statements. These consolidated condensed interim financial statements should be read in conjunction with our audited Consolidated Financial Statements and notes for the year ended December 31, 2018.

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019
and for the three-month periods ended March 31, 2019 and 2018
(All amounts in USD thousands)

Consolidated Condensed Interim Statements of Financial Position

	Notes	Balances as of March 31, 2019 (Unaudited)		December 31, 2018	
ASSETS					
Non-current assets					
Property, plant and equipment, net	7	6,166,063		5,817,609	
Intangible assets, net	8	990,850		1,012,524	
Investments in non-consolidated companies	9	506,099		495,241	
Other investments		7,213		7,195	
Derivative financial instruments		497		818	
Deferred tax assets		147,377		134,224	
Receivables, net		622,528		649,447	
Trade receivables, net		3,881	8,444,508	4,766	8,121,824
Current assets					
Receivables, net		318,788		309,750	
Derivative financial instruments		1,118		770	
Inventories, net		2,566,435		2,689,829	
Trade receivables, net		1,241,841		1,128,470	
Other investments		61,787		44,529	
Cash and cash equivalents		464,337	4,654,306	250,541	4,423,889
Non-current assets classified as held for sale			2,127		2,149
			4,656,433		4,426,038
Total Assets			13,100,941		12,547,862
EQUITY					
Capital and reserves attributable to the owners of the parent			6,586,087		6,393,255
Non-controlling interest			1,083,586		1,091,321
Total Equity			7,669,673		7,484,576
LIABILITIES					
Non-current liabilities					
Provisions		635,106		643,950	
Deferred tax liabilities		478,844		474,431	
Other liabilities		423,430		414,541	
Trade payables		936		935	

Lease liabilities	13	323,511		65,798	
Borrowings		1,435,554	3,297,381	1,637,101	3,236,756
Current liabilities					
Current income tax liabilities		92,543		150,276	
Other liabilities		380,388		351,216	
Trade payables		1,045,698		904,171	
Derivative financial instruments		8,089		12,981	
Lease liabilities	13	50,208		8,030	
Borrowings		556,961	2,133,887	399,856	1,826,530
Total Liabilities			5,431,268		5,063,286
Total Equity and Liabilities			13,100,941		12,547,862

The accompanying notes are an integral part of these consolidated condensed interim financial statements. These consolidated condensed interim financial statements should be read in conjunction with our audited Consolidated Financial Statements and notes for the year ended December 31, 2018.

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019 and for the three-month periods ended March 31, 2019 and 2018
(All amounts in USD thousands)

Consolidated Condensed Interim Statements of Changes in Equity

	Attributable to the owners of the parent (1)									
	Capital stock (2)	Treasury shares (2)	Initial public offering expenses	Reserves (3)	Capital stock issue discount (4)	Currency translation adjustment	Retained earnings	Total	Non-controlling interest	Total Equity
Balance as of January 1, 2019	2,004,743	(150,000)	(23,295)	1,385,701	(2,324,866)	(2,702,477)	8,203,449	6,393,255	1,091,321	7,484,576
Profit for the period							218,222	218,222	6,706	224,928
Other comprehensive income (loss) for the period										
Currency translation adjustment						(25,138)		(25,138)	(14,447)	(39,585)
Remeasurement of post employment benefit obligations				(231)				(231)	74	(157)
Cash flow hedges and others, net of tax				(96)				(96)	(92)	(188)
Others				75				75	24	99
Total comprehensive	—	—	—	(252)	—	(25,138)	218,222	192,832	(7,735)	185,097

income (loss) for the period										
Balance as of March 31, 2019 (unaudited)	2,004,743	(150,000)	(23,295)	1,385,449	(2,324,866)	(2,727,615)	8,421,671	6,586,087	1,083,586	7,669,673

(1) Shareholders' equity determined in accordance with accounting principles generally accepted in Luxembourg is disclosed in Note 25 (iii) of the audited Consolidated Financial Statements and notes for the year ended December 31, 2018.
(2) The Company has an authorized share capital of a single class of 3.5 billion shares having a nominal value of USD 1.00 per share. As of March 31, 2019, there were 2,004,743,442 shares issued. All issued shares are fully paid. Also, as of March 31, 2019, the Company held 41,666,666 shares as treasury shares.
(3) Include legal reserve under Luxembourg law for USD 200.5 million, undistributable reserves under Luxembourg law for USD 1.4 billion, hedge accounting reserve, net of tax effect, for USD 0.3 million and reserves related to the acquisition of non-controlling interest in subsidiaries for USD (88.5) million.
(4) Represents the difference between book value of non-monetary contributions received from shareholders under Luxembourg GAAP and IFRS.

Dividends may be paid by Ternium to the extent distributable retained earnings calculated in accordance with Luxembourg law and regulations exist. Therefore, retained earnings included in these consolidated condensed interim financial statements may not be wholly distributable.
The accompanying notes are an integral part of these consolidated condensed interim financial statements. These consolidated condensed interim financial statements should be read in conjunction with our audited Consolidated Financial Statements and notes for the year ended December 31, 2018.

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019 and for the three-month periods ended March 31, 2019 and 2018
(All amounts in USD thousands)

Consolidated Condensed Interim Statements of Changes in Equity

	Attributable to the owners of the parent (1)									
	Capital stock (2)	Treasury shares (2)	Initial public offering expenses	Reserves (3)	Capital stock issue discount (4)	Currency translation adjustment	Retained earnings	Total	Non-controlling interest	Total Equity
Balance as of January 1, 2018	2,004,743	(150,000)	(23,295)	1,416,121	(2,324,866)	(2,403,664)	6,491,385	5,010,424	842,347	5,852,771
Impact of adopting IFRS 9 at January 1, 2018	—	—	—	450	—	—	(147)	303	204	507
Impact of adopting IAS 29 at January 1, 2018	—	—	—	—	—	—	421,502	421,502	268,824	690,326
Adjusted Balance at January 1, 2018	2,004,743	(150,000)	(23,295)	1,416,571	(2,324,866)	(2,403,664)	6,912,740	5,432,229	1,111,375	6,543,604
Profit for the period							338,880	338,880	37,788	376,668
Other comprehensive income (loss) for the period										
Currency translation adjustment						(35,546)		(35,546)	(21,125)	(56,671
				(555)				(555)	(146)	(701

Remeasurement of post employment benefit obligations										
Cash flow hedges, net of tax				(204)				(204)	164	(40
Others				(6)				(6)	(71)	(77
Total comprehensive income (loss) for the period	—	—	—	(765)	—	(35,546)	338,880	302,569	16,610	319,179
Balance as of March 31, 2018 (unaudited)	2,004,743	(150,000)	(23,295)	1,415,806	(2,324,866)	(2,439,210)	7,251,620	5,734,798	1,127,985	6,862,783

(1) Shareholders' equity determined in accordance with accounting principles generally accepted in Luxembourg is disclosed in Note 25 (iii) of the audited Consolidated Financial Statements and notes for the year ended December 31, 2018.
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(3) Include legal reserve under Luxembourg law for USD 200.5 million, undistributable reserves under Luxembourg law for USD 1.4 billion, hedge accounting reserve, net of tax effect, for USD 0.6 million and reserves related to the acquisition of non-controlling interest in subsidiaries for USD (88.5) million.
(4) Represents the difference between book value of non-monetary contributions received from shareholders under Luxembourg GAAP and IFRS.

Dividends may be paid by Ternium to the extent distributable retained earnings calculated in accordance with Luxembourg law and regulations exist. Therefore, retained earnings included in these consolidated condensed interim financial statements may not be wholly distributable.
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TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019 and for the three-month periods ended March 31, 2019 and 2018
(All amounts in USD thousands)

Consolidated Condensed Interim Statements of Cash Flows

	Notes	Three-month period ended March 31, 2019	2018
		(Unaudited)	
Cash flows from operating activities			
Profit for the period		224,928	376,668
Adjustments for:			
Depreciation and amortization	7 & 8	162,874	157,260
Income tax accruals less payments		(57,132)	(100,147)
Equity in earnings of non-consolidated companies	9	(14,878)	(19,983)
Interest accruals less payments		(174)	(12,553)
Changes in provisions		(4,368)	1,193
Changes in working capital (1)		166,552	(212,649)
Net foreign exchange results and others		687	(2,382)
Net cash provided by operating activities		478,489	187,407
Cash flows from investing activities			
Capital expenditures	7 & 8	(209,826)	(97,713)
Recovery/(Loans) to non-consolidated companies		24,480	(4,800)
Increase in other investments		(17,276)	(7,438)
Proceeds from the sale of property, plant and equipment		199	247
Net cash used in investing activities		(202,423)	(109,704)
Cash flows from financing activities			
Finance lease payments		(12,771)	(1,316)
Proceeds from borrowings		166,145	227,118
Repayments of borrowings		(210,064)	(407,684)
Net cash used in financing activities		(56,690)	(181,882)
Increase (Decrease) in cash and cash equivalents		219,376	(104,179)
Movement in cash and cash equivalents			
At January 1,		250,541	337,779
Effect of exchange rate changes and inflation adjustment		(5,580)	(955)
Increase (Decrease) in cash and cash equivalents		219,376	(104,179)
Cash and cash equivalents as of March 31, (2)		464,337	232,645
Non-cash transactions:			
Acquisition of PP&E under lease contract agreements		11,518	—

(1) The working capital is impacted by non-cash movements of USD (10.9) million as of March 31, 2019 (USD 3.8 million as of March 31, 2018) due to the variations in the exchange rates used by subsidiaries with functional currencies different from the US dollar.
(2) It includes restricted cash of USD 88 and nil as of March 31, 2019 and 2018, respectively. In addition, the Company had other investments with a maturity of more than three months for USD 68,747 and USD 143,201 as of March 31, 2019 and 2018, respectively.

The accompanying notes are an integral part of these consolidated condensed interim financial statements. These consolidated condensed interim financial statements should be read in conjunction with our audited Consolidated Financial Statements and notes for the year ended December 31, 2018.

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019 and for the three-month periods ended March 31, 2019 and 2018

Notes to the Consolidated Condensed Interim Financial Statements

1. GENERAL INFORMATION AND BASIS OF PRESENTATION

a) General information and basis of presentation

Ternium S.A. (the "Company" or "Ternium"), was incorporated on December 22, 2003 to hold investments in flat and long steel manufacturing and distributing companies. The Company has an authorized share capital of a single class of 3.5 billion shares having a nominal value of USD 1.00 per share. As of March 31, 2019, there were 2,004,743,442 shares issued. All issued shares are fully paid.

Ternium's American Depositary Shares ("ADS") trade on the New York Stock Exchange under the symbol "TX".

The name and percentage of ownership of subsidiaries that have been included in consolidation in these Consolidated Condensed Interim Financial Statements is disclosed in Note 2 to the audited Consolidated Financial Statements for the year ended December 31, 2018.

Certain comparative amounts have been reclassified to conform to changes in presentation in the current period. These reclassifications do not have a material effect on the Company's condensed interim consolidated financial statements.

The preparation of Consolidated Condensed Interim Financial Statements requires management to make estimates and assumptions that might affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the statement of financial position, and also the reported amounts of revenues and expenses for the reported periods. Actual results may differ from these estimates. The main assumptions and estimates were disclosed in the Consolidated Financial Statements for the year ended December 31, 2018, without significant changes since its publication.

Material intercompany transactions and balances have been eliminated in consolidation. However, the fact that the functional currency of the Company's subsidiaries differs, results in the generation of foreign exchange gains and losses that are included in the Consolidated Condensed Interim Income Statement under "Other financial income (expenses), net".

2. ACCOUNTING POLICIES

These Consolidated Condensed Interim Financial Statements have been prepared in accordance with IAS 34, "Interim Financial Reporting" and are unaudited. These Consolidated Condensed Interim Financial Statements should be read in conjunction with the audited Consolidated Financial Statements for the year ended December 31, 2018, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and in conformity with International Financial Reporting Standards as adopted by the European Union ("EU"). Recently issued accounting pronouncements were applied by the Company as from their respective dates.

These Consolidated Condensed Interim Financial Statements have been prepared following the same accounting policies used in the preparation of the audited Consolidated Financial Statements for the year ended December 31, 2018, except for the changes in connection with the implementation of IFRS 16 -Leases, explained in Note 13 of these Consolidated Condensed Interim Financial Statements.

2. ACCOUNTING POLICIES (continued)

IAS 29 “Financial Reporting in Hyperinflationary Economies”, which requires that the financial statements of entities whose functional currency is that of a hyperinflationary economy to be adjusted for the effects of changes in a suitable general price index and to be expressed in terms of the current unit of measurement at the closing date of the reporting period, is still applicable for the Company’s Argentine subsidiaries and associates. The inflation adjustment was calculated by means of conversion factor derived from the Argentine price indexes published by the National Institute of Statistics (“INDEC”). The price index for the three-month period ended March 31, 2019, was 1.12. The comparative figures as of March 31, 2018, have been restated for the changes in the general price index applicable to the financial reporting of the Company’s subsidiaries and associates with the Argentine peso as functional currency and, as result, have been stated in terms of such currency as of the end of the comparative reporting period.

None of the accounting pronouncements issued after December 31, 2018, and as of the date of these Consolidated Condensed Interim Financial Statements have a material effect on the Company’s financial condition or result or operations.

3. SEGMENT INFORMATION

REPORTABLE OPERATING SEGMENTS

The Company is organized in two reportable segments: Steel and Mining.

The Steel segment includes the sales of steel products, which comprises slabs, hot rolled coils and sheets, cold rolled coils and sheets, tin plate, welded pipes, hot dipped galvanized and electro-galvanized sheets, pre-painted sheets, billets (steel in its basic, semi-finished state), wire rod and bars and other tailor-made products to serve its customers’ requirements. It also includes the sales of energy.

The Steel segment comprises four operating segments: Mexico, Southern Region, Brazil and Other markets. These four segments have been aggregated considering the economic characteristics and financial effects of each business activity in which the entity engages; the related economic environment in which it operates; the type or class of customer for the products; the nature of the products; and the production processes. The Mexico operating segment comprises the Company’s businesses in Mexico. The Southern region operating segment manages the businesses in Argentina, Paraguay, Chile, Bolivia and Uruguay. The Brazil operating segment includes the business generated in Brazil. The Other markets operating segment includes businesses mainly in United States, Colombia, Guatemala, Costa Rica, Honduras, El Salvador and Nicaragua.

The Mining segment includes the sales of mining products, mainly iron ore and pellets, and comprises the mining activities of Las Encinas, an iron ore mining company in which Ternium holds a 100% equity interest and the 50% of the operations and results performed by Peña Colorada, another iron ore mining company in which Ternium maintains that same percentage over its equity interest. Both mining operations are located in Mexico. For Peña Colorada, the Company recognizes its assets, liabilities, revenue and expenses in relation to its interest in the joint operation.

Ternium's Chief Operating Decision Maker (CEO) holds monthly meetings with senior management, in which operating and financial performance information is reviewed, including financial information that differs from IFRS principally as follows:

- The use of direct cost methodology to calculate the inventories, while under IFRS is at full cost, including absorption of production overheads and depreciation.
- The use of costs based on previously internally defined cost estimates, while, under IFRS, costs are calculated at historical cost (with the FIFO method).
- Other timing and non-significant differences.

Most information on segment assets is not disclosed as it is not reviewed by the CODM (CEO).

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019 and for the three-month periods ended March 31, 2019 and 2018

3.SEGMENT INFORMATION (continued)

	Three- month period ended March 31, 2019 (Unaudited)			
	Steel	Mining	Inter-segment eliminations	Total
IFRS				
Net sales	2,737,544	75,783	(75,771)	2,737,556
Cost of sales	(2,234,348)	(61,633)	79,427	(2,216,554)
Gross profit	503,196	14,150	3,656	521,002
Selling, general and administrative expenses	(215,615)	(3,661)	—	(219,276)
Other operating income, net	6,287	(729)	—	5,558
Operating income - IFRS	293,868	9,760	3,656	307,284
Management view				
Net sales	2,763,701	115,711	(115,699)	2,763,713
Operating income	273,185	49,393	496	323,074
Reconciliation items:				
Differences in Cost of sales				59,400
Effect of inflation adjustment				(75,190)
Operating income - IFRS				307,284
Financial income (expense), net				(26,872)
Equity in earnings of non-consolidated companies				14,878
Income before income tax expense - IFRS				295,290
Depreciation and amortization - IFRS (1)	(146,589)	(16,285)	—	(162,874)

The effect of the application of IAS 29 - Hyperinflationary economies in Argentina for the three-month period ended March 31, 2019, is only allocated in the Steel segment, having an impact of USD (26) million on Net sales, USD (50) million in Cost of sales, USD 2 million in Selling, general and administrative expenses and USD (1) million in Other operating expenses, net.

(1) It includes the depreciation and amortization of right-of-use assets of USD 12.5 million in the Steel segment and USD 0.1 million in the Mining segment.

	Three- month period ended March 31, 2018 (Unaudited)			
	Steel	Mining	Inter-segment eliminations	Total
IFRS				
Net sales	2,796,858	69,738	(69,584)	2,797,012
Cost of sales	(2,152,446)	(52,438)	72,159	(2,132,725)

Gross profit	644,412	17,300	2,575	664,287
Selling, general and administrative expenses	(218,693)	(5,136)	—	(223,829)
Other operating income, net	5,594	183	—	5,777
Operating income - IFRS	431,313	12,347	2,575	446,235
Management view				
Net sales	2,961,159	91,685	(91,531)	2,961,313
Operating income	326,607	38,131	(358)	364,380
Reconciliation items:				
Differences in Cost of sales				158,691
Effect of inflation adjustment				(76,836)
Operating income - IFRS				446,235
Financial income (expense), net				(48,962)
Equity in earnings of non-consolidated companies				19,983
Income before income tax expense - IFRS				417,256
Depreciation and amortization - IFRS	(143,734)	(13,526)	—	(157,260)

The effect of the application of IAS 29 - Hyperinflationary economies in Argentina for the three-month period ended March 31, 2018, is only allocated in the Steel segment, having an impact of USD (164) million on Net sales, USD 71 million in Cost of sales, USD 17 million in Selling, general and administrative expenses and USD nil in Other operating expenses, net.

3. SEGMENT INFORMATION (continued)

GEOGRAPHICAL INFORMATION

For purposes of reporting geographical information, net sales are allocated based on the customer's location. Allocation of non-current assets is based on the geographical location of the underlying assets.

	Three- month period ended March 31, 2019 (Unaudited)			
	Mexico	Southern region	Other markets	Total
Net sales	1,463,126	390,278	884,152	2,737,556
Non-current assets (1)	4,207,711	1,042,701	1,906,501	7,156,913

	Three- month period ended March 31, 2018 (Unaudited)			
	Mexico	Southern region	Other markets	Total
Net sales	1,557,679	473,920	765,413	2,797,012
Non-current assets (1)	4,031,843	604,454	1,720,080	6,356,377

(1) Includes Property, plant and equipment and Intangible assets.

4. COST OF SALES

	Three-month period ended March 31,	
	2019	2018
	(Unaudited)	
Inventories at the beginning of the year	2,689,829	2,550,930
Effect of initial inflation adjustment	—	191,708

Translation differences	(19,082)	(49,518)
Plus: Charges for the period		
Raw materials and consumables used and other movements	1,650,526	1,872,488
Services and fees	36,459	35,358
Labor cost	158,193	176,104
Depreciation of property, plant and equipment	124,969	112,652
Amortization of intangible assets	4,560	6,852
Maintenance expenses	132,943	120,838
Office expenses	1,824	1,787
Insurance	2,562	1,914
Change of obsolescence allowance	2,401	2,574
Recovery from sales of scrap and by-products	(6,562)	(5,174)
Others	4,367	4,834
Less: Inventories at the end of the period	(2,566,435)	(2,890,622)
Cost of Sales	2,216,554	2,132,725

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019 and for the three-month periods ended March 31, 2019 and 2018

5. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	Three-month period ended March 31,	
	2019	2018
	(Unaudited)	
Services and fees	19,366	17,474
Labor cost	54,696	57,896
Depreciation of property, plant and equipment	4,214	3,337
Amortization of intangible assets	29,131	34,420
Maintenance and expenses	1,003	1,223
Taxes	22,407	21,385
Office expenses	8,485	8,413
Freight and transportation	77,134	75,489
Increase (decrease) of allowance for doubtful accounts	(16)	275
Others	2,856	3,917
Selling, general and administrative expenses	219,276	223,829

6. FINANCE EXPENSE, FINANCE INCOME AND OTHER FINANCIAL INCOME (EXPENSES), NET

	Three-month period ended March 31,	
	2019	2018
	(Unaudited)	
Interest expense	(19,769)	(30,115)
Finance expense	(19,769)	(30,115)
Interest income	5,889	4,941
Finance income	5,889	4,941
Net foreign exchange gain (loss)	(30,739)	(39,171)
Inflation adjustment results	33,284	24,049
Change in fair value of financial assets	(8,211)	(14,188)

Others	(7,326)	5,522
Other financial income (expenses), net	(12,992)	(23,788)

7. PROPERTY, PLANT AND EQUIPMENT, NET

	Three-month period ended March 31,	
	2019	2018
	(Unaudited)	
At the beginning of the year	5,817,609	5,349,753
Effect of initial inflation adjustment	—	788,030
Effect of initial recognition of right-of-use assets	300,288	—
Currency translation differences	(28,593)	(39,450)
Additions	208,520	90,293
Disposals	(6,319)	(3,524)
Depreciation charge	(129,183)	(116,423)
Capitalized borrowing costs	4,292	—
Transfers and reclassifications	(551)	—
At the end of the period	6,166,063	6,068,678

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019 and for the three-month periods ended March 31, 2019 and 2018

8. INTANGIBLE ASSETS, NET

	Three-month period ended March 31,	
	2019	2018
	(Unaudited)	
At the beginning of the year	1,012,524	1,092,579
Effect of initial inflation adjustment	—	4,966
Currency translation differences	(401)	(934)
Additions	12,824	7,421
Amortization charge	(33,691)	(40,837)
Transfers/Disposals	(406)	—
At the end of the period	990,850	1,063,195

9. INVESTMENTS IN NON-CONSOLIDATED COMPANIES

Company	Country of incorporation	Main activity	Voting rights as of March 31, 2019	Voting rights as of December 31, 2018	Value as of March 31, 2019	Value as of December 31, 2018
Usinas Siderurgicas de Minas Gerais S.A. - USIMINAS	Brazil	Manufacturing and selling of steel products	34.39%	34.39%	487,910	480,084
Other non-consolidated companies (1)					18,189	15,157
					506,099	495,241

(1) It includes the investments held in Techgen S.A. de C.V., Finma S.A.I.F., Techinst S.A., Recrotek S.R.L. de C.V. and Gas Industrial de Monterrey S.A. de C.V.

(a) Usinas Siderurgicas de Minas Gerais S.A. - USIMINAS

Ternium, through its subsidiaries Ternium Investments S.à r.l. (“Ternium Investments”), Ternium Argentina S.A. (“Ternium Argentina”) and Prosid Investments S.A. (“Prosid”), owns a total of 242.6 million ordinary shares and 8.5 million preferred shares, representing 20.5% of the issued and outstanding share capital of Usinas Siderurgicas de

Minas Gerais S.A. - USIMINAS ("Usiminas"), the largest flat steel producer in Brazil.

Ternium Investments, Ternium Argentina and Prosid, together with Tenaris S.A.'s Brazilian subsidiary Confab Industrial S.A. ("TenarisConfab"), are part of Usiminas' control group, comprising the so-called T/T Group. The other members of Usiminas' control group are Previdência Usiminas (Usiminas' employee pension fund) and the so-called NSSMC Group, comprising Nippon Steel & Sumitomo Metal Corporation Group ("NSSMC"), Nippon Usiminas Co., Ltd., Metal One Corporation and Mitsubishi Corporation do Brasil, S.A.

As of March 31, 2019, the closing price of the Usiminas ordinary and preferred shares, as quoted on the BM&F Bovespa Stock Exchange, was BRL 11.65 (approximately USD 2.99; December 31, 2018: BRL 11.44 - USD 2.95) per ordinary share and BRL 10.04 (approximately USD 2.58; December 31, 2018: BRL 9.22 - USD 2.38) per preferred share, respectively. Accordingly, as of March 31, 2019, Ternium's ownership stake had a market value of approximately USD 747.2 million and a carrying value of USD 487.9 million.

The Company reviews periodically the recoverability of its investment in Usiminas. To determine the recoverable value, the Company estimates the value in use of the investment by calculating the present value of the expected cash flows or its fair value less costs of disposal.

9. INVESTMENTS IN NON-CONSOLIDATED COMPANIES (continued)

Usiminas financial restructuring process (that started in April 2016 with the capital increase) was completed by the end of August 2017. The completion of this process together with the higher share price since June 2016, and the improvement in business conditions may lead to an increase in the value of the investment in Usiminas in future periods.

As of March 31, 2019, the value of the investment in Usiminas is comprised as follows:

Value of investment	USIMINAS
As of January 1, 2019	480,084
Share of results (1)	11,856
Other comprehensive income	(3,452)
Dividends received	(578)
As of March 31, 2019	487,910

(1) It includes the adjustment of the values associated to the purchase price allocation.

The investment in Usiminas is based in the following calculation:

Usiminas' shareholders' equity	3,671,364
Percentage of interest of the Company over shareholders' equity	20.43 %
Interest of the Company over shareholders' equity	749,920
Purchase price allocation	77,072
Goodwill	266,747
Impairment	(605,829)
Total Investment in Usiminas	487,910

On April 17, 2019, Usiminas issued its consolidated interim accounts as of and for the three-month period ended March 31, 2019.

Summarized balance sheet (in million USD)	USIMINAS As of March 31, 2019
Assets	
Non-current	4,627
Current	1,655
Other current investments	157
Cash and cash equivalents	298
Total Assets	6,737
Liabilities	
Non-current	530
Non-current borrowings	1,362
Current	751
Current borrowings	48
Total Liabilities	2,691
Minority interest	375
Shareholders' equity	3,671

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019 and for the three-month periods ended March 31, 2019 and 2018

9. INVESTMENTS IN NON-CONSOLIDATED COMPANIES (continued)

Summarized income statement (in million USD)	USIMINAS Three- month period ended March 31, 2019
Net sales	937
Cost of sales	(806)
Gross Profit	131
Selling, general and administrative expenses	(45)
Other operating income, net	(35)
Operating income	51
Financial expenses, net	(36)
Equity in earnings of associated companies	10
Profit before income tax	25
Income tax expense	(6)
Net profit before minority interest	19
Minority interest in other subsidiaries	(8)
Net profit for the period	11

10. CONTINGENCIES, COMMITMENTS AND RESTRICTIONS ON THE DISTRIBUTION OF PROFITS

Contingencies, commitments and restrictions on the distributions of profits should be read in Note 25 to the Company’s audited Consolidated Financial Statements for the year ended December 31, 2018.

Companhia Siderúrgica Nacional (CSN) - Tender offer litigation
In 2013, the Company was notified of a lawsuit filed in Brazil by Companhia Siderúrgica Nacional, or CSN, and various entities affiliated with CSN against Ternium Investments, its subsidiary Ternium Argentina, and TenarisConfab. The entities named in the CSN lawsuit had acquired a participation in Usiminas in January 2012. The CSN lawsuit alleges that, under applicable Brazilian laws and rules, the acquirers were required to launch a tag-along tender offer to all noncontrolling holders of Usiminas ordinary shares for a price per share equal to 80% of the price per share paid in such acquisition, or BRL 28.8, and seeks an order to compel the acquirers to launch an offer at that price plus interest. If so ordered, the offer would need to be made to 182,609,851 ordinary shares of Usiminas not belonging to Usiminas’ control group; Ternium Investments and Ternium Argentina’s respective shares in the offer would be 60.6% and 21.5%.

On September 23, 2013, the first instance court dismissed the CSN lawsuit, and on February 8, 2017, the court of appeals of São Paulo maintained the understanding of the first instance court. On March 6, 2017, CSN filed a motion for clarification against the decision of the court of appeals, which was rejected on July 19, 2017. On August 18, 2017, CSN filed with the court of appeals an appeal seeking the review and reversal of the decision issued by the court of appeals by the Superior Court of Justice. On March 5, 2018, the court of appeals ruled that CSN’s appeal did not meet the requirements for review by the Superior Court of Justice and rejected such appeal. On May 8, 2018, CSN appealed against such ruling and on January 22, 2019, the court of appeals rejected such appeal and ordered that the case be submitted to the Superior Court of Justice. The Superior Court of Justice will review the admissibility of CSN’s appeal, and, if the appeal is declared admissible, will then render a decision on the merits. The Superior Court of Justice is restricted to the analysis of alleged violations to federal laws and cannot assess matters of fact.

10. CONTINGENCIES, COMMITMENTS AND RESTRICTIONS ON THE DISTRIBUTION OF PROFITS (continued)

Ternium continues to believe that all of CSN's claims and allegations are groundless and without merit, as confirmed by several opinions of Brazilian legal counsel, two decisions issued by the Brazilian securities regulator (CVM) in February 2012 and December 2016, and the first and second instance court decisions referred to above. Accordingly, no provision has been recorded in these Consolidated Financial Statements.

Shareholder claims relating to the October 2014 acquisition of Usiminas shares

On April 14, 2015, the staff of CVM, determined that an acquisition of additional ordinary shares of Usiminas by Ternium Investments made in October 2014, triggered a requirement under applicable Brazilian laws and regulations for Usiminas' controlling shareholders to launch a tender offer to all non-controlling holders of Usiminas ordinary shares. The CVM staff's determination was made further to a request by NSSMC and its affiliates, who alleged that Ternium's 2014 acquisition had exceeded a threshold that triggers the tender offer requirement. In the CVM staff's view, the 2014 acquisition exceeded the applicable threshold by 5.2 million shares. On April 29, 2015, Ternium filed an appeal to be submitted to the CVM's Board of Commissioners. On May 5, 2015, the CVM staff confirmed that the appeal would be submitted to the Board of Commissioners and that the effects of the staff's decision would be stayed until such Board rules on the matter.

On June 15, 2015, upon an appeal filed by NSSMC, the CVM staff changed its earlier decision and stated that the obligation to launch a tender offer would fall exclusively on Ternium. Ternium's appeal has been submitted to the CVM's Board of Commissioners and it is currently expected that such Board will rule on the appeal in 2019. In addition, on April 18, 2018, Ternium filed a petition with the CVM's reporting Commissioner requesting that the applicable threshold for the tender offer requirement be recalculated taking into account the new ordinary shares issued by Usiminas in connection with its 2016 BRL 1 billion capital increase and that, in light of the replenishment of the threshold that would result from such recalculation, the CVM staff's 2015 determination be set aside. In the event the appeal is not successful, under applicable CVM rules Ternium may elect to sell to third parties the 5.2 million shares allegedly acquired in excess of the threshold, in which case no tender offer would be required.

ICMS deferral tax benefit - Unconstitutionality

Through State Law No. 4,529, of March 31, 2005, the State of Rio de Janeiro granted Ternium Brasil a tax incentive consisting of a deferment of ICMS payable by Ternium Brasil in connection with the construction and operation of the company's Rio de Janeiro steelmaking complex. The incentive applies in respect of the acquisition of fixed assets and certain raw materials (i.e. iron ore, pellets, alloys, coke, coal and scrap) and significantly reduces input ICMS credit accumulation by Ternium Brasil. The tax incentive was granted for a period of 20 years from the commencement of the construction works for Ternium Brasil's Rio de Janeiro steel complex.

In 2012, a Brazilian political party filed a direct action of unconstitutionality against the above-mentioned State Law before the Brazilian Federal Supreme Court, predicated on the argument that, since the tax incentive granted pursuant to such State Law had not been approved by Brazil's National Council of Fiscal Policy (Conselho Nacional de Política Fazendária, or CONFAZ), such State Law should be declared unconstitutional.

10. CONTINGENCIES, COMMITMENTS AND RESTRICTIONS ON THE DISTRIBUTION OF PROFITS (continued)

In August 2017, the Brazilian Congress enacted Supplementary Law No. 160/2017, instituting a mechanism through which the States may confirm any ICMS incentives they had granted in prior years without CONFAZ approval and, in furtherance of such Supplementary Law, in December 2017 the States adopted ICMS Convention 190/2017, establishing the applicable rules and deadlines for so confirming such ICMS incentives. As per the terms of ICMS Convention 190/2017, all States are required to publish in their official gazettes, on or before March 29, 2018, a list of the ICMS incentives that are to be confirmed pursuant to Supplementary Law No. 160. On March 6, 2018, the State of Rio de Janeiro published its list of ICMS incentives, including, among others, the ICMS benefit granted to Ternium Brasil. ICMS Convention 190/2017 also required that all relevant documents concerning such incentives be filed with CONFAZ, and the State of Rio de Janeiro satisfied such requirements as well. On July 27, 2018, the Governor of Rio de Janeiro issued Executive Order (Decreto) No. 46,78, pursuant to which the State of Rio de Janeiro reconfirmed, in accordance with ICMS Convention 190/2017, the ICMS tax benefits listed in its official gazette publication made pursuant to the Convention, including, among others, Ternium Brasil's ICMS tax benefits.

In October 2018, the State of Rio de Janeiro and the Federation of Industries of the State of Rio de Janeiro (Federação das Indústrias do Estado do Rio de Janeiro , or FIRJAN) filed petitions arguing that the action of unconstitutionality against the March 31, 2005 Rio de Janeiro State Law No. 4,529 could not be judged by the Federal Supreme Court since, following the revalidation of such law under Supplementary Law No.160/17 and the ICMS Convention 190/2017, such action of unconstitutionality had lost its purpose. Following the filing of such petitions, the Reporting Justice Minister in charge of the case summoned the plaintiff in such action of unconstitutionality, the Federal Attorney General's Office (Advocacia-Geral da União, or AGU) and the Chief of the Public Minister (Procuradoria-Geral da República, or PGR) to submit statements expressing their respective views on the arguments presented by the State of Rio de Janeiro and the FRIJAN with respect to the effect of Supplementary Law No.160/17 and the ICMS Convention 190/2017 on the pending action of unconstitutionality. In their respective statements, the plaintiff argued that Supplementary Law No.160/17 and the ICMS Convention 190/2017 do not affect the unconstitutionality of ICMS benefits granted through State Law No. 4,529, while the AGU stated that, in light of the additional legal support provided by Supplementary Law No.160/17 and the ICMS Convention 190/2017, a finding of unconstitutionality of State Law No. 4,529 would not be warranted. In turn, the PGR stated that a decision on the case should be postponed until the Federal Supreme Court completes its analysis of Supplementary Law No.160/17 and ICMS Convention 190/2017. As of the date of these consolidated financial statements, the Federal Supreme Court has not yet ruled on the above-referred petitions filed by the State of Rio de Janeiro and FIRJAN.

The tax benefits accumulated under Ternium Brasil's ICMS incentive as of the acquisition date amounted to approximately USD 1,089 million. In accordance with the guidance in IFRS 3, the Company recorded as of the acquisition date a provision of USD 651.8 million (including estimated penalties and interest) in connection with this matter, together with an asset of USD 325.9 million arising from its right to recover part of the contingency amount from Thyssenkrup Veerhaven B.V. (USD 526.4 million and USD 263.2 million, respectively, as of March 31, 2019). The calculation of this contingency has been determined taking into consideration the probability of negative outcome for the Company, if any, on an estimated total risk of USD 1,630 million (including estimated penalties and interests).

10. CONTINGENCIES, COMMITMENTS AND RESTRICTIONS ON THE DISTRIBUTION OF PROFITS (continued)

Putative class action

The Company is aware that, following its November 27, 2018 announcement that its chairman Paolo Rocca was included in an Argentine court investigation known as the Notebooks Case, a putative class action complaint was filed in the U.S. District Court for the Eastern District of New York purportedly on behalf of purchasers of Ternium securities from May 1, 2014 through November 27, 2018. The individual defendants named in the complaint are our chairman, our former CEO, our current CEO and our CFO. That complaint alleges that during the class period (May 2014-November 2018), the Company and the individual defendants inflated the price of Ternium's ADSs by failing to disclose that sale proceeds received by Ternium when Sidor was expropriated by Venezuela were received or expedited as a result of alleged improper payments made to Argentine officials. The complaint does not specify the damages that plaintiff is seeking. In accordance with a schedule agreed upon between the parties and ordered by the court, the plaintiff is expected to file a consolidated amended complaint by May 15, 2019, and the Company's response to the amended complaint will be due by July 15, 2019. Management believes the Company has meritorious defenses to these claims; however, at this stage the Company cannot predict the outcome of the claim or the amount or range of loss in case of an unfavorable outcome.

11. RELATED PARTY TRANSACTIONS

As of March 31, 2019, Techint Holdings S.à r.l. ("Techint") owned 62.02% of the Company's share capital and Tenaris Investments S.à r.l. ("Tenaris") held 11.46% of the Company's share capital. Each of Techint and Tenaris were controlled by San Faustin S.A., a Luxembourg company ("San Faustin"). Rocca & Partners Stichting Administratiekantoor Aandelen San Faustin ("RP STAK"), a Dutch private foundation (Stichting), held voting shares in San Faustin sufficient in number to control San Faustin. No person or group of persons controls RP STAK.

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019 and for the three-month periods ended March 31, 2019 and 2018

11. RELATED PARTY TRANSACTIONS (continued)

The following transactions were carried out with related parties:

	Three-month period ended March 31,	
	2018	2017
	(Unaudited)	
(i) Transactions		
(a) Sales of goods and services		
Sales of goods to non-consolidated parties	130,833	197,354
Sales of goods to other related parties	7,432	46,408
Sales of services and others to non-consolidated parties	44	44
Sales of services and others to other related parties	349	300
	138,658	244,106
(b) Purchases of goods and services		
Purchases of goods from non-consolidated parties	105,991	117,872
Purchases of goods from other related parties	10,728	10,216
Purchases of services and others from non-consolidated parties	1,861	807
Purchases of services and others from other related parties	38,298	18,704
	156,878	147,599
(c) Financial results		
Income with non-consolidated parties	2,659	2,065
	2,659	2,065
(d) Dividends received		
Dividends received from non-consolidated parties	578	—
	578	—
(e) Other income and expenses		
Income (expenses), net with non-consolidated parties	225	(75)
Income (expenses), net with other related parties	127	286

	352	211

	March 31, 2019 (Unaudited)	December 31, 2018
(ii) Period-end balances		
(a) Arising from sales/purchases of goods/services		
Receivables from non-consolidated parties	174,865	201,693
Receivables from other related parties	6,530	5,975
Advances from non-consolidated parties	14,364	2,812
Advances to suppliers with other related parties	6,818	7,534
Payables to non-consolidated parties	(24,534)	(37,384)
Payables to other related parties	(20,806)	(23,495)
	157,237	157,135

TERNIUM S.A.
Consolidated Condensed Interim Financial Statements as of March 31, 2019 and for the three-month periods ended March 31, 2019 and 2018

12. FINANCIAL INSTRUMENTS BY CATEGORY AND FAIR VALUE MEASUREMENT

1) Financial instruments by category

The accounting policies for financial instruments have been applied to the line items below. According to the scope and definitions set out in IFRS 7 and IAS 32, employers' rights and obligations under employee benefit plans, and non-financial assets and liabilities such as advanced payments and income tax payables, are not included.

As of March 31, 2019 (in USD thousands)	Amortized cost	Assets at fair value through profit or loss	Assets at fair value through OCI	Total
(i) Assets as per statement of financial position				
Receivables	423,670	—	—	423,670
Derivative financial instruments	—	1,615	—	1,615
Trade receivables	1,245,722	—	—	1,245,722
Other investments	40,537	—	28,211	68,748
Cash and cash equivalents	195,982	268,355	—	464,337
Total	1,905,911	269,970	28,211	2,204,092

As of March 31, 2019 (in USD thousands)	Amortized cost	Liabilities at fair value through profit or loss	Total
(ii) Liabilities as per statement of financial position			
Other liabilities	116,708	—	116,708
Trade payables	1,003,258	—	1,003,258
Derivative financial instruments	—	8,089	8,089
Finance lease liabilities	373,719	—	373,719
Borrowings	1,992,515	—	1,992,515

Total	3,486,200	8,089	3,494,289

2) Fair Value by Hierarchy

IFRS 13 requires for financial instruments that are measured at fair value, a disclosure of fair value measurements by level. See note 29 of the Consolidated Financial Statements as of December 31, 2018 for definitions of levels of fair values and figures at that date.

The following table presents the assets and liabilities that are measured at fair value:

	Fair value measurement as of March 31, 2019 (in USD thousands):		
Description	Total	Level 1	Level 2
Financial assets at fair value through profit or loss / OCI			
Cash and cash equivalents	268,355	268,355	—
Other investments	28,211	28,211	—
Derivative financial instruments	1,615	—	1,615
Total assets	298,181	296,566	1,615
Financial assets at fair value through profit or loss / OCI			
Derivative financial instruments	8,089	—	8,089
Total liabilities	8,089	—	8,089

12. FINANCIAL INSTRUMENTS BY CATEGORY AND FAIR VALUE MEASUREMENT (continued)

	Fair value measurement as of December 31, 2018 (in USD thousands)		
Description	Total	Level 1	Level 2
Financial assets at fair value through profit or loss / OCI			
Cash and cash equivalents	140,455	140,455	—
Other investments	36,630	36,630	—
Derivative financial instruments	1,588	—	1,588
Total assets	178,673	177,085	1,588
Financial assets at fair value through profit or loss / OCI			
Derivative financial instruments	12,981	—	12,981
Total liabilities	12,981	—	