

Dear Tenaris Shareholder,

I am pleased to invite you to attend the Annual General Meeting and Extraordinary General Meeting of Shareholders of Tenaris S.A. Both meetings will be held on Wednesday, May 25, 2005, at 46A, avenue John F. Kennedy L-1855 Luxembourg. The Annual General Meeting of Shareholders will begin promptly at 11:00 a.m., local time, while the Extraordinary General Meeting of Shareholders will be held immediately upon conclusion of the Annual General Meeting of Shareholders.

At the Annual General Meeting of Shareholders, you will hear a report on the Company's business, financial condition and results of operations, and have the chance to meet the Chairman and Chief Executive Officer. Subsequently, the Extraordinary General Meeting of Shareholders will decide on several proposed amendments to Tenaris's articles of association.

Enclosed please find the Notice and Agenda for both meetings and the Shareholder Meeting Brochure and Proxy Statement. These documents, as well as the Company's 2004 annual report (which includes the Company's financial statements for the year ended December 31, 2004 in their consolidated and unconsolidated form together with the director's report and the report of the independent auditor), are available on our website at www.tenaris.com/investors and may also be obtained upon request at 1 800 990 1135 (if you are in the United States) or 781 575 4328 (if you are outside the United States) and are available free of charge at the Company's registered office in Luxembourg.

Even if you only own a few shares, I would like to see them represented at both meetings. You can vote your shares personally or by proxy. If you choose to vote by proxy, you may use the enclosed dedicated proxy form. If you are a holder of ADRs, please see the letter from JP Morgan Chase, the depositary bank, for instructions on how to exercise your vote by proxy.

I look forward to welcoming you on May 25, 2005.

Very truly yours

Paolo Rocca
Chairman and Chief Executive Officer

April 12, 2005

JPMORGAN CHASE BANK, N.A.

**4 New York Plaza, Floor 13
New York, NY 10004**

Re: TENARIS S.A.

To: Registered Holders of American Depositary Receipts (“ADRs”) for Shares of Common Stock, US\$1 Par Value (“Common Stock”), of Tenaris S.A. (the “Company”):

The Company has announced that its Annual General Meeting of Shareholders will be held on May 25, 2005, at 11:00 a.m., and that an Extraordinary General Meeting will be held immediately after conclusion of the Annual General Meeting. Both meetings will take place at 46A, avenue John F. Kennedy L-1855 Luxembourg. A copy of the Company’s Notice of Annual General Meeting and Extraordinary General Meeting of Shareholders, including the agenda for such meetings, is enclosed.

The enclosed materials are provided to allow the shares represented by your ADRs to be voted at the meetings. They include the Notice of Annual General Meeting and Extraordinary General Meeting of Shareholders and the Shareholder Meeting Brochure and Proxy Statement. These documents, as well as the Company’s 2004 annual report (which includes the Company’s financial statements for the year ended December 31, 2004 in their consolidated and unconsolidated form), are available on our website at www.tenaris.com/investors and may also be obtained upon request at 1 800 990 1135 (if you are in the United States) or 781 575 4328 (if you are outside the United States).

Each holder of ADRs as of April 18, 2005 is entitled to instruct JPMorgan Chase Bank, N.A., as Depositary (the “Depositary”), as to the exercise of the voting rights pertaining to the Company’s shares of Common Stock represented by such holder’s ADRs. Holders of ADRs as of April 18, 2005 who desire to vote at the Meetings must complete, date and sign a proxy form and return it to JPMorgan Chase Bank, N.A., P.O. Box 43062, Providence, RI 02940-5115, U.S.A. If the Depositary receives properly completed instructions by 3:30 p.m., New York City time, on May 18, 2005, then it shall vote or cause to be voted the shares underlying such ADRs in the manner prescribed by the instructions. However, if by 3:30 p.m., New York time, on May 18, 2005, the Depositary receives no instructions from the holder of ADRs, or the instructions are not in proper form, then the Depositary shall deem such holder to have instructed the Depositary to **vote the underlying shares of Common Stock of any such ADRs in favor of any proposals or recommendations of the Company**, for which purposes the Depositary shall issue a discretionary proxy to a person appointed by the Company to vote such shares in favor of any proposals or recommendations of the Company (including any recommendation by the Company to vote such shares on any given issue in accordance with the majority shareholder vote on that issue). No instruction shall be deemed given and no discretionary proxy shall be given with respect to any matter as to which the Company informs the Depositary it does not wish such proxy given or if the proposal has, in the discretion of the Depositary, a materially adverse effect on the rights of the holders of ADRs.

Any holder of ADRs is entitled to revoke any instructions which it has previously given to the Depositary by filing with the Depositary a written revocation or duly executed instructions bearing a later date at any time prior to 3:30 p.m., New York time, on May 18, 2005. No instructions, revocations or revisions thereof shall be accepted by the Depositary after that time.

In order to avoid the possibility of double vote, the Company’s ADR books will be closed for cancellations from April 18, 2005 until May 20, 2005.

IF YOU WANT YOUR VOTE TO BE COUNTED, THE DEPOSITARY MUST RECEIVE YOUR VOTING INSTRUCTIONS PRIOR TO 3:30 P.M. (NEW YORK CITY TIME) ON MAY 18, 2005.

JPMORGAN CHASE BANK, N.A.
Depositary

April 12, 2005
New York, New York

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TENARIS S.A.

**Société Anonyme Holding
46A, avenue John F. Kennedy
L-1855, Luxembourg
RCS Luxembourg B 85 203**

Notice of the Annual General Meeting and Extraordinary General Meeting of Shareholders to be held on May 25, 2005

Notice is hereby given to holders of shares of common stock of Tenaris S.A. (the “Company”) that the Annual General Meeting of Shareholders will be held on May 25, 2005, at 11:00 a.m. (local time), and that an Extraordinary General Meeting will be held immediately after conclusion of the Annual General Meeting. Both meetings will be held at 46A, avenue John F. Kennedy L-1855 Luxembourg. In the Annual General Meeting, shareholders will vote with respect to the items listed below under the heading “Annual General Meeting”. At the Extraordinary General Meeting, shareholders will vote with respect to the items listed below under the heading “Extraordinary General Meeting”. The agenda is made of the items listed below.

AGENDA

Annual General Meeting

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, 2004.
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, 2004.
3. Allocation of results and approval of dividend payment.
4. Discharge to the members of the Board of Directors.
5. Election of the Board of Directors’ members.
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.
7. Board of Directors’ compensation.
8. Appointment of independent auditors and approval of their fees.

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

Extraordinary General Meeting

1. Amendment of article 9 of the Articles of Association of the Company by the addition of a sentence confirming that the Board of Directors may appoint a secretary and one or more assistant secretaries to the Board of Directors who need not be a director.
2. Amendment of article 10 of the Articles of Association of the Company by the addition of a provision authorizing the certification of copies or excerpts of the minutes of the meetings of the Board of Directors as well any other document of the Company by the secretary of the board or any assistant secretary.
3. Amendment of article 15 of the Articles of Association of the Company to change the date established for the annual general meeting to be set at the first Wednesday of the month of June at 11:00 hours.
4. Amendment of article 16 of the Articles of Association of the Company to state that the convening of shareholder meetings in case the shares of the Company are listed on a foreign regulated market, the notices shall, in addition, be made in accordance with the publicity requirements of such regulated market.
5. Amendment of article 19 of the Articles of Association of the Company to include a provision authorizing the secretary of the board of directors or any of its assistant secretaries to sign copies or excerpts of the Shareholders Meetings.

Pursuant to the Company's Articles of Association, an extraordinary general meeting of shareholders held to consider proposed amendments to the Company's Articles of Association can only validly meet on the first call if at least half of the share capital is present or represented. If the required quorum is not met, a second meeting may be convened by means of notices published twice, at twenty (20) days interval at least and in any case twenty (20) days before the meeting, in the *Mémorial C, Recueil des Sociétés et Associations* (Luxembourg Official Gazette) and such other newspapers as provided for in article 19 of the Articles of Association of the Company. The second meeting can validly decide regardless of the quorum present or represented. In each case, resolutions may only be passed by a two-thirds majority of the votes of the shareholders present or represented.

PROCEDURES FOR ATTENDING THE MEETINGS

Holders of bearer shares wishing to attend the meetings must obtain an admission ticket by depositing their certificates representing their common stock, not later than **4:00 p.m. (local time) on May 20, 2005**, at any of the following Company's offices:

Luxembourg:	46A, avenue John F. Kennedy L-1855 Luxembourg
Argentina:	Leandro N. Alem 1067, 15° (C1001AAF) Buenos Aires Attn: Horacio de las Carreras and/or Eleonora Cimino
Italy:	c/o Dalmine S.p.A. Piazza Caduti 6 luglio 1944 n. 1 24044 Dalmine (BG) Attn: Marco Tajana and/or Teresa Gaini
Mexico:	c/o Tubos de Acero de México S.A. Campos Eliseos 400-17 Col. Chapultepec Polanco 11560 Mexico D.F. Attn: Félix Todd and/or Luis Armando Leviaguirre

Holders of shares through fungible securities accounts wishing to attend the meetings must present a certificate (issued by the financial institution or professional depository holding such shares) evidencing such deposit and certifying the number of shares recorded in the relevant account as of May 20, 2005. Such certificate must be filed no later than **4:00 p.m. (local time) on May 20, 2005** with any of the Company's offices indicated above and, in the case of shares held in Mexico, with S.D. Indeval, S.A. de C.V. (Paseo de la Reforma #255, 2o. y 3er. piso Col. Cuauhtémoc, Mexico City).

Holders of shares as of May 20, 2005 may also vote by proxy. To vote by proxy, holders must file the required certificate and a completed proxy form not later than **4:00 p.m. (local time) on May 20, 2005** with any of the Company's offices indicated above or, in the case of shares held in Mexico, with S.D. Indeval, S.A. de C.V, in Mexico City.

Holders of American Depositary Receipts (the "ADRs") as of April 18, 2005 who desire to vote at the Meetings must complete, date and sign a proxy form and return it to JPMorgan Chase Bank, N.A. (the "Depository"), P.O. Box 43062, Providence, RI 02940-5115, by **3:30 p.m., New York City time, on May 18, 2005**.

The Shareholder Meeting Brochure and Proxy Statement (which contains reports on each item of the agenda for the meetings, and further details on voting procedures) and the forms furnished by the Company in connection with the meetings, may be obtained from any of the Company's offices indicated above, the Depository, Borsa Italiana SpA (Piazza degli Affari 6, 20123, Milan, Italy) and S.D. Indeval S.A. de C.V., as from April 12, 2005, between 10:00 a.m. and 5:00 p.m. (local time).

Copies of the Shareholder Meeting Brochure and Proxy Statement and the forms are also available at www.tenaris.com/investors. Copies of the Companies financial statements and the reports of the auditors as well as the documents referred to in the preceding sentence may also be obtained free of charge at the Company's registered office in Luxembourg.

Cecilia Bilesio
Secretary of the Board of Directors

April 12, 2005
Luxembourg

TENARIS S.A.

**Société Anonyme Holding
46A, avenue John F. Kennedy
L-1855, Luxembourg
RCS Luxembourg B 85 203**

SHAREHOLDER MEETING BROCHURE AND PROXY STATEMENT

Annual General Meeting and Extraordinary General Meeting of Shareholders to be held on May 25, 2005

This Shareholder Meeting Brochure and Proxy Statement is furnished by Tenaris, S.A. (the “Company”) in connection with the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders to be both held, for the purposes set forth in the accompanying Notice of the Annual General Meeting and Extraordinary General Meeting of Shareholders (the “Notice”), on May 25, 2005 starting at 11:00 a.m., at 46A, avenue John F. Kennedy L-1855 Luxembourg.

As of March 30, 2005, there were issued and outstanding 1,180,536,830 shares of common stock, US\$1 par value, of the Company (the “Common Stock”), including shares of Common Stock (the “Deposited Shares”) deposited with Banque Générale du Luxembourg, as agent for JPMorgan Chase Bank, N.A., as depositary (the “Depositary”), under the Deposit Agreement, dated as of November 11, 2002 (the “Deposit Agreement”), among the Company, the Depositary and all holders from time to time of American Depositary Receipts (the “ADRs”) issued thereunder. The Deposited Shares are represented by American Depositary Shares, which are evidenced by the ADRs (one ADR equals ten Deposited Shares).

Each holder of shares of Common Stock is entitled to one vote per share. Holders of shares that hold shares through fungible securities accounts and wish to attend the Meetings must present a certificate (issued by the financial institution or professional depositary holding such shares) evidencing such deposit and certifying the number of shares recorded in the relevant account on May 20, 2005. Such certificate must be filed no later than 4:00 p.m. (local time) on May 20, 2005, with any of the Company’s offices indicated in the Notice, or, in the case of shares held in Mexico, with S.D. Indeval, S.A. de C.V., in Mexico City.

Holders of shares as of May 20, 2005 may also vote by proxy. To vote by proxy, such holders must file the requisite certificate and a completed proxy form not later than 4:00 p.m. (local time),

on May 20, 2005, with any of the Company's offices indicated in the Notice, or, in the case of shares held in Mexico, with S.D. Indeval, S.A. de C.V., in Mexico City.

Each holder of ADRs as of April 18, 2005 is entitled to instruct JPMorgan Chase Bank, N.A., as Depositary (the "Depositary"), as to the exercise of the voting rights pertaining to the Company's shares of Common Stock represented by such holder's ADRs. Holders of ADRs as of April 18, 2005 who desire to vote at the Meetings must complete, date and sign a proxy form and return it to JPMorgan Chase Bank, N.A., P.O. Box 43062, Providence, RI 02940-5115, U.S.A. If the Depositary receives properly completed instructions by **3:30 p.m., New York City time, on May 18, 2005**, then it shall vote or cause to be voted the shares underlying such ADRs in the manner prescribed by the instructions. However, if by 3:30 p.m., New York time, on May 18, 2005, the Depositary receives no instructions from the holder of ADRs, or the instructions are not in proper form, then the Depositary shall deem such holder to have instructed the Depositary to vote the underlying shares of Common Stock of any such ADRs in favor of any proposals or recommendations of the Company, for which purposes the Depositary shall issue a discretionary proxy to a person appointed by the Company to vote such shares in favor of any proposals or recommendations of the Company (including any recommendation by the Company to vote such shares on any given issue in accordance with the majority shareholder vote on that issue). No instruction shall be deemed given and no discretionary proxy shall be given with respect to any matter as to which the Company informs the Depositary it does not wish such proxy given or if the proposal has, in the discretion of the Depositary, a materially adverse effect on the rights of the holders of ADRs. Any holder of ADRs is entitled to revoke any instructions which it has previously given to the Depositary by filing with the Depositary a written revocation or duly executed instructions bearing a later date at any time prior to **3:30 p.m., New York time, on May 18, 2005**. No instructions, revocations or revisions thereof shall be accepted by the Depositary after that time. In order to avoid the possibility of double vote, the Company's ADR books will be closed for cancellations from April 18, 2005 until May 20, 2005.

Due to regulatory differences and market practices in each country where the Company's shares are listed, the holders of shares traded on the Argentine and Italian stock exchanges who have requested admission to the meetings, or who have issued a voting proxy, must have their shares blocked for trading until the date of the meetings, while holders of shares traded in the Mexican stock exchange and holders of ADRs traded in the New York stock exchange need not have their shares or ADRs, as the case may be, blocked for trading. However, the votes of holders of shares traded in the Mexican stock exchange who sell their shares between May 20, 2005 and May 24, 2005, shall be disregarded.

The meetings will appoint a chairperson *pro tempore* to preside over them. The chairperson *pro tempore* will have broad authority to conduct the meetings in an orderly and timely manner and to establish rules for shareholders who wish to address the meetings; the chairperson may exercise broad discretion in recognizing shareholders who wish to speak and in determining the extent of discussion on each item of the agenda.

Pursuant to the Company's Articles of Association, resolutions at the Annual General Meeting of Shareholders will be passed by majority vote, irrespective of the number of shares present or

represented. Extraordinary general meeting of shareholders held to consider proposed amendments to the Company's Articles of Association can only validly meet on the first call if at least half of the share capital is present or represented. If the required quorum is not met, a second meeting may be convened by means of notices published twice, at twenty (20) days interval at least and in any case twenty (20) days before the meeting, in the Mémorial C, Recueil des Sociétés et Associations (Luxembourg Official Gazette). The second meeting can validly decide regardless of the quorum present or represented. In each case, resolutions may only be passed by a two-thirds majority of the votes of the shareholders present or represented.

The meetings are called to address and vote on the following agenda:

ANNUAL GENERAL MEETING

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, 2004.

The Board of Directors recommends a vote FOR approval of the Company's consolidated financial statements for the fiscal year ended December 31, 2004, and having considered the reports from each of the Board of Directors and the independent auditor on such consolidated financial statements. The consolidated balance sheet of the Company and its subsidiaries at December 31, 2004 and the related consolidated statement of income, consolidated statement of changes in shareholders' equity, consolidated cash flow statement and notes to the consolidated financial statements, the independent auditors' report on such consolidated financial statements and management's discussion and analysis on the Company's results of operations and financial condition are included in the Company's annual report 2004, a copy of which is available on our website at www.tenaris.com/investors and may also be obtained upon request at 1 800 990 1135 (if you are in the United States) or 781 575 4328 (if you are outside the United States).

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, 2004.

The Board of Directors recommends a vote FOR approval of the Company's unconsolidated annual accounts as of, and for the fiscal year ended, December 31, 2004, and having considered the report from each of the Board of Directors and the independent auditor on such unconsolidated annual accounts. These documents are included in the Company's annual report, a copy of which is available on our website at www.tenaris.com/investors and may also be obtained upon request at 1 800 990 1135 (if you are in the United States) or 781 575 4328 (if you are outside the United States).

3. ALLOCATION OF RESULTS AND APPROVAL OF DIVIDEND PAYMENT.

The Board of Directors recommends a vote FOR approval of a cash dividend payable in U.S. dollars on June 13, 2005 in the amount of US\$0.169 per share of Common Stock currently issued and outstanding and US\$1.69 per ADR currently issued and outstanding. Of the aggregate amount of US\$199,510,724.27 to be distributed as dividends, US\$36,446,396.27 shall be paid from profits of the year ended December 31, 2004, US\$162,982,327.00 shall be paid from retained earnings and US\$82,001.00, from the Company's other distributable reserve account. The balance of the fiscal year's profits of US\$337,030,371.73 will be allocated to the Company's retained earnings account.

Upon approval of this resolution, the Board of Directors shall determine, in its discretion, the terms and conditions of the dividend payment, including the applicable record date.

4. DISCHARGE TO THE MEMBERS OF DIRECTORS.

In accordance with applicable Luxembourg law and regulations, it is proposed that, upon approval of the Company's accounts for the year ended December 31, 2004, the members of Board of Directors be discharged of any responsibilities in connection with the management of the Company's affairs during such year.

5. ELECTION OF THE BOARD OF DIRECTORS' MEMBERS.

The Company's Articles of Association provide for the annual election by the holders of Common Stock of a Board of Directors of not less than five and not more than fifteen members. Members of the Board of Directors have a term of office of one year, but may be reappointed.

Under applicable U.S. laws and regulations, effective on July 15, 2005, the Company is required to have an audit committee comprised solely of directors who are independent.

The present Board of Directors of the Company consists of nine Directors. Until his death on March 11, 2005, Mr. Lucio Bastianini served as member of our board of directors. Two members of the Board of Directors (Messrs. Jaime Serra Puche and Amadeo Vázquez) qualify as independent members under the Company's Articles of Association.

It is proposed (1) that the current eight members of the Board of Directors be re-elected, and (2) that Mr. Roberto Monti be also appointed as member of the Board of Directors.

Set forth below is summary biographical information of each of the candidates:

1) **Mr. Roberto Bonatti.** Mr. Bonatti is president of San Faustín, president of Techint S.A. and Tecpetrol and a director of III-Industrial Investments Inc, Siderca and Siderar. Mr. Bonatti is an Italian citizen.

2) **Mr. Carlos Manuel Franck.** Mr. Franck is president of Santa María and a director of Tecpetrol and Siderar. Mr. Franck is an Argentine citizen.

3) **Mr. Bruno Marchettini.** Mr. Marchettini is Director and Member of the Supervisory Board of San Faustín and Director of Siderar. Mr. Marchettini is an Italian citizen.

4) **Mr. Roberto Monti***. Mr. Monti is a non-executive chairman of Trefoil Ltd., member of the board of directors of Petrobras Energia S.A., Transocean Inc. and of Wood Group. Served as Executive Vice President of Repsol YPF and was Chairman and Chief Executive Officer of YPF S.A. prior to its acquisition by Repsol. He was also President of Dowell, a subsidiary of Schlumberger and President of Schlumberger Logging and Production Service Division for Eastern Hemisphere and Latin America. Mr. Monti is an Argentine citizen.

5) **Mr. Gianfelice Mario Rocca**. Mr. Rocca is chairman of the board of directors of San Faustín, director of III-Industrial Investments Inc, director of Dalmine, director of Tamsa, president of the Humanitas Group and president of the board of directors of Techint-Compagnie Tecnica Internazionale S.p.A., Techint S.A. de C.V. In addition, he sits at the board of directors or executive committees of several companies, including Sirti S.p.A., Riunione Adriatica di Sicurtà, Zucchi Vincenzo S.p.A., and Cam Finanziara S.p.A. Mr. Rocca is an Italian citizen.

6) **Mr. Paolo Rocca**. Mr. Rocca is chairman of our board of directors and our chief executive officer. He is also director and Vice-president of San Faustin, director of III-Industrial Investments Inc, president of the board of directors of Siderar and member of the board of directors of Amazonia. He was first employed with the Techint group in 1985 as assistant to the chairman of the board of directors of Techint Financing Corporation. In 1986, he became a member of the board of directors and, in 1990, executive vice president of Siderca. Mr. Rocca is an Italian citizen.

7) **Mr. Jaime Serra Puche***. Mr. Serra Puche is chairman of SAI Consulting, and a director of The Mexico Fund, Inc, Grupo Modelo, Vitro and Chiquita Brands International. Mr. Serra Puche served as Mexico's Undersecretary of Revenue, Secretary of Trade, and Secretary of Finance. He led the negotiation and implementation of NAFTA. Mr. Serra Puche is a Mexican citizen.

8) **Mr. Amadeo Vázquez y Vázquez***. Mr. Vázquez y Vázquez is president of Telecom Argentina, director Gas Natural Ban, S.A. and vice president of the Fundación Mediterránea. Mr. Vázquez y Vázquez served as Counsel of the Buenos Aires Stock Exchange and director of BBVA Banco Francés S.A. Mr. Vázquez y Vázquez is an Argentine citizen.

9) **Mr. Guillermo F. Vogel**. Mr. Vogel is vice chairman of Tamsa, vice chairman of the American Iron & Steel Institute and chairman of the North American Steel Council. In addition, Mr. Vogel is chairman of Grupo Collado, vice chairman of Estilo y Vanidad and a director of Amazonia, Instituto Latinoamericano del Fierro y el Acero, HSBC-Mexico. Mr. Vogel is a Mexican citizen.

Each elected director will hold office until the next annual meeting of shareholders. Under the current Company's Articles of Association, such meeting is required to be held on May 24, 2006. We note, however, that the Extraordinary Meeting of Shareholders will consider an amendment to the Company's Articles of Association whereby it is proposed that the Company's annual meetings of shareholders be held on the first Wednesday of June of each year.

* Independent directors

The Board of Directors of the Company met seven times during 2004. On January 31, 2003, the Board of Directors created an Audit Committee pursuant to Article 11 of the Articles of Association. As permitted under applicable laws and regulations, the Board of Directors does not have any executive, nominating or compensation committee, or any committees exercising similar functions.

6. AUTHORIZATION TO THE BOARD OF DIRECTORS TO DELEGATE THE DAY-TO-DAY MANAGEMENT OF THE BUSINESS TO ONE OR MORE OF ITS MEMBERS.

In order to provide for the necessary flexibility in the management of the Company's affairs, it is proposed that the management of the Company's day-to-day business be delegated to Mr. Paolo Rocca, Chairman of the Board of Directors and Chief Executive Officer of the Company.

7. BOARD OF DIRECTORS' COMPENSATION

It is proposed that each of the Board of Directors' members in office each receive an amount of US\$50,000 as compensation for their services during the fiscal year 2005. It is further proposed that the Chairman of the Company's Audit Committee receive an additional fee of US\$60,000 and that the other Directors who are members of such Committee receive an additional fee of US\$50,000.

8. APPOINTMENT OF INDEPENDENT AUDITORS AND APPROVAL OF THEIR FEES

Based on the recommendation from the Company's Audit Committee, the Board of Directors of the Company recommends a vote FOR the reappointment of Price Waterhouse & Co. S.R.L., member firm of PricewaterhouseCoopers as the Company's independent auditors for the fiscal year ending December 31, 2005.

In addition, the Board of Directors recommends a vote FOR approval of an amount up to US\$3,244,531 payable to the independent auditors as fees for audit and audit related services to be rendered during the fiscal year ending December 31, 2005. Such fees cover the audit of the Company's consolidated financial statements and annual accounts, the audit of the Company's internal controls over financial reporting as mandated by the Sarbanes-Oxley Act of 2002, and other audit-related services.

EXTRAORDINARY GENERAL MEETING

1. AMENDMENT OF ARTICLE 9 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY BY THE ADDITION OF A SENTENCE CONFIRMING THAT THE BOARD OF DIRECTORS MAY APPOINT A SECRETARY AND ONE OR MORE ASSISTANT SECRETARIES TO THE BOARD OF DIRECTORS WHO NEED NOT BE A DIRECTOR.

Although the Board of Directors has the inherent power to appoint a secretary and one or more assistant secretaries, such authority is not specifically provided in the articles of incorporation. In order to facilitate recognition of the role of such secretaries in all jurisdictions in which the company engages in business, it is proposed to confirm the power of the Board of Directors to appoint one or more assistant secretaries and to determine their responsibilities, powers and authorities.

Article 9 of the Articles of Association, as amended, would read as follows:

“Article 9. Procedure. The board of directors shall elect a chairman from among its members and, if considered appropriate, one or several vice-chairmen and shall determine the period of their office, not exceeding their appointment as director. The board of directors shall meet as often as required by the interests of the Company and at least four (4) times per year, upon notice by the chairman or by two (2) directors, either at the registered office or at any other place indicated in the notice, under the chairmanship of the chairman or, if the latter is prevented from attending, under the chairmanship of the (any) vice-chairman or of the director chosen among his colleagues.

The board of directors may deliberate and act validly only if a majority of its members in office are present in person or by proxy.

Board of directors meetings can be validly held by means of telephonic conference call, video conference or any other means genuinely allowing for the participation, interaction and intercommunication of the attending directors.

Any director who is prevented or absent may give a proxy in writing, telegram or facsimile, to one of his colleagues on the board to represent him at the meetings of the board and to vote in his place and stead.

All decisions shall be taken by a majority of votes of those present or represented; in case of a tie the chairman has a casting vote. Written decisions, signed by all the directors, are proper and valid as though they had been taken at a meeting of the board of directors duly convened and held. Such a decision can be documented by several separate instruments having the same tenor, each signed by one or more directors.

The Board of Directors may appoint a secretary and one or more assistant secretaries and determine their responsibilities, powers and authorities. These secretaries and assistant secretaries need not be members of the Board of Directors.”

The Board of Directors believes that the proposed amendment to the Articles of Association is in the best interests of the Company and its stockholders and accordingly recommends a vote FOR this proposal.

2. AMENDMENT OF ARTICLE 10 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY BY THE ADDITION OF A PROVISION AUTHORISING THE CERTIFICATION OF COPIES OR EXCERPTS OF THE MINUTES OF THE MEETINGS OF THE BOARD OF DIRECTORS AS WELL AS ANY OTHER DOCUMENT OF THE COMPANY BY THE SECRETARY OF THE BOARD.

Considering the Company's reporting obligations to the different markets where its securities are listed and to the securities authorities to which it is subject and in order to facilitate the role of the secretary and assistant secretaries in such markets, it is proposed to allow the secretary or assistant secretary to certify copies of the minutes of the board of directors' meetings, or excerpts thereof, as well as any other document of the Company.

Article 10 of the Articles of Association, as amended, would read as follows:

"Article 10. Minutes of the Board. The proceedings of the board of directors shall be set forth in minutes signed by the chairman of the meeting and the secretary, or by the majority of persons present at the meeting. The proxies shall be annexed thereto.

Copies of these minutes, or excerpts thereof, as well as any other document of the Company, shall be certified by two (2) directors or by the secretary of the board of directors or by any assistant secretary."

The Board of Directors believes that the proposed amendment to the Articles of Association is in the best interests of the Company and its stockholders and accordingly recommends a vote FOR this proposal.

3. AMENDMENT OF ARTICLE 15 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TO CHANGE THE DATE ESTABLISHED FOR THE ANNUAL GENERAL MEETING TO BE SET AT THE FIRST WEDNESDAY OF THE MONTH OF JUNE AT 11:00 HOURS.

Considering that the Company is listed in four different markets and in order to afford the Company's shareholders of all four markets additional time to adequately review and consider the documents distributed for the annual meeting of shareholders, it is proposed to move the date established in the articles of association for this meeting, to the first Wednesday of June starting in 2006.

Article 15, as amended, would read as follows:

"Article 15. Date and Place. The annual general meeting shall meet each year ipso jure in the city of Luxembourg at the place indicated in the notices for meeting on the first Wednesday of June at 11.00 a.m. If said day is a legal or banking holiday, the meeting shall be held on the following business day.

The general meetings, including the annual general meeting, may be held in a foreign country whenever there occur circumstances of force majeure as determined by the board of directors in its discretion. In such event, the terms and conditions necessary to provide proper deliberations and publications will continue to be those provided for by the laws of Luxembourg."

The Board of Directors believes that the proposed amendment to the Articles of Association is in the best interests of the Company and its stockholders and accordingly recommends a vote FOR this proposal.

4. AMENDMENT OF ARTICLE 16 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TO ALLOW THE CONVENING OF SHAREHOLDER MEETINGS IN CASE THE SHARES OF THE COMPANY ARE LISTED ON A FOREIGN REGULATED MARKET, THE NOTICES SHALL, IN ADDITION, BE MADE IN ACCORDANCE WITH THE PUBLICITY REQUIREMENTS OF SUCH REGULATED MARKET.

In order to afford more flexibility to the Company in connection with the publicity of meetings of shareholders outside Luxembourg in the countries where the Company's shares are listed, it is proposed that the Company may have the alternative (subject to applicable regulations) to either (i) publish the notice to convene the shareholders meeting in a leading newspaper having general circulation in the country of such listing or (ii) follow the market practices for the publicity of convening of meetings of shareholders in the country of such listing.

Article 16, as amended, would read as follows:

“Article 16. Notices of Meeting. The board of directors shall convene all general meetings.

The notices for any ordinary or extraordinary general meeting shall contain the agenda, the hour and the place of the meeting and shall be made by notices published twice (2) at least at ten (10) days interval and ten (10) days before the meeting in the Mémorial C, Recueil des Sociétés et Associations (Luxembourg Official Gazette) and in a leading newspaper having general circulation in Luxembourg. In case the shares of the Company are listed on a foreign regulated market, the notices shall, in addition, (subject to applicable regulations) either (i) be published once in a leading newspaper having general circulation in the country of such listing at the same time as the first publication in Luxembourg or (ii) follow the market practices in such country regarding publicity of the convening of a general meeting of shareholders.

The Board of Directors believes that the proposed amendment to the Articles of Association is in the best interests of the Company and its stockholders and accordingly recommends a vote FOR this proposal.

5. AMENDMENT OF ARTICLE 19 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TO INCLUDE A PROVISION AUTHORIZING THE SECRETARY OF THE BOARD OF DIRECTORS TO SIGN COPIES OR EXCERPTS OF THE SHAREHOLDERS MEETINGS.

Considering the Company's reporting obligations to the different markets where its securities are listed and to the securities authorities to which it is subject, it is proposed to authorize the secretary of the board of directors to certify copies of the minutes of the shareholders' meetings, or excerpts thereof, as well as any other document of the Company.

Article 19 of the Articles of Association, as amended, would read as follows:

“Article 19. Vote and Minutes. Resolutions at ordinary general meetings will be passed by majority vote, irrespective of the number of shares present or represented.

Extraordinary general meetings shall not validly deliberate on proposed amendments to the Articles of Association unless at least half of the share capital is present or represented. Resolutions as to amendments of the Articles of Association shall be voted if approved by a two-thirds majority of votes of the shareholders present or represented.

If the required presence quorum is not met, a second meeting may be convened by means of notices published twice, at twenty (20) days interval at least and twenty (20) days before the meeting in the Mémorial, Recueil des Sociétés et Associations, two newspapers having general circulation in Luxembourg and, in case the shares of the Company are listed on a foreign regulated market, the notices shall in addition be published once in a leading newspaper having general circulation in the country of such listing at the same time as the first publication in Luxembourg. The second meeting shall validly deliberate regardless of the quorum present or represented. Resolutions, in order to be adopted, must be carried by a two thirds majority of the votes of the shareholders present or represented.

The nationality of the Company may be changed and the commitments of its shareholders may be increased only with the unanimous consent of all the shareholders and bondholders, if any.

Minutes of the general meetings shall be signed by the members of the board of the meeting. Copies or excerpts of the minutes to be produced in court or elsewhere shall be signed by two (2) directors or by the secretary of the board of directors or by any assistant secretary.”

The Board of Directors believes that the proposed amendment to the Articles of Association is in the best interests of the Company and its stockholders and accordingly recommends a vote FOR this proposal.

Under the current Company’s Articles of Association, the next Annual General Meeting of Shareholders is required to be held on May 24, 2006. If the Extraordinary Meeting of Shareholders approves the amendment to the Company’s Articles of Association described in Item 2 of the agenda for the Extraordinary Meeting of Shareholders, the next Annual General Meeting of Shareholders will be held on June 7, 2006. A holder of shares who intends to present a proposal at the next Annual General Meeting must submit the proposal in writing to the Company at any of the offices indicated in the Notice not later than 4:00 P.M. (local time) on March 31, 2006, in order for such proposal to be considered for inclusion on the agenda for the 2006 annual general meeting of shareholders.

Price Waterhouse & Co. S.R.L., member firm of PricewaterhouseCoopers, are the Company’s independent auditors. A representative of the independent auditors will be present at the Meetings to respond to questions.

Cecilia Bilesio
Secretary of the Board of Directors