

TENARIS SA
Form 20-F
June 30, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

- Registration statement pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934**
or
- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2008**
or
- Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
or
- Shell company report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
Commission file number: 001-31518

TENARIS S.A.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Grand Duchy of Luxembourg

(Jurisdiction of incorporation or organization)

46a, Avenue John F. Kennedy - 2nd floor

L-1855 Luxembourg

(Address of principal executive offices)

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(Name, Telephone, E-Mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange On Which Registered
American Depositary Shares Ordinary Shares, par value \$1.00 per share	New York Stock Exchange New York Stock Exchange*

* Ordinary shares of Tenaris S.A. are not listed for trading but only in connection with the registration of American Depositary Shares which are evidenced by American Depositary Receipts.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

1,180,536,830 ordinary shares, par value \$1.00 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Note checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated Filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If Other has been checked in response to the previous question indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Please send copies of notices and communications from the Securities and Exchange Commission to:

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CERTAIN DEFINED TERMS

Unless otherwise specified or the context so requires:

References in this annual report to the Company refer exclusively to Tenaris S.A., a Luxembourg joint stock corporation (*société anonyme holding*).

References in this annual report to Tenaris, we, us or our refer to Tenaris S.A. and its consolidated subsidiaries. See Accounting Policies A, B and L to our audited consolidated financial statements included in this annual report.

References in this annual report to San Faustin refer to San Faustin N.V., a Netherlands Antilles corporation and the Company's controlling shareholder.

Shares refers to ordinary shares, par value \$1.00 of the Company.

ADSs refers to the American Depositary Shares, which are evidenced by American Depositary Receipts.

tons refers to metric tons; one metric ton is equal to 1,000 kilograms, 2,204.62 pounds, or 1.102 U.S. (short) tons.

billion refers to one thousand million, or 1,000,000,000.

PRESENTATION OF CERTAIN FINANCIAL AND OTHER INFORMATION

Accounting Principles

We prepare our consolidated financial statements in conformity with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB, and adopted by the European Union. IFRS differ in certain significant respects from generally accepted accounting principles in the United States, commonly referred to as U.S. GAAP.

We publish consolidated financial statements presented in increments of a thousand U.S. dollars. Our consolidated financial statements in this annual report are those for the years ended December 31, 2008, 2007 and 2006.

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Currencies

In this annual report, unless otherwise specified or the context otherwise requires:

dollars , U.S. dollars , US\$ or \$ each refers to the United States dollar;

, EUR or euros each refers to the Euro, the common currency of the European Union;

Argentine pesos or ARS each refers to the Argentine peso;

Brazilian real or BRL each refers to the Brazilian real;

Canadian dollars or CAD each refers to the Canadian dollar;

Chinese yuan or CNY each refers to the Chinese yuan;

Mexican pesos or MXP each refers to the Mexican peso;

Romanian lei or RON each refers to the Romanian new lei;

Venezuelan bolívares or VEB , each refers to the Venezuelan bolívar fuerte; *and*

Yen , Japanese yen or JPY each refers to the Japanese yen.

On December 31, 2008, the exchange rate between, the euro and the U.S. dollar (as published by European Central Bank) was 1.00=\$1.3917; the Argentine peso (as published by *Banco Central de la República Argentina*, or the Argentine Central Bank) was ARS3.4530=\$1.00; the noon buying rate for the Brazilian real (as certified for customs purposes by the Federal Reserve Bank of New York, or the Federal Reserve) was BRL2.313=\$1.00; the noon buying rate for the Canadian dollar (as published by the Federal Reserve) was CAD1.224=\$1.00; the noon buying rate for the Chinese yuan (as published by the Federal Reserve) was CNY6.822=\$1.00; the noon buying rate for the Mexican peso (as published by the Federal Reserve) was MXP13.832=\$1.00; the noon buying rate for the Venezuelan bolívar (as published by the Federal Reserve) was VEB2.1446=\$1.00; the noon buying rate for the Japanese yen (as published by the Federal Reserve) was JPY90.79=\$1.00 and the Romanian lei (as published by the National Bank of Romania) was RON2.8342=\$1.00. Those rates may differ from the actual rates used in the preparation of our consolidated financial statements. We do not represent that any of these currencies could have been or could be converted into U.S. dollars or that the U.S. dollars could have been or could be converted into any of these currencies.

Rounding

Certain monetary amounts, percentages and other figures included in this annual report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be the arithmetic aggregation of the figures that precede them, and figures expressed as percentages in the text may not total 100% or, as applicable, when aggregated may not be the arithmetic aggregation of the percentages that precede them.

Our Internet Website is Not Part of this Annual Report

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We maintain an Internet website at www.tenaris.com. Information contained in or otherwise accessible through our Internet website is not a part of this annual report. All references in this annual report to this Internet site are inactive textual references to these URLs, or uniform resource locators and are for informational reference only. We assume no responsibility for the information contained on our Internet website.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This annual report and any other oral or written statements made by us to the public may contain forward-looking statements within the meaning of and subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. This annual report contains forward-looking statements, including with respect to certain of our plans and current goals and expectations relating to Tenaris's future financial condition and performance.

Sections of this annual report that by their nature contain forward-looking statements include, but are not limited to, Item 3. Key Information, Item 4. Information on the Company, Item 5. Operating and Financial Review and Prospects, Item 8. Financial Information and Item 11. Quantitative and Qualitative Disclosure About Market Risk.

We use words such as aim, will likely result, will continue, contemplate, seek to, future, objective, goal, should, will pursue, expect, project, intend, plan, believe and words and terms of similar substance to identify forward-looking statements, but they are not the way we identify such statements. All forward-looking statements are management's present expectations of future events and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These factors, which could cause actual results to differ materially from those described in the forward looking statements, include the risks related to our business discussed under Item 3. D. Key Information Risk Factors among them, the following:

our ability to implement our business strategy or to grow through acquisitions, joint ventures and other investments;

our ability to price our products and services in accordance with our strategy;

trends in the levels of investment in oil and gas exploration and drilling worldwide;

general macroeconomic and political conditions in the countries in which we operate or distribute pipes; *and*

our ability to absorb cost increases and to secure supplies of essential raw materials and energy.

By their nature, certain disclosures relating to these and other risks are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses that may affect our financial condition and results of operations could differ materially from those that have been estimated. You should not place undue reliance on the forward-looking statements, which speak only as of the date of this annual report. Except as required by law, we are not under any obligation, and expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise.

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PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

A. Selected Financial Data

The selected consolidated financial data set forth below have been derived from our audited consolidated financial statements for each of the years and at the dates indicated herein. Our consolidated financial statements were prepared in accordance with IFRS, as issued by the IASB and adopted by the European Union, and were audited by Price Waterhouse & Co. S.R.L., of Argentina, a registered public accounting firm and a member firm of PricewaterhouseCoopers. IFRS differ in certain significant respects from U.S. GAAP.

For a discussion of the currencies used in this annual report, exchange rates and accounting principles affecting the financial information contained in this annual report, please see [Presentation of Certain Financial and other Information](#), [Accounting Principles](#) and [Currencies](#).

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Thousands of U.S. dollars (except number of shares and per share amounts)

	For the year ended December 31,				
	2008	2007	2006	2005	2004
Selected consolidated income statement data⁽¹⁾					
Continuing operations					
Net sales	12,131,836	10,042,008	7,727,745	6,209,791	3,718,193
Cost of sales	(6,799,189)	(5,515,767)	(3,884,226)	(3,429,365)	(2,378,474)
Gross profit	5,332,647	4,526,241	3,843,519	2,780,426	1,339,719
Selling, general and administrative expenses	(1,819,011)	(1,573,949)	(1,054,806)	(832,315)	(661,226)
Other operating income (expenses), net	(485,772)	4,933	3,773	(2,199)	127,165
Operating income	3,027,864	2,957,225	2,792,486	1,945,912	805,658
Interest income	48,873	93,392	60,798	23,815	14,236
Interest expense	(185,836)	(275,648)	(92,576)	(52,629)	(46,161)
Other financial results	(104,272)	(22,754)	26,826	(79,772)	38,304
Income before equity in earnings of associated companies and income tax	2,786,629	2,752,215	2,787,534	1,837,326	812,037
Equity in earnings of associated companies	89,556	113,276	94,667	117,377	206,141
Income before income tax	2,876,185	2,865,491	2,882,201	1,954,703	1,018,178
Income tax	(1,011,675)	(823,924)	(869,977)	(567,368)	(217,226)
Income for continuing operations ⁽²⁾	1,864,510	2,041,567	2,012,224	1,387,335	800,952
Discontinued operations					
Income (loss) for discontinued operations	411,110	34,492	47,180	(3)	4,029
Income for the year ⁽²⁾	2,275,620	2,076,059	2,059,404	1,387,332	804,981
Income attributable to ⁽²⁾ :					
Equity holders of the Company	2,124,802	1,923,748	1,945,314	1,277,547	784,703
Minority interest	150,818	152,311	114,090	109,785	20,278
Income for the year ⁽²⁾	2,275,620	2,076,059	2,059,404	1,387,332	804,981
Depreciation and amortization	(532,934)	(514,820)	(255,004)	(214,227)	(208,119)
Weighted average number of shares outstanding	1,180,536,830	1,180,536,830	1,180,536,830	1,180,536,830	1,180,506,876
Basic and diluted earnings per share for continuing operations	1.45	1.60	1.61	1.08	0.66
Basic and diluted earnings per share	1.80	1.63	1.65	1.08	0.66
Dividends per share ⁽³⁾	0.43	0.38	0.30	0.30	0.17

- (1) Certain comparative amounts for 2005 and 2004 have been re-presented to conform to changes in presentation in 2007 and 2006, mainly due to the sale of a majority ownership in Dalmine Energie. See note 29 Current and non current assets held for sale and discontinued operations to our audited consolidated financial statements included in this annual report.
- (2) International Accounting Standard No. 1 (IAS 1) (revised), requires that income for the year as shown on the income statement not include minority interest. Earnings per share, however, continue to be calculated on the basis of income attributable solely to the equity holders of the Company.
- (3) Dividends per share correspond to the dividends proposed or paid in respect of the year.

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<i>Thousands of U.S. dollars (except number of shares)</i>	At December 31,				
	2008	2007	2006	2005	2004
Selected consolidated balance sheet data⁽¹⁾					
Current assets	7,252,417	⁽²⁾ 6,514,043	6,028,832	3,773,284	3,012,092
Property, plant and equipment, net	2,982,871	3,269,007	2,939,241	2,230,038	2,164,601
Other non-current assets	4,865,424	5,461,537	3,627,169	702,706	485,595
Total assets	15,100,712	15,244,587	12,595,242	6,706,028	5,662,288
Current liabilities	3,790,017	⁽²⁾ 3,328,066	2,765,504	1,699,101	1,999,846
Non-current borrowings	1,241,048	2,869,466	2,857,046	678,112	420,751
Deferred tax liabilities	1,053,838	1,233,836	991,945	353,395	371,975
Other non-current liabilities	313,922	283,369	279,117	199,547	208,521
Total liabilities	6,398,825	7,714,737	6,893,612	2,930,155	3,001,093
Capital and reserves attributable to the Company's equity holders	8,176,571	7,006,277	5,338,619	3,507,802	2,495,924
Minority interest	525,316	523,573	363,011	268,071	165,271
Total liabilities and equity	15,100,712	15,244,587	12,595,242	6,706,028	5,662,288
Number of shares outstanding	1,180,536,830	1,180,536,830	1,180,536,830	1,180,536,830	1,180,536,830

(1) Certain comparative amounts for 2005 and 2004 have been re-presented to conform to changes in presentation in 2007 and 2006.

(2) In 2007 current assets include current and non current assets held for sale (\$651.2 million), related to the divestment of Hydril's pressure control business and current liabilities include liabilities associated with such assets (\$267.0 million).

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

You should carefully consider the risks and uncertainties described below, together with all other information contained in this annual report, before making any investment decision. Any of these risks and uncertainties could have a material adverse effect on our business, revenues, financial condition and results of operations, which could in turn affect the price of our shares and ADSs.

Risks Relating to our Industry

Sales and profitability may fall as a result of downturns in the international price of oil and gas and other circumstances affecting the oil and gas industry.

We are a global steel pipe manufacturer with a strong focus on manufacturing products and related services for the oil and gas industry. The oil and gas industry is a major consumer of steel pipe products worldwide, particularly for products manufactured under high quality standards and demanding specifications. Demand for steel pipe products from the oil and gas industry has historically been volatile and depends primarily upon the number of oil and natural gas wells being drilled, completed and reworked, and the depth and drilling conditions of these wells. The level of exploration, development and production activities of, and the corresponding capital spending by, oil and gas companies, including

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national oil companies, depends primarily on current and expected future prices of oil and natural gas. Several factors, such as the supply and demand for oil and gas, and political and global economic conditions, affect these prices. When the price of oil and gas falls, oil and gas companies generally reduce

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spending on production and exploration activities and, accordingly, make fewer purchases of steel pipe products. Other circumstances such as geopolitical events and hostilities in the Middle East and elsewhere may also affect drilling activity and, as a result, cause steel pipe consumption to decline, and thus have a material impact on our revenues, profitability and financial position.

The recent worldwide financial and credit crisis and worldwide economic downturn could have a material adverse effect on our revenue, profitability and financial position.

The recent worldwide financial and credit crisis has reduced the availability of liquidity and credit to fund the continuation and expansion of industrial business operations worldwide. The shortage of liquidity and credit, combined with substantial losses in worldwide equity markets, could lead to an extended worldwide economic recession. A slowdown in economic activity caused by a recession could reduce worldwide demand for energy and result in an extended period of lower oil and natural gas prices. This decline in oil and gas prices, along with difficult conditions in the credit markets, could reduce the level of drilling, gathering, transportation and processing activities and, thus, adversely affect demand for our products and services, causing a negative impact on our business, revenues, profitability and financial position.

Our industry is cyclical and fluctuations in industry inventory levels may adversely affect our sales and revenues.

Inventory levels of steel pipe in the oil and gas industry can vary significantly from period to period and from region to region. These fluctuations can affect demand for our products. During periods of high demand, industry participants increase the production of pipe products and customers accumulate inventory. Conversely, during periods of low investment in drilling and other activities, customers draw from existing inventory. Particularly, when oil and gas prices fall, oil and gas companies are generally expected to hold or reduce purchases of additional steel pipe products. We believe that apparent demand for oil country tubular goods, or OCTG, will suffer a strong adjustment in 2009, reflecting an expected decline in oil and gas drilling activity and efforts to reduce inventories, particularly in North America where an unprecedented level of Chinese imports had fueled a strong surge in inventories of OCTG during 2008. Similarly, sales in the Middle East and Africa since the second half of 2007 have been, and continue to be, adversely affected by inventory adjustments following inventory build-ups in 2006 and the first half of 2007.

Competition in the global market for steel pipe products may cause us to lose market share and hurt our sales and profitability.

The global market for steel pipe products is highly competitive, with the primary competitive factors being price, quality, service and technology. We compete in most markets outside North America primarily against a limited number of manufacturers of premium-quality steel pipe products. In the U.S. and Canada, we compete against a wide range of local and foreign producers. Competition in markets worldwide has been increasing, particularly for products used in standard applications, as producers in countries like China and Russia increase production capacity and enter export markets. In addition, some of these producers are improving the range, quality and technology of their pipes, thereby increasing their ability to compete with us. We may not continue to compete effectively against existing or potential producers and preserve our current shares of geographic or product markets, and increased competition may have a material impact on the pricing of our products and services, which could in turn adversely affect our revenues, profitability and financial condition.

Our sales of steel pipe products for pipeline projects are volatile and depend mainly on the implementation of major regional projects and on our ability to secure contracts to supply these projects.

Our sales of pipes for pipeline projects depend to a large extent on the number of active pipeline projects under contract and their rate of progress, particularly in the South American regional market where we have our manufacturing facilities for these products. Future sales of these products depend to a large extent on our ability to secure contracts to supply major pipeline projects and their subsequent implementation. The implementation of such projects varies significantly from year to year. For example, during 2006, our sales of pipes for pipelines projects declined significantly as large pipeline projects in Brazil and Argentina were delayed before recovering again in

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2007 when those and other pipeline projects began to be implemented; in 2008, net sales of pipes for pipeline projects rose 45% compared to 2007, reflecting strong shipments to gas and other pipeline projects in Brazil, Argentina and Colombia and higher average selling prices. Accordingly, our pipeline project revenues and profitability may fluctuate significantly in future years depending on our success in securing large supply contracts and on other factors, including the cancellation or postponement of specific projects due to changes in governmental policies, the impact of the credit crisis on our customers' ability to perform their payment obligations with us and any adverse economic, political or social developments in our major markets.

Increases in the cost of raw materials, energy and other costs may hurt our profitability.

The manufacture of seamless steel pipe products requires substantial amounts of steelmaking raw materials and energy; welded steel pipe products, in turn, are processed from steel coils and plates. The availability and pricing of a significant portion of the raw materials and energy we require are subject to supply and demand conditions, which can be volatile, and to government regulation, which can affect continuity of supply and prices. During the first half of 2008, the cost of raw materials used in our business increased significantly due to increased global demand for steel products in general, although they fell even more steeply during the second half of the year as the recessionary environment had an almost immediate impact on global steelmaking activity. In addition, limited availability of energy in Argentina, where we have significant operations, and consequent supply restrictions could lead to higher costs of production and eventually to production cutbacks at our facilities there. Moreover, we are dependent on a few suppliers for a significant portion of our requirements for steel coils at our recently acquired welded pipe operations in North America and the loss of any of these suppliers could result in increased production costs, production cutbacks and reduced competitiveness at these operations.

We may not be able to recover increased costs of raw materials and energy through increased prices on our products, and limited availability could force us to curtail production, which could adversely affect our sales and profitability. In addition, like other manufacturers of steel-related products, we have fixed and semi-fixed costs (e.g., labor and other operating and maintenance costs) that cannot adjust rapidly to fluctuations in product demand. If demand for our products falls significantly, these costs may adversely affect our profitability.

Risks Relating to our Business

Adverse economic or political conditions in the countries where we operate or sell our products and services may decrease our sales or disrupt our manufacturing operations, thereby adversely affecting our revenues, profitability and financial condition.

We are exposed to economic and political conditions in the countries where we operate or sell our products and services. The economies of these countries are in different stages of social and economic development. Like other companies with worldwide operations, we are exposed to risks from fluctuations in foreign currency exchange rates, interest rates and inflation. We are also affected by governmental policies regarding spending and investment, exchange controls, regulatory and taxation changes, and other adverse political, economic or social developments of the countries in which we operate.

Significant portions of our operations are located in countries with a history of political volatility or instability, including Argentina, Brazil, Colombia, Indonesia, Mexico, Romania and Venezuela. As a consequence, our business and operations have been, and could in the future be, affected from time to time to varying degrees by political developments, events, laws and regulations (such as nationalization, expropriation or forced divestiture of assets; restrictions on production, imports and exports; interruptions in the supply of essential energy inputs; exchange and/or transfer restrictions; inability to repatriate income or capital; inflation; devaluation; war or other international conflicts; civil unrest and local security concerns that threaten the safe operation of our facilities and operations; direct and indirect price controls; tax increases; changes in the interpretation or application of tax laws and other retroactive tax claims or challenges; changes in laws, norms and regulations; cancellation of contract rights; and delays or denials of governmental approvals). Both the likelihood of such occurrences and their overall impact upon us vary greatly from country to country and are not predictable. Realization of these risks could have an adverse impact on the results of operations and financial condition of our subsidiaries located in the affected country.

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For example, we have significant manufacturing operations and assets in Argentina and we derive a significant portion of our revenues from that country. Our business may be materially and adversely affected by economic, political, fiscal and regulatory developments in Argentina, including the following:

Argentina's inflation indicators have been subject to changes in calculation and may not be consistent with the past or may not adequately reflect cost increases. Official inflation figures remain disputed by independent economists. Our business and operations in Argentina may be adversely affected by inflation or by the measures that might be adopted by the government to address inflation.

An increase of unemployment in Argentina may lead the government to impose restrictions to, or make more expensive, collective dismissals or suspension of labor contracts which would affect our ability to efficiently manage our business in response to an expected lower demand of our products and services. In addition, adverse economic conditions in the country, coupled with any plan we may adopt to reduce costs and production in response to the ongoing economic crisis, could result in strikes or work stoppages at various facilities. Any such breakdown leading to work stoppage and disruption of operations could have an adverse effect on our operations and financial results.

The Argentine government has increased taxes on our operations in Argentina through several methods. If the Argentine government continues to increase the tax burden on our operations, our results of operation and financial condition could be adversely affected.

Restrictions on the supply of energy to our operations in Argentina could curtail our production and adversely affect our results of operations. If the Argentine government does not take measures that result in the investment in natural gas generation, energy production and transportation capacity required to satisfy the demand on a timely basis, our production in Argentina could be curtailed, and our sales and revenue could decline. Although we are taking measures such as the purchase of alternative fuels to limit the effects of the restrictions on the supply of energy to our operations in Argentina, those efforts may not be enough to avoid an adverse impact on our production (or the production of our suppliers). In addition, it is possible that we could also face increased costs when using alternative sources of energy. Limited availability of energy in Argentina and consequent supply restrictions could lead to higher costs of production and eventually to production cutbacks at our facilities.

The Argentine Central Bank has imposed restrictions on the transfer of funds outside of Argentina and other exchange controls in the past and may do so in the future, which could prevent us from paying dividends or other amounts from cash generated by our Argentine operations. Recently, the Argentine government has prohibited one regulated company from paying dividends overseas. In addition, we are currently required to repatriate U.S. dollars collected in connection with exports from Argentina (including U.S. dollars obtained through advance payment and pre-financing facilities) into Argentina and convert them into Argentine pesos at the market-based floating exchange rate applicable on the date of repatriation. This requirement, and any similar requirement that may be imposed in the future, exposes us to the risk of losses arising from fluctuations in the exchange rate of the Argentine peso. For additional information on current Argentine exchange controls and restrictions see Item 10.D. Additional Information Exchange Controls .

Argentina has adopted an administered flotation currency system and the Argentine Central Bank frequently intervenes in the exchange market to control free flotation of the Argentine peso. There is no certainty of long term success of such currency system. In addition, it is not clear whether the Argentine peso may further depreciate or appreciate against the U.S. dollar. These uncertainties may affect our business and operations in Argentina.

The Argentine government has imposed export restrictions and/or export taxes on certain activities, mainly in connection with commodities, gas and oil. Even though so far the Argentine government has not imposed any export restrictions concerning our activities, if any such restrictions were to be imposed, our business and operations in Argentina could be adversely affected.

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In October 2008, Congress passed Law No. 26.425 abrogating the Individual Capitalization Retirement System and eliminating the retirement and pension funds administrators (AFJPs) which were the largest institutional investors in the local capital market. For fourteen years, the AFJPs accumulated large funds that were invested in financial instruments, thus granting listed companies regular access to credit. The elimination of the AFJPs could undermine investor confidence in Argentina and significantly reduce liquidity of the Argentine capital market.

Similarly, we currently have significant exposure to political and economic developments in Venezuela, including the following:

We hold approximately 11.46% of the capital stock of Ternium S.A., or Ternium, a company controlled by San Faustin. Ternium held approximately 59.7% of Venezuelan steel producer Sidor C.A., or Sidor, (while Corporación Venezolana de Guayana, or CVG, a Venezuelan governmental entity held approximately 20.4% of Sidor and certain Sidor employees and former employees hold the remaining 19.9% interest). Following several threats of nationalization and various adverse interferences with management in preceding years, on April 8, 2008, the Venezuelan government announced its intention to take control of Sidor. On April 29, 2008, the National Assembly of Venezuela passed a resolution declaring that the shares of Sidor, together with all of its assets, were of public and social interest, and authorizing the Venezuelan government to take any action it deemed appropriate in connection with any such assets, including expropriation. Subsequently, Decree Law 6058 of the President of Venezuela regulating the steel production activity in the Guayana, Venezuela region (the Decree), ordered that Sidor and its subsidiaries and associated companies be transformed into state-owned enterprises (empresas del Estado), with the government owning not less than 60% of their share capital. On July 12, 2008, Venezuela, acting through CVG, assumed operational control and complete responsibility for Sidor's operations, and Sidor's board of directors ceased to function. However, negotiations between the Venezuelan government and Ternium regarding the terms of the compensation continued over several months, and Ternium retained formal title over the Sidor shares during that period. On May 7, 2009, Ternium completed the transfer of its entire 59.7% interest in Sidor to CVG, and agreed to receive an aggregate amount of \$1.97 billion as compensation for its Sidor shares. Of that amount, CVG paid \$400 million in cash on that date. The balance was divided in two tranches: the first tranche of \$945 million will be paid in six equal quarterly installments, while the second tranche will be paid at maturity in November 2010, subject to quarterly mandatory prepayment events based on the increase of the WTI crude oil price over its May 6, 2009 level.

We also have a 70% interest in Tavsa, Tubos de Acero de Venezuela S.A, or Tavsa, which owns a seamless steel pipe plant located within the Sidor's iron and steel manufacturing complex. The plant uses steel bars supplied by Sidor as its principal raw material, and is also dependent on Sidor for the supply of energy and other inputs. Additionally, in July 2004, together with Sidor, we acquired an industrial facility (Matesi), in Ciudad Guayana, Venezuela, to produce hot briquetted iron, or HBI. We own 50.2% of Matesi and Sidor owns the remaining 49.8%. We also own a minority interest in Complejo Siderúrgico de Guayana, or Comsigua, another Venezuelan HBI producer. Within the framework of the Decree, on May 22, 2009, Venezuela's President Hugo Chávez announced the nationalization, among other companies, Tavsa, Matesi and Comsigua. On May 25, 2009, the Minister of Basic Industries and Mines of Venezuela, or MIBAM, issued official communications N°230/09 and 231/09, appointing the MIBAM's representatives to the transition committees charged with overseeing the nationalization processes of Tavsa and Matesi. On May 29, 2009, we sent response letters to the MIBAM rejecting the Venezuelan government's decision to nationalize Tavsa and Matesi, appointing our representatives to the transition committees, and reserving all of our rights under contracts, investment treaties and Venezuelan and international law and the right to submit any controversy between us or our subsidiaries and Venezuela relating to Tavsa and Matesi's nationalization to international arbitration, including arbitration administered by the International Center for Settlement of Investment Disputes (ICSID). Our investments in TAVSA, Matesi and COMSIGUA are protected under applicable bilateral investment treaties, including the bilateral investment treaty between Venezuela and the Belgian-Luxembourgish Union, and, as noted above, we continue to reserve all of our rights under contracts, investment treaties and Venezuelan and international law, and to consent to the jurisdiction of the ICSID in connection with the nationalization process.

In addition to the above, if other political or economic measures, such as price controls or renegotiation or nullification of contracts were applied to companies incorporated in Venezuela, including Petróleos de Venezuela, or PDVSA, the state-owned oil company, our operations and revenues, and consequently our

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results, could be adversely affected. The Venezuelan government frequently intervenes in the Venezuelan economy and occasionally makes significant changes in policy. The Venezuelan government's actions to control inflation and implement other policies have involved wage and price controls, currency devaluations, capital controls and limits on imports, among other things. Our business, financial condition, and results of operations could be adversely affected by changes in policy involving tariffs, exchange controls and other matters such as currency devaluation, inflation, interest rates, taxation, industrial laws and regulations and other political or economic developments in or affecting Venezuela.

If we do not successfully implement our business strategy, our ability to grow, our competitive position and our sales and profitability may suffer.

We plan to continue implementing our business strategy of developing higher value products designed to serve and meet the needs of customers operating in demanding environments, developing and offering additional value-added services, which enable us to integrate our production activities with the customer's supply chain, and continuing to pursue strategic acquisition opportunities. Any of these components of our overall business strategy could be delayed or abandoned, could cost more than anticipated or may not be successfully implemented. For example, we may fail to develop products that differentiate us from our competitors or fail to find suitable acquisition targets or to consummate those acquisitions under favorable conditions, or we may be unable to successfully integrate acquired businesses into our operations. Even if we successfully implement our business strategy, it may not yield the expected results.

If we are unable to agree with our joint venture partner in Japan regarding the strategic direction of our joint operations, our operations in Japan may be adversely impacted.

In 2000, we entered into a joint venture agreement with a term of 15 years with NKK Corporation, or NKK, to form NKKTubes. In September 2002, NKK and Kawasaki Steel, one of our main competitors, completed a business combination through which they became subsidiaries of JFE Holdings Inc., or JFE. JFE's continued operation of the former Kawasaki Steel steel pipe business in competition with NKKTubes, or JFE's potential lack of interest in the continued development of NKKTubes, could place NKKTubes at a disadvantage and adversely impact our operations in Japan.

Future acquisitions and strategic partnerships may not perform in accordance with expectations or may disrupt our operations and hurt our profits.

A key element of our business strategy is to identify and pursue growth-enhancing strategic opportunities. As part of that strategy, we acquired interests in various companies during recent years. For example, in April 2009, we acquired a 77.45% holding in Seamless Pipe Indonesia Jaya, or SPIJ, an Indonesian OCTG processing business with heat treatment and premium connection threading facilities; in May 2007, we acquired Hydril Corporation, or Hydril, a leading North American producer of premium connections and pressure control products for the oil and gas industry; and in October 2006, we acquired Maverick Tube Corporation, or Maverick, a leading North American producer of welded steel pipe products with operations in the U.S., Canada and Colombia. We will continue to consider other strategic acquisitions and partnerships from time to time. We must necessarily base any assessment of potential acquisitions and partnerships on assumptions with respect to operations, profitability and other matters that may subsequently prove to be incorrect. Our SPIJ, Hydril and Maverick acquisitions, and other past or future acquisitions, significant investments and alliances may not perform in accordance with our expectations and could adversely affect our operations and profitability. In addition, new demands on our existing organization and personnel resulting from the integration of new acquisitions could disrupt our operations and adversely affect our operations and profitability. Moreover, we may also acquire, as part of future acquisitions, assets unrelated to our business, and we may not be able to integrate them or sell them under favorable terms and conditions.

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We may be required to record a significant charge to earnings if we must reassess our goodwill or other intangible assets as a result of changes in assumptions underlying the carrying value of certain assets, particularly as a consequence of deteriorating market conditions.

As of December 31, 2008, we had \$1,890.6 million in goodwill and intangible assets with indefinite useful life, which are exposed to impairment tests and correspond mainly to the acquisition of Maverick (\$772.0 million) and Hydril (\$919.9 million). In 2008, as a consequence of changes in market conditions, we recorded an impairment charge for \$502.9 million (of which \$394.3 million correspond to intangible assets originated from the acquisition of Maverick in 2006). For more information on impairment see Item 5 Operating and Financial Review and Prospects Critical Accounting Estimates Impairment and recoverability of goodwill and other assets.

Management judgment is required to estimate discounted future cash flows and appropriate discounts rates. Accordingly, actual cash flows and values could vary significantly from the forecasted future cash flows and related values derived using discounting techniques. Although we believe our estimates and projections are appropriate based on currently available information, the actual operating performance of an asset or group of assets which has been tested for impairment may be significantly different from current expectations. In such an event, the carrying value of goodwill, investments in associates and deferred taxes may be required to be reduced from amounts currently recorded. Any such reductions may materially affect asset values and results of operations and financial position. No assurance can be given as to the absence of significant impairment charges in future periods, particularly if market conditions deteriorate further.

Our results of operations and financial position could be adversely affected by movements in exchange rates.

As a global company we manufacture and sell products in a number of countries throughout the world and a portion of our business is carried out in currencies other than the U.S. dollar, which is the Company's functional currency. As a result, we are exposed to foreign exchange rate risk. Changes in currency values could adversely affect our financial position and results of operations.

Related-party transactions with companies controlled by San Faustin may not be on terms as favorable as could be obtained from unrelated and unaffiliated third parties.

A portion of our sales and purchases of goods and services are made to and from other companies controlled by San Faustin. These sales and purchases are primarily made in the ordinary course of business and we believe they are carried out on terms no less favorable than those we could obtain from unaffiliated third parties. We will continue to engage in related-party transactions in the future, and these transactions may not be on terms as favorable as could be obtained from unaffiliated third parties. For information concerning our principal transactions with related parties, see Item 7.B. Major Shareholders and Related Party Transactions Related Party Transactions .

If we do not comply with laws and regulations designed to combat governmental corruption in countries in which we sell our products, we could become subject to fines, penalties or other sanctions and our sales and profitability could suffer.

We conduct business in certain countries known to experience governmental corruption. Although we are committed to conducting business in a legal and ethical manner in compliance with local and international statutory requirements and standards applicable to our business, there is a risk that our employees or representatives may take actions that violate applicable laws and regulations that generally prohibit the making of improper payments to foreign government officials for the purpose of obtaining or keeping business, including laws relating to the 1997 OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions such as the U.S. Foreign Corrupt Practices Act (the U.S. FCPA). For a discussion of an ongoing review by the audit committee of the Company's board of directors of certain matters related to these laws, see Item 5.G. Operating and Financial Review and Prospects Recent Developments Ongoing investigation . Violations of the foregoing laws could result in monetary or other penalties against us or our subsidiaries, including potential criminal sanctions, and could damage our reputation and, therefore, our ability to do business.

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The cost of complying with environmental regulations and potential environmental and product liabilities may increase our operating costs and negatively impact our business, financial condition, results of operations and prospects.

We are subject to a wide range of local, provincial and national laws, regulations, permit requirements and decrees relating to the protection of human health and the environment. Laws and regulations protecting the environment have become more stringent in recent years, and may in some cases impose strict liability, rendering a person liable for environmental damage without regard to negligence. These laws and regulations may expose us to liability for the conduct of or conditions caused by others or for acts that were in compliance with all applicable laws at the time they were performed. In addition, our oil and gas casing, tubing and line pipe products are sold primarily for use in oil and gas drilling, gathering, transportation and processing activities, which are subject to inherent risks, including well failures, line pipe leaks, bursts and fires, that could result in death, personal injury, property damage, environmental pollution or loss of production. Any of these hazards and risks can result in environmental liabilities, personal injury claims and property damage from the release of hydrocarbons. Similarly, defects in specialty tubing products could result in death, personal injury, property damage, environmental pollution, damage to equipment and facilities or loss of production.

Compliance with applicable requirements and the adoption of new requirements could have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows. The expenditures necessary to remain in compliance with these laws and regulations, including site or other remediation costs, or costs incurred from potential environmental liabilities, could have a material adverse effect on our financial condition and profitability. While we incur and will continue to incur expenditures to comply with applicable laws and regulations, there always remains a risk that environmental incidents or accidents may occur that may negatively affect our reputation or our operations.

We normally warrant the oilfield products and specialty tubing products we sell or distribute in accordance with customer specifications, but as we pursue our business strategy of providing customers with additional supply chain services, we may be required to warrant that the goods we sell and services we provide are fit for their intended purpose. Actual or claimed defects in our products may give rise to claims against us for losses suffered by our customers and expose us to claims for damages. The insurance we maintain may not be adequate or available to protect us in the event of a claim, its coverage may be limited, canceled or otherwise terminated, or the amount of our insurance may be less than the related impact on enterprise value after a loss. Similarly, our sales of tubes and components for the automobile industry subject us to potential product liability risks that could extend to being held liable for the costs of the recall of automobiles sold by car manufacturers and their distributors.

Risks Relating to the Structure of the Company

As a holding company, the Company's ability to pay cash dividends depends on the results of operations and financial condition of its subsidiaries and could be restricted by legal, contractual or other limitations.

The Company conducts all its operations through subsidiaries. Dividends or other intercompany transfers of funds from those subsidiaries are the Company's primary source of funds to pay its expenses, debt service and dividends and to repurchase shares or ADSs. The Company does not and will not conduct operations at the holding company level.

The ability of the Company's subsidiaries to pay dividends and make other payments to us will depend on their results of operations and financial condition and could be restricted by applicable corporate and other laws and regulations, including those imposing exchange controls or transfer restrictions, and other agreements and commitments of such subsidiaries. If earnings and cash flows of the Company's operating subsidiaries are substantially reduced, the Company may not be in a position to meet our operational needs or to pay dividends.

In addition, the Company's ability to pay dividends to shareholders is subject to legal and other requirements and restrictions in effect at the holding company level. For example, the Company may only pay dividends out of net profits, distributable retained earnings and distributable reserves and premiums, each as defined and calculated in accordance with Luxembourg law and regulations. See Item 8.A. Financial Information Consolidated Statements and Other Financial Information Dividend Policy .

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The Company's tax-exempt status will terminate on December 31, 2010. If we are unable to mitigate the consequences of the termination of the preferential tax regime applicable to the Company, in the future we may be subject to a higher tax burden and holders of our shares or ADSs may be subject to tax withholdings.

The Company was established as a *société anonyme holding* under Luxembourg's 1929 holding company regime and the billionaire provisions relating thereto. 1929 holding companies are exempt from Luxembourg corporate income tax over income derived from low tax jurisdictions and withholding tax over dividends distributed to holders of our shares and ADSs. Following a decision by the European Commission, the Grand-Duchy of Luxembourg terminated its 1929 holding company regime, effective January 1, 2007. However, under the implementing legislation, pre-existing publicly-listed companies including the Company are entitled to continue benefiting from their current tax regime until December 31, 2010. If we are unable to mitigate the consequences of the termination of the preferential tax regime, in the future we may be subject to a higher tax burden and holders of our shares or ADSs may be subject to tax withholdings.

The Company's controlling shareholder may be able to take actions that do not reflect the will or best interests of other shareholders.

As of March 31, 2009, San Faustin beneficially owned 60.8% of our shares. Rocca & Partners controls a significant portion of the voting power of San Faustin and has the ability to influence matters affecting, or submitted to a vote of, the shareholders of San Faustin. As a result, Rocca & Partners is indirectly able to elect a substantial majority of the members of the Company's board of directors and has the power to determine the outcome of most actions requiring shareholder approval, including, subject to the requirements of Luxembourg law, the payment of dividends by us. The decisions of the controlling shareholder may not reflect the will or best interests of other shareholders. For example, the Company's articles of association permit the Company's board of directors to waive, limit or suppress preemptive rights in certain cases. Accordingly, the Company's controlling shareholder may cause its board of directors to approve an issuance of shares for consideration without preemptive rights, thereby diluting the minority interest in the Company. See Item 3.D. Risk Factors Risks relating to the Company's shares and ADSs Holders of our shares and ADSs in the United States may not be able to exercise preemptive rights in certain cases .

Risks Relating to the Company's Shares and ADSs

In deciding whether to purchase, hold or sell our shares or ADSs, you may not have access to as much information about us as you would in the case of a U.S. company.

There may be less publicly available information about us than is regularly published by or about U.S. issuers. Also, Luxembourg regulations governing the securities of Luxembourg companies may not be as extensive as those in effect in the United States, and Luxembourg law and regulations in respect of corporate governance matters might not be as protective of minority shareholders as state corporation laws in the United States. Furthermore, IFRS, as issued by the IASB and adopted by the European Union, the accounting standards in accordance with which we prepare our consolidated financial statements differ in certain material aspects from U.S. GAAP.

Holders of our ADSs may encounter difficulties in the exercise of dividend and voting rights.

You may encounter difficulties in the exercise of some of your rights as a shareholder if you hold ADSs rather than shares. If we make a distribution in the form of securities, the depositary is allowed, at its discretion, to sell that right to acquire those securities on your behalf and instead distribute the net proceeds to you. Also, under certain circumstances, such as our failure to provide the depositary with voting materials on a timely basis, you may not be able to vote by giving instructions to the depositary. If the depositary does not receive voting instructions from the holder of ADS or the instructions are not in proper form, then the depositary shall deem such holder of ADS to have instructed the depositary to vote the underlying shares represented by ADSs in favor of any proposals or recommendations of the Company, for which purposes the depositary shall issue a proxy to a person appointed by the Company to vote such underlying shares represented by ADSs in favor of any proposals or recommendations of the Company (including any recommendation by the Company to vote such underlying shares on any given issue in accordance with the majority shareholder vote on that

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issue). No instruction shall be deemed given and no proxy shall be given with respect to any matter as to which the Company informs the depositary that (i) it does not wish such proxy given, (ii) it has knowledge that substantial opposition exists with respect to the action to be taken at the meeting, or (iii) the matter materially and adversely affects the rights of the holders of ADSs.

Holders of our shares and ADSs in the United States may not be able to exercise preemptive rights in certain cases.

Pursuant to Luxembourg corporate law, existing shareholders of the Company are generally entitled to preemptive subscription rights in the event of capital increases and issues of shares against cash contributions. Under the Company's articles of association, the board of directors has been authorized to waive, limit or suppress such preemptive subscription rights until 2012. The Company may, however, issue shares without preemptive rights only if the newly-issued shares are issued for consideration other than cash, are issued as compensation to directors, officers, agents or employees of the Company or its affiliates, or are issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents or employees of the Company, its subsidiaries or its affiliates. Holders of the Company's ADSs in the United States may, in any event, not be able to exercise any preemptive rights, if granted, for ordinary shares underlying their ADSs unless additional ordinary shares and ADSs are registered under the U.S. Securities Act of 1933, as amended, or Securities Act, with respect to those rights, or an exemption from the registration requirements of the Securities Act is available. We intend to evaluate at the time of any rights offering, the costs and potential liabilities associated with the exercise by holders of shares and ADSs of the preemptive rights for shares and any other factors we consider appropriate at the time, and then to make a decision as to whether to register additional shares. We may decide not to register any additional shares, requiring a sale by the depositary of the holders' rights and a distribution of the proceeds thereof. Should the depositary not be permitted or otherwise be unable to sell preemptive rights, the rights may be allowed to lapse with no consideration to be received by the holders of the ADSs.

It may be difficult to enforce judgments against us in U.S. courts.

The Company is a corporation organized under the laws of Luxembourg, and most of its assets are located outside of the United States. Furthermore, most of the Company's directors and officers named in this annual report reside outside the United States. As a result, investors may not be able to effect service of process within the United States upon us or our directors or officers or to enforce against us or them in U.S. courts judgments predicated upon the civil liability provisions of U.S. federal securities law. Likewise, it may be difficult for a U.S. investor to bring an original action in a Luxembourg court predicated upon the civil liability provisions of the U.S. federal securities laws against the Company, directors and officers. There is also uncertainty with regard to the enforceability of original actions in courts outside the United States of civil liabilities predicated upon the civil liability provisions of U.S. federal securities laws. Furthermore, the enforceability in courts outside the United States of judgments entered by U.S. courts predicated upon the civil liability provisions of U.S. federal securities law will be subject to compliance with procedural requirements under applicable local law, including the condition that the judgment does not violate the public policy of the applicable jurisdiction.

**Item 4. Information on the Company
Overview**

We are a leading global manufacturer and supplier of steel pipe products and related services for the world's energy industry as well as for other industrial applications. Our customers include most of the world's leading oil and gas companies as well as engineering companies engaged in constructing oil and gas gathering, transportation and processing facilities. Our principal products include casing, tubing, line pipe, and mechanical and structural pipes.

In the last fifteen years, we have expanded our business globally through a series of strategic investments, and, in the last three years, we have transformed our presence in the North American market through the acquisitions of Maverick, a leading North American producer of steel pipe products for the oil and gas industry with operations in the U.S., Canada and Colombia, and Hydril, a leading North American manufacturer of premium connections for

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steel pipe products used in the oil and gas industry with an established reputation worldwide. We now operate an integrated worldwide network of steel pipe manufacturing, research, finishing and service facilities with industrial operations in North and South America, Europe, Asia and Africa and a direct presence in most major oil and gas markets.

We provide tubular products and related services to our customers around the world through global business units serving specific market segments and local business units serving the regional markets where we have our main production facilities. Our global business units include:

Tenaris Oilfield Services, focused on the tubular needs of oil and gas companies in their drilling activities;

Tenaris Pipeline Services, focused on the tubular needs of oil and gas and other energy companies in the transmission of fluids and gases from the well head to processing and distribution facilities;

Tenaris Process and Power Plant Services, focused on the tubular needs of oil and gas processing facilities, refineries, petrochemical companies and energy generating plants for construction and maintenance purposes; *and*

Tenaris Industrial and Automotive Services, focused on the tubular needs of automobile and other industrial manufacturers.

A. History and Development of the Company

Our holding company's legal and commercial name is Tenaris S.A. The Company is a joint stock corporation (société anonyme holding) organized under the laws of Luxembourg and was incorporated on December 17, 2001. Its registered office is located at 46a, Avenue John F. Kennedy, 2nd Floor, L-1855, Luxembourg, telephone (352) 2647-8978. Its agent for U.S. federal securities law purposes is Tenaris Global Services (U.S.A.) Corporation, located at 2200 West Loop South, Suite 8000, Houston, TX 77027.

Tenaris began with the formation of Siderca S.A.I.C., or Siderca, the sole Argentine producer of seamless steel pipe products, by San Faustin's predecessor in Argentina in 1948. Siat, an Argentine welded steel pipe manufacturer, was acquired in 1986. We grew organically in Argentina and then, in the early 1990s, began to evolve beyond this initial base into a global business through a series of strategic investments. These investments included the acquisition, directly or indirectly, of controlling or substantial interests in the following companies:

Tubos de Acero de México S.A., or Tamsa, the sole Mexican producer of seamless steel pipe products (June 1993);

Dalmine S.p.A., or Dalmine, a leading Italian producer of seamless steel pipe products (February 1996);

Tubos de Acero de Venezuela S.A., or Tavsa, the sole Venezuelan producer of seamless steel pipe products (October 1998); for more information on the recent developments relating to Tavsa, see Item 5.G. Operating and Financial Review and Prospects - Recent Developments - Developments in Venezuela ;

Confab Industrial S.A., or Confab, the leading Brazilian producer of welded steel pipe products (August 1999);

NKK Tubes, a leading Japanese producer of seamless steel pipe products (August 2000);

Algoma Tubes Inc., or Algoma Tubes, the sole Canadian producer of seamless steel pipe products (October 2000);

S.C. Silcotub S.A., or Silcotub, a leading Romanian producer of seamless steel pipe products (July 2004);

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Maverick Tube Corporation, or Maverick, a leading North American producer of welded steel pipe products with operations in the U.S., Canada and Colombia (October 2006); *and*

Hydril Company, or Hydril, a leading North American manufacturer of premium connection products for oil and gas drilling production (May 2007).

In addition, we have established a global network of pipe finishing, distribution and service facilities with a direct presence in most major oil and gas markets and a global network of research and development centers.

In April 2009, we acquired a 77.45% holding in Seamless Pipe Indonesia Jaya, or SPIJ, an Indonesian OCTG processing business with heat treatment and premium connection threading facilities and an annual processing capacity of approximately 120,000 tons.

For more information on recent developments, see Item 5.G. Operating and Financial Review and Prospects Recent Developments Acquisition of Seamless Pipe Indonesia Jaya .

B. Business Overview

Our business strategy is to continue expanding our operations worldwide and further consolidate our position as a leading global supplier of high-quality tubular products and services to the energy and other industries by:

pursuing strategic investment opportunities in order to strengthen our presence in local and global markets;

expanding our comprehensive range of products and developing new high-value products designed to meet the needs of customers operating in increasingly challenging environments;

securing an adequate supply of production inputs and reducing the manufacturing costs of our core products; *and*

enhancing our offer of technical and pipe management services designed to enable customers to optimize their selection and use of our products and reduce their overall operating costs.

Pursuing strategic investment opportunities and alliances

We have a solid record of growth through strategic investments and acquisitions. We pursue selective strategic investments and acquisitions as a means to expand our operations and presence in selected markets, enhance our global competitive position and capitalize on potential operational synergies. For example, in September 2008, we announced that we would invest in a project to build new capacity at our seamless pipe facility in Mexico in order to enhance our ability to serve local and global markets. In May 2007, we acquired Hydril, a leading North American manufacturer of premium connections for steel pipe products used in oil and gas drilling production and, in October 2006, we acquired Maverick, a North American producer of steel pipe products for the energy industry, expanding our operations in North America.

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Developing high-value products

We have developed an extensive range of high-value products suitable for most of our customers' operations using our network of specialized research and testing facilities and by investing in our manufacturing facilities. As our customers expand their operations, we seek to supply high-value products that reduce costs and enable them to operate safely in increasingly challenging environments.

Securing inputs for our manufacturing operations

We seek to secure our existing sources of raw material and energy inputs, and to gain access to new sources, of low-cost inputs which can help us maintain or reduce the cost of manufacturing our core products over the long term. For example, in May 2005, we acquired Donasid, a Romanian steel producer, to secure a source of steel for our Romanian operations and reduce costs.

Enhancing our offer of technical and pipe management services

We continue to enhance our offer of technical and pipe management services for our customers worldwide. Through the provision of these services, we seek to enable our customers to optimize their operations, reduce costs and to concentrate on their core businesses. They are also intended to differentiate us from our competitors and further strengthen our relationships with our customers worldwide through long-term agreements.

Our Competitive Strengths

We believe our main competitive strengths include:

our global production, commercial and distribution capabilities, offering a full product range with flexible supply options backed up by local service capabilities in important oil and gas producing and industrial regions around the world;

our ability to develop, design and manufacture technologically advanced products;

our solid and diversified customer base and historic relationships with major international oil and gas companies around the world, and our strong and stable market shares in the countries in which we have manufacturing operations;

our human resources around the world with their diverse knowledge and skills;

our low-cost operations, primarily at state-of-the-art, strategically located production facilities with favorable access to raw materials, energy and labor, and 50 years of operating experience; *and*

our strong balance sheet.

Business Segments

Our business is organized in three business segments: Tubes, Projects, and Others.

Tubes includes our operations that consist in the production, distribution and sale of seamless and welded tubular products and related services mainly for energy and select industrial applications.

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Projects includes our operations that consist in the production, distribution and sale of welded pipes mainly used in the construction of major pipeline projects.

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Others includes our operations that consist mainly in the production, distribution and sale of sucker rods, welded steel pipes for electric conduits, industrial equipment and raw materials, such as HBI, that exceed our internal requirements.

Our Products

Our principal finished products are seamless and welded steel casing and tubing, line pipe and various other mechanical and structural steel pipes for different uses. Casing and tubing are also known as oil country tubular goods or OCTG. In our Projects business segment we also produce large diameter welded steel pipes for oil and gas pipelines. We manufacture our steel pipe products in a wide range of specifications, which vary in diameter, length, thickness, finishing, steel grades, threading and coupling. For most complex applications, including high pressure and high temperature applications, seamless steel pipes are usually specified and, for some standard applications, welded steel pipes can also be used.

Casing. Steel casing is used to sustain the walls of oil and gas wells during and after drilling.

Tubing. Steel tubing is used to conduct crude oil and natural gas to the surface after drilling has been completed.

Line pipe. Steel line pipe is used to transport crude oil and natural gas from wells to refineries, storage tanks and loading and distribution centers.

Mechanical and structural pipes. Mechanical and structural pipes are used by general industry for various applications, including the transportation of other forms of gas and liquids under high pressure.

Cold-drawn pipe. The cold-drawing process permits the production of pipes with the diameter and wall thickness required for use in boilers, superheaters, condensers, heat exchangers, automobile production and several other industrial applications.

Premium joints and couplings. Premium joints and couplings are specially designed connections used to join lengths of steel casing and tubing for use in high temperature or high pressure environments. A significant portion of our steel casing and tubing products are supplied with premium joints and couplings. We own an extensive range of premium connections, and following the integration of Hydril's premium connections business, we market our premium connection products under the TenarisHydril brand name. In addition, we hold licensing rights to manufacture and sell the Atlas Bradford range of premium connections outside of the United States.

Coiled tubing. Coiled tubing is used for oil and gas drilling and well workovers and for subsea pipelines.

Other Products. We also manufacture sucker rods used in oil extraction activities, industrial equipment of various specifications and diverse applications, including liquid and gas storage equipment, and welded steel pipes for electric conduits used in the construction industry. In addition, we sell raw materials, such as HBI, that exceed our internal requirements.

Production Process and Facilities

We operate relatively low-cost production facilities, which we believe is the result of:

state-of-the-art, strategically located plants;

favorable access to high quality raw materials, energy and labor at competitive costs;

operating history of 50 years, which translates into solid industrial know-how;

constant benchmarking and best-practices sharing among the different facilities;

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increasing specialization of each of our facilities in specific product ranges; *and*

extensive use of information technology in our production processes.

Our seamless pipes production facilities are located in North and South America, Europe and Asia and our welded pipes production facilities are located in North and South America. In addition, we manufacture welded steel pipes for electric conduits in the United States and Colombia, tubular accessories such as sucker rods (used in oil drilling) at facilities in Argentina and Brazil, couplings in the United States, Argentina, China, México and Romania, and pipe fittings in Mexico. In addition to our pipe threading and finishing facilities at our integrated pipe production facilities, we also have pipe threading facilities, for production of American Petroleum Institute, or API, and premium joints in the United States, Canada, China, Indonesia, Nigeria, and the United Kingdom.

The following table shows our aggregate installed production capacity of seamless and welded steel pipes and steel bars at the dates indicated as well as the aggregate actual production volumes for the periods indicated. The figures for effective annual capacity are based on our estimates of effective annual production capacity under present conditions.

	At or for the year ended December 31,		
	2008	2007	2006
<i>Thousands of tons</i>			
Steel Bars			
Effective Capacity (annual) ⁽¹⁾	3,450	3,450	3,450
Actual Production	3,082	2,985	3,107
Tubes - Seamless			
Effective Capacity (annual) ⁽¹⁾	3,400	3,400	3,400
Actual Production	3,005	2,836	3,013
Tubes - Welded			
Effective Capacity (annual) ⁽¹⁾	1,860	1,860	1,860
Actual Production ⁽²⁾	999	909	316
Projects - Welded			
Effective Capacity (annual) ⁽¹⁾	850	850	850
Actual Production	548	499	326

(1) Effective annual production capacity is calculated based on standard productivity of production lines, theoretical product mix allocations and considering the maximum number of possible working shifts and a continued flow of supplies to the production process.

(2) In 2006, includes production from the Villa Constitución facility for eleven months and from the former Maverick facilities for three months.

Production Facilities - Tubes**North America**

In North America, we have a fully integrated seamless pipe manufacturing facility, a threading plant and a pipe fittings facility in Mexico, three welded pipe manufacturing facilities, two coiled tubing facilities, three threading plants and a couplings manufacturing facility in the United States, and a seamless pipe rolling mill, a welded pipe manufacturing facility and two threading plants in Canada.

Mexico. In Mexico, our fully integrated seamless pipe manufacturing facility is located near the major exploration and drilling operations of Mexican state oil company Petróleos Mexicanos, or Pemex, about 13 kilometers from the port of Veracruz on the Gulf of Mexico. The Veracruz plant was inaugurated in 1954. Situated on an area of 450 hectares, the plant includes a state-of-the-art seamless pipe mill and has an installed annual production capacity of approximately 780,000 tons of seamless steel pipes (with an outside diameter range of 2 to 20 inches) and 850,000 tons of steel bars. The plant is served by two highways and a railroad and is close to the port of Veracruz, which reduces transportation costs and facilitates product shipments to export markets.

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The Veracruz facility comprises:

a steel shop, including an electric arc furnace, refining equipment, vacuum degassing, four-strand continuous caster and a cooling bed;

a multi-stand pipe mill, including a rotary furnace, direct piercing equipment, mandrel mill with retained mandrel, sizing mill and a cooling bed;

a pilger pipe mill, including a rotary furnace, direct piercing equipment, a reheating furnace, sizing mill and a cooling bed;

four finishing lines, including heat treatment facilities, upsetting machines and threading and inspection equipment;

a stretch reducing mill, including cutting saws and a cooling bed;

a cold-drawing mill; *and*

automotive components production machinery.

The major operational units at the Veracruz facility and the corresponding annual installed production capacity (in thousands of tons per year, except for the auto components facility, which is in millions of parts) as of December 31, 2008, and the year operations commenced, are as follows:

	Effective Production Capacity (annual)⁽¹⁾	Year Operations Commenced
Steel Shop	850	1986
Pipe Production Multi-Stand Pipe Mill	700	1983
Pilger Mill	80	1954
Cold-Drawing Mill	35	1963
Auto Components Facility	30	2004

(1) Effective annual production capacity is calculated based on standard productivity of production lines, theoretical product mix allocations and considering the maximum number of possible working shifts and a continued flow of supplies to the production process.

In 2007, as part of the acquisition of Hydril, we incorporated into our Mexican operations a threading plant in Veracruz, which produces premium connections and accessories.

In addition to the Veracruz facilities, we operate a manufacturing facility near Monterrey in the state of Nuevo León, Mexico, for the production of weldable pipe fittings. This facility has an annual production capacity of approximately 15,000 tons.

United States. In the United States we have the following production facilities:

Hickman, Arkansas: Our main U.S. production facility, covering an area of 78 hectares. This facility processes steel coils to produce electric resistance welded, or ERW, OCTG and line pipe with an outside diameter range from 1 1/2 to 16 inches and has an annual production capacity of

approximately 900,000 tons. It includes:

A plant commissioned in 1993 comprising two mills producing 1 1/2 through 5 1/2 inches API products with three finishing lines and two heat treatment lines;

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A plant commissioned in 2000 comprising two mills producing 3 1/2 through 16 inches API products with two finishing lines; *and*

A coating facility commissioned in 2001 coating sizes up to 16 inches.

Conroe, Texas: A plant located on an area of 47 hectares which processes steel coils to produce ERW OCTG and line pipe, with an outside diameter range of 4 1/2 to 8 5/8 inches and has an annual production capacity of approximately 250,000 tons. The facility includes one mill, one heat treatment line and one finishing line.

Counce, Tennessee: A plant located on an area of 54 hectares which processes steel coils to produce ERW OCTG and line pipe with an outside diameter range of 4 1/2 to 8 5/8 inches and has an annual production capacity of approximately 90,000 tons. The facility has one mill and a finishing line capable of producing line pipe products.

In addition, we have specialized facilities in the Houston area producing coiled tubing, umbilical tubing and couplings.

A coiled tubing facility commissioned in the 1990s. The facility has approximately 150,000 square feet of manufacturing space on 4 hectares. The plant consists of two mills and coating operations capable of producing coiled tubing products in various grades, sizes and wall thicknesses.

An umbilical tubing facility commissioned in the 1990s. The facility has approximately 85,000 square feet of manufacturing space on 6 hectares. The facility is capable of producing stainless or carbon steel tubing in various grades, sizes and wall thickness.

The Texas Arai coupling facility commissioned in 1981. The plant has an annual capacity of approximately 4.4 million couplings in OCTG sizes ranging from 2 3/8 through 20 inches in carbon and alloy steel grades.

Furthermore, as part of the acquisition of Hydril, we added the following threading facilities, which are mainly dedicated to the finishing of tubes with premium connections:

McCarty: a threading facility in Houston, Texas, which comprises two main production buildings in an area of approximately 20 hectares;

Westwego: a threading facility located in Louisiana; *and*

Bakersfield: a threading facility in California, mainly used as a repair shop.

Canada. In Canada, we have a seamless steel pipe manufacturing facility located adjacent to the Algoma Steel manufacturing complex in Sault Ste. Marie, near the mouth of Lake Superior in the province of Ontario. The facility includes a retained mandrel mill, a stretch reducing mill and heat treatment and finishing facilities producing seamless pipe products with an outside diameter range of 2 to 9 7/8 inches. The effective annual production capacity of the facility is approximately 250,000 tons. The plant was opened in 1986 and was operated as part of Algoma Steel until shortly before it was leased to us in 2000. In February 2004, we completed the purchase of the leased facilities, spare parts and other operating assets. Since we began operating the facility, we have sourced steel bars principally from our steel shops in Argentina and Mexico. In 2007, we signed a 10-year contract with QIT, a Canadian producer of titanium dioxide and high purity iron, under which QIT supplies up to 100,000 tons of round steel bars per year at U.S. dollar prices which vary in accordance with variations in raw material costs. We use steel bars produced in our integrated facilities in Argentina and Mexico for the remainder of our round steel bar requirements.

In addition, we own the Prudential welded steel pipe manufacturing facility based in Calgary, Alberta, which processes steel coils into ERW OCTG and line pipe with an outside diameter range of 2 3/8 to 12 3/4 inches. The facility, originally commissioned in 1966, includes a slitter, three welding lines and four threading lines. The effective annual production capacity of this plant is approximately 400,000 tons.

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Moreover, as a result of the acquisition of Hydril, we added two threading facilities in Canada:

Nisku: a threading facility located in Alberta, dedicated to premium connections; *and*

Dartmouth: a threading facility in Nova Scotia, mainly used as a repair shop.

South America

In South America, we have a fully integrated seamless pipe facility in Argentina and a seamless pipe plant in Venezuela. In addition, we have welded pipe manufacturing facilities in Argentina and Colombia.

Argentina. Our principal manufacturing facility in South America is a fully integrated plant on the banks of the Paraná river near the town of Campana, approximately 80 kilometers from the City of Buenos Aires, Argentina. The Campana plant was inaugurated in 1954. Situated on over 300 hectares, the plant includes a state-of-the-art seamless pipe facility and has an effective annual production capacity of approximately 900,000 tons of seamless steel pipe (with an outside diameter range of 1 1/4 to 10 3/4 inches) and 1,300,000 tons of steel bars.

The Campana facility comprises:

a direct reduced iron, or DRI, production plant;

a steel shop with two production lines, each including an electric arc furnace, refining equipment, four-strand continuous caster and a cooling bed;

two continuous mandrel mills, each including a rotary furnace, direct piercing equipment and a cooling bed and one of them also including a stretch reducing mill;

seven finishing lines, including heat treatment facilities, upsetting machines, threading and inspection equipment and make-up facilities;

a cold-drawing mill; *and*

a port on the Paraná river for the supply of raw materials and the shipment of finished products.

In February 2003, we acquired a modern gas turbine power generation plant, located at San Nicolás, approximately 150 kilometers from Campana. The capacity of this power generation plant 160 megawatts together with a smaller thermo-electric power generating plant located within the Campana facility, is sufficient to supply all of the electric power requirements of the Campana facility.

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The major operational units at the Campana facility and corresponding effective annual production capacity (in thousands of tons per year) as of December 31, 2008, and the year operations commenced are as follows:

	Effective Production Capacity (annual)⁽¹⁾	Year Operations Commenced
DRI	935	1976
Steel Shop		
Continuous Casting I	530	1971
Continuous Casting II	770	1987
Pipe Production		
Mandrel Mill I	330	1977
Mandrel Mill II	570	1988
Cold-Drawing Mill	20	1962

(1) Effective annual production capacity is calculated based on standard productivity of production lines, theoretical product mix allocations and considering the maximum number of possible working shifts and a continued flow of supplies to the production process.

In addition to our main integrated seamless pipe facility, we also have a welded pipe manufacturing facility in Argentina located at Villa Constitución in the province of Santa Fe, which we acquired in January 2006. The facility has an annual production capacity of approximately 80,000 tons of welded pipes with an outside diameter range of 1 to 6 inches.

Venezuela. In Venezuela, we have a seamless steel pipe plant with an annual production capacity of approximately 80,000 tons, located in Ciudad Guayana in the eastern part of the country. The plant is situated on an area comprising 38 hectares within the Sidor iron and steel manufacturing complex on the banks of the Orinoco River. The plant includes a pilger mill and finishing line, including threading facilities, and produces seamless pipe products with an outside diameter range of 6⁵/₈ to 16 inches. The plant uses steel bars supplied by Sidor as its principal raw material. In July 2004, together with Sidor, we acquired an industrial facility, also in Ciudad Guayana, Venezuela, to produce HBI. For further information on the recent developments relating to our operations in Venezuela, see Item 5.G. Operating and Financial Review and Prospects Recent Developments Developments in Venezuela.

Colombia. As part of the acquisition of Maverick in 2006, we acquired the TuboCaribe welded pipe manufacturing facility in Cartagena, Colombia on an area of 28 hectares. The total estimated annual production capacity is approximately 140,000 tons. The plant produces mainly ERW OCTG and line pipe products having two mills with an outside diameter range of 2³/₈ to 8⁵/₈ inches, three heat treatment lines and three threading lines. Inspection lines and materials testing laboratories complete the production facility. A 2 to 42 inches diameter multilayer coating facility complements our line pipe production facilities.

Europe

In Europe, we have several seamless pipe manufacturing facilities in Italy and one in Romania and a premium connection threading facility in the United Kingdom.

Italy. Our principal manufacturing facility in Europe is an integrated plant located in the town of Dalmine in the industrial region of Bergamo, about 40 kilometers from Milan in northern Italy. Situated on an area of 150 hectares, the plant includes a state-of-the-art seamless pipe mill and has an annual production capacity of approximately 800,000 tons of seamless steel pipes and 900,000 tons of steel bars.

The Dalmine facility comprises:

a steel shop, including an electric arc furnace, two ladle furnaces, one vacuum degassing, two continuous casters and a cooling bed;

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a continuous floating mandrel mill with one heat treatment and two finishing lines;

a retained mandrel mill with three finishing lines including two heat treatments;

a rotary expander with a finishing line including a heat treatment; *and*

a pilger pipe mill with a finishing line.

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The major operational units at the Dalmine facility and corresponding effective annual production capacity (in thousands of tons per year) as of December 31, 2008, and the year operations commenced are as follows:

	Effective Production Capacity (annual) ⁽¹⁾	Year Operations Commenced
Steel Shop	900	1976
Pipe Production		
Pilger Mill	10	1937
Mandrel Mill:		
Floating Mandrel Mill Small Diameter	140	1962
Retained Mandrel Mill Medium Diameter (plus Rotary Expander for Large Diameter)	650	1978

(1) Effective annual production capacity is calculated based on standard productivity of production lines, theoretical product mix allocations and considering the maximum number of possible working shifts and a continued flow of supplies to the production process.

The Dalmine facility manufactures seamless steel pipes with an outside diameter range of 21 to 711 mm (0.75 to 28.0 inches), mainly from carbon, low alloy and high alloy steels for diverse applications. The Dalmine facility also manufactures steel bars for processing at our other facilities in Italy.

Our production facilities located in Italy have a collective annual production capacity of approximately 950,000 tons of seamless steel pipes. Aside from the main facility mentioned above, they include:

the Costa Volpino facility, which covers an area of approximately 31 hectares and comprises a cold-drawing mill and an auto components facility producing cold-drawn carbon, low alloy and high alloy steel pipes with an outside diameter range of 12 to 280 mm (0.47 to 11.00 inches), mainly for automotive, mechanical and machinery companies in Europe. The Costa Volpino facility has an annual production capacity of approximately 100,000 tons;

the Arcore facility, which covers an area of approximately 26 hectares and comprises a Diescher mill with associated finishing lines. Production is concentrated in heavy-wall mechanical pipes with an outside diameter range of 48 to 219 mm (1.89 to 8.62 inches). The Arcore facility has an annual production capacity of approximately 150,000 tons; *and*

the Piombino facility, which covers an area of approximately 67 hectares and comprises, a hot dip galvanizing line and associated finishing facilities. Production is focused on finishing of small diameter seamless and welded pipe for plumbing applications in the domestic market, such as residential water and gas transport. The Piombino facility has an annual production capacity of approximately 100,000 tons. In addition to these facilities, we operate a manufacturing facility at Sabbio, which manufactures gas cylinders with an annual production capacity of approximately 14,000 tons or 270,000 pieces.

In order to reduce the cost of electrical energy at our operations in Dalmine, we recently constructed a gas-fired, combined heat and power station with a capacity of 120 MW at Dalmine. This new facility began operations in May 2007. Our operations in Dalmine consume most of the power generated at the plant which is designed to have sufficient capacity to meet the electric power requirements of these operations at peak load. Excess power is sold to third party consumers and heat is sold for district heating.

Romania. In July 2004 we acquired a seamless steel pipe manufacturing facility in Romania, located in the city of Zalau, near the Hungarian border, 480 kilometers from Bucharest. The Silcotub facility includes a continuous mandrel mill and has an annual production capacity of approximately 180,000 tons of seamless steel tubes. The plant produces carbon and alloy steel tubes with an outside diameter range of 8 to 146 mm (0.314 to 5.74 inches). In May 2005, we acquired a steelmaking facility in southern Romania, with an annual steelmaking capacity of 400,000 tons. Following investments to convert this capacity to the production of steel bars for seamless pipe production, this facility has been

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integrated into our Romanian and European operations and in February 2006 began to supply steel bars to the Silcotub facility as well as to Dalmine's facilities in Italy. The combined Romanian facilities comprise:

a steel shop including an electric arc furnace, a ladle furnace and a continuous caster;

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a continuous mandrel;

three finishing lines, including heat treatment facilities, upsetting machine, line pipe, threading, make-up and inspection equipment facilities;

a coupling shop;

a cold-drawing plant with finishing area; *and*

automotive and hydraulic cylinders components production machinery.

Far East and Oceania

Our seamless pipe manufacturing facility in Asia, operated by NKK Tubes, is located in Kawasaki, Japan, in the Keihin steel complex owned by JFE, the successor company of NKK that resulted from the business combination of NKK with Kawasaki Steel Corporation, or Kawasaki Steel. The facility includes a floating mandrel mill, a plug mill and heat treatment, upsetting and threading facilities producing seamless pipe products with an outside diameter range of 1 to 17 inches. The effective annual production capacity of the facility is approximately 260,000 tons. The plant was operated by NKK until its acquisition by NKK Tubes in 2000. Steel bars and other essential inputs and services are supplied by JFE, which retains a 49% interest in NKK Tubes through its subsidiary JFE Engineering. The NKK Tubes facility produces a wide range of carbon, alloy and stainless steel pipes for the local market and high value-added products for export markets. For a discussion of NKK's business combination with Kawasaki Steel, see Item 4. Information on the Company Competition .

In November 2006, we began operating a newly constructed facility for the production of premium joints and couplings in Qingdao, on the east coast of China. The facility has an annual production capacity of approximately 40,000 tons of premium joints.

In addition, in Indonesia we have a premium joints threading facility in the state of Batam, which we integrated to our operations following the acquisition of HydriL in 2007. In April 2009, we acquired a 77.45% holding in Seamless Pipe Indonesia Jaya, or SPIJ, an Indonesian OCTG processing business with heat treatment and premium connection threading facilities, which has an annual processing capacity of approximately 120,000 tons. For more information on the acquisition of SPIJ, see Item 5.G. Operating and Financial Review and Prospects Recent Developments Acquisition of Seamless Pipe Indonesia Jaya .

Production Facilities - Projects

We have two major welded pipe facilities, one in Brazil and one in Argentina, which produce pipes used in the construction of major pipeline projects. The facility in Brazil, operated by Confab, is located at Pindamonhangaba, 160 kilometers from the city of São Paulo. The facility includes an ERW rolling mill and a SAW (submerged arc welding) rolling mill with one spiral line and one longitudinal line. The facility, which was originally opened in 1959, processes steel coils and plates to produce welded steel pipes with an outside diameter range of 4 1/2 to 100 inches for various applications, including oil, petrochemical and gas applications. The facility also supplies anticorrosion pipe coating made of extruded polyethylene or polypropylene, external and internal fusion bonded epoxy and paint for internal pipe coating. The facility has an annual production capacity of approximately 500,000 tons.

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The facility in Argentina is located at Valentín Alsina just south of the city of Buenos Aires. The facility includes ERW and SAW rolling mills with one spiral line. The facility was originally opened in 1948 and processes steel coils and plate to produce welded steel pipes with an outside diameter range of 4 1/2 to 80 inches, which are used for the conveying of fluids at low, medium and high pressure and for mechanical and structural purposes. The facility has an annual production capacity of approximately 350,000 tons.

Production Facilities - Others

We have facilities for the manufacture of sucker rods in the city of Villa Mercedes, San Luis, Argentina and in Moreira Cesar, São Paulo, Brazil. In Moreira Cesar, we also have facilities for the manufacture of industrial equipment. As part of the acquisition of Maverick in 2006, we integrated a welded steel pipe business for electric conduits with manufacturing facilities in Louisville, Kentucky, Cedar Springs, Georgia and Cartagena, Colombia. These plants process steel coils into conduit tubing and have a combined annual production capacity of approximately 240,000 tons.

Sales and Marketing*Net Sales*

Our total net sales amounted to \$12,132 million in 2008, compared to \$10,042 million in 2007 and \$7,728 million in 2006. For further information on our net sales see Item 5.A. Operating and Financial Review and Prospects Results of Operations .

The following table shows our net sales by business segment for the periods indicated therein:

<i>Millions of U.S. dollars</i>	For the year ended December 31,					
	2008		2007		2006	
Tubes	10,115.0	83%	8,552.6	85%	6,826.9	88%
Projects	1,270.9	10%	876.3	9%	453.5	6%
Others	745.9	6%	613.1	6%	447.3	6%
Total Tubes	12,131.8	100%	10,042.0	100%	7,727.7	100%

The following table indicates, for our Tubes business segment, net sales by geographic region:

<i>Millions of U.S. dollars</i>	For the year ended December 31,					
	2008		2007		2006	
Tubes						
North America	4,519.2	45%	2,921.7	34%	1,993.0	29%
South America	1,353.7	13%	1,221.7	14%	960.3	14%
Europe	1,705.6	17%	1,661.4	19%	1,315.1	19%
Middle East and Africa	1,809.9	18%	2,057.6	24%	1,895.7	28%
Far East and Oceania	726.6	7%	690.2	8%	662.8	10%
Total Tubes	10,115.0	100%	8,552.6	100%	6,826.9	100%

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North America

Sales to customers in North America accounted for 45% of our sales of tubular products and services in 2008, compared to 34% in 2007 and 29% in 2006.

We have significant sales in each of the United States, Canada and Mexico. Demand for our products increased throughout the region, particularly in the U.S. as we integrated our product and service offering in an expanding market, following the acquisitions of Maverick and Hydril in 2006 and 2007, respectively.

The use of welded OCTG products in less complex applications, such as in shallow onshore wells, has become well established in the U.S. and Canada due to the standard product specifications required, the development of ERW technology and the marketing efforts of local welded pipe producers. Welded pipe products are not, however, generally used in more complex applications.

Sales to our oil and gas customers in the U.S. and Canada are particularly sensitive to North American gas prices as the majority of drilling activity in these two countries is related to exploration and production of natural gas. These prices can be affected by issues such as available storage capacity and seasonal weather patterns. As compared to sales in other countries, our sales in the U.S. and Canada are more sensitive to the level of inventories held by distributors due to the role that distributors have traditionally played in the steel pipe markets of these two countries. However, in the last two years we have been able to establish long term alliances and programs with many of our customers in the U.S. and Canada, reducing our exposure to the level of inventories held by distributors.

Our sales in Canada are mainly directed to the oil and gas drilling and transportation sectors. Oil and gas drilling in Canada is subject to strong seasonality with the peak drilling season in Western Canada being during the winter months when the ground is frozen. During the spring, as the ice melts, drilling activity is severely restricted by the difficulty of moving equipment in muddy terrain. During 2008, drilling activity increased as oil and gas producers reacted to a sharp increase in oil and gas prices in the first part of the year, which then fell in the second half.

In the past, our sales to oil and gas customers in the United States have been affected by antidumping duties which were applied since 1995 in respect of the import of OCTG products produced by our main seamless pipe manufacturing subsidiaries. In May, 2007, the U.S. International Trade Commission voted to revoke these antidumping duties. For further information, see Item 8.A. Financial Information U.S. Seamless Steel Pipe Antidumping and Countervailing Duty Proceedings . Since the acquisitions of Maverick and Hydril and the revocation of the antidumping duties on our OCTG products, we have integrated a full range of products for our customers and our sales of OCTG products in the United States have been increasing. Sales of line pipe products for deepwater oil and gas applications were not affected by the antidumping restrictions that previously affected the import of some of our seamless line pipe products from Mexico and Argentina and which have also recently been removed. Our sales to the industrial sector were not affected by antidumping restrictions and are affected primarily by trends in industrial activity.

In Mexico, we have enjoyed a long and mutually beneficial relationship with Pemex, the state-owned oil company, one of the world's largest crude oil and condensates producers. In 1994, we began supplying Pemex under just-in-time, or JIT, agreements, which allow us to provide it with comprehensive pipe management services on a continuous basis. These agreements provide for delivery of pipe to our customers on short notice, usually within 72 hours. Under JIT and stocking supply arrangements, we are kept informed of our customers' drilling program and pipe requirements. In addition, we are permitted to bring our engineers to the customers' drilling locations in order to maintain adequately supplied warehouse inventories.

In 2006, following two years of strong growth, oil and gas exploration and development in Mexico declined as Pemex experienced budgetary constraints just as the costs of drilling rose sharply in response to a strong worldwide upturn in demand for oil and gas drilling services. Since 2007, there has been a recovery in drilling activity as Pemex has sought to compensate for declining oil production from Mexico's principal field through the deployment of additional reserves.

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Sales to non-oil related customers in Mexico are made directly to those customers or through authorized distributors. The principal Mexican end users, other than Pemex, rely on our products primarily for automotive, thermal, mechanical, conduction and hydraulic uses. Sales to these non-oil customers are primarily affected by trends in North American industrial production activity.

South America

Sales to customers in South America accounted for 13% of our sales of tubular products and services in 2008, compared to 14% in 2007 and 14% in 2006.

Our largest markets in South America are Argentina and Venezuela, countries in which we have manufacturing subsidiaries. Our sales in the Argentine and Venezuelan markets are sensitive to the international price of oil and its impact on the drilling activity of participants in the domestic oil and gas sectors, as well as to general economic conditions in these countries. In addition, sales in Argentina, as well as export sales from our manufacturing facilities in Argentina, are affected by governmental actions and policies, including measures adopted in 2002 in response to the crisis in Argentina, such as the taxation of oil and gas exports, measures affecting gas prices in the domestic market, restrictions on certain transfers of currency abroad, mandatory repatriation of certain export revenues and other matters affecting the investment climate. Sales in Venezuela are also affected by governmental actions and policies and their consequences, such as nationalization and other measures relating to the taxation and ownership of oil and gas production activities, general strikes, agreements to vary domestic production pursuant to quotas established by OPEC, and other matters affecting the investment climate. See Item 3.D. Risk Factors Risks Relating to our Business. Adverse economic or political conditions in the countries where we operate or sell our products and services may decrease our sales or disrupt our manufacturing operations, thereby adversely affecting our revenues, profitability and financial condition .

A principal component of our marketing strategy in South American markets, including Argentina and Venezuela, is the establishment of long-term supply agreements with significant local and international oil and gas companies operating in those markets.

In the past several years, demand from oil and gas customers in Argentina remained steady, but growth in supply has been affected by governmental actions including the application of additional taxes on the export of oil and gas and the freezing for an extended period of domestic gas tariffs for consumers. More recently, demand decreased as drilling activity declined as returns to operators have become unfavorable.

We also serve the demand for steel pipes for other applications in the Argentine market. After a three year period of demand growth, in the middle of 2008 demand started to decline due to a decrease in industrial activity, particularly the one related to the agricultural sector.

In Venezuela, we have a significant share of the market for OCTG products. We enjoy ongoing business relationships with PDVSA and the joint venture operators in the oil and gas sector. In the past three years, drilling activity in Venezuela has remained stable. See Item 3.D. Risk Factors Risks Relating to our Business. Adverse economic or political conditions in the countries where we operate or sell our products and services may decrease our sales or disrupt our manufacturing operations, thereby adversely affecting our revenues, profitability and financial condition .

We also have significant sales in Colombia and in other countries in the region such as Ecuador and Peru. These are sensitive to the international price of oil and gas and its impact on the drilling activity of participants in the local oil and gas sectors, as well as to general economic conditions and governmental actions and policies in these countries.

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Europe

Sales to customers in Europe accounted for 17% of our sales of tubular products and services in 2008, compared to 19% in 2007 and 19% in 2006.

Our single largest country market in Europe is Italy. The market for steel pipes in Italy (as in most of the EU) is affected by general industrial production trends, especially in the mechanical and automotive industry, and by investment in power generation, petrochemical and oil refining facilities. Our customers in Europe include large engineering companies active in designing and constructing oil and gas processing facilities worldwide. Sales to the mechanical and automotive industries were particularly affected during the second half of 2008, by the financial and economic crisis, as these industries adjusted activity levels drastically in response to uncertain demand conditions.

The European market also includes the North Sea and Scandinavia and other areas, such as Romania, where oil and gas drilling takes place. Demand from these markets is affected by oil and gas prices in the international markets and their consequent impact on oil and gas drilling activities in these areas.

Middle East and Africa

Sales to customers in the Middle East and Africa accounted for 18% of our sales of tubular products and services in 2008, compared to 24% in 2007 and 28% in 2006.

Our sales in the Middle East and Africa are sensitive to international prices of oil and gas and their impact on drilling activities as well as to the production policies pursued by OPEC, many of whose members are located in this region. In the past three years, drilling activity has increased significantly in this region as oil and gas producing countries in the region, led by Saudi Arabia, have been increasing investments in exploration and production with the objective of increasing oil production capacity and developing gas reserves to fuel regional gas-based industrial development and export gas in the form of liquefied natural gas, or LNG. In addition, international oil companies have been increasing investments in exploration and production in deepwater projects in offshore West Africa. More recently, demand in this region is being affected by the decline in oil and gas prices and the actions taken by OPEC members in the region to reduce production.

Our sales in the Middle East and Africa could be adversely affected by political and other events in the region, such as armed conflict, terrorist attacks and social unrest, that could materially impact the operations of companies active in the region's oil and gas industry. Our sales in that region can also be affected by the levels of inventories held by the principal national oil companies in the region and their effect on purchasing requirements.

Far East and Oceania

Sales to customers in the Far East and Oceania accounted for 7% of our sales of tubular products and services in 2008, compared to 8% in 2007 and 10% in 2006.

Our largest markets in the Far East and Oceania have traditionally been China and Japan. Our sales in China are concentrated on OCTG products used in Chinese oil and gas drilling activities, tubes used in boilers for power generation facilities and tubes used for the manufacturing of gas cylinders. Although apparent consumption of pipes in China has increased significantly during the past three years, most of this increase has been met by higher sales of pipes produced by local producers, who have been increasing their production capacity. Imports of high-value pipe products not manufactured by local producers have declined in the past two years.

In Japan, our subsidiary, NKK Tubes, competes against other domestic producers. The market for steel pipe products in Japan is mostly industrial and depends on general factors affecting domestic investment, including production activity. After a three year period of relative stability, demand started to decline in the middle of 2008, due to the decrease in industrial activity and the high level of inventories in the local distributors' network.

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Sales to other markets in the Far East and Oceania are affected by the level of oil and gas drilling activity in countries such as Indonesia and engineering activity particularly related to investment in petrochemical plants and oil refineries. We expect the acquisition of a controlling interest in SPIJ to allow us to consolidate our position in the Indonesian and regional markets.

Projects

We are a leading regional supplier of welded pipes for gas pipeline construction in South America, where we have manufacturing facilities in Brazil and Argentina. We also supply welded steel pipes to regional mineral slurry pipeline projects for the mining industry and to selected gas pipeline construction projects worldwide. Demand and shipments for our welded steel pipes in this business segment is principally affected by investment in gas pipeline projects in Brazil, Argentina and the rest of South America. These investments can vary significantly from year to year and can be affected by political and financial conditions in the region. In 2008, shipments of our pipes for pipeline projects increased as we made deliveries to a number of large pipeline infrastructure projects in Brazil, Argentina and Colombia.

Others

Our other products and services include sucker rods used in oil extraction activities, welded steel pipes for electric conduits, industrial equipment of various specifications and for diverse applications, including liquid and gas storage equipment and sales of raw materials and energy that exceed our internal requirements, including HBI from our facility in Venezuela and steam from our power generation plant in Argentina. For further information on the recent developments relating to our operations in Venezuela, see Item 5.G. Operating and Financial Review and Prospects Recent Developments Developments in Venezuela.

Competition

The global market for steel pipe products is highly competitive. Seamless steel pipe products, which are used extensively in the oil and gas industry particularly for high pressure, high stress and other complex applications, are produced in specialized mills using round steel billets and specially produced ingots. Welded steel pipe products are produced in mills which process steel coils and plates into steel pipes. Steel companies that manufacture steel coils and other steel products but do not operate specialized seamless steel mills are generally not competitors in the market for seamless steel pipe products, although they often produce welded steel pipes or sell steel coils and plates used to produce welded steel pipe.

The production of steel pipe products following the stringent requirements of major oil and gas companies requires the development of specialized skills and significant investments in manufacturing facilities. By contrast, steel pipe products for standard applications can be produced in most seamless pipe mills worldwide and sometimes compete with welded pipe products for such applications including OCTG applications. Welded pipe, however, is not generally considered a satisfactory substitute for seamless steel pipe in high-pressure or high-stress applications.

Our principal competitors in steel pipe markets worldwide are described below.

Sumitomo Metal Industries Ltd. and JFE (the seamless pipe business of the former Kawasaki Steel) in the aggregate enjoy a significant share of the international market, having established strong positions in markets in the Far East and the Middle East. They are internationally recognized for the high quality of their products and for their supply of high-alloy grade pipe products. On September 27, 2002, Kawasaki Steel and NKK, our partner in NKK Tubes, consummated a business combination and merger, through which they became subsidiaries of JFE. JFE continues to operate the former Kawasaki Steel's seamless steel pipe business in competition with NKK Tubes.

Vallourec, a Franco-German venture, has mills in Brazil, France, Germany and the United States. Vallourec has a strong presence in the European market for seamless pipes for industrial use and a significant market share in the international market with customers primarily in Europe, the United States, Brazil and the

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Middle East. Vallourec is an important competitor in the international OCTG market, particularly for high-value premium joint products. In 2008, Vallourec acquired three tubular businesses from Grant Prideco: Atlas Bradford® Premium Threading & Services, TCA® and Tube-Alloy. In addition, jointly with Sumitomo, Vallourec is constructing an integrated seamless pipe mill in Brazil which will be primarily dedicated to OCTG production. Tubos Reunidos S.A. of Spain and Voest Alpine AG of Austria each have a significant presence in the European market for seamless steel pipes for industrial applications, while the latter also has a relevant presence in the international OCTG market.

During the last three years, the tubes and pipes business in the U.S. and Canada has experienced a significant consolidation process. Following the acquisitions of Maverick and Hydril by Tenaris, US Steel Corporation acquired Lone Star Steel Technologies. In 2008 Evraz Group S.A. and TMK, two Russian companies, acquired IPSCO's Tubular division which has both seamless and welded mills in the U.S. and Canada. Evraz retained IPSCO's operations in Canada while TMK acquired IPSCO's operations in the U.S. U.S. pipe producers are largely focused on supplying the U.S. and Canadian markets, where they have their production facilities.

Producers from the CIS and China compete primarily in the commodity sector of the market and have been increasing their participation in markets worldwide for standard products. In recent years, TMK, a Russian company, has led consolidation of the Russian steel pipe industry and has expanded through acquisitions into Eastern Europe and the U.S. Also in recent years, producers in China have increased production capacity substantially and have strongly increased their exports of steel pipe products, particularly to the U.S., E.U. and Canada. Some of these producers are upgrading their facilities and processes with the intention of entering into the market for more specialized products.

ArcelorMittal has created a tubes division. In 2006, through the acquisition of Arcelor, Mittal acquired Dofasco's tubular business, focused on the automotive segment in North America and in 2007 acquired a tubular business focused on automotive products from Vallourec. Previously, Mittal had acquired a tubular business in Romania. In 2008, ArcelorMittal acquired Unicon, a Venezuelan welded pipe producer focused on the oil and gas sector. ArcelorMittal also has announced projects to build a large diameter welded pipes plant in Nigeria and a seamless pipes mill in Saudi Arabia.

Producers of steel pipe products can maintain strong competitive positions in markets where they have their pipe manufacturing facilities due to logistical and other advantages that permit them to offer value-added services and maintain strong relationships with domestic customers, particularly in the oil and gas sectors. Our subsidiaries have established strong ties with major consumers of steel pipe products in their home markets, reinforced by JIT arrangements, as discussed above.

Capital Expenditure Program

During 2008, our capital expenditures, including investments at our plants and investments in information systems, amounted to \$443.2 million, compared to \$447.9 million in 2007, and \$441.5 million in 2006. Investment at our plants amounted to \$412.0 million in 2008, compared to \$425.6 million in 2007 and \$414.4 million in 2006. In 2008, we focused our investments on quality and R&D laboratories, health, safety and environmental projects and on training facilities for our corporate university, as well as on increasing the efficiency of certain production processes. The major highlights of our capital spending program during 2008 include:

- construction of a new coupling shop to produce proprietary premium threads, revamping of finishing lines, piercing and rolling mill, at our Veracruz facility in Mexico;

- completion of new state of the art quality and R&D laboratories at our Dalmine facility in Italy;

- new automatic facilities for mechanical testing and finishing facilities plus revamping of fume exhaust system and electric arc furnace at our Dalmine facility in Italy;

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construction of new hydraulic cylinders components facilities, fume exhaust system and continuous finishing line at the cold drawn plant at our facility in Zalau, Romania;

construction of new facilities for threads inspection and control plus new cutting saw facilities at our Campana facility in Argentina; *and*

completion of a corporate university campus at our Campana facility in Argentina.

Capital expenditures in 2009 are expected to be above the level reached in 2008, mainly due to the construction of a new small diameter rolling mill at our Veracruz facility in Mexico. Our investments will mainly aim at improving quality and process controls, enhancing plant's safety, minimizing environmental impact, reducing costs and extending our product range. Major projects planned for 2009 include:

construction of the new small diameter rolling mill at our Veracruz facility in Mexico;

new scrap processing facilities at our steel shops in Mexico and Romania;

construction of a new quenching tank for the heat treatment facility, gas pipeline and finished products yard at our Veracruz facility in Mexico;

increase of product range and incorporation of new testing equipment at our Projects facility in Brazil; *and*

construction of new tubing line, finishing and quality facilities at our welded pipe facilities in the U.S.

In addition to capital expenditures at our plants, we have invested in information systems for the integration of our production, commercial and managerial activities. These investments are intended to promote the further integration of our operating facilities and enhance our ability to provide value-added services to customers worldwide. Investments in information systems totaled \$27.0 million in 2008, compared to \$22.2 million in 2007, and \$26.1 million in 2006.

Raw Materials and Energy

The majority of our seamless steel pipe products are manufactured in integrated steel making operations using the electric arc furnace route, with the principal raw materials being steel scrap, DRI, including HBI, pig iron and ferroalloys. We process the majority of our DRI requirements at facilities in Argentina and Venezuela from iron ore using natural gas as a reductant. Our integrated steel making operations consume significant quantities of electric energy, a significant portion of which we generate in our own facilities. Our welded steel pipe products are processed from purchased steel coils and plates.

Steel scrap, pig iron and DRI

Steel scrap, pig iron and DRI for our integrated steelmaking operations are sourced from local and international sources. In Argentina, we produce our own DRI and source ferrous scrap domestically through a 75% owned scrap collecting and processing subsidiary. In Italy, we purchase pig iron and ferrous scrap as well as special metals for certain products from European and international markets. In Mexico, we import most of our pig iron and DRI requirements and purchase scrap from domestic and international markets. In Romania, we source ferrous scrap primarily from the domestic market.

To secure an additional source of DRI for our steelmaking operations, we have invested in facilities in Ciudad Guayana, Venezuela, which reduce locally-supplied iron ore into HBI using natural gas as a reductant. Since 1998, we have had an off-take commitment to purchase 75,000 tons per year of HBI from *Complejo Siderúrgico de Guayana C.A.*, or Comsigua, which can be terminated with one year's notice. We hold a 6.9% equity interest in Comsigua. More recently, in July 2004, jointly with Sidor, we formed Matesi, and acquired a Venezuelan iron

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reduction plant. We own 50.2% of Matesi and Sidor owns the remaining 49.8%. The facility, located in Ciudad Guayana, Venezuela, has an annual design capacity in excess of one million tons. For further information on the recent developments relating to our operations in Venezuela, see Item 5.G. Operating and Financial Review and Prospects Recent Developments Developments in Venezuela.

International prices for steel scrap, pig iron and DRI can vary substantially in accordance with supply and demand conditions in the international steel industry. Our costs for these materials increased steeply in the first half of 2008, but declined in the second half.

Ferroalloys

At each of our steel shops we coordinate our purchases of ferroalloys worldwide. The international costs of ferroalloys can vary substantially. Our costs of ferroalloys decreased slightly in 2006, but increased in 2007 and 2008, in line with international prices for these materials.

Iron ore

We consume iron ore, in the form of pellets and lump ore, for the production of DRI in Argentina and Venezuela. Our annual consumption of iron ore in Argentina ranges between 1,000,000 and 1,500,000 tons and is supplied from Brazil primarily by *Companhia Vale do Rio Doce* and *Samarco Mineração S.A* under long term contracts with annual price adjustment based on international benchmarks. Iron ore for the production of DRI in Venezuela is supplied by CVG Ferrominera Orinoco C.A., the Venezuelan state-owned iron ore mining company, under a long-term supply contract which establishes annual price adjustments in accordance with international prices. For further information on the recent developments relating to our operations in Venezuela see Item 5.G. Operating and Financial Review and Prospects Recent Developments Developments in Venezuela . Our costs of iron ore have increased substantially over the past three years in line with international prices.

Round steel bars

We purchase round steel bars and ingots for use in our seamless steel pipe facilities in Japan, Venezuela and Canada. In Japan, we purchase these materials from JFE, our partner in NKKTubes, and in Venezuela, we purchase these materials from Sidor. In both cases, these purchases are made under supply arrangements pursuant to which the purchase price varies in relation to changes in the costs of production. As a result of their location within a larger production complex operated by the supplier, our operations in Japan and Venezuela are substantially dependent on these contracts for the supply of raw materials and energy. JFE uses imported iron ore, coal and ferroalloys as principal raw materials for producing steel bars at Keihin and Sidor uses domestic iron ore and domestic and imported ferroalloys as its principal raw materials. See Item 3.D. Risk Factors Risks Relating to our Business. Adverse economic or political conditions in the countries where we operate or sell our products and services may decrease our sales or disrupt our manufacturing operations, thereby adversely affecting our revenues, profitability and financial condition .

In Canada, we have a long-term agreement with QIT, a Canadian producer of titanium dioxide and high purity iron, under which QIT supplies up to 100,000 tons of round steel bars per year, at U.S. dollar prices which vary in accordance with variations in raw material costs. We use steel bars produced in our integrated facilities in Argentina and Mexico for the remainder of our round steel bar requirements.

Steel coils and plates

For the production of welded steel pipe products, we purchase steel coils and steel plates principally from domestic producers for processing into welded steel pipes. We have welded pipe operations in Argentina, Brazil, Canada, Colombia and the United States. For our welded pipe operations in the United States and Canada, a significant part of our requirements for steel coils are supplied under long-term contracts with prices set at market levels. Our principal suppliers include Nucor, which has a steel coil manufacturing facilities in Hickman, Arkansas, near to our principal welded pipe facility in the U.S., and Ipsco, which has steel coil manufacturing facilities in Regina, Saskatchewan, Canada. To secure a supply of steel coils for our Hickman facility, we entered into a five year purchase contract with Nucor under which we have committed to purchase around 435,000 tons of steel coils per

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year with prices adjusted quarterly in accordance with market conditions starting in January 2007. Due to the changes in market conditions and the lower levels of activity, we have negotiated a waiver for the committed quantities. Steel coil prices in the U.S. and Canada and elsewhere rose steeply in the first half of the year but fell even more sharply during the second half of the year. We purchase steel coils and plates for our welded pipe operations in Brazil and Argentina principally from Usiminas, ArcelorMittal and Siderar S.A.I.C., or Siderar, an Argentine integrated steel producer and a subsidiary of Ternium.

Energy

We consume substantial quantities of electric energy at our electric steel shops in Argentina, Italy, Mexico and Romania. In Argentina, we have owned sufficient generating capacity to supply the requirements of our steelmaking facility at Campana since we acquired a 160 MW electric power generating facility in 2003. In Italy, we began operations at a newly constructed 120 MW power generation in May 2007, which is designed to meet the electric power requirements of our steelmaking facility at Dalmine. Prior to this start up, our electric power and natural gas requirements in Italy were supplied by Dalmine Energie S.p.A, or DaEn, in which we sold a 75% participation to E.ON Sales and Trading GmbH, an indirect subsidiary of E.ON A.G. in December 2006 and the remaining 25% in November 2007. In Mexico, our electric power requirements are furnished by the Mexican government-owned *Comisión Federal de Electricidad*, or the Federal Electric Power Commission, and in Romania, we source power from the local market.

We consume substantial volumes of natural gas in Argentina, particularly in the generation of DRI and to operate our power generation facilities. YPF S.A., or YPF, is our principal supplier of natural gas in Argentina. The balance of our natural gas requirements is supplied by several companies, including Tecpetrol S.A., or Tecpetrol, a subsidiary of San Faustin, which supplies us under market conditions and according to local regulations.

We have transportation capacity agreements with Transportadora de Gas del Norte S.A., or TGN, a company in which San Faustin holds significant but non-controlling interests, corresponding to capacity of 1,000,000 cubic meters per day until April 2017. When the enlargement of the trunk pipelines in Argentina is completed, we expect to obtain additional gas transportation capacity of 315,000 cubic meters per day until 2027. In order to meet our transportation requirements for natural gas above volumes contracted with TGN, we also have agreements with Gas Natural Ban S.A., or Gasban, for interruptible transportation capacity currently corresponding to approximately 970,000 cubic meters per day. The 315,000 cubic meters per day of assigned non-interruptible transportation capacity from TGN is expected to partially replace the capacity currently contracted with Gasban. During winter, if available, we also contract transportation capacity from other suppliers, when Gasban transportation is restricted. For the final transportation phase, we have a supply contract with Gasban that expires in May 2009. In addition to the normal amount of gas consumed at our Italian plants, we also consume substantial quantities of natural gas in connection with the operation of our new power generation facility in Italy which began operations in May 2007. Our natural gas requirements in Italy are supplied by E.On. Natural gas for our HBI plant in Venezuela is supplied by the state-owned PDVSA Gas. For further information on the recent developments relating to our operations in Venezuela, see Item 5.G. Operating and Financial Review and Prospects Recent Developments Developments in Venezuela.

Our costs for electric energy and natural gas vary from country to country. These costs have increased over the past three years particularly for our Italian operations. We expect our energy costs in Argentina, which remain at relatively low levels, to continue to increase. The costs of natural gas for industrial use in Argentina increased significantly during the last three years driven by increased local demand and by governmental policies that subsidized residential consumption of natural gas at the expense of industrial users. During the last years, availability of natural gas has been impacted as demand continues to outpace supply. See Item 3. D. Risk Factors related to our industry Increases in the cost of raw materials, energy and other costs may hurt our profitability .

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Product Quality Standards

Our steel pipes are manufactured in accordance with the specifications of the American Petroleum Institute, or API, the American Society for Testing and Materials, or ASTM, the International Standardization Organization, or ISO, and the Japan Standard, or JIS. The products must also satisfy our proprietary standards as well as our customers' requirements. We maintain an extensive quality assurance and control program to ensure that our products continue to satisfy proprietary and industry standards and are competitive from a product quality standpoint with products offered by our competitors.

We currently maintain, for all our pipe manufacturing facilities, the Quality Management System Certification ISO 9001:2008 granted by Lloyd Register Quality Assurance-Italy, and the API Q1 Quality Certification granted by API-U.S., which are requirements for selling to the major oil and gas companies, which have rigorous quality standards. Our quality management system, based on the ISO 9001 and API Q1 specifications assures that products comply with customer requirements from the acquisition of raw material to the delivery of the final product, and are designed to ensure the reliability and improvement of both the product and the processes associated with the manufacturing operations.

All our mills involved in the manufacturing of material for the automotive market are certified according to the standard ISO/TS 16949 by Lloyd Register Quality Assurance-UK.

Research and Development

Research and development, or R&D, of new products and processes to meet the increasingly stringent requirements of our customers is an important aspect of our business and our spending on R&D has increased significantly over the past three years.

R&D activities are carried out primarily at our specialized research facilities located at our Campana plant in Argentina, at our Veracruz plant in Mexico, at the research facilities of the *Centro Sviluppo Materiali S.p.A.*, or CSM, in Rome and at the product testing facilities of NKK Tubes in Japan. We have an 8% interest in CSM, which was acquired in 1997. In addition, in October 2008, we commissioned a new research facility at our Dalmine plant, in Italy. Product development and research currently being undertaken include:

proprietary premium joint products including Dopeless® technology;

heavy wall deep water line pipe and risers;

tubes and components for the car industry and mechanical applications;

tubes for boilers; *and*

welded pipes for oil and gas and other applications.

In addition to R&D aimed at new or improved products, we continuously study opportunities to optimize our manufacturing processes. Recent projects in this area include modeling of rolling and finishing process and the development of different process controls, with the goal of improving product quality and productivity at our facilities.

We spent \$77.3 million for R&D in 2008, compared to \$61.7 million in 2007 and \$46.9 million in 2006.

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Environmental Regulation

We are subject to a wide range of local, provincial and national laws, regulations, permits and decrees in the countries where we have manufacturing operations concerning, among other things, human health, discharges to the air and water and the handling and disposal of solid and hazardous wastes. Compliance with these environmental laws and regulations is a significant factor in our business.

We have not been subject to any material penalty for any material environmental violation in the last five years, and we are not aware of any current material legal or administrative proceedings pending against us with respect to environmental matters which could have an adverse material impact on our financial condition or results of operations.

Insurance

We carry property damage, general liability (including employer s, third-party and product liability) and certain other insurance coverage in line with industry practice. Our current general liability coverage includes third party, employers, sudden and accidental seepage and pollution and product liability, up to a limit of \$100 million. Our current property insurance program has indemnification caps up to \$150 million for direct damage, depending on the value of the different plants. In some cases, insurers have the option to replace damaged or destroyed plant and equipment rather than to pay us the insured amount.

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We conduct all our operations through subsidiaries. The following table shows the major operating subsidiaries of the Company and its direct and indirect ownership in each subsidiary as of December 31, 2008, 2007 and 2006.

Company	Country of Organization	Main Activity	Percentage Ownership		
			2008	2007	2006
Algoma Tubes Inc.	Canada	Manufacture of seamless steel pipes	100%	100%	100%
Confab Industrial S.A. ^(a)	Brazil	Manufacture of welded steel pipes and capital goods	40%	39%	39%
Dalmine S.p.A	Italy	Manufacture of seamless steel pipes	99%	99%	99%
Hydril Company	U.S.A.	Manufacture and marketing of premium connections	100%	100%	
Maverick Tube Corporation	U.S.A.	Manufacture of welded steel pipes	100%	100%	100%
NKK Tubes K.K.	Japan	Manufacture of seamless steel pipes	51%	51%	51%
Prudential Steel ULC	Canada	Manufacture of welded steel pipes	100%	100%	100%
S.C. Silcotub S.A.	Romania	Manufacture of seamless steel pipes	100%	99%	99%
Siat S.A.	Argentina	Manufacture of welded steel pipes	82%	82%	82%
Siderca S.A.I.C.	Argentina	Manufacture of seamless steel pipes	100%	100%	100%
Tavsa, Tubos de Acero de Venezuela S.A.	Venezuela	Manufacture of seamless steel pipes	70%	70%	70%
Tenaris Coiled Tubes LLC (and predecessors)	U.S.A.	Manufacture of coiled tubing	100%	100%	100%
Tenaris Financial Services S.A.	Uruguay	Financial services	100%	100%	100%
Tenaris Global Services S.A.	Uruguay	Holding company and marketing of steel pipes	100%	100%	100%
Tenaris Investments Ltd.	Ireland	Holding company and financial services	100%	100%	100%
Tubos de Acero de México S.A	Mexico	Manufacture of seamless steel pipes	100%	100%	100%
Tubos del Caribe Ltda.	Colombia	Manufacture of welded steel pipes	100%	100%	100%

(a) Tenaris holds 99% of the voting shares of Confab Industrial S.A.

Other Investments**Ternium**

We have a significant investment in Ternium, one of the leading steel producers of the Americas with production facilities in Argentina and Mexico. Ternium is a company that was formed by San Faustin in a reorganization of its flat and long steel interests. Ternium was listed on the New York Stock Exchange on February 1, 2006, following an initial public offering of ADSs. As of May 31, 2009, we held 11.5% of its outstanding shares.

We acquired our investment in Ternium through the exchange of our prior indirect investments in Sidor for an interest in Ternium.

The Company is a party to a shareholders' agreement with I.I.I. CI, a wholly owned subsidiary of San Faustin, pursuant to which I.I.I. CI will take all actions in its power to cause one of the members of Ternium's board of directors to be one nominated by the Company and any directors nominated by the Company only be removed.

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pursuant to written instructions by the Company. The Company and I.I.I. CI also agreed to cause any vacancies on Ternium's board of directors to be filled with new directors nominated by either the Company or I.I.I. CI, as applicable. The shareholders' agreement will remain in effect as long as each of the parties holds at least 5% of the shares of Ternium or until it is terminated by either the Company or I.I.I. CI pursuant to its terms. Carlos Condorelli, our former chief financial officer, was nominated as a director of Ternium pursuant to this agreement.

Exiros

Exiros, with a presence in the United States, Argentina, Brazil, Canada, Italy, Mexico and Romania, provides the Company's subsidiaries with purchase agency services in connection with our purchases of raw materials and other products or services. Until October 2006, Exiros was a wholly-owned subsidiary of Tenaris. In October 2006, Ternium acquired a 50% interest in Exiros, while we retained the remaining 50%. Exiros's objectives are to procure better purchase conditions and prices as a result of the combined demand of products and services by both companies demand, as well as to secure joint control over the purchase process.

D. Property Plants and Equipment

For a description of our property, plants and equipment please see Item 4. B. Business Overview Production Process and Facilities and Capital Expenditure Program .

Item 4A. Unresolved Staff Comments.

None.

Item 5. Operating and Financial Review and Prospects

The following discussion and analysis of our financial condition and results of operations are based on, and should be read in conjunction with, our audited consolidated financial statements and the related notes included elsewhere in this annual report. This discussion and analysis presents our financial condition and results of operations on a consolidated basis. We prepare our consolidated financial statements in conformity with IFRS, as issued by the IASB and adopted by the European Union. IFRS differ in certain significant respects from U.S. GAAP.

Certain information contained in this discussion and analysis and presented elsewhere in this annual report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. See Cautionary Statement Concerning Forward-Looking Statements . In evaluating this discussion and analysis, you should specifically consider the various risk factors identified in Item 3.D. Key Information Risk Factors , other risk factors identified elsewhere in this annual report and other factors that could cause results to differ materially from those expressed in such forward-looking statements.

Overview

We are a leading global manufacturer and supplier of steel pipe products and related services for the energy industry and other industries.

We are a leading global manufacturer and supplier of steel pipe products and related services for the world's energy industry as well as for other industrial applications. Our customers include most of the world's leading oil and gas companies as well as engineering companies engaged in constructing oil and gas gathering and processing facilities. In the last fifteen years, we have expanded our business globally through a series of strategic investments, and, in the last three years, we have transformed our presence in the North American market and significantly expanded the range of products we can offer our customers through the acquisitions of Maverick, a leading North American producer of steel pipe products for the oil and gas industry with operations in the United States, Canada and Colombia, and Hydril, a leading North American manufacturer of premium connection products for the oil and gas

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industry. We now operate an integrated worldwide network of steel pipe manufacturing, research, finishing and service facilities with industrial operations in North and South America, Europe, Asia and Africa and a direct presence in most major oil and gas markets.

Our main source of revenue is the sale of products and services to the oil and gas industry, and the level of such sales is sensitive to international oil and gas prices and their impact on drilling activities.

Demand for our products and services from the global oil and gas industry, particularly for tubular products and services used in drilling operations, represents a substantial majority of our total sales. Our sales, therefore, depend on the condition of the oil and gas industry and our customers' willingness to invest capital in oil and gas exploration and development as well as in associated downstream processing activities. The level of these expenditures is sensitive to oil and gas prices as well as the oil and gas industry's view of such prices in the future.

In the three year period prior to 2008, persistently high oil and gas prices encouraged oil and gas companies to increase their spending and drilling activity to offset declining rates of production from mature fields and to explore and develop new reserves. Global oil prices continued to rise strongly in the first half of 2008, peaking in July in excess of \$140 per barrel before falling abruptly to end the year at around \$40 per barrel, reflecting expectations of a significant reduction in demand in the current recessionary environment. Recently, oil prices have recovered partially to their current levels of around \$70 per barrel. Drilling activity has risen in 2008; the annual average of the global count of active drilling rigs, published by Baker Hughes Inc., rose 7% in 2008 compared to 2007. The corresponding rig count in the U.S., which is more sensitive to North American gas prices, increased 6% in 2008 compared to 2007, rising steadily in the first part of the year to peak at 2,031 during the month of September and falling in the fourth quarter to end the year at 1,623 and has subsequently fallen to 1,039 at the end of March, 2009. In Canada, the corresponding rig count, which is also sensitive to North American gas prices and where oil and gas drilling activity is affected by seasonal factors, increased 11% in 2008 compared to 2007.

A growing proportion of exploration and production spending by oil and gas companies has been directed at offshore, deep drilling and non-conventional drilling operations in which high-value tubular products, including special steel grades and premium connections, are usually specified. Technological advances in drilling techniques and materials are opening up new areas for exploration and development. More complex drilling conditions would be expected to demand new and high value products and services in most areas of the world.

We estimate that apparent demand for OCTG rose in 2008 compared to 2007. However, global business and market conditions changed markedly during 2008 as the financial crisis intensified in September and spread rapidly to other sectors all over the world. It has become increasingly clear that the impact on the real economy is likely to be severe and long-lasting. We expect that apparent demand for OCTG will suffer a strong downward adjustment in 2009, reflecting an expected decline in oil and gas drilling activity and efforts to reduce inventories, particularly in North America where an unprecedented level of Chinese imports fueled a strong surge in inventories of OCTG during 2008. Demand for premium and other high-end OCTG products should hold up better than for standard product grades as oil and gas companies maintain their investments in complex projects already underway.

Similarly, demand for our large-diameter pipes for pipeline projects in South America rose during 2008 as we made deliveries to a number of pipeline projects in Brazil, Argentina and Colombia. However, we expect sales to decline in 2009 as the current order backlog is lower than last year and customers delay the implementation of new projects.

For more information, see Item 5.D. Operating and Financial Review and Prospects – Trend Information .

Our business is highly competitive.

The global market for steel pipes is highly competitive, with the primary competitive factors being price, quality, service and technology. We sell our products in a large number of countries worldwide and compete primarily against European and Japanese producers in most markets outside North America. In the United States and Canada we compete against a wide range of local and foreign producers. Competition in markets worldwide has been increasing, particularly for products used in standard applications, as producers in countries like China and Russia increase production capacity and enter export markets.

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Our production costs are sensitive to prices of steelmaking raw materials and other steel products.

We purchase substantial quantities of steelmaking raw materials, including ferrous steel scrap, direct reduced iron (DRI), pig iron, iron ore and ferroalloys, for use in our production of our seamless pipe products. In addition, we purchase substantial quantities of steel coils and plate for use in the production of our welded pipe products. Our production costs, therefore, are sensitive to prices of steelmaking raw materials and certain steel products, which reflect supply and demand factors in the global steel industry and in the countries where we have our manufacturing facilities.

In recent years, the costs of steelmaking raw materials have increased significantly due to increased global demand for steel products in general. Likewise, the cost of purchasing steel coils and plate has also increased. Such costs rose steeply in the first half of 2008, but fell even more steeply during the second half of the year as the recessionary environment had an almost immediate impact on global steelmaking activity. Pipe prices, which had risen during 2008, and offset cost increases are expected to decline in 2009, reflecting the decline in demand and in raw material and energy costs.

Critical Accounting Estimates

This discussion and analysis of our financial condition and results of operations are based on our audited consolidated financial statements, which have been prepared in accordance with IFRS, as issued by the IASB and adopted by the European Union. IFRS differ in certain significant respects from U.S. GAAP.

The preparation of these financial statements and related disclosures in conformity with IFRS requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses. Management evaluates its accounting estimates and assumptions, including those related to: impairment of long-lived tangible and intangible assets; assets lives; obsolescence of inventory; doubtful accounts and loss contingencies, and revises them when appropriate. Management bases its estimates on historical experience and on various other assumptions it believes to be reasonable under the circumstances. These estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Although management believes that our estimates and assumptions are reasonable, they are based upon information available at the time they are made. Actual results may differ significantly from these estimates under different assumptions or conditions.

Our most critical accounting estimates are those that are most important to the portrayal of our financial condition and results of operations, and which require us to make our most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Our most critical accounting estimates and judgments are the following:

Accounting for business combinations

To account for our business combinations we use the purchase method, which requires the acquired assets and assumed liabilities to be recorded at their respective fair value as of the acquisition date. The determination of fair values of assets and liabilities acquired requires us to make estimates and use valuation techniques, including the use of independent valuers, when market value is not readily available. Any excess of purchase price over the fair value of the identifiable tangible and intangible assets acquired is allocated to goodwill.

Impairment and recoverability of goodwill and other assets

Assessment of the recoverability of the carrying value of goodwill and other assets requires significant judgement. Long-lived assets including identifiable intangible assets and goodwill are regularly reviewed for impairment.

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Long-lived assets are tested for impairment whenever events or changes in circumstances indicate that the balance sheet carrying amount of an asset may not be recoverable. Intangible assets with indefinite useful lives, including goodwill, are subject to at least an annual impairment test.

The recoverable amount is the higher of the value in use and the fair value less cost to sell. When evaluating long-lived assets for potential impairment, we estimate the recoverable amount based on the value in use of the corresponding cash generating units, or CGU. The value in use of these units is determined on the basis of the present value of net future cash flows which will be generated by the assets tested. Cash flows are discounted at a pre-tax rate that reflects specific country and currency risks.

In certain circumstances, the fair value less cost to sell is estimated if value in use is lower than the carrying value. For the purpose of calculating the fair value less cost to sell, we mainly use the estimated future cash flows a market participant could generate from the CGU, discounted at a post-tax rate.

The present value of future cash flows involves highly sensitive estimates and assumptions, specific to the nature of CGU's activities such as the selected discount rate, the expected changes in market prices and the expected changes in the demand for Tenaris's products and services.

For December 2008 impairment tests, Tenaris used five year cash flow projections with a terminal value based on perpetuity.

In 2008, as a consequence of changes in market conditions, we recorded an impairment charge for \$502.9 million, of which \$394.3 million correspond to intangible assets originated from the acquisition of Maverick in 2006. This charge impacted the following CGU: OCTG (USA and Colombia), Coiled Tubing, Prudential (Canada) and Electric Conduits.

The pretax rates used in the calculation ranged from 11% to 14 % per annum (and for the cash flows beyond the fifth year) an inflation and growth rate of 2% was considered.

Although we believe our estimates and projections are appropriate based on currently available information, the actual operating performance of an asset or group of assets which has been tested for impairment may be significantly different from current expectations. In such an event, the carrying value of goodwill, investments in associates and deferred taxes may be required to be reduced from amounts currently recorded. Any such reductions may materially affect asset values and results of operations.

Reassessment of Plant and Equipment Asset Useful Lives

Fixed assets are stated at cost less accumulated depreciation, which is provided for by charges to income over the estimated useful lives of the assets using the straight-line method. Estimating useful lives for depreciation is particularly difficult as the service lives of assets are also impacted by maintenance and changes in technology, and our ability to adapt technological innovation to the existing asset base. In accordance with IAS No. 16, *Property, Plant and Equipment*, the residual value and the useful life of an asset must be reviewed at least at each financial year-end, and, if expectations differ from previous estimates, the change must be treated as a change in an accounting estimate. Management's reassessment of asset useful lives did not materially affect depreciation expense for 2008. However, if management's estimates prove incorrect, the carrying value of plant and equipment and its useful lives may be required to be reduced from amounts currently recorded. Any such reductions may materially affect asset values and results of operations.

Inventory Reserves: Allowance for Obsolescence of Supplies and Spare Parts and Slow-Moving Inventory

We write down our inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value taking into consideration assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

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In relation to finished goods, we make an allowance for slow-moving inventory based on management's analysis of their ageing and market conditions. For this purpose, stocks of finished goods produced by us or purchased from third parties, more than one year prior to the reporting date, are valued at their estimated recoverable value.

In addition, we estimate the recoverability of inventories of supplies and spare parts, based in part on the following criteria:

analysis of the ageing of the supplies and spare parts; *and*

analysis of the potential of materials to be used as intended based on their state of condition and of their potential obsolescence due to technological changes in the mills.

Historically, losses due to obsolescence and scrapping of inventory have been within expectations and the allowances established. If, however, circumstances were to materially change, such as significant changes related to the technology used in the mills, management's estimates of the recoverability of the value of aged inventories could be materially affected. In this case, our results of operations, financial condition and net worth could be materially and adversely affected.

Allowances for Doubtful Accounts and Customer Claims

Management estimates the ultimate collectibility of accounts receivable. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers were to deteriorate, negatively impacting their ability to make payments, additional allowances may be required.

Trade account receivables are analyzed on a regular basis and when we become aware of a customer's inability to meet its financial commitments to us, the value of the receivable is reduced through a charge to an allowance for doubtful accounts. In addition, we also record a charge to the allowance for doubtful accounts upon receipt of customer claims in connection with sales that management estimates are unlikely to be collected in full.

In addition, except for some minor subsidiaries, our allowance for doubtful accounts is adjusted periodically in accordance with the ageing of overdue accounts. For this purpose, trade accounts receivable overdue by more than 180 days, and which are not covered by a credit collateral, guarantee or similar surety, are fully provisioned.

Historically, losses from uncollectible accounts receivables have been within expectations and in line with the allowances established. If, however, circumstances were to materially change, such as higher than expected defaults or an unexpected material adverse change in a major customer's ability to meet its financial obligation to us, management's estimates of the recoverability of amounts due could be materially reduced. In this case, our results of operations, financial condition and net worth could be materially and adversely affected.

Loss Contingencies

We are subject to various claims, lawsuits and other legal proceedings, including customer claims, in which a third party is seeking payment for alleged damages, reimbursement for losses or indemnity. Our potential liability with respect to such claims, lawsuits and other legal proceedings cannot be estimated with certainty. Management with the assistance of legal counsel periodically reviews the status of each significant matter and assesses potential financial exposure. If a potential loss from a claim or proceeding is considered probable and the amount can be reasonably estimated, a liability is recorded. Accruals for loss contingencies reflect a reasonable estimate of the losses to be incurred based on information available to management as of the date of preparation of the financial statements, and take into consideration our litigation and settlement strategies. These estimates are primarily constructed with the assistance of legal counsel. However, if management's estimates prove incorrect, current reserves could be inadequate and we could incur a charge to earnings which could have a material adverse effect on our results of operations, financial condition and net worth. As the scope of liabilities becomes better defined, there may be changes in the estimates of future costs which could have a material adverse effect on our results of operations, financial conditions and net worth.

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A. Results of Operations

The following discussion and analysis of our financial condition and results of operations are based on our audited consolidated financial statements included elsewhere in this annual report. Accordingly, this discussion and analysis present our financial condition and results of operations on a consolidated basis. See Presentation of Certain Financial and Other Information Accounting Principles Tenaris and accounting policies (AP) A. Basis of presentation and B. Group accounting to our audited consolidated financial statements included in this annual report. The following discussion should be read in conjunction with our audited consolidated financial statements and the related notes included in this annual report.

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<i>Thousands of U.S. dollars (except number of shares and per share amounts)</i>	For the year ended December 31,		
	2008	2007	2006
Selected consolidated income statement data			
Continuing Operations			
Net sales	12,131,836	10,042,008	7,727,745
Cost of sales	(6,799,189)	(5,515,767)	(3,884,226)
Gross profit	5,332,647	4,526,241	3,843,519
Selling, general and administrative expenses	(1,819,011)	(1,573,949)	(1,054,806)
Other operating income (expenses), net	(485,772)	4,933	3,773
Operating income	3,027,864	2,957,225	2,792,486
Interest income	48,873	93,392	60,798
Interest expense	(185,836)	(275,648)	(92,576)
Other financial results	(104,272)	(22,754)	26,826
Income before equity in earnings of associated companies and income tax	2,786,629	2,752,215	2,787,534
Equity in earnings of associated companies	89,556	113,276	94,667
Income before income tax	2,876,185	2,865,491	2,882,201
Income tax	(1,011,675)	(823,924)	(869,977)
Income for continuing operations ⁽¹⁾	1,864,510	2,041,567	2,012,224
Discontinued Operations			
Income (loss) for discontinued operations	411,110	34,492	47,180
Income for the year ⁽¹⁾	2,275,620	2,076,059	2,059,404
Income attributable to ⁽¹⁾ :			
Equity holders of the Company	2,124,802	1,923,748	1,945,314
Minority interest	150,818	152,311	114,090
Income for the year ⁽¹⁾	2,275,620	2,076,059	2,059,404
Depreciation and amortization	(532,934)	(514,820)	(255,004)
Weighted average number of shares outstanding	1,180,536,830	1,180,536,830	1,180,536,830
Basic and diluted earnings per share for continuing operations	1.45	1.60	1.61
Basic and diluted earnings per share	1.80	1.63	1.65
Dividends per share ⁽²⁾	0.43	0.38	0.30

(1) International Accounting Standard No. 1 (IAS 1) (revised), requires that income for the year as shown on the income statement not exclude minority interest. Earnings per share, however, continue to be calculated on the basis of income attributable solely to the equity holders of the Company.

(2) Dividends per share correspond to the dividends proposed or paid in respect of the year.

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<i>Thousands of U.S. dollars (except number of shares)</i>	At December 31,	
	2008	2007
Selected consolidated balance sheet data		
Current assets	7,252,417	⁽¹⁾ 6,514,043
Property, plant and equipment, net	2,982,871	3,269,007
Other non-current assets	4,865,424	5,461,537
Total assets	15,100,712	15,244,587
Current liabilities	3,790,017	⁽¹⁾ 3,328,066
Non-current borrowings	1,241,048	2,869,466
Deferred tax liabilities	1,053,838	1,233,836
Other non-current liabilities	313,922	283,369
Total liabilities	6,398,825	7,714,737
Capital and reserves attributable to the Company's equity holders	8,176,571	7,006,277
Minority interest	525,316	523,573
Total liabilities and equity	15,100,712	15,244,587
Number of shares outstanding	1,180,536,830	1,180,536,830

- (1) In 2007, current assets include current and non current assets held for sale (\$651.2 million), related to the divestment of Hydril's pressure control business and current liabilities include liabilities associated with such assets (\$267.0 million).

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The following table sets forth our operating and other costs and expenses as a percentage of net sales for the periods indicated.

<i>Percentage of net sales</i>	For the year ended December 31,		
	2008	2007	2006
Continuing Operations			
Net sales	100.0	100.0	100.0
Cost of sales	(56.0)	(54.9)	(50.3)
Gross profit	44.0	45.1	49.7
Selling, general and administrative expenses	(15.0)	(15.7)	(13.6)
Other operating income (expenses), net	(4.0)	0.0	0.0
Operating income	25.0	29.4	36.1
Interest income	0.4	0.9	0.8
Interest expense	(1.5)	(2.7)	(1.2)
Other financial results	(0.9)	(0.2)	0.3
Income before equity in earnings of associated companies and income tax	23.0	27.4	36.1
Equity in earnings of associated companies	0.7	1.1	1.2
Income before income tax	23.7	28.5	37.3
Income tax	(8.3)	(8.2)	(11.3)
Income for continuing operations	15.4	20.3	26.0
Discontinued Operations			
Income (loss) for discontinued operations	3.4	0.3	0.6
Income for the year	18.8	20.7	26.6
Income attributable to:			
Equity holders of the Company	17.5	19.2	25.2
Minority interest	1.2	1.5	1.5

Fiscal Year Ended December 31, 2008, Compared to Fiscal Year Ended December 31, 2007***Net Sales, Cost of Sales and Operating Income***

The following table shows our net sales by business segment for the periods indicated below:

<i>Millions of U.S. dollars</i>	For the year ended December 31,				Increase / (Decrease)
	2008		2007		
Tubes	10,115.0	83%	8,552.6	85%	18%
Projects	1,270.9	10%	876.3	9%	45%
Others	745.9	6%	613.1	6%	22%
Total	12,131.8	100%	10,042.0	100%	21%

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The following table indicates our sales volume of seamless and welded pipes by business segment for the periods indicated below:

<i>Thousands of tons</i>		For the year ended December 31,		Increase / (Decrease)
		2008	2007	
Tubes	Seamless	2,861	2,870	(0)%
Tubes	Welded	1,057	965	10%
Tubes	Total	3,918	3,835	2%
Projects	Welded	591	474	25%
Total	Tubes + Projects	4,509	4,309	5%

Tubes

The following table indicates, for our Tubes business segment, net sales by geographic region, cost of sales as a percentage of net sales, operating income and operating income as a percentage of net sales for the periods indicated below:

<i>Millions of U.S. dollars</i>	For the year ended December 31,		Increase / (Decrease)
	2008	2007	
Net sales			
- North America	4,519.2	2,921.7	55%
- South America	1,353.7	1,221.7	11%
- Europe	1,705.6	1,661.4	3%
- Middle East & Africa	1,809.9	2,057.6	(12)%
- Far East & Oceania	726.6	690.2	5%
Total net sales	10,115.0	8,552.6	18%
Cost of sales (% of sales)	53%	52%	
Operating income	2,822.1	2,713.9	4%
Operating income (% of sales)	28%	32%	

Net sales of tubular products and services rose 18% to \$10,115.0 million in 2008, compared to \$8,552.6 million in 2007, due to higher average selling prices (average selling price for tubular products increased 16%) and higher volumes of welded pipe sales (volume of the welded tubes increased 10%). In North America, demand for our products increased throughout the region, particularly for our OCTG products as we consolidated our integrated product and service offering following the acquisition of Hydril in May 2007 in an expanding market. In South America, sales increased due primarily to higher OCTG demand in Venezuela and Ecuador. In Europe, sales increased, as higher average selling prices offset a decrease in volumes due to lower industrial activity and an increase in imports of Chinese pipes. In the Middle East and Africa, sales were affected by inventory adjustments and lower sales of API OCTG products. In the Far East and Oceania, sales increased as higher average selling prices more than offset a decrease in volumes.

Cost of sales of tubular products and services, expressed as a percentage of net sales, rose from 52% to 53%, reflecting a steep increase in raw material costs for our seamless pipe products and steel costs for our welded pipe products in the first half of the year, which then decreased during the second half of the year.

Operating income from tubular products and services, which included \$368.5 million in impairment charges, rose 4% to \$2,822.1 million in 2008, from \$2,713.9 million in 2007 as higher sales more than offset a lower margin resulting from the impairment charges. These impairment charges reflect the impact on the value of the intangible assets coming from our Maverick acquisition due to changes in our operating environment in North America, particularly in respect of the outlook for natural gas drilling in the region over the next two years.

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The following table indicates, for our Projects business segment, net sales, cost of sales as a percentage of net sales, operating income and operating income as a percentage of net sales for the periods indicated below:

<i>Millions of U.S. dollars</i>	For the year ended December 31,		Increase / (Decrease)
	2008	2007	
Net sales	1,270.9	876.3	45%
Cost of sales (% of sales)	70%	71%	
Operating income	249.0	184.8	35%
Operating income (% of sales)	20%	21%	

Net sales of pipes for pipeline projects rose 45% to \$1,270.9 million in 2008, compared to \$876.3 million in 2007, reflecting strong shipments to gas and other pipeline projects in Brazil, Argentina and Colombia and higher average selling prices (projects average selling price of pipes for pipeline projects increased 16%).

Operating income from pipes for pipeline projects rose 35% to \$249.0 million in 2008, from \$184.8 million in 2007, due to the increase in net sales and a relatively stable operating margin.

Others

The following table indicates, for our Others business segment, net sales, cost of sales as a percentage of net sales, operating income and operating income as a percentage of net sales for the periods indicated below:

<i>Millions of U.S. dollars</i>	For the year ended December 31,		Increase / (Decrease)
	2008	2007	
Net sales	745.9	613.1	22%
Cost of sales (% of sales)	73%	76%	
Operating income	(43.3)	58.5	(174)%
Operating income (% of sales)	(6)%	10%	

Net sales of other products and services rose 22% to \$745.9 million in 2008, compared to \$613.1 million in 2007, reflecting higher sales of electric conduits, sucker rods, industrial equipment and excess raw materials.

Operating income from other products and services, for the year 2008 were affected by impairment charges of \$134.4 million on our assets in this segment. The downturn in the North American economy negatively affected the value of the intangible assets coming from the acquisition of Maverick associated with the welded steel pipes for electric conduits business. In the same way, we also registered impairment charges associated with our raw materials producing business (HBI), which has suffered from the steep decline in the prices of raw materials which occurred in the second half of the year.

Selling, general and administrative expenses, or SG&A, decreased as a percentage of net sales to 15.0% in 2008 compared to 15.7% in 2007, but increased in absolute terms to \$1,819.0 million compared to \$1,573.9 million in 2007. SG&A increased in absolute terms due to higher commissions, freight and other selling expenses, higher labor costs and higher taxes and services and fees. These increases were related primarily to higher activity in terms of net sales.

Other operating income and expenses resulted in net expenses of \$485.8 million in 2008, compared to net income of \$4.9 million in 2007. As previously explained, in 2008 we recorded impairment charges amounting to \$502.9 million. These charges reflect changes in our operating environment, particularly in respect of the outlook for natural gas drilling in North America expected over the next two years.

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Net interest expenses totalled \$137.0 million in 2008, compared to net interest expenses of \$182.3 million in 2007, reflecting a lower net debt position and lower interest rates.

Other financial results generated a loss of \$104.3 million in 2008, compared to a loss of \$22.8 million during 2007. These results largely reflect gains and losses on net foreign exchange transactions and the fair value of derivative instruments and are to a large extent offset by changes to our net equity position. These gains and losses are mainly attributable to variations in the exchange rates between our subsidiaries' functional currencies (other than the U.S. dollar) and the U.S. dollar in accordance with IFRS, principally the variations of the Mexican peso, the Euro, the Brazilian real and the Yen against the U.S. dollar.

Equity in earnings of associated companies generated a gain of \$89.6 million in 2008, compared to a gain of \$113.3 million in 2007. These gains were derived mainly from our equity investment in Ternium but, in 2007, also included a gain of \$18.4 million recorded on the sale of our remaining 25% participation in Dalmine Energie.

Income tax charges of \$1,011.7 million were recorded during 2008. Excluding the effect of impairment losses during the year amounting to \$502.9 million, the tax rate was equivalent to 31% of income before equity in earnings of associated companies and income tax. In 2007, we recorded income tax charges amounting to \$823.9 million, equivalent to 30% of income before equity in earnings of associated companies and income tax.

Income from discontinued operations amounted to \$411.1 million in 2008, compared to \$34.5 million in 2007. The 2008 income included the result of the sale of Hydril's pressure control business, completed on April 1, 2008, amounting to \$394.3 million.

Net income rose to \$2,275.6 million in 2008, compared to \$2,076.1 million in 2007, reflecting a 2% increase in the operating income after impairment charges and the result of the sale of Hydril's pressure control business.

Income attributable to equity holders was \$2,124.8 million, or \$1.80 per share (\$3.60 per ADS), in 2008, compared to \$1,923.7 million, or \$1.63 per share (\$3.26 per ADS) in 2007.

Income attributable to minority interest was \$150.8 million in 2008, compared to \$152.3 million in 2007 as higher results at Confab were offset by lower results at NKK Tubes and losses at other subsidiaries.

Fiscal Year Ended December 31, 2007, Compared to Fiscal Year Ended December 31, 2006*Net Sales, Cost of Sales and Operating Income*

The following table shows our net sales by business segment for the periods indicated below:

<i>Millions of U.S. dollars</i>	For the year ended December 31,				Increase / (Decrease)
	2007		2006		
Tubes	8,552.6	85%	6,826.9	88%	25%
Projects	876.3	9%	453.5	6%	93%
Others	613.1	6%	447.3	6%	37%
Total	10,042.0	100%	7,727.7	100%	30%

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The following table indicates our sales volume of seamless and welded pipes by business segment for the periods indicated below:

<i>Thousands of tons</i>		For the year ended December 31,		Increase / (Decrease)
		2007	2006	
Tubes	Seamless	2,870	2,919	(2)%
Tubes	Welded	965	297	225%
Tubes	Total	3,835	3,216	19%
Projects	Welded	474	281	69%
Total	Tubes + Projects	4,309	3,497	23%

Tubes

The following table indicates, for our Tubes business segment, net sales by geographic region, cost of sales as a percentage of net sales, operating income and operating income as a percentage of net sales for the periods indicated below:

<i>Millions of U.S. dollars</i>		For the year ended December 31,		Increase / (Decrease)
		2007	2006	
Net sales				
-	North America	2,921.7	1,993.0	47%
-	South America	1,221.7	960.3	27%
-	Europe	1,661.4	1,315.1	26%
-	Middle East & Africa	2,057.6	1,895.7	9%
-	Far East & Oceania	690.2	662.8	4%
Total net sales		8,552.6	6,826.9	25%
Cost of sales (% of sales)		52%	47%	
Operating income		2,713.9	2,670.5	2%
Operating income (% of sales)		32%	39%	

Net sales of tubular products and services rose 25% to \$8,552.6 million in 2007, compared to \$6,826.9 million in 2006, due to a higher volume of welded pipe sales, resulting from the incorporation of the former Maverick operations acquired in October 2006, and a higher average selling price for our seamless pipes reflecting an enhanced product mix and increased demand for our specialized, high-end seamless pipe products used in the world's more complex drilling operations and other demanding applications. In North America, sales increased principally due to the incorporation of sales from the former Maverick and Hydril premium connection operations but, excluding such effects, there was a substantial decline in sales in Canada reflecting the decline in drilling activity and consequent inventory adjustments. In South America, sales increased due primarily to higher sales of OCTG products in Venezuela as PDVSA began to replenish inventories, and increased sales in Colombia. In Europe, sales increased, with higher average selling prices and volumes, reflecting higher sales to European-based process and power plant contractors, a more specialized mix of products sold to industrial and automotive customers, increased sales of OCTG products in continental Europe and the appreciation of the Euro with respect to the U.S. dollar. In the Middle East and Africa, higher average selling prices more than offset lower volumes which were affected by lower sales of API OCTG products and inventory adjustments. In the Far East and Oceania, sales remained stable with higher sales in South-East Asia and South Korea offsetting lower sales in China.

Cost of sales of tubular products and services, expressed as a percentage of net sales, rose from 47% in 2006 to 52% in 2007, due primarily to higher sales of lower margin ERW products following the acquisition of Maverick in October 2006.

Operating income from tubular products and services rose 2% to \$2,713.9 million in 2007, from \$2,670.5 million in 2006, as the increase in sales was substantially offset by a reduction in the gross margin and higher expenses for the amortization of intangible assets.

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The following table indicates, for our Projects business segment, net sales, cost of sales as a percentage of net sales, operating income and operating income as a percentage of net sales for the periods indicated below:

<i>Millions of U.S. dollars</i>	For the year ended December 31,		Increase / (Decrease)
	2007	2006	
Net sales	876.3	453.5	93%
Cost of sales (% of sales)	71%	72%	
Operating income	184.8	56.3	228%
Operating income (% of sales)	21%	12%	

Net sales of pipes for pipeline projects rose 93% to \$876.3 million in 2007, compared to \$453.5 million in 2006, due to higher shipments and average selling prices. Regional demand for pipes for pipeline projects in South America improved substantially in 2007 as large gas pipeline projects in Brazil and Argentina that had been delayed in 2006 went ahead and orders were received for mineral slurry and additional gas pipeline projects in Brazil.

Operating income from pipes for pipeline projects rose 228% to \$184.8 million in 2007, from \$56.3 million in 2006, due to the increase in net sales and an increase in the operating margin reflecting a higher proportion of sales in Brazil where sales from our Brazilian mill have low logistics costs. Operating income in this segment in 2007 included other operating income of \$16.4 million from the sale of surplus office space.

Others

The following table indicates, for our Others business segment, net sales, cost of sales as a percentage of net sales, operating income and operating income as a percentage of net sales for the periods indicated below:

<i>Millions of U.S. dollars</i>	For the year ended December 31,		Increase / (Decrease)
	2007	2006	
Net sales	613.1	447.3	37%
Cost of sales (% of sales)	76%	72%	
Operating income	58.5	65.6	(11)%
Operating income (% of sales)	10%	15%	

Net sales of other products and services rose 37% to \$613.1 million in 2007, compared to \$447.3 million in 2006, as sales from electric conduit pipe operations acquired in October 2006 were included for a full year. Sales of metallic structures also increased but sales of excess raw materials and sucker rods declined.

Operating income from other products and services declined to \$58.5 million in 2007, from \$65.6 million in 2006, due to increased sales of electric conduit pipes following the acquisition of Maverick in October 2006 and start-up problems affecting the operation of the acquired facilities, as well as lower margins on sales of excess raw materials.

Selling, general and administrative expenses, or SG&A, increased as a percentage of net sales to 15.7% in 2007 compared to 13.6% in 2006 due mainly to increased charges for amortization of intangible assets relating principally to assets acquired in the Maverick and Hydril acquisitions. These amortization charges amounted to \$236.0 million in 2007, or 2.4% of net sales, compared to \$54.8 million, or 0.7% of net sales, in 2006.

Other operating income and expenses resulted in net income of \$4.9 million in 2007, compared to net income of \$3.8 million in 2006. The 2007 result included income of \$16.4 million from the sale of surplus office space in Brazil and an expense of \$10.3 million relating to the settlement of redemptions on Maverick's 2005 Notes.

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Net interest expenses totalled \$182.3 million in 2007, compared to net interest expenses of \$31.8 million in 2006. The increase in net interest expenses reflects the increase in the average net debt position during 2007 compared to 2006, relating to debt contracted for the Maverick and Hydril acquisitions.

Other financial results contributed a loss of \$22.8 million in 2007, compared to a gain of \$26.8 million during 2006. These results largely reflect gains and losses on net foreign exchange transactions and the fair value of derivative instruments and are to a large extent offset by changes to our net equity position. They arise due to the fact that most of our subsidiaries prepare their financial statements in currencies other than the US dollar in accordance with IFRS.

Equity in earnings of associated companies generated a gain of \$113.3 million in 2007, compared to a gain of \$94.7 million in 2006. These gains were derived mainly from our equity investment in Ternium but, in 2007, also included a gain of \$18.4 million recorded on the sale of our remaining 25% participation in Dalmine Energie.

Income tax charges of \$823.9 million were recorded during 2007, equivalent to 30% of income before equity in earnings of associated companies and income tax, compared to income tax charges of \$870.0 million, equivalent to 31% of income before equity in earnings of associated companies and income tax, during 2006. The result in 2007 included net non-recurring tax losses of \$47.3 million.

Income from discontinued operations amounted to \$34.5 million, compared to \$47.2 million in 2006. The 2007 income corresponds to the Hydril pressure control business, which was classified as a discontinued operation following the conclusion of an agreement to sell that business on January 28, 2008. The 2006 income corresponds to our former Dalmine Energie energy supply subsidiary, in which we sold a majority participation in December 2006.

Net income rose marginally to \$2,076.1 million in 2007, compared to \$2,059.4 million in 2006, as an increase in operating income was largely offset by an increase in net interest expenses.

Income attributable to equity holders was \$1,923.7 million, or \$1.63 per share (\$3.26 per ADS), in 2007, compared to \$1,945.3 million, or \$1.65 per share (\$3.30 per ADS) in 2006.

Income attributable to minority interest was \$152.3 million in 2007, compared to \$114.1 million in 2006. The increase was due primarily to higher income attributable to minority interest at our Confab subsidiary.

B. Liquidity and Capital Resources

The following table provides certain information related to our cash generation and changes in our cash and cash equivalents position for each of the last three years:

Millions of U.S. dollars

	For the year ended December 31,		
	2008	2007	2006
Net cash provided by operating activities	1,465.0	2,020.6	1,810.9
Net cash provided by (used in) investing activities	722.4	(2,287.1)	(2,822.0)
Net cash (used in) provided by financing activities	(1,570.4)	(196.7)	1,700.7
Increase (Decrease) in cash and cash equivalents	617.0	(463.2)	689.5
Effect of exchange rate changes	(46.3)	52.5	(5.1)
Cash and cash equivalents at the beginning of year	954.3	1,365.0	680.6
Cash and cash equivalents at the end of year	1,525.0	954.3	1,365.0

Our financing strategy is to maintain adequate financial resources and access to additional liquidity. During 2008, we have counted on cash flows from operations as well as additional bank financing to fund our transactions. Short-term bank borrowings were used as needed throughout

the year.

We believe that funds from operations, availability of liquid financial assets and our access to external borrowing through the financial markets will be sufficient to satisfy our working capital needs and to service our debt in the

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foreseeable future. Net financial debt (total financial debt less cash and cash equivalents and other current investments) as of December 31, 2008 amounted to \$1,392.4 million. We also believe that our liquidity and capital resources give us adequate flexibility to manage our planned capital spending programs, to service our debt and to address short-term changes in business conditions.

We have a conservative approach to the management of our liquidity, which consist mainly of cash and cash equivalents, comprising cash in banks, short-term money market funds and highly liquid short-term securities with a maturity of less than 90 days at the date of purchase. Assets recorded in cash and cash equivalents are carried at fair market value, or at historical cost which approximates fair market value.

We hold primarily money market investments and variable or fixed-rate securities from investment grade issuers. We concentrate our cash in major financial centers (mainly New York and London). We hold our cash and cash equivalents primarily in U.S. dollars. As of December 31, 2008, U.S. dollar denominated liquid assets represented around 70% of total liquid financial assets, while Euro denominated liquid assets represented around 19%. Liquid financial assets as a whole (excluding current investments) were 10.2% of total assets compared to 6.3% at the end of 2007.

Cash and cash equivalents (excluding bank overdraft) increased from \$962.5 million at December 31, 2007, to \$1,538.8 million at December 31, 2008. In addition, we had other current investments which amounted to \$45.9 million as of December 31, 2008 and to \$87.5 million as of December 31, 2007.

Fiscal Year Ended December 31, 2008, Compared to Fiscal Year Ended December 31, 2007

Operating activities

Net cash provided by operations during 2008 decreased to \$1,465.0 million compared to \$2,020.6 million in 2007, primarily reflecting an increase in working capital which more than offset the increase in operating income, excluding non-cash impairment charges, to \$3,530.8 million in 2008, from \$2,957.2 million in 2007. Working capital increased by \$1,051.6 million in 2008, compared to a \$110.4 million increase in 2007. The increase in working capital comprised mainly:

an increase in inventories of \$492.5 million, reflecting primarily an increase in business activity and input costs;

an increase in trade receivables of \$374.5 million, mainly due to higher sales; *and*

a decrease in customer advances and other liabilities of \$174.0 million, and \$71.6 million respectively, partially offset by an increase in trade payables of \$48.9 million.

Investing activities

Net cash provided by investing activities in 2008 was \$722.4 million, compared to net cash used in investing activities amounting to \$2,287 million in 2007. The main differences were as follows:

in 2008, we received the proceeds from the sale of Hydril's pressure control business, amounting to approximately \$1.1 billion;

in 2007, we spent approximately \$2.0 billion to acquire Hydril;

capital expenditures for 2008 amounted to \$443.2 million, a similar amount to the \$447.9 million spent in 2007. For more information on our capital expenditures, see Item 4.B. Business Overview - Capital Expenditure Program ; *and*

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in 2008, we reduced our investments in short-term securities as a result of dispositions in an aggregate amount of \$41.7 million, compared to dispositions of \$96.1 million in 2007.

Financing activities

Net cash used in financing activities, including dividends paid, proceeds and repayments of borrowings, was \$1,570.4 million in 2008, compared to net cash used in financing activities in 2007 of \$196.7 million.

Dividends paid, including dividends paid to minority interests in subsidiaries, amounted to \$535.8 million in 2008, of which \$295 million were paid to equity holders in respect of the 2007 fiscal year and \$153 million were paid to equity holders in November 2008, as an interim dividend in respect of the dividend for the 2008 fiscal year. This compares to \$567.9 million paid in 2007, of which \$354 million were paid in respect of the 2006 fiscal year and \$153 million were paid to equity holders in November 2007, as an interim dividend for the 2007 fiscal year.

Net repayments of borrowings (proceeds less repayments) totaled \$1,034.6 million in 2008, compared to net proceeds from borrowings of \$371.2 million in 2007.

Our total liabilities to total assets ratio decreased to 0.42:1 as of December 31, 2008, compared to 0.51:1 as of December 31, 2007.

Fiscal Year Ended December 31, 2007, Compared to Fiscal Year Ended December 31, 2006

Operating activities

Net cash provided by operations during 2007 rose to \$2,020.6 million compared to \$1,810.9 million in 2006 primarily reflecting an increase in operating income to \$2,957.2 million in 2007 from \$2,792.5 million in 2006. Working capital increased by \$110.4 million in 2007 compared to a \$469.5 million increase in 2006. The increase in working capital comprised mainly:

an increase in inventories of \$252.8 million, reflecting primarily an increase in business activity and input costs;

an increase in trade receivables of \$115.8 million, mainly due to higher sales; partially offset by

an increase in customer advances and other liabilities of \$113.5 million, and \$127.4 million respectively.

Investing activities

Net cash used in investing activities in 2007 was \$2,287.1 million, compared to \$2,822.0 million in 2006. The main differences were as follows:

in 2007, we spent approximately \$2.0 billion to acquire Hydril, while in 2006 we spent approximately \$2.4 billion in acquisitions, mainly related to the acquisition of Maverick;

capital expenditures for 2007 amounted \$447.9 million, a similar amount to the \$441.5 million spent in 2006; and

in 2007, we reduced our investments in short-term securities as a result of dispositions in an aggregate amount of \$96.1 million, while in 2006 we increased our investments in short-term securities in an aggregate amount of \$63.7 million.

Table of Contents*Financing activities*

Net cash used in financing activities, including dividends paid and proceeds and repayments of borrowings, was \$196.7 million in 2007, compared to net cash provided by financing activities in 2006 of \$1,700.7 million.

Dividends paid, including dividends paid to minority interests in subsidiaries, amounted to \$567.9 million in 2007, of which \$354 million were paid to equity holders in respect of the 2006 fiscal year and \$153 million were paid to equity holders in November 2007 as an interim dividend in respect of the dividend for the 2007 fiscal year. This compares to \$227.4 million paid in 2006, of which \$204.2 million were paid in respect of the 2005 fiscal year in addition to an interim dividend paid in November 2005.

Net proceeds from borrowings (proceeds less repayments) totaled \$371.2 million in 2007 compared to net proceeds from borrowings of \$1,928.1 million in 2006 used to finance the Maverick acquisition.

Our total liabilities to total assets ratio decreased to 0.51:1 as of December 31, 2007, compared to 0.55:1 as of December 31, 2006.

Principal Sources of Funding*Financial liabilities*

Total financial debt decreased by \$1,043.2 million to \$2,977.0 million at December 31, 2008 from \$4,020.2 million at December 31, 2007.

Our financial liabilities (other than trade payables and derivative financial instruments) consist mainly of bank loans. As of December 31, 2008 U.S. dollar-denominated financial debt and Euro-denominated financial debt represented 81.7% and 12.7%, respectively, of total financial debt. For further information about our financial debt, please see note 20 Borrowings to our consolidated financial statements included in this annual report.

The following table shows the composition of our financial debt at December 31, 2008 and 2007:

<i>Thousands of U.S. dollars</i>	2008	2007
Bank borrowings	2,820,398	3,953,696
Bank overdrafts	13,747	8,194
Other loans	141,938	56,592
Finance lease liabilities	932	1,763
Total borrowings	2,977,015	4,020,245

The weighted average interest rates before tax shown below were calculated using the rates set for each instrument in its corresponding currency as of December 31, 2008 and 2007. The changes in interest rate are basically due to changes in floating interest rate.

	2008	2007
Bank borrowings	5.23%	5.80%
Other loans	4.99%	5.50%
Finance lease liabilities	7.74%	2.52%

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The maturity of our financial debt is as follows:

Thousands of U.S. dollars

At December 31, 2008	1 year or less	1 - 2 years	2 - 3 years	3 - 4 years	4 - 5 years	Over 5 years	Total
Financial lease	368	165	160	160	79		932
Other borrowings	1,735,599	527,379	511,125	135,615	50,064	16,301	2,976,083
Total borrowings	1,735,967	527,544	511,285	135,775	50,143	16,301	2,977,015
Estimated interest to be accrued	98,668	24,163	16,329	5,896	1,920	2,030	149,006
Total borrowings plus estimated interest to be accrued	1,834,635	551,707	527,614	141,671	52,063	18,331	3,126,021

Our current debt to total debt ratio increased from 0.29:1 as of December 31, 2007 to 0.58:1 as of December 31 2008.

For information on our derivative financial instruments, please see Item 11 Quantitative and Qualitative Disclosure about Market Risk and note 25 Derivative financial instruments to our audited consolidated financial statements included in this annual report.

Significant Borrowings

Our most significant borrowings as of December 31, 2008 are as follows:

Millions of U.S. dollars

Date	Borrower	Type	Original Principal amount	Outstanding Principal amount as of December 31, 2008	Maturity
March 2005	Tamsa	Syndicated loan	300.0	180.0	March 2010
October 2006	Maverick	Syndicated loan	750.0	452.3	October 2011
October 2006	Tamsa	Syndicated loan	700.0	466.7	October 2011
October 2006	Siderca	Syndicated loan	480.5	288.3	October 2009
October 2006	Dalmine	Syndicated loan	150.0	100.0	October 2011
April 2007	Tenaris	Syndicated loan	1,700.0	250.0	May 2012*
April 2007	Hydril	Syndicated loan	300.0	233.0	May 2012
June 2008	Dalmine	Bilateral	150.0	150.0	June 2013

* In May 2009, the Company chose to extend the maturity until May 2012.

The main covenants on these loan agreements are limitations on liens and encumbrances, limitations on the sale of certain assets, restrictions on investments and compliance with financial ratios (e.g., leverage ratio and interest coverage ratio in Tamsa's, Maverick's, Siderca's, Dalmine's and Hydril's syndicated loan agreements, leverage ratio and debt service coverage ratio in the Company's syndicated loan agreement, and leverage ratio and net debt to equity ratio in Dalmine's bilateral loan agreement). In addition, except for the Company's syndicated loan agreement, these syndicated loans have certain restrictions on capital expenditures. As of December 31, 2008, Tenaris was in compliance with all of its covenants.

Tenaris's consolidated debt includes \$57 million of Dalmine's debt and \$11 million of Confab's debt secured by certain properties of these subsidiaries.

For further information on our borrowings, please see note 20 Borrowings to our audited consolidated financial statements included in this annual report.

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C. Research and Development, Patents and Licenses, Etc.

See Item 4. Information on the Company Research and Development .

D. Trend Information

Principal Factors Affecting Oil and Gas Prices and Demand for Steel Pipes from the Global Oil and Gas Industry.

Sales to the oil and gas industry worldwide represent a high percentage of our total sales, and demand for steel pipes from the global oil and gas industry is a significant factor affecting the general level of volumes and prices for our products. Downward pressures on oil and gas prices usually result in lower oil and gas drilling activity and investment throughout the oil and gas industry with consequently lower demand for our steel pipe products and, in some circumstances, upward pressures can result in higher demand from our oil and gas customers.

Drilling activity in the U.S. and Canada is particularly sensitive to the level of regional gas prices as a majority of wells drilled are gas wells. In the rest of the world, however, a majority of wells drilled are oil wells, though the development of gas reserves for regional consumption and export in the form of LNG, or liquefied natural gas, has been increasing. Whereas oil prices are similar in most parts of the world because oil is a fully tradable commodity, gas prices are influenced by regional factors. In North America, where gas production is extensively developed and there is an extensive regional pipeline system, these factors include available gas storage capacity and seasonal weather patterns, particularly winter temperatures in the U.S. LNG prices are usually established in relation to international oil prices.

International oil prices depend on diverse factors. On the supply side, major oil- and gas-producing nations and companies frequently collaborate to control the supply (and thus the price) of oil in the international markets. A major vehicle for this collaboration is OPEC. Many of our customers are state-owned companies in member countries of OPEC, or otherwise cooperate with OPEC in controlling the supply and price of oil. Another factor that has affected the international price level of oil has to do with the political and socioeconomic conditions of oil-producing countries, such as Nigeria, Venezuela and the persistence of armed conflicts affecting the Middle East region which is home to a substantial proportion of the world's known oil reserves. On the demand side, economic conditions and the level of oil inventories in the leading industrial nations of the world, and more recently China, which constitute the largest oil consuming nations, also play a significant role in oil prices. For further information on the recent developments relating to our operations in Venezuela, see Item 5.G. Operating and Financial Review and Prospects Recent Developments Developments in Venezuela.

In the three year period prior to 2008, and in the first half of 2008, international oil prices rose strongly, until peaking in July 2008, in excess of \$140 per barrel, before falling abruptly in the second half of 2008 to end the year at around \$40 per barrel, reflecting expectations of a significant reduction in demand in the current recessionary environment (according to data available on Bloomberg LP, the WTI Midland Crude Oil spot price averaged \$100 per barrel in 2008, \$72 per barrel in 2007 and \$66 per barrel in 2006). Subsequently, they have recovered partially to their current levels of around \$70 per barrel. North American natural gas prices, however, have been affected by higher than average winter temperatures in the main consuming regions. In 2006, gas prices declined, following a lower than usual gas storage winter drawdown due to mild winter conditions in the north-eastern states of the U.S., with the Henry Hub spot price reaching a low of \$3.7 per million BTU in September before recovering partially. During 2007, North American gas prices traded within a range of \$5 to \$9 per million BTU and averaged \$7 per million BTU during the year. In 2008, North American gas prices rose rapidly during the first half of the year, peaking in excess of \$12 per million BTU, before falling even more steeply to their current levels below \$4 per million BTU, as increased investments in U.S. gas production resulted in significantly higher production levels at a time when demand began to be affected by lower industrial production.

Global business and market conditions changed markedly during 2008 as the financial crisis, which had started towards the end of 2007, intensified in September 2008 and spread rapidly to other sectors all over the world. As a

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result, global oil demand decreased for the first time in the last 25 years. However, drilling activity rose worldwide until the last quarter of 2008, when it started to fall. In 2008, the annual average of the global count of active drilling rigs, published by Baker Hughes Inc., rose 7% compared to 2007. The corresponding global rig count during the first quarter of 2009 was 2680, 20% less than the 2008 annual average and 19% less than the first quarter 2008 average.

The tables below show the annual average number of active oil and gas drilling rigs, or rig count, in the United States, Canada, International (worldwide excluding the United States and Canada and excluding Iran and Sudan as well as onshore China and Russia) and worldwide, as published by Baker Hughes Inc., for the years indicated and the percentage increase or decrease over the previous year. Baker Hughes, a leading oil service company, has published its rig counts on a monthly basis since 1975 as a general indicator of activity in the oil and gas sector.

Rig count

	2008	2007	2006	2005	2004
International	1,079	1,005	925	850	781
Canada	379	343	470	458	369
United States	1,878	1,768	1,648	1,380	1,190
Worldwide	3,336	3,116	3,043	2,688	2,340

Percentage increase (decrease) over the previous year

	2008	2007	2006	2005
International	7.3%	8.6%	8.8%	8.8%
Canada	10.5%	(26.8)%	2.6%	24.1%
United States	6.2%	7.2%	19.4%	16.0%
Worldwide	7.0%	2.4%	13.2%	14.9%

We estimate that global apparent demand for OCTG rose in 2008 compared to 2007. This increase includes a substantial surge in inventories in the United States fueled by surging imports of Chinese standard and non heat-treated products. We expect that apparent demand for OCTG will suffer a strong adjustment in 2009, reflecting an expected decline in oil and gas drilling activity and efforts to reduce inventories. We expect that demand for premium and other high-end OCTG products should hold up better than for standard product grades as oil and gas companies maintain their investments in complex projects already underway.

Demand for our large-diameter pipes for pipeline projects in South America rose during 2008 as we made deliveries to a number of pipeline projects in Brazil, Argentina and Colombia. However, we expect sales to decline in 2009 as the current order backlog is lower than last year and customers delay the implementation of new projects.

E. Off-Balance Sheet Arrangements

We do not use off-balance sheet arrangements as such term is defined by applicable SEC rules. However, we do have various off-balance sheet commitments, as described in note 26 Contingencies, commitments and restrictions on the distribution of profits to our audited consolidated financial statements included in this annual report.

Table of Contents**F. Contractual Obligations**

The following table summarizes our contractual obligations at December 31, 2008, and the effect such obligations are expected to have on our liquidity and cash flow in future periods:

Millions of U.S. dollars

Contractual Obligations and Commitments	Total	Payments Due by Period as of December 31, 2008			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
Borrowings	2,976.1	1,735.6	1,038.5	185.7	16.3
Finance Lease Obligations	0.9	0.4	0.3	0.2	
Total Borrowings	2,977.0	1,736.0	1,038.8	185.9	16.3
Interest to be accrued ⁽¹⁾	149.0	98.7	40.5	7.8	2.0
Purchase Commitments	1,360.7	421.1	720.9	74.5	144.2
Total Contractual Obligations and Commitments	4,486.7	2,255.8	1,800.2	268.2	162.5

(1) Interest to be accrued approximates estimated interest payments

The majority of our purchase commitments as of December 31, 2008, consist of obligations to purchase steel for the production of welded pipes in North America.

G. Recent Developments***Acquisition of Seamless Pipe Indonesia Jaya***

In April 2009, we acquired from Bakrie & Brothers Tbk, Green Pipe International Limited and Cakrawala Baru a 77.45% holding in Seamless Pipe Indonesia Jaya, or SPIJ, an Indonesian OCTG processing business with heat treatment and premium connection threading facilities, for a purchase price of \$72.5 million, with \$24.9 million payable as consideration for SPIJ's equity and \$47.6 million payable as consideration for the assignment of certain sellers' loan to SPIJ. SPIJ has an annual processing capacity of 120,000 tons and has had a commercial alliance with us for more than a decade. SPIJ employs around 500 persons and had revenues of approximately \$140 million in 2008.

Developments in Venezuela***Sidor Nationalization Process***

On May 7, 2009, Ternium completed the transfer of its entire 59.7% interest in Sidor to CVG. The transfer was effected as a result of Venezuela's Decree Law 6058, which ordered that Sidor and its subsidiaries and associated companies be transformed into state-owned enterprises and declared the activities of such companies of public and social interest. While CVG had assumed operational control of Sidor on July 12, 2008, Ternium had retained formal title over the shares until May 7, 2009. Ternium agreed to receive an aggregate amount of \$1.97 billion as compensation for its Sidor shares. Of that amount, CVG paid \$400 million in cash on May 7, 2009. The balance was divided in two tranches: the first tranche, of \$945 million, will be paid in six equal quarterly installments, while the second tranche will be paid at maturity in November 2010, subject to quarterly mandatory prepayment events based on the increase of the WTI crude oil price over its May 6, 2009 level.

Nationalization of Venezuelan Subsidiaries

Within the framework of Decree Law 6058, on May 22, 2009, Venezuela's President Hugo Chávez announced the nationalization of, among other companies, the Company's majority-owned subsidiaries Tavsa and, Matesi, and Comsigua, in which the Company has a minority interest. On May 25, 2009, the Minister of Basic Industries and Mines of Venezuela, or MIBAM, issued official communications N°230/09 and 231/09,

appointing the MIBAM s

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representatives to the transition committees charged with overseeing the nationalization processes of Tavsa and Matesi. On May 29, 2009, the Company sent response letters to the MIBAM rejecting the Venezuelan government's decision to nationalize Tavsa and Matesi, appointing its representatives to the transition committees, and reserving all of its rights under contracts, investment treaties and Venezuelan and international law and the right to submit any controversy between the Company or its subsidiaries and Venezuela relating to Tavsa and Matesi's nationalization to international arbitration, including arbitration administered by ICSID. The Company's investments in Tavsa, Matesi and Comsigua are protected under applicable bilateral investment treaties, including the bilateral investment treaty between Venezuela and the Belgian-Luxembourgish Union, and, as noted above, we continue to reserve all of our rights under contracts, investment treaties and Venezuelan and international law, and to consent to the jurisdiction of the ICSID in connection with the nationalization process.

Annual General Meeting of Shareholders

On June 3, 2009, the Annual General Meeting of shareholders of the Company approved all resolutions on its agenda. Among other resolutions adopted at the meeting, the shareholders approved the consolidated financial statements and annual accounts for the year ended December 31, 2008, as well as the payment of an annual dividend of \$0.43 per share (\$0.86 per ADS), or approximately \$507 million. The amount approved includes the interim dividend previously paid in November 2008, in the amount of \$0.13 per share (\$0.26 per ADS). The balance of the annual dividend amounting to \$0.30 per share (\$0.60 per ADS), or approximately \$354 million, was paid on June 25, 2009, with an ex-dividend date of June 22, 2009.

In addition, the Annual General Meeting of shareholders re-elected the then current members of the board of directors to serve until the next annual shareholders meeting (to be held in June 2010); and re-appointed PricewaterhouseCoopers as Tenaris's independent auditors for the 2009 fiscal year.

The Annual General Meeting of shareholders also resolved to authorize the Company and the Company's subsidiaries to acquire shares of the Company, including shares represented by ADSs, at such times and on such other terms and conditions as may be determined by the board of directors of the Company or the board of directors or other governing body of the relevant Company subsidiary. Please see Item 16.E Purchase of Equity Securities by the Issuer and Affiliated Purchases for more information on the authorization granted by the annual general meeting of shareholders to acquire shares of the Company, including shares represented by ADSs.

Ongoing investigation

The Company has learned from one of its customers in Central Asia that certain sales agency payments made by one of the Company's subsidiaries may have improperly benefited employees of the customer and other persons. These payments may have violated certain applicable laws, including the U.S. FCPA. The audit committee of the Company's board of directors has engaged external counsel in connection with a review of these payments and related matters, and the Company has voluntarily notified the U.S. Securities and Exchange Commission and the U.S. Department of Justice. The Company will share the results of this review with the appropriate regulatory agencies, and will cooperate

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with any investigations that may be conducted by such agencies. At this time, the Company cannot predict the outcome of these matters or estimate the range of potential loss or extent of risk, if any, to the Company's business that may result from resolution of these matters.

Item 6. Directors, Senior Management and Employees

A. Directors and Senior Management
Board of Directors

Management of the Company is vested in a board of directors with the broadest power to act on behalf of the Company and accomplish or authorize all acts and transactions of management and disposal that are within its corporate purpose and which are not specifically reserved in the articles of association or by applicable law to the general shareholders' meeting. The Company's articles of association provide for a board of directors consisting of a minimum of three and a maximum of fifteen directors; however if the Company's shares are listed on a stock exchange, the minimum number of directors must be five. The board of directors meets at least four times per year, or as often as required by the interests of the Company. A majority of the members of the board of directors constitutes a quorum, and resolutions may be adopted by the vote of a majority of the directors present or represented. In the case of a tie, the chairman is entitled to cast the deciding vote.

Directors are elected at the annual ordinary general shareholders' meeting to serve one-year renewable terms, as determined by the shareholders. The general shareholders' meeting may dismiss all or any one member of the board of directors at any time, with or without cause, by resolution passed by a simple majority vote. Pursuant to our articles of association, as supplemented by the audit committee's charter, for as long as our shares are listed on at least one stock exchange, the Company must have an audit committee composed of three members, all of which must qualify as independent directors.

Under the Company's articles of association, an independent director is a director who:

is not and has not been employed by us or our subsidiaries in an executive capacity for the preceding five years;

is not a person that controls us, directly or indirectly, and is not a member of the board of directors of a company controlling us, directly or indirectly;

does not have (and is not affiliated with a company or a firm that has) a significant business relationship with us, our subsidiaries or our controlling shareholder;

is not and has not been affiliated with or employed by a present or former auditor of us, our subsidiaries or our controlling shareholder for the preceding five years; *and*

is not a spouse, parent, sibling or relative up to the third degree of any of the above persons.

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Our current board of directors is composed of ten directors, three of which are independent directors. Our directors were re-elected at the annual ordinary general shareholder's meeting on June 3, 2009. The following table sets forth the name of the Company's current directors, their respective positions on the board, their principal occupation, their years of service as board members and their age.

Name	Position	Principal Occupation	Years as Director	Age at December 31, 2008
Roberto Bonatti ⁽¹⁾	Director	President of San Faustin	6	59
Carlos Condorelli	Director	Director of Tenaris and Ternium	2	57
Carlos Franck	Director	President of Santa María	6	58
Roberto Monti	Director	Non-executive chairman of Trefoil Limited and member of the board of directors of Petrobras Energia, and of John Wood Group PLC	4	69
Gianfelice Mario Rocca ⁽¹⁾	Director	Chairman of the board of directors of San Faustin	6	60
Paolo Rocca ⁽¹⁾	Director	Chairman and chief executive officer of Tenaris	7	56
Jaime Serra Puche	Director	Chairman of SAI Consultores	6	57
Alberto Valsecchi	Director	Director of Tenaris	1	64
Amadeo Vázquez y Vázquez	Director	Director of Gas Natural Ban S.A. and member of the executive committee of Asociación Empresaria Argentina	6	66
Guillermo Vogel	Director	Vice chairman of Tamsa	6	58

(1) Paolo Rocca and Gianfelice Rocca are brothers, and Roberto Bonatti is Paolo and Gianfelice Rocca's first cousin.

Roberto Bonatti. Mr. Bonatti is a member of the Company's board of directors. He is a grandson of Agostino Rocca, founder of the Techint group, a group of companies controlled by San Faustin. Throughout his career in the Techint group he has been involved specifically in the engineering and construction and corporate sectors. He was first employed by the Techint group in 1976, as deputy resident engineer in Venezuela. In 1984, he became a director of San Faustin, and since 2001 he has served as its president. In addition, Mr. Bonatti currently serves as president of Tecpetrol S.A. and Techint Compañía Técnica Internacional S.A.C.I. He is also a member of the board of directors of Ternium, Siderca and Siderar S.A.I.C., or Siderar. Mr. Bonatti is an Italian citizen.

Carlos Condorelli. Mr. Condorelli is a member of the Company's board of directors. He served as our chief financial officer from October 2002 until September 2007. He is also a board member of Ternium. He began his career within the Techint group in 1975 as an analyst in the accounting and administration department of Siderar. He has held several positions within Tenaris and other Techint group companies, including finance and administration director of Tamsa and president of the board of directors of Empresa Distribuidora La Plata S.A., or Edelap, an Argentine utilities company. Mr. Condorelli is an Argentine citizen.

Carlos Franck. Mr. Franck is a member of the Company's board of directors. He is president of Santa María S.A.I.F. and Inverban S.A., vice president of Siderca and a member of the board of directors of Techint Financial Corporation N.V., III Industrial Investments Inc., Siderar, Tecpetrol and Tecgas N.V. He has financial planning and control responsibilities in subsidiaries of San Faustin. Mr. Franck is an Argentine citizen.

Roberto Monti. Mr. Monti is a member of the Company's board of directors. He is the non-executive chairman of Trefoil Limited and a member of the board of directors of Petrobras Energia and of John Wood Group PLC. He has served as vice president of Exploration and Production of Repsol YPF and chairman and CEO of YPF. He was also president of Dowell, a subsidiary of Schlumberger and president of Schlumberger Wire & Testing division for East Hemisphere Latin America. Mr. Monti is an Argentine citizen.

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Gianfelice Mario Rocca. Mr. Rocca is a member of the Company's board of directors. He is a grandson of Agostino Rocca. He is chairman of the board of directors of San Faustin, a member of the board of directors of Tamsa and Ternium, president of the Humanitas Group and president of the board of directors of Techint Compagnia Tecnica Internazionale S.p.A. and Tenova S.p.A. In addition, he sits on the board of directors or executive committees of several companies, including Allianz S.p.A, RCS Quotidiani, and Buzzi Unicem. He is vice president of Confindustria, the leading association of Italian industrialists. He is a member of the Advisory Board of Allianz Group, the Trilateral Commission and the European Advisory Board of the Harvard Business School. Mr. Rocca is an Italian citizen.

Paolo Rocca. Mr. Rocca is chairman of the Company's board of directors and our chief executive officer. He is a grandson of Agostino Rocca. He is also chairman of the board of directors of Tamsa. He is also chairman of the board of directors of Ternium, director and vice president of San Faustin and director of Techint Financial Corporation N.V. Mr. Rocca is the vice-chairman of the World Steel Association and member of the International Advisory Committee of the NYSE Euronext (New York Stock Exchange). Mr. Rocca is an Italian citizen.

Jaime Serra Puche. Mr. Serra Puche is a member of the Company's board of directors. He is chairman of SAI Consultores, a Mexican consulting firm, and a member of the board of directors of Chiquita Brands International, the Mexico Fund, Grupo Vitro and Grupo Modelo. Mr. Serra Puche served as Mexico's Undersecretary of Revenue, Secretary of Trade and Industry, and Secretary of Finance. He led the negotiation and implementation of NAFTA. Mr. Serra Puche is a Mexican citizen.

Alberto Valsecchi. Mr. Valsecchi is a member of the Company's board of directors. He served as our chief operating officer from February 2004 until July 2007. He joined the Techint group in 1968 and has held various positions within Tenaris and other Techint group companies. He has retired from his executive positions. He is also a member of the board of directors of San Faustin and has been elected as the chairman of the board of directors of Dalmine, a position he assumed in May 2008. Mr. Valsecchi is an Italian citizen.

Amadeo Vázquez y Vázquez. Mr. Vázquez y Vázquez is a member of the Company's board of directors. He is an independent member of the board of directors of Gas Natural Ban S.A. He is a member of the executive committee of the *Asociación Empresaria Argentina*, and of the *Fundación Mediterránea*, and he is a member of the Advisory Board of the *Fundación de Investigaciones Económicas Latinoamericanas*. He served as CEO of the Banco Río de la Plata S.A. until August 1997 and was also the chairman of the board of directors of Telecom Argentina S.A. until April 2007. Mr. Vázquez y Vázquez is a Spanish and Argentine citizen.

Guillermo Vogel. Mr. Vogel is a member of the Company's board of directors. He is vice chairman of Tamsa, chairman of Grupo Collado S.A.B. de C.V., vice chairman of Estilo y Vanidad S.A. de C.V. and member of the board of directors of Alfa S.A.B. de C.V., the American Iron and Steel Institute, the North American Steel Council and the North American Competitiveness Council. In addition, he is a member of the board of directors and of the investment committee of the *Corporación Mexicana de Inversiones de Capital* and a member of the board of directors and the audit committee of HSBC (México). Mr. Vogel is a Mexican citizen.

Director Liability

Under Luxembourg law, a director may be liable to us for any damage caused by management errors, such as wrongful acts committed during the execution of his or her mandate, and to the Company, its shareholders and third parties in the event that the Company, its shareholders or third parties suffer a loss due to an infringement of either the Luxembourg Company Law or the Company's articles of association.

Under Luxembourg law, any director having a conflict of interest in respect of a transaction submitted for approval to the board of directors may not take part in the deliberations concerning such transaction and must inform the board of such conflict. Subject to certain exceptions, transactions in which any directors may have had an interest conflicting with that of the Company must be reported at the next shareholders meeting following any such transaction.

The general shareholders' meeting may dismiss all or any one member of the board of directors at any time, with or without cause, by resolution passed by a simple majority vote, irrespective of the number of shares present or represented at the meeting.

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A director will not be liable if, notwithstanding his presence at the board meeting at which a resolution was adopted or notwithstanding his opposition to that resolution, he advised the board of directors of his knowledge thereto and caused a record of his statement to be included in the minutes of the meeting. The director must report his opposition at the next shareholders' meeting before any other resolution is voted on.

The Company may initiate actions against directors for damages with the approval of shareholders by a vote of more than 50% of votes cast and without the presence of a quorum. Actions against directors who misappropriate corporate assets or commit a breach of trust may be brought by any shareholder.

Auditors

The Company's articles of association require the appointment of at least one independent auditor chosen from among the members of the Luxembourg Institute of Independent Auditors. The primary responsibility of the independent auditor is to audit the Company's annual accounts and to submit a report on the accounts to shareholders at the annual shareholders' meeting. Following a recommendation from our audit committee, auditors are appointed by the general shareholders' meeting through a resolution passed by a simple majority vote. Shareholders may determine the number and the term of office of the auditors at the ordinary general shareholders' meeting, provided however that an auditor's term shall not exceed one year and that any auditor may be reappointed or dismissed by the general shareholders' meeting at any time, with or without cause. Luxembourg law does not allow directors to serve concurrently as independent auditors. As part of their duties, the auditors report directly to the audit committee.

PricewaterhouseCoopers (acting, in connection with the Company's annual accounts and annual consolidated financial statements required under Luxembourg law, through PricewaterhouseCoopers S.à.r.l., Réviseur d'entreprises and, in connection with the Company's annual and interim consolidated financial statements required under the laws of any other relevant jurisdiction, through Price Waterhouse & Co. S.R.L.) were appointed as the Company's independent auditors for the fiscal year ending December 31, 2008, at the ordinary general shareholders' meeting held on June 4, 2008, and were re-appointed for the fiscal year 2009, at the ordinary general shareholders' meeting held on June 3, 2009.

Senior Management

Our current senior management consists of:

Name	Position	Age at December 31, 2008
Paolo Rocca	Chairman and Chief Executive Officer	56
Ricardo Soler	Chief Financial Officer	57
Carlos San Martín	Technology Director	65
Alejandro Lammertyn	Commercial Director	43
Renato Catallini	Supply Chain Director	42
Marco Radnic	Human Resources Director	59
Marcelo Ramos	Quality Director	45
Sergio Tosato	Industrial Coordination Director	59
Germán Curá	North American Area Manager	46
Sergio de la Maza	Central American Area Manager	52
Guillermo Noriega	South American Area Manager	58
Vincenzo Crapanzano	European Area Manager	56
Carlos Pappier	Planning Director	47
Claudio Leali	Managing Director, Japanese Operations	58

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Paolo Rocca. Mr. Rocca is chairman of the Company's board of directors and our chief executive officer. He is a grandson of Agostino Rocca. He is also chairman of the board of directors of Tamsa. He is also chairman of the board of directors of Ternium, director and vice president of San Faustin and director of Techint Financial Corporation N.V. Mr. Rocca is the vice-chairman of the World Steel Association and member of the International Advisory Committee of the NYSE Euronext (New York Stock Exchange). Mr. Rocca is an Italian citizen.

Ricardo Soler. Mr. Soler currently serves as our chief financial officer, a position that he assumed in October 2007. Previously he served as chief executive officer of Hydril and from 1999 until November 2006 served as managing director of our welded pipe operations in South America and as executive vice-president of Confab and Siat. He started his career in the Techint group in 1973 as a planning analyst at Siderar. He served as Siderca's financial director from 1993 until 1995. Mr. Soler is an Argentine citizen.

Carlos San Martín. Mr. San Martín currently serves as our technology director with responsibility for R&D activities, as well as acting as honorary chairman of NKKTubes. He joined the Techint group in 1968 and has held various positions within the Techint group and Tenaris, including marketing director of Siderca and managing director of NKKTubes. From August 2000 to August 2002, Mr. San Martín was Chairman of NKKTubes. He assumed his current position in October 2002. Mr. San Martín is an Argentine citizen.

Alejandro Lammertyn. Mr. Lammertyn currently serves as our commercial director. Previously he served as supply chain director. He began his career with Tenaris in 1990 as special projects analyst in Siderca. In 2000, he was assistant to the CEO for marketing, organizational model and mill allocation matters. He assumed his current position in August 2007. Mr. Lammertyn is an Argentine citizen.

Renato Catallini. Mr. Catallini currently serves as our supply chain director, with responsibility for the execution of all contractual deliveries to customers. He joined Tenaris in 2001 in the supply management area, as a general manager of Exiros Argentina. In July 2002, he was appointed operations director and subsequently, in January 2005, became managing director of Exiros. Before joining Tenaris, he worked for ten years in the energy sector, working for TGN, Nova Gas Internacional, TransCanada Pipelines and TotalFinaElf, among others. He assumed his current position in August 2007. Mr. Catallini is an Argentine citizen.

Marco Radnic. Mr. Radnic currently serves as our human resources director. He began his career within the Techint group in the Industrial Engineering Department of Siderar in 1975. Later he held several positions in the technical departments of Siderca and various companies within the Techint group. After holding several positions in the marketing and procurement areas in Europe, in 1996 he became commercial director of Dalmine. In 1998, he became the director of our Process and Power Services business unit. In 2001, he was appointed chief of staff for Paolo Rocca in Buenos Aires. He assumed his current position in December 2002. Mr. Radnic is an Argentine citizen.

Marcelo Ramos. Mr. Ramos currently serves as our quality director. Previously he served as managing director of NKKTubes and our Japanese operations. He joined the Techint group in 1987 and has held various positions within Tenaris including quality control director at Siderca. He assumed his current position in 2006. Mr. Ramos is an Argentine citizen.

Sergio Tosato. Mr. Tosato currently serves as our industrial coordination director. He first joined Dalmine in 1974 in the personnel organization area, and has held many positions within Tenaris, including director of operations in Siderca and manufacturing director in Dalmine, before assuming his current position in 2003. Mr. Tosato is an Italian citizen.

Germán Curá. Mr. Curá currently serves as our North American area manager. He is a marine engineer and was first employed with Siderca in 1988. Previously, he served as Siderca's exports director, Tamsa's exports director and commercial director, sales and marketing manager of our Middle East office, president of Algoma Tubes, director of our Oilfield Services business unit and commercial director. He is also a member of the board of directors of the American Petroleum Institute (API). He assumed his current position in October 2006. Mr. Curá is an Argentine citizen.

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Sergio de la Maza. Mr. de la Maza currently serves as our Central American area manager and also serves as a director and executive vice-president of Tamsa. Previously he served as our Mexican area manager. He first joined Tamsa in 1980. From 1983 to 1988, Mr. de la Maza worked in several positions in Tamsa and Dalmine. He then became manager of Tamsa's new pipe factory and later served as manufacturing manager and quality director of Tamsa. Subsequently, he was named manufacturing director of Siderca. He assumed his current position in 2006. Mr. de la Maza is a Mexican citizen.

Guillermo Noriega. Mr. Noriega currently serves as our South American area manager and also serves as managing director of Siderca. He began his career at Siderca as an industrial engineer in 1981. Previously, he served as Siderca's commercial director for the Argentine market. He assumed his current position with Siderca in 2000. Mr. Noriega is an Argentine citizen.

Vincenzo Crapanzano. Mr. Crapanzano currently serves as our European area manager and also serves as managing director of Dalmine. Previously he served as our Mexican area manager and executive vice president of Tamsa. Prior to joining Tenaris, he held various positions at Grupo Falck from 1979 to 1989. When Dalmine acquired the tubular assets of Grupo Falck in 1990, he was appointed managing director of the cold drawn tubes division. He is also vice president of Centro Sviluppo Materiali S.p.A. and of Federacciai. He assumed his current position in January 2004. Mr. Crapanzano is an Italian citizen.

Carlos Pappier. Mr. Pappier currently serves as our planning director, a position that he assumed in October 2006. He began his career within the Techint group in 1984 as a cost analyst in Siderar. After holding several positions within Tenaris and other Techint group companies in 2002 he became chief of staff of Tenaris. Mr. Pappier is an Argentine citizen.

Claudio Leali. Mr. Leali currently serves as managing director of our Japanese operations, a position that he assumed in November 2006. He began his career at Dalmine as a development product technician in 1976. From March 1994 to October 1995 he served as technical managing director of DMV, a joint venture between Dalmine, Vallourec and Mannesmann. Before assuming his current position he also served as quality director and as executive assistant of the technology department. Mr. Leali is an Italian citizen.

B. Compensation

The compensation of the members of the Company's board of directors is determined at the annual ordinary general shareholders' meeting. Each member of the board of directors received as compensation for such position a fee of \$70 thousand. The chairman of the audit committee received as additional compensation a fee of \$60 thousand while the other members of the audit committee received an additional fee of \$50 thousand. Under the Company's articles of association, the members of the audit committee are not eligible to participate in any incentive compensation plan for employees of the Company or any of its subsidiaries.

The aggregate compensation earned by directors and executive officers during 2008 amounted to \$22.9 million.

There are no service contracts between any director and Tenaris that provide for benefits upon termination of employment.

Employee retention and incentive program

On January 1, 2007, we adopted an employee retention and long term incentive program. Pursuant to this program, certain senior executives have been granted a number of units equivalent in value to the equity book value per share (excluding minority interest). The units will be vested over a period of four years and Tenaris will redeem vested units following a period of seven years from the grant date, or when the employee ceases employment, at the equity book value per share at the time of the payment. Beneficiaries also receive a cash amount per unit equivalent to the dividend paid per share whenever the Company pays a cash dividend to its shareholders. Annual compensation under this program is not expected to exceed 35%, on average, of the total annual compensation of the beneficiaries.

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The total value of the units granted under the program, based on the number of units and the book value per share as of December 31, 2008, was \$16.8 million. As of December 31, 2008, we have recorded a total liability of \$10.4 million, based on actuarial calculations provided by independent advisors.

C. Board Practices

See Directors, Senior Management and Employees Directors and Senior Management .

There are no service contracts between any director and Tenaris that provide for benefits upon termination of employment.

Audit Committee

The Company's board of directors has an audit committee consisting of three members. On June 3, 2009, the Company's board of directors reappointed Jaime Serra Puche, Amadeo Vázquez y Vázquez and Roberto Monti as members of our audit committee. All three members of the audit committee qualify as independent directors under the Company's articles of association.

Under the Company's articles of association and the audit committee charter, the audit committee assists the board of directors in fulfilling its oversight responsibilities relating to the integrity of the financial statements of the Company, the Company's system of internal controls and the independence and performance of the Company's internal and independent auditors (see Item 16.C for additional information about the audit committee's procedures with respect to our independent auditors).

In addition, the audit committee is required to review material transactions to be entered into by the Company or its subsidiaries with related parties, as such term is defined in the Company's articles of association, in order to determine whether their terms are consistent with market conditions or are otherwise fair to the Company and/or its subsidiaries. In the case of material transactions entered into by the Company's subsidiaries with related parties, the Company's audit committee will review those transactions entered into by those subsidiaries whose boards of directors do not have independent members. Confab is currently our only subsidiary with independent board members.

Under the Company's articles of association, as supplemented by the audit committee's charter, a material transaction is:

any transaction between the Company or its subsidiaries with related parties (x) with an individual value equal to or greater than \$10 million, or (y) with an individual value lower than \$10 million, when the aggregate sum as reflected in the financial statements of the four fiscal quarters of the Company preceding the date of determination- of any series of transactions for such lower value that can be deemed to be parts of a unique or single transaction (but excluding any transactions that were reviewed and approved by Company's audit committee or board of directors, as applicable, or the independent members of the board of directors of any of its subsidiaries) exceeds 1.5% of the Company's consolidated net sales made in the fiscal year preceding the year on which the determination is made;

any corporate reorganization transaction (including a merger, spin-off or bulk transfer of a business) affecting the Company for the benefit of, or involving, a related party; *and*

any corporate reorganization transaction (including a merger, spin-off or bulk transfer of a business) not reviewed and approved by the independent members of the board of directors of any of the Company's direct or indirect subsidiaries, affecting any of the Company's direct or indirect subsidiaries for the benefit of, or involving, a related party.

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The audit committee has the power (to the maximum extent permitted by applicable laws) to request that the Company or relevant subsidiary provide any information necessary for it to review any material transaction. A related party transaction shall not be entered into unless (i) the circumstances underlying the proposed transaction justify that it be entered into before it can be reviewed by the Company's audit committee or approved by the board of directors and (ii) the related party agrees to unwind the transaction if the Company's audit committee or board of directors does not approve it.

In addition, the audit committee has the authority to conduct any investigation appropriate to fulfill its responsibilities, and has direct access to the Company's internal and external auditors as well as to the Company's management and employees and, subject to applicable laws, its subsidiaries.

The audit committee also performs other duties entrusted to it by the Company's board of directors.

D. Employees

The following table shows the number of persons employed by Tenaris:

	At December 31, 2008
Argentina	6,723
Mexico	3,519
United States	3,235
Italy	2,972
Brazil	2,275
Canada	1,304
Romania	1,278
Japan	695
Other Countries	1,872
Total employees	23,873

At December 31, 2007 and December 31, 2006 the number of persons employed by Tenaris was 23,372 and 21,751 respectively. The number of our employees remained relatively flat during 2008.

Approximately 50% of our employees are unionized. We believe that we enjoy good or satisfactory relations with our employees and their unions in each of the countries in which we have manufacturing facilities, and we have not experienced any major strikes or other labor conflicts with a material impact on our operations over the last five years.

E. Share Ownership

To our knowledge, the total number of the Company's shares (in the form of ordinary shares or ADSs) beneficially owned by our directors and executive officers as of March 31, 2009 was 1,990,839 which represents 0.2% of our outstanding shares.

The following table provides information regarding share ownership by our directors and executive officers:

Director or Officer	Number of Shares Held
Guillermo Vogel	1,915,446
Carlos Condorelli	67,211
Ricardo Soler	8,182

Total

1,990,839

70

Table of Contents**Item 7. Major Shareholders and Related Party Transactions.****A. Major Shareholders**

The following table shows the beneficial ownership of the Company's ordinary shares, as of March 31, 2009, by (1) the Company's principal shareholders (persons or entities that own beneficially 5% or more of the Company's shares), (2) non-affiliated public shareholders, and (3) the Company's directors and executive officers as a group.

Identity of Person or Group	Number	Percent
San Faustin ⁽¹⁾	717,440,187	60.8%
Capital World Investors ⁽²⁾	64,633,440	5.5%
Directors and executive officers as a group	1,990,839	0.2%
Public	396,472,364	33.5%
Total	1,180,536,830	100.0%

- (1) Information as per schedule 13G/A, filed with the U.S. Securities and Exchange Commission on February 10, 2009. Shares held by III CI, a wholly-owned subsidiary of San Faustin. Rocca & Partners S.A. controls a significant portion of the voting power of San Faustin and has the ability to influence matters affecting, or submitted to a vote of, the shareholders of San Faustin.
- (2) Information as per schedule 13G, filed with the U.S. Securities and Exchange Commission on February 12, 2009. According to such filing, Capital World Investors is a division of Capital Research and Management Company (CRMC). Capital World Investors is deemed to be the beneficial owner of these shares as a result of CRMC acting as investment adviser to various investment companies. Accordingly, Capital World Investors does not own any shares for its own account; rather, they are owned by accounts under the discretionary management of Capital World Investors. Capital World Investors' shares beneficial ownership percentage was notified to the Company on February 24, 2009.

As of March 31, 2009, 130,066,751 ADSs (representing 260,133,502 shares of common stock, or 22.0% of all outstanding shares of common stock of the Company) were registered in the name of approximately 484 holders resident in the United States.

The voting rights of the Company's major shareholders do not differ from the voting rights of other shareholders. None of its outstanding shares have any special control rights. There are no restrictions on voting rights, nor are there, to the Company's knowledge, any agreements among shareholders of the Company that might result in restrictions on the transfer of securities or the exercise of voting rights.

The Company does not know of any significant agreements or other arrangements to which the Company is a party and which take effect, alter or terminate in the event of a change of control of the Company. The Company does not know of any arrangements, the operation of which may at a subsequent date result in a change of control of the Company.

B. Related Party Transactions

Tenaris is a party to several related party transactions as described below. Material related party transactions are subject to the review of the audit committee of the Company's board of directors and the requirements of Luxembourg law. For further detail on the approval process for related party transactions, see Item 6.C. Directors, Senior Management and Employees' Board Practices' Audit Committee.

Purchases of Raw Materials

In the ordinary course of business, we purchase flat steel products, steel bars and other raw materials from Ternium or its subsidiaries. These purchases are made on similar terms and conditions as sales made by these companies to unrelated third parties. These transactions include:

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Purchases of flat steel products for use in the production of welded pipes and accessories, which amounted to \$101.7 million, \$71.3 million and \$35.9 million in 2008, 2007 and 2006, respectively.

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Purchases of steel bars for use in our seamless steel pipe operations in Venezuela, which amounted to \$4.6 million in the first quarter of 2008, (thereafter Sidor ceased to be a related party) \$45.8 million in 2007 and \$30.5 million in 2006.

Purchases of pig iron, DRI, scrap and other raw materials for use in the production of seamless pipes, which amounted to \$17.0 million, \$11.8 million and \$23.7 million in 2008, 2007 and 2006, respectively.

Sales of Raw Materials

In the ordinary course of business, we sell raw materials and other production inputs to Ternium or its subsidiaries. These sales are made on similar terms and conditions as purchases made by these companies from unrelated third parties. These transactions include:

Sales of ferrous scrap, and other raw materials, which amounted to \$29.1 million, \$22.7 million and \$19.2 million in 2008, 2007 and 2006, respectively.

Sales of steam and operational services from our Argentine electric power generating facility in San Nicolas. These sales amounted to \$21.8 million, \$8.1 million and \$6.4 million in 2008, 2007 and 2006, respectively. In 2008, sales included a compensation charge amounting to \$11.0 million, for increased costs in previous periods.

Transactions involving Matesi

We established Matesi jointly with Sidor, a related party until April 2008, to operate an HBI production facility in Venezuela. We hold 50.2% of Matesi and Sidor holds 49.8%. Transactions associated with this operation include:

The sale of HBI to Sidor pursuant to an off-take agreement, which amounted to \$7.9 million in the first quarter of 2008, \$49.4 million in 2007 and \$77.3 million in 2006. The agreement establishes that Matesi is required to sell to Sidor, on a take-or-pay basis, 29.9% of Matesi's HBI production, or up to 49.8% at the election of Sidor.

During 2004, Matesi entered into a management assistance agreement with Sidor. As part of this agreement, Matesi paid fees to Sidor totaling \$0.1 million in the first quarter of 2008, \$0.7 million in 2007 and \$1.1 million in 2006, related to the provision of managerial services.

As part of the investment agreement to finance the acquisition of Matesi's assets and its start-up, in July 2004 Matesi received loans from its shareholders, Sidor and a subsidiary of the Company, in the same proportion as their participations and under the same terms and conditions. In May 2007 the board of directors of Matesi approved the partial capitalization of the loan granted by Sidor for an amount of \$34.9 million. As a result, the outstanding amount of the loan granted by Sidor to Matesi as of March 31, 2008 was \$26.8 million. This loan bears interest at a rate of LIBOR+2%. Interest paid on this loan amounted to \$0.5 million in the first quarter of 2008, \$2.9 million in 2007 and \$3.6 million in 2006.

Matesi paid royalties and technical assistance fees in respect of licensed technology to Hylsamex, a subsidiary of Ternium. The royalties and fees paid to Hylsamex amounted to \$0.5 million in 2008, \$0.5 million in 2007 and \$1.6 million in 2006.

During 2006, Matesi entered into a service agreement with Sidor under which Sidor recycles by-product from Matesi's operations into raw materials. Under this agreement, Matesi paid to Sidor \$0.9 million in 2007 and \$1.5 million in 2006.

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During 2007, Matesi entered into a service agreement with Sidor under which Matesi recycles pellets from Sidor into HBI. Under this agreement Sidor paid to Matesi \$4.5 million in the first quarter of 2008 and \$2.4 million in 2007.

Matesi purchased supplies and spare parts from HyL Technologies S.A. de C.V., or HyL, a Mexican company controlled by San Faustín, involved in marketing and implementation of direct reduction plants. Matesi payed to HyL \$1.0 million in 2008 and \$2.4 million in 2007.

For further information on the recent developments relating to our operations in Venezuela, see Item 5.G. Operating and Financial Review and Prospects Recent Developments Developments in Venezuela.

Purchase Agency Services

Until September 2006, we provided purchase agency services to Ternium or its subsidiaries through our subsidiary Exiros. In October 2006, Ternium acquired a 50% interest in Exiros, and we retained the remaining 50%. The transaction amounted to \$2.3 million. Following this transaction, Exiros continued to act as purchase agent for both Ternium and the Company, and their respective subsidiaries.

For the nine month period ended September 2006, we received fees from Ternium and other Techint group companies totaling \$7.1 million. Fees paid by Tenaris to Exiros for agency services amounted to \$33.3 million in 2008, \$24.9 million in 2007 and \$4.7 million for the three month period ended December 2006.

Supply of Natural Gas

We are party to contracts with Tecpetrol, TGN and Litoral Gas relating to the supply of natural gas to our operations in Argentina. Tecpetrol is a company controlled by San Faustin engaged in oil and gas exploration and production and has rights to various oil and gas fields in Argentina and elsewhere in Latin America. TGN operates two major pipelines in Argentina connecting the major gas basins of Neuquén and Noroeste-Bolivia to the major consumption centers in Argentina, while Litoral Gas is a company that distributes gas in the Province of Santa Fe and in the northeastern section of the Province of Buenos Aires. San Faustin holds significant but non-controlling interests in TGN and Litoral Gas.

Tecpetrol supplies Siderca with the balance of its natural gas requirements not supplied by its principal gas supplier, YPF, under market conditions and according to local regulations. In April 2003, we entered into an agreement with Tecpetrol for the delivery of 760 million cubic meters of natural gas to our Campana plant and to our San Nicolás power generation facility over a period of five years. Under the terms of this agreement, we prepaid a portion of the gas deliveries, corresponding to \$15.3 million. We consumed the entire prepaid amount by February 2006, but we continue to take deliveries under the contract at non-preferential prices. Tecpetrol's sales to Tenaris amounted to \$8.2 million, \$5.5 million and \$8.9 million in 2008, 2007 and 2006, respectively.

TGN charges Siderca a price to transport its natural gas supplies that is equivalent on a comparable basis to prices paid by other industrial users. The Argentine government regulates the general framework under which TGN operates and prices its services. TGN's sales to Tenaris amounted to \$6.4 million in 2008, \$2.1 million in 2007 and \$1.4 million in 2006.

Litoral Gas's sales to Tenaris totaled \$3.0 million in 2008, \$2.1 million in 2007 and \$2.7 million in 2006.

During 2008 and 2007, in order to fulfill our gas consumption requirements, we also purchased gas on spot conditions from Tecgas and Energy Consulting Services S.A, two companies controlled by San Faustin. These purchases amounted to \$0.3 million in 2008 and \$1.5 million in 2007.

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Provision of Engineering and Labor Services

We contract with certain companies controlled by San Faustin engineering and non-specialist manual labor services, such as cleaning, general maintenance, handling of by-products and construction services. Fees accrued for these services in the aggregate amounted to \$58.5 million, \$59.9 million and \$59.2 million in 2008, 2007 and 2006, respectively. In 2008, in order to create our own engineering services company, we paid \$3.5 million as fees for technical advice to companies controlled by San Faustin.

Sales of Steel Pipes and Sucker Rods

In the ordinary course of business, we sell steel pipes, sucker rods and related services to other companies controlled by San Faustin. These sales, which are made principally to companies involved in the construction of gas pipelines and to Tecpetrol and joint ventures in which Tecpetrol participates, for its oil and gas drilling operations, are made on similar terms and conditions as sales to unrelated third parties. Our sales of steel pipes and sucker rods as well as logistical and certain other services to other companies controlled by San Faustin amounted to \$58.9 million, \$48.4 million and \$72.8 million in 2008, 2007 and 2006, respectively.

Sales of Other Products and Services

In addition to sales of pipes and sucker rods, we enter into sales transactions with companies controlled by San Faustin for the sale of other products and services. The most significant transactions include:

The sale of industrial equipment for oil platforms, which amounted to \$7.4 million in 2006.

In July 2006 we entered into contracts with Ternium and other companies controlled by San Faustin for the rendering of technology and information services. Sales to Ternium amounted to \$1.0 million in 2008, \$2.9 million in 2007 and \$1.6 million in 2006 and sales to other companies controlled by San Faustin amounted to \$3.2 million in 2008, \$2.9 million in 2007 and \$1.5 million in 2006.

Since 2006, we entered into various agreements with Exiros to provide them with administrative services. Sales under these agreements amounted to \$2.8 million in 2008, \$3.9 million in 2007 and \$0.4 million in 2006.

Financial Operations and Administrative Services

Finma S.A. provides administrative and legal support services to its affiliates in Argentina, including us. In August 2006, Finma was reorganized with Siderca, Siderar and another company controlled by San Faustin with operations in Argentina acquiring one third each from a group of former directors of companies controlled by San Faustin. Fees accrued for these services amounted to \$10.3 million, \$7.4 million and \$5.1 million in 2008, 2007 and 2006, respectively.

Other Transactions

During 2005, we entered into a contract with Techint CimiMontubi for the provision of engineering services for the construction of a gas-fired combined heat and power plant at Dalmine, for a total amount of \$15 million. Pursuant to the contract, we paid \$0.1 million, \$0.9 million and \$7.7 million in 2008, 2007 and 2006, respectively.

During 2006, we entered into a contract with Techint Compagnia Tecnica for the provision of furnaces for our integrated production facilities in Argentina and Mexico. Supplies received amounted to \$0.4 million in 2008, \$0.4 million in 2007 and \$15.8 million in 2006.

On December 1, 2006, we sold a 75% participation in DaEn to E.ON Sales and Trading GmbH and completed the sale of the remaining 25% in November 2007. Tenaris purchased energy from DaEn for an amount of \$120.5 million during 2007 and of \$12.1 million during December 2006.

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We contracted pipe coating services from Socotherm Brasil S.A., for an amount of \$79.6 million in 2008 and \$54.1 million in 2007. Prior to January 1, 2007, we considered Socotherm as a subsidiary and therefore consolidated its operations.

We purchased office space in Buenos Aires, Argentina, from Siderar, a Ternium subsidiary, and from another Techint group company for a total amount of \$0.3 million in 2008 and \$5.2 million in 2007.

We purchased welded steel pipes from Ternium, amounting to \$0.5 million in 2008 and \$1.6 million in 2007, which were sold by Tamsa as part of major projects.

In addition, in the ordinary course of business, from time to time, we carry out other transactions and enter into other arrangements with other affiliates, none of which are believed to be material.

C. Interest of Experts and Counsel

Not applicable.

Item 8. Financial Information

A. Consolidated Statements and Other Financial Information

See Item 18 and pages F-1 through F-62 for our audited consolidated financial statements.

Legal Proceedings

Tenaris is involved in litigation arising from time to time in the ordinary course of business. Based on management's assessment it is not anticipated that the ultimate resolution of pending litigation will result in amounts in excess of recorded provisions that would be material to Tenaris's consolidated financial position or results of operations.

Maverick litigation

On December 11, 2006, The Bank of New York, or BNY, as trustee for the holders of Maverick 2004 4% Convertible Senior Subordinated Notes due 2033 issued pursuant to an Indenture between Maverick and BNY, or Noteholders, filed a complaint against Maverick and the Company in the United States District Court for the Southern District of New York. The complaint alleges that our acquisition of Maverick triggered the Public Acquirer Change of Control provision of the Indenture, asserting a breach of contract claim against Maverick for refusing to deliver the consideration specified in the Public Acquirer Change of Control provision of the Indenture to Noteholders who tendered their notes for such consideration. This complaint seeks a declaratory judgment that our acquisition of Maverick was a Public Acquirer Change of Control under the Indenture, and asserts claims for tortious interference with contract and unjust enrichment against us. Defendants filed a motion to dismiss the complaint, or in the alternative, for summary judgment on March 13, 2007. Plaintiff filed a motion for partial summary judgment on the same date. On January 25, 2008, Law Debenture Trust Company of New York, or Law Debenture, (as successor to BNY as trustee under the Indenture) was substituted for BNY as plaintiff.

On October 15, 2008, the court denied Law Debenture's motion for partial summary judgment and granted defendants' motion for summary judgment dismissing the complaint in its entirety. On November 20, 2008, Law Debenture filed a notice of appeal in the United States Court of Appeals for the Second Circuit.

We believe that these claims are without merit. Accordingly, no provision was recorded in our financial statements. For further information about the Maverick litigation, please see note 26 Contingencies, commitments and restrictions on the distribution of profits to our consolidated financial statement included in this annual report.

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Customer claim

A lawsuit was filed on September 6, 2007, against three of our subsidiaries, alleging negligence, gross negligence and intentional acts characterized as fraudulent inducement concerning allegedly defective well casing. Plaintiff alleged the complete loss of one natural gas production well and formation damage that precludes further exploration and production at the well site. The lawsuit was subsequently amended to add the Company and other of its subsidiaries as defendants and to change the claims to be breach of contract and fraud. On October 22, 2008, the Plaintiff again amended its petition to add new counts (including strict liability) and increase its prayer for damages to \$245 million, plus punitive damages, treble damages and attorney fees. As a result of procedural requirements, plaintiff further amended its petition eliminating reference to the amount of damages claimed. Each petition was tendered to our subsidiaries' insurer, and our subsidiaries received the insurer's agreement to provide a defense. The insurer has reserved its rights with respect to its indemnity obligations. The case is set for trial on June 9, 2009. A provision in the amount of \$2.3 million has been recorded in our consolidated financial statements.

Labor Claim

In January 2002, several workers filed a lawsuit against Tavsa, arguing that it had made incomplete payment of severance obligations and other labor benefits due to them upon the end of their employment. The claim's value was approximately \$31.8 million. A decision concerning the admissible number of plaintiffs was resolved in favor of Tavsa.

U.S. Seamless Steel Pipe Antidumping Duty Proceedings

From 1995 until 2007, our OCTG and certain other products were subject to antidumping duties in the United States. We brought repeated legal challenges to the imposition of these antidumping duties and on May 31, 2007, the U.S. International Trade Commission, or ITC, issued a negative determination of continuation or recurrence of dumping if the order were revoked. As a consequence of this decision the antidumping orders against OCTG from Argentina, Italy, Japan and Mexico were revoked. The U.S. petitioners appealed the ITC determination before the Court of International Trade, or CIT, in respect to Argentina, Italy and Japan. In August 2008, the CIT upheld the ITC's negative likely injury determinations in the OCTG second sunset review. As the U.S. industry decided not to appeal the CIT's decision to the Court of Appeals for the Federal Circuit, all litigation (including WTO) concerning this case are now over.

Consequently, for the time being there are no antidumping duty orders in force affecting Tenaris OCTG products.

The United States maintains antidumping orders affecting some Tenaris tubular products from the following origins:

Japan: In June 2000, the United States imposed antidumping duty orders on large and small diameter seamless SL&P from Japan, with the exception of large diameter line pipe used in deep water applications. The antidumping duty rate for large diameter line pipe from NKK Tubes is 68.88% and for small diameter is 70.43%. In April 2006, the U.S. government has extended for additional five years its antidumping duties against small and large diameter seamless line pipe, standard and pressure pipe from Japan.

Romania: SL&P pipe exports to the United States from Romania were subject to antidumping duties at a rate of 1.35% since August 2000. Subsequently, the U.S. government conducted administrative reviews in which it determined the appropriate level of antidumping duties to be zero percent during two consecutive years. During the third and fourth reviews, the U.S. government found the margin to be 15.15%, which is the current antidumping duty rate. In April 2006, the U.S. government extended for an additional five years the antidumping duties against small diameter seamless pipe, standard and pressure pipe from Romania. The decision has been appealed before the CIT, but the CIT upheld the ITC decision.

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Conversion of tax loss carry-forwards

On December 18, 2000, the Argentine tax authorities notified Siderca of an income tax assessment related to the conversion of tax loss carry-forwards into Debt Consolidation Bonds under Argentine Law No. 24.073. The adjustments proposed by the tax authorities represent an estimated contingency of ARS 85.1 million (approximately \$23 million) at March 31, 2009, in taxes and penalties. We believe that it is not probable that the ultimate resolution of the matter will result in an obligation. Accordingly, no provision was recorded in our financial statements.

Asbestos-Related Litigation

Dalmine is currently subject to 13 civil proceedings for work-related injuries arising from the use of asbestos in its manufacturing processes during the period from 1960 to 1980. In addition, another 28 asbestos related out-of-court claims have been forwarded to Dalmine.

As of March 31, 2009, the total claims pending against Dalmine were 41 (of which, none is covered by insurance): during 2008, 9 new claims were filed, 4 claims were adjudicated and paid, no claim was dismissed and 6 claims were settled and during the three month period ended March 31, 2009, 2 new claims were filed, no claims were adjudicated or paid, 1 claim was rejected, 2 claims were settled, no claim was time barred and 13 claims were dismissed pursuant to the dismissal of a criminal case related to the death of workers employed in Dalmine's plant.

Aggregate settlement costs to date for Tenaris are Euro 7.4 million (\$9.8 million). Dalmine estimates that its potential liability in connection with the claims not yet settled is approximately Euro 12.8 million (\$17 million).

Accruals for Dalmine's potential liability are based on the average of the amounts paid by Dalmine for asbestos-related claims plus an additional amount related to some reimbursements requested by the social security authority. The maximum potential liability is not determinable as in some cases the requests for damages do not specify amounts, and instead is to be determined by the court. The timing of payment of the amounts claimed is not presently determinable.

Other proceedings

We are also involved in legal proceedings incidental to the normal conduct of our business, for which we have made provisions in accordance with our corporate policy and any applicable rules. We believe that our provisions are adequate. Based on the information currently available to us, we do not believe that the outcomes of these proceedings are likely to be, individually or in the aggregate, material to our consolidated financial position.

Dividend Policy

We do not have, and have no current plans to establish, a formal dividend policy governing the amount and payment of dividends. The amount and payment of dividends has to be determined by a majority vote of shareholders, generally, but not necessarily, based on the recommendation of the Company's board of directors. Our controlling shareholder has the discretion to determine the amount and payment of future dividends. All shares of the Company's capital stock rank *pari passu* with respect to the payment of dividends.

On June 3, 2009, the Company's shareholders approved an annual dividend in the amount of \$0.43 per share (\$0.86 per ADS) of common stock currently issued and outstanding. The amount approved included the interim dividend previously paid in November 2008, in the amount of \$0.13 per share (\$0.26 per ADS). The balance, amounting to \$0.30 per share (\$0.60 per ADS), was paid on June 25, 2009. In the aggregate, the interim dividend paid in November 2008 and the balance paid in June 2009 amounted to approximately \$507 million.

On June 4, 2008, the Company's shareholders approved an annual dividend in the amount of \$0.38 per share (\$0.76 per ADS) of common stock currently issued and outstanding. The amount approved included the interim dividend previously paid in November 2007, in the amount of \$0.13 per share (\$0.26 per ADS). The balance, amounting to \$0.25 per share (\$0.50 per ADS), was paid on June 26, 2008. In the aggregate, the interim dividend paid in November 2007 and the balance paid in June 2008 amounted to approximately \$449 million.

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On June 6, 2007, the Company's shareholders approved an annual dividend in the amount of \$0.30 per share (\$0.60 per ADS) of common stock currently issued and outstanding, which in the aggregate amounted to approximately \$354 million. The cash dividend was paid on June 21, 2007.

On June 7, 2006, the Company's shareholders approved an annual dividend in the amount of \$0.30 per share (\$0.60 per ADS) of common stock currently issued and outstanding. The amount approved included the interim dividend previously paid on November 16, 2005, in the amount of \$0.127 per share (\$0.254 per ADS). We paid the balance of the annual dividend amounting to \$0.173 per share (\$0.346 per ADS) on June 16, 2006. In the aggregate, the interim dividend paid in November 2005 and the balance paid in June 2006 amounted to approximately \$354 million.

The Company conducts and will continue to conduct all of its operations through subsidiaries and, accordingly, its main source of cash to pay dividends, among other possible sources, will be the dividends received from its subsidiaries. See Item 3.D. Risk Factors Risks Relating to the Structure of the Company As a holding company, our ability to pay cash dividends depends on the results of operations and financial condition of our subsidiaries and could be restricted by legal, contractual or other limitations. The Company's ability to pay cash dividends depends on the results of operations and the financial condition of its subsidiaries and may be restricted by legal, contractual or other limitations.

Dividends may be lawfully declared and paid if the Company's profits and distributable reserves are sufficient under Luxembourg law. The board of directors has power to initiate dividend installments pursuant to Luxembourg law, but payment of the dividends must be approved by the Company's shareholders at the annual shareholders' meeting, subject to the approval of our annual accounts.

Under Luxembourg law, at least 5% of the Company's net profits per year must be allocated to the creation of a legal reserve until such reserve has reached an amount equal to 10% of our share capital. If the legal reserve later falls below the 10% threshold, at least 5% of net profits again must be allocated toward the reserve. The legal reserve is not available for distribution. At December 31, 2008, the Company's legal reserve represented 10% of its share capital.

B. Significant Changes

Except as otherwise disclosed in this annual report, there has been no undisclosed significant change since the date of the annual financial statements.

Item 9. The Offer and Listing

A. Offer and Listing Details

The Company's shares are listed on the Buenos Aires Stock Exchange and the Mexican Stock Exchange and its ADSs are listed on the NYSE under the symbol TS. The Company's shares are also listed on the Italian Stock Exchange under the symbol TEN. Trading on the NYSE, the Buenos Aires Stock Exchange and the Mexican Stock Exchange began on December 16, 2002, and trading on the Italian Stock Exchange began on December 17, 2002.

As of May 29, 2009, a total of 1,180,536,830 shares were registered in the Company's shareholder register. As of May 29, 2009, a total of 259,813,102 shares were registered in the name of the depositary for the Company's ADR program. On May 29, 2009, the closing sales price for the Company's ADSs on the NYSE was \$30.57, its shares on the Italian Stock Exchange was 10.83, on the Buenos Aires Stock Exchange was ARS60.15 and on the Mexico Stock Exchange was MXP201.90.

Table of Contents*New York Stock Exchange*

As of May 29, 2009, a total of 129,906,551 ADSs were registered of record. Each ADS represents 2 shares of the Company's stock. Since February 28, 2008, The Bank of New York Mellon has acted as the Company's depository for issuing ADRs evidencing the ADSs, as successor depository agent to JP Morgan Chase. Fluctuations between the Euro and the U.S. dollar will affect the U.S. dollar equivalent of the price of the shares on the Italian Stock Exchange and the price of the ADSs on the NYSE. Fluctuations between the Argentine peso and the U.S. dollar will affect the U.S. dollar equivalent of the price of the shares on the Buenos Aires Stock Exchange and the price of the ADSs on the NYSE. Fluctuations between the Mexican peso and the U.S. dollar will affect the U.S. dollar equivalent of the price of the shares on the Mexico Stock Exchange and the price of the ADSs on the NYSE.

The following table sets forth, for the periods indicated, the high and low quoted prices for the Company's shares, in the form of ADSs, traded on the NYSE (Source: Bloomberg LP).

	Price per ADS	
	High	Low
2004		
Full year	10.29	5.62
2005		
Full year	28.58	9.04
2006		
Full year	51.02	24.42
2007		
First quarter	50.35	41.48
Second quarter	49.85	43.50
Third quarter	53.05	42.56
Fourth quarter	54.75	43.00
Full year	54.75	41.48
2008		
First quarter	49.89	36.52
Second quarter	74.50	49.90
Third quarter	72.95	34.52
Fourth quarter	36.92	15.39
Full year	74.50	15.39
Last Six Months		
December 2008	22.26	18.35
January 2009	24.29	19.07
February 2009	22.91	17.27
March 2009	21.66	15.10
April 2009	25.30	20.50
May 2009	30.57	25.70

* The ratio of ordinary shares per ADS was changed from a ratio of one ADS equal to ten ordinary shares to a new ratio of one ADS equal to two ordinary shares in April 2006. Prices for the ADS before this date have been restated using the new ratio.

Table of Contents*Italian Stock Exchange*

The following table sets forth, for the periods indicated, the high and low quoted prices for the Company's shares (in Euros per share), traded on the Italian Stock Exchange (Source: Bloomberg LP).

	Price per Share	
	High	Low
2004		
Full year	3.92	2.39
2005		
Full year	11.74	3.37
2006		
Full year	19.63	10.03
2007		
First quarter	19.29	15.58
Second quarter	18.30	16.11
Third quarter	19.13	15.85
Fourth quarter	18.82	14.96
Full year	19.29	14.96
2008		
First quarter	15.78	12.01
Second quarter	23.33	15.64
Third quarter	22.83	12.77
Fourth quarter	12.54	6.34
Full year	23.33	6.34
Last Six Months		
December 2008	7.99	7.18
January 2009	8.68	7.51
February 2009	8.92	6.84
March 2009	7.92	6.00
April 2009	9.78	7.71
May 2009	10.83	9.72

The Italian Stock Exchange, managed by Borsa Italiana, S.p.A., was founded in 1997 following the privatization of the exchange and became operational on January 2, 1998. Borsa Italiana is now part of the London Stock Exchange Group, following the agreement signed in June 2007.

Borsa Italiana S.p.A. organizes and manages the Italian Stock Exchange with the participation of nearly 130 domestic and international brokers who operate in Italy or from abroad through remote membership, using a completely electronic trading system for the real-time execution of trades. Blue-chip securities shall be traded using the auction and continuous trading method from 8:00 A.M. to 5:35 P.M. each business day.

Table of Contents*Buenos Aires Stock Exchange*

The following table sets forth, for the periods indicated, the high and low quoted prices for the Company's shares (in nominal Argentine pesos per share), traded on the Buenos Aires Stock Exchange (Source: Bloomberg LP).

	Price per Share	
	High	Low
2004		
Full year	15.05	8.15
2005		
Full year	41.05	13.35
2006		
Full year	75.60	36.45
2007		
First quarter	76.10	63.70
Second quarter	75.80	67.00
Third quarter	83.50	68.70
Fourth quarter	86.45	67.80
Full year	86.45	63.70
2008		
First quarter	79.03	53.21
Second quarter	117.86	78.93
Third quarter	115.10	54.69
Fourth quarter	58.14	27.49
Full year	117.86	27.49
Last Six Months		
December 2008	38.90	33.40
January 2009	42.35	34.15
February 2009	40.75	32.05
March 2009	41.00	28.65
April 2009	48.00	39.70
May 2009	60.15	50.20

The Buenos Aires Stock Market, which is affiliated with the Buenos Aires Stock Exchange, is the largest stock market in Argentina. The Buenos Aires Stock Market is a corporation whose approximately 130 shareholder members are the only individuals and entities authorized to trade in securities listed on the Buenos Aires Stock Exchange. Trading on the Buenos Aires Stock Exchange is conducted electronically or by continuous open outcry from 11:00 A.M. to 5:00 P.M. each business day.

Although the Buenos Aires Stock Exchange is one of Latin America's largest securities exchanges in terms of market capitalization, it remains relatively small and illiquid compared to major world markets and, therefore, subject to greater volatility.

Table of Contents*Mexican Stock Exchange*

The following table sets forth, for the periods indicated, the high and low quoted prices for the Company's shares (in nominal Mexican pesos per share), traded on the Mexican Stock Exchange (Source: Bloomberg LP).

	Price per Share	
	High	Low
2004		
Full year	57.35	33.00
2005		
Full year	152.00	51.95
2006		
Full year	276.50	130.31
2007		
First quarter	274.71	233.00
Second quarter	267.54	236.64
Third quarter	289.00	237.23
Fourth quarter	295.00	244.38
Full year	295.00	233.00
2008		
First quarter	262.02	192.10
Second quarter	344.45	260.07
Third quarter	349.72	197.52
Fourth quarter	200.09	105.36
Full year	349.72	105.36
Last Six Months		
December 2008	143.00	125.00
January 2009	162.00	142.06
February 2009	162.95	129.46
March 2009	151.30	123.23
April 2009	172.22	143.99
May 2009	201.90	176.70

The Mexican Stock Exchange is the only stock exchange in Mexico. Trading on the Mexican Stock Exchange is conducted electronically from 8:30 A.M. to 3:00 P.M. each business day.

Although the Mexican Stock Exchange is one of Latin America's largest securities exchanges in terms of market capitalization, it remains relatively small and illiquid compared to major world markets and, therefore, subject to greater volatility.

B. Plan of Distribution

Not applicable.

C. Markets

See Offer and Listing Details .

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D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

Item 10. Additional Information

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

General

The following is a summary of certain rights of holders of the Company's shares. These rights are set out in the Company's articles of association or are provided by applicable Luxembourg law, and may differ from those typically provided to shareholders of U.S. companies under the corporation laws of some states of the United States of America. This summary is not exhaustive and does not contain all information that may be important to you. For more complete information, you should read the Company's articles of association, which is an exhibit to this annual report.

The Company is a joint stock corporation (*société anonyme holding*) organized under the laws of Luxembourg. Its object and purpose, as set forth in Article 2 of its articles of association, is the taking of interests, in any form, in corporations or other business entities, and the administration, management, control and development thereof. The Company is registered under the number B85 203 in the *Registre du Commerce et des Sociétés*.

The Company has an authorized share capital of a single class of 2,500,000,000 shares with a par value of \$1.00 per share upon issue. There were 1,180,536,830 shares issued as of May 29, 2009. All shares are fully paid.

The authorized share capital is fixed by the Company's articles of association as amended from time to time with the approval of shareholders on an extraordinary shareholders' meeting. There are no redemption or sinking fund provisions in the articles of association.

The Company's association authorizes the board of directors for a period of five years following publication of the authorization in the Luxembourg official gazette to increase from time to time its issued share capital in whole or in part within the limits of the authorized capital. On June 6, 2007, the shareholders renewed this authority for an additional five years. Accordingly, until 2012, the Company's board of directors may issue, without further authorization, up to 1,319,463,170 additional shares. Under its articles of association, any issuance of new shares of the Company pursuant to the authorization granted to its board of directors must grant its existing shareholders a preferential right to subscribe for such newly-issued shares, except:

in circumstances in which the shares are issued for consideration other than money;

with respect to shares issued as compensation to directors, officers, agents or employees, its subsidiaries or affiliates; *and*

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with respect to shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents or employees, its subsidiaries or affiliates.

Any shares to be issued as compensation or to satisfy conversion or option rights may not exceed 1.5% of the Company's issued capital stock.

Amendment of the Company's articles of association requires the approval of shareholders at an extraordinary shareholders' meeting with a two-thirds majority of the votes present or represented.

Dividends

Subject to applicable law, all shares (including shares underlying ADSs) are entitled to participate equally in dividends when, as and if declared by the general shareholders' meeting out of funds legally available for such purposes. Under Luxembourg law, claims for dividends will lapse five years after the date such dividends are declared. Shareholders may, at the general shareholders' meeting, which every shareholder has the right to attend in person or by proxy, declare a dividend under Article 21 of the Company's articles of association.

Under Article 21 of the articles of association, the board of directors has the power to pay interim dividends in accordance with the conditions set forth in Section 72-2 of the amended Luxembourg law of 10th August, 1915 on commercial companies.

Voting Rights; Shareholders' Meetings; Election of Directors

Each share entitles the holder to one vote at the Company's general shareholders' meetings. Shareholder action by written consent is not permitted, but proxy voting is permitted. Notices of general shareholders' meetings are governed by the provisions of Luxembourg law and the Company's articles of association. Notices of such meetings must be published twice, at least at ten (10) days intervals, the second notice appearing at least ten (10) days prior to the meeting, in the Luxembourg Official Gazette and in a leading newspaper having general circulation in Luxembourg. If an extraordinary general shareholders' meeting is adjourned for lack of a quorum, notices must be published twice, in the Luxembourg Official Gazette and two Luxembourg newspapers, at twenty (20) days intervals, the second notice appearing at least twenty (20) days prior to the meeting. In case the Company's shares are listed on a foreign regulated market, notices of general shareholders' meetings shall also be published in accordance with the publicity requirements of such regulated market. At an ordinary general shareholders' meeting, there is no quorum requirement, and resolutions are adopted by a simple majority vote of the shares present or represented and voted. An extraordinary general shareholders' meeting must have a quorum of at least 50% of the issued and outstanding shares. If a quorum is not reached, such meeting may be reconvened at a later date with no quorum requirements by means of the appropriate notification procedures provided for by Luxembourg company law. In both cases, Luxembourg company law and the Company's articles of association require that any resolution of an extraordinary general shareholders' meeting be adopted by a two-thirds majority vote of the shares present or represented. If a proposed resolution consists of changing the Company's nationality or of increasing the shareholders' commitments, the unanimous consent of all shareholders is required. Directors are elected at an ordinary meeting. Cumulative voting is not permitted. As the Company's articles of association do not provide for staggered terms, directors are elected for a maximum of one year and may be reappointed or removed at any time, with or without cause, by a majority vote of the shares present or represented and voted.

The Company's annual ordinary general shareholders' meeting is held at 11:00 A.M., Luxembourg time, on the first Wednesday of June of each year at the place indicated in the notices of meeting. If that day is a legal or banking holiday in Luxembourg, the meeting shall be held on the following business day.

Any shareholder who holds one or more of our shares on the fifth calendar day preceding the general shareholders' meeting (the Record Date) shall be admitted to a general shareholders' meeting. Those shareholders who have sold their shares between the Record Date and the date of the general shareholders' meeting, may not attend or be represented at the meeting.

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In the case of shares held through fungible securities accounts, each shareholder may exercise all rights attached to his shares and, in particular, may participate in and vote at shareholders' meetings of the Company upon presentation of a certificate issued by the financial institution or professional depository holding the shares, evidencing such deposit and certifying the number of shares recorded in the relevant account on the Record Date. Such certificate must be filed at least five days before the meeting with the Company at its registered address or at the address stated in the convening notice or, in case the shares of the Company are listed on a regulated market, with an agent of the Company located in the country of the listing and designated in the convening notice. In the event that the shareholder votes by proxy, he shall file the required certificate and a completed proxy form within the same period of time at the registered office of the Company or with any local agent of the Company duly authorized to receive such proxies.

The board of directors and the shareholders' meeting may, if they deem so advisable, reduce these periods of time for all shareholders and admit all shareholders (or their proxies) who have filed the appropriate documents to the general shareholders' meeting, irrespective of these time limits.

Access to Corporate Records

Luxembourg law and the Company's articles of association do not generally provide for shareholder access to corporate records. Shareholders may inspect the annual accounts and auditors' reports at our registered office during the fifteen day period prior to a general shareholders' meeting.

Appraisal Rights

In the event that the Company's shareholders approve:

the delisting of the Company's shares from all stock exchanges where its shares are listed at that time,

a merger in which the Company is not the surviving entity (unless the shares or other equity securities of such entity are listed on the New York or London stock exchanges),

a sale, lease, exchange or other disposition of all or substantially all of the assets of the Company,

an amendment of our articles of association that has the effect of materially changing the Company's corporate purpose,

the relocation of the Company's domicile outside of Luxembourg, *or*

amendments to the Company's articles of association that restrict the rights of the Company's shareholders; dissenting or absent shareholders have the right to have their shares repurchased by the Company at (i) the average market value of the shares over the 90 calendar days preceding the shareholders' meeting or (ii) in the event that the Company's shares are not traded on a regulated market, the amount that results from applying the proportion of the Company's equity that the shares being sold represent over the Company's net worth as of the date of the applicable shareholders' meeting.

Dissenting or absent shareholders must present their claim within one month following the date of the shareholders' meeting and supply the Company with evidence of their shareholding at the time of the meeting. The Company must (to the extent permitted by applicable laws and regulations and in compliance therewith) repurchase its shares within six months following the date of the shareholders' meeting. If delisting from one or more, but not all, of the stock exchanges where the Company's shares are listed is approved, only dissenting or absent shareholders with shares held through participants in the local clearing system for that market or markets can exercise this appraisal right if:

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they held the shares as of the date of the Company's announcement of its intention to delist or as of the date of publication of the call for the shareholders' meeting that approved the delisting; *and*

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they present their claim within one month following the date of the shareholders' meeting and supply evidence of their shareholding as of the date of the Company's announcement or the publication of the call to the meeting. Shareholders who voted in favor of the relevant resolution are not entitled to appraisal rights.

Distribution of Assets on Winding-up

In the event of the Company's liquidation, dissolution or winding-up, the assets remaining after allowing for the payment of all debts and expenses will be paid out to the holders of the shares in proportion to their respective holdings.

Transferability and Form

The Company's articles of association do not contain any redemption or sinking fund provisions, nor do they impose any restrictions on the transfer of shares. The shares are issuable in registered form.

Pursuant to the Company's articles of association, the ownership of registered shares is evidenced by the inscription of the name of the shareholder, the number of shares held by him and the amount paid on each share in the Company's shareholders' register. In addition, the Company's articles of association provide that the Company's shares may be held through fungible securities accounts with financial institutions or other professional depositaries. Shares held through fungible securities accounts have the same rights and obligations as shares recorded in the Company's shareholders' register.

Shares held through fungible securities accounts may be transferred in accordance with customary procedures for the transfer of securities in book-entry form. Shares that are not held through fungible securities accounts may be transferred by a written statement of transfer signed by both the transferor and the transferee or their respective duly appointed attorney-in-fact and recorded in the Company's shareholders' register. The transfer of shares may also be made in accordance with the provisions of Article 1690 of the Luxembourg Civil Code. As evidence of the transfer of registered shares, the Company may also accept any correspondence or other documents evidencing the agreement between transferor and transferee as to the transfer of registered shares.

BGL *Société Anonyme* maintains the Company's shareholders' register.

Repurchase of Company Shares

The Company may repurchase its own shares in the cases and subject to the conditions set by the Luxembourg law of August 10, 1915, as amended. Please see Item 16.E Purchase of Equity Securities by the Issuer and Affiliated Purchases for more information on the authorization granted by the annual general meeting of shareholders to acquire shares of the Company, including shares represented by ADSs.

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price per ADS to be paid in cash may not exceed 125% (excluding transaction costs and expenses), nor may it be lower than 75% (excluding transaction costs and expenses), in each case of the average of the closing prices of the Company's ADSs in the New York Stock Exchange during the five trading days in which transactions in ADSs were recorded in the New York Stock Exchange preceding (but excluding) the day on which the Company's ADSs are purchased; and, in the case of purchases of shares other than in the form of ADSs, such maximum and minimum purchase prices shall be calculated based on the number of underlying shares represented by such ADSs.

Limitation on Securities Ownership

There are no limitations currently imposed by Luxembourg law or the articles of association on the rights of the Company's non-resident shareholders to hold or vote their shares.

Change in Control

None of our outstanding securities has any special control rights. The Company's articles of association do not contain any provision that would have the effect of delaying, deferring or preventing a change in control of the Company and that would operate only with respect to a merger, acquisition or corporate restructuring involving the Company. In addition, the Company does not know of any significant agreements or other arrangements to which the Company is a party and which take effect, alter or terminate in the event of a change of control of the Company. There are no agreements between the Company and members of its board of directors or employees providing for compensation if they resign or are made redundant without reason, or if their employment ceases pursuant to a takeover bid.

There are no rights associated with the Company's shares other than those described above.

C. Material Contracts

For a summary of any material contract entered into by us outside of the ordinary course of business during the last two years, see Item 4. Information on the Company .

D. Exchange Controls

Many of the countries which are important markets for us or in which we have substantial assets have histories of substantial government intervention in currency markets, volatile exchange rates and government-imposed currency controls. These include Argentina, Brazil, Mexico, Nigeria, Romania and Venezuela. Venezuela and Argentina have exchange controls or limitations on capital flows, including requirements for the repatriation of export proceeds, in place.

Venezuela

Venezuela imposed the current system of exchange rate controls in 2003. The Foreign Currency Administration Commission, or CADIVI, was created for the purpose of administering the new exchange control regime. Under the current exchange control regime, all purchases and sales of foreign currencies must take place with the Venezuelan central bank. The Ministry of Finance, together with the Venezuelan Central Bank, is responsible for setting the official exchange rates between the Venezuelan Bolivar and the U.S. dollar and other currencies. Currently, the exchange of the Bolivar is fixed at VEB 2.147 to the U.S. dollar for purchase operations.

Argentina

Since 2002, the Argentine government has maintained a "dirty" float of the peso. In addition, following the enactment of the Public Emergency and Foreign Exchange System Reform Law No. 25,562 in January 2002, several rules and regulations have been introduced to reduce volatility in the ARS/USD exchange rate. Below is a summary of the principal limitations on the transfer of foreign currency in and out of Argentina:

the proceeds of certain foreign financial debt incurred by Argentine residents (including private Argentine entities) as well as certain inflows for the purpose of investments in the capital markets must remain in Argentina for at least 365 calendar days and post a

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non-transferable, non-remunerated deposit denominated in U.S. dollars for an amount equal to 30% of the underlying transaction. This deposit shall be held for a period of 365 calendar days and may not be used as collateral in any credit transaction;

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outflows from proceeds of investments in capital markets are restricted and subject to certain requirements, such as, in certain cases, the maintenance of the investment for a specific period of time;

inflows and outflows of foreign currency through local exchange market, and indebtedness transactions by local residents that may result in a foreign currency payment to non-residents, must be registered with the Argentine Central Bank; *and*

funds from export revenues or financial loans received that are credited in foreign currency overseas must be converted into local currency and credited to a local banking account within a specific period of time.

Regulations issued by the Argentine Central Bank establish specific exceptions pursuant to which some of these requirements may not apply to foreign trade, export finance related transactions and certain medium term financial loans (subject to compliance with certain requirements), nor to the primary placement of publicly traded securities listed in one or more regulated markets.

Increasingly during 2008 and into 2009, the Argentine government has been imposing new restrictions on foreign exchange outflows, including through certain transactions on securities traded locally. Also, in October 2008, the time periods for the repatriation of export revenues credited in foreign currency overseas were, in practice, substantially shortened.

The market exchange rate of the Argentine peso against the U.S. dollar continues to be determined by the forces of supply and demand in the foreign exchange market, although the Argentine government, acting through the Argentine Central Bank, has a number of means by which it may act to maintain exchange rate stability. During 2008, the Argentine Central Bank maintained the value of the U.S. dollar around ARS3.0 and ARS3.2 per U.S. dollar. However, during the first four months of 2009, the exchange rate between the U.S. dollar and the Argentine peso has been following an upward trend, closing at ARS3.72 per U.S. dollar on March 31, 2009.

E. Taxation

The following discussion of the material Luxembourg and United States federal income tax consequences of an investment in our ADSs is based upon laws and relevant interpretations thereof in effect as of the date of this annual report, all of which are subject to change. This discussion does not address all possible tax consequences relating to an investment in our ADSs, such as the tax consequences under United States state and local tax laws.

Grand Duchy of Luxembourg

This section describes the material Luxembourg tax consequences of owning or disposing of ADSs.

You should consult your own tax adviser regarding the Luxembourg tax consequences of owning and disposing of ADSs in your particular circumstances.

Holding company status

The tax treatment described below results from the tax status of the Company as a holding company under the law of July 31, 1929 and the billionaire provisions relating thereto.

Following a decision by the European Commission, the Grand-Duchy of Luxembourg has terminated its 1929 holding company regime and related billionaire holding company regime, effective January 1, 2007. However, under the implementing legislation, pre-existing publicly-listed companies including the Company are entitled to continue benefiting from their current tax regime until December 31, 2010. Upon termination of the mentioned regime the Company and its shareholders may be subject to additional tax burdens, as described in Item 3.D Risks Relating to the Structure of the Company .

Ownership and disposition of the Company s ADSs

Holders of the Company s ADSs will not be subject to Luxembourg income tax, wealth tax or capital gains tax in respect of those ADSs, except for:

individual residents of Luxembourg, entities organized in Luxembourg or entities domiciled or having a permanent establishment in Luxembourg. For purposes of Luxembourg tax law, you are deemed to be an individual resident in Luxembourg, subject to treaty provisions, if you have your domicile or your usual place of residence in Luxembourg, or

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non-resident holders are taxed with respect to the disposition of the Company's ADSs held for six months or less if such non-resident holder has owned alone, or together with his spouse or minor children, directly or indirectly at any time during the five years preceding the date of disposition more than 10% of the Company's share capital, or

non-resident holders are taxed with respect to the disposition of the Company's ADSs held for six months or more (x) if such non-resident holder has owned alone, or together with his spouse or minor children, directly or indirectly, at any time during the five years preceding the date of disposition, more than 10% of the Company's share capital and (y) was a Luxembourg resident taxpayer for more than 15 years and has become a non-resident tax payer less than 5 years before the moment of disposition of the ADSs.

No inheritance tax is payable by a holder of the Company's ADSs except if the deceased holder was a resident of Luxembourg at the time of death.

There is no Luxembourg transfer duty or stamp tax on the purchase or disposition of the ADSs.

Dividends received on the Company's ADSs by non-Luxembourg resident holders

Currently no withholding tax applies in Luxembourg on dividends distributed by the Company. No taxes apply in Luxembourg on dividends received by holders who are not resident in Luxembourg and who do not maintain a permanent establishment in Luxembourg to which the holding of the ADSs is effectively connected. However withholding taxes may apply upon the termination of our tax-exempt status on December 31, 2010 as explained in Item 3.D Risks Relating to the Structure of the Company .

United States federal income taxation

This section describes the material United States federal income tax consequences to a U.S. holder (as defined below) of owning ADSs. It applies to you only if you hold your ADSs as capital assets for tax purposes. This section does not apply to you if you are a member of a special class of holders subject to special rules, including:

a dealer in securities,

a bank,

a trader in securities that elects to use a mark-to-market method of accounting for securities holdings,

a tax-exempt organization,

a person who invests through a pass-through entity, including a partnership,

a life insurance company,

a person liable for alternative minimum tax,

a person that actually or constructively owns 10% or more of the Company's voting stock, or its ADSs.

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a person that holds ADSs as part of a straddle or a hedging or conversion transaction, *or*

a person whose functional currency is not the U.S. dollar.

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This section is based on the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations, published rulings and court decisions, as well as on the Income Tax Treaty between Luxembourg and the United States (the Treaty). These laws are subject to change, possibly on a retroactive basis. In addition, this section is based in part upon the representations of the depository and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms.

If a partnership holds the ADSs, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. Each such partner holding the ADSs is urged to consult his, her or its own tax advisor.

You are a U.S. holder if you are a beneficial owner of ADSs and you are:

a citizen or resident of the United States,

a domestic corporation,

an estate whose income is subject to United States federal income tax regardless of its source, *or*

a trust if a United States court can exercise primary supervision over the trust's administration and one or more United States persons are authorized to control all substantial decisions of the trust.

In general, and taking into account the earlier assumptions, for United States federal income tax purposes, if you hold ADRs evidencing ADSs, you will be treated as the owner of the shares represented by those ADRs. Exchanges of shares for ADRs, and ADRs for shares, generally will not be subject to United States federal income tax.

Taxation of dividends

Under the United States federal income tax laws, and subject to the passive foreign investment company, or PFIC, rules discussed below, if you are a U.S. holder, the gross amount of any dividend the Company pays out of its current or accumulated earnings and profits (as determined for United States federal income tax purposes) is subject to United States federal income taxation. If you are a non-corporate U.S. holder, dividends paid to you in taxable years beginning before January 1, 2011 that constitute qualified dividend income will be taxable to you at a maximum tax rate of 15% provided that you hold ADSs for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date and meet other holding period requirements. Dividends the Company pays with respect to the ADSs generally will be qualified dividends.

You must include any Luxembourg tax withheld from the dividend payment in this gross amount even though you do not in fact receive it. The dividend is taxable to you when you receive the dividend, actually or constructively. The dividend will not be eligible for the dividends-received deduction generally allowed to United States corporations in respect of dividends received from other United States corporations. Distributions in excess of current and accumulated earnings and profits, as determined for United States federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your basis in the ADSs and thereafter as capital gain.

Subject to certain limitations, any Luxembourg tax withheld in accordance with the Treaty and paid over to Luxembourg will be creditable against your United States federal income tax liability. Special rules apply in determining the foreign tax credit limitation with respect to dividends that are subject to the maximum 15% tax rate. To the extent a refund of the tax withheld is available to you under Luxembourg law or under the Treaty, the amount of tax withheld that is refundable will not be eligible for credit against your United States federal income tax liability.

Dividends will be income from sources outside the United States and depending on your circumstances, will generally be either passive or general income for purposes of computing the foreign tax credit allowable to you.

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Taxation of capital gains

Subject to the PFIC rules discussed below, if you are a U.S. holder and you sell or otherwise dispose of your ADSs, you will recognize capital gain or loss for United States federal income tax purposes equal to the difference between the U.S. dollar value of the amount that you realize and your tax basis, determined in U.S. dollars, in your ADSs. Capital gain of a non-corporate U.S. holder that is recognized in taxable years beginning before January 1, 2011 is generally taxed at a maximum rate of 15% where the holder has a holding period greater than one year. The gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. Your ability to deduct capital losses is subject to limitations.

PFIC rules

Based on the Company's expected income and assets, we believe that the ADSs should not be treated as stock of a PFIC for United States federal income tax purposes, but this conclusion is a factual determination that is made annually and thus may be subject to change. If the Company were to be treated as a PFIC, unless a U.S. holder elects to be taxed annually on a mark-to-market basis with respect to the ADSs, gain realized on the sale or other disposition of your ADSs would in general not be treated as capital gain. Instead, if you are a U.S. holder, you would be treated as if you had realized such gain and certain excess distributions ratably over your holding period for the ADSs and would be taxed at the highest tax rate in effect for each such year to which the gain was allocated, together with an interest charge in respect of the tax attributable to each such year. With certain exceptions, your ADSs will be treated as stock in a PFIC if the Company were a PFIC at any time during your holding period in your ADSs. Dividends that you receive from the Company and that are not treated as excess distributions will not be eligible for the special tax rates applicable to qualified dividend income if the Company is treated as a PFIC with respect to you either in the taxable year of the distribution or the preceding taxable year, but instead will be taxable at rates applicable to ordinary income.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

The Company is required to file annual and special reports and other information with the SEC. You may read and copy any documents filed by the Company at the SEC's public reference room at 100 F Street, N.E., Room 1580 Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The SEC also maintains an Internet website at <http://www.sec.gov> which contains reports and other information regarding registrants that file electronically with the SEC.

The Company is subject to the reporting requirements of the U.S. Securities Exchange Act of 1934, as amended, as applied to foreign private issuers (the Exchange Act). Because the Company is a foreign private issuer, the SEC's rules do not require us to deliver proxy statements or to file quarterly reports. In addition, the Company's, our insiders are not subject to the SEC's rules that prohibit short-swing trading. We prepare quarterly and annual reports containing consolidated financial statements. The Company's annual consolidated financial statements are certified by an independent accounting firm. The Company submits quarterly financial information with the SEC on Form 6-K simultaneously with or promptly following the publication of that information in Luxembourg or any other jurisdiction in which the Company's securities are listed, and the Company files annual reports on Form 20-F within the time period required by the SEC, which is currently six months from the close of the fiscal year on December 31, and will be shortened to four months for annual reports on financial statements ending on or after 2011. These quarterly and annual reports may be reviewed at the SEC's Public Reference Room. Reports and other information filed electronically with the SEC are also available at the SEC's Internet website.

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As a foreign private issuer under the Securities Act, the Company is not subject to the proxy rules of Section 14 of the Exchange Act or the insider short-swing profit reporting requirements of Section 16 of the Exchange Act.

The Company has appointed The Bank of New York Mellon to act as depositary for its ADSs. During the time there continue to be ADSs deposited with the depositary, it will furnish the depositary with:

its annual reports, *and*

summaries of all notices of shareholders' meetings and other reports and communications that are made generally available to the Company's shareholders.

The depositary will, as provided in the deposit agreement, arrange for the mailing of summaries in English of the reports and communications to all record holders of the Company's ADSs. Any record holder of ADSs may read the reports, notices or summaries thereof, and communications at the depositary's office located at 101 Barclay Street, New York, New York 10286.

Whenever a reference is made in this annual report to a contract or other document, please be aware that such reference is not necessarily complete and that you should refer to the exhibits that are a part of this annual report for a copy of the contract or other document. You may review a copy of the annual report at the SEC's public reference room in Washington, D.C.

I. Subsidiary Information

Not applicable.

Item 11. Quantitative and Qualitative Disclosure about Market Risk

The multinational nature of our operations and customer base expose us to a variety of risks, including the effects of changes in foreign currency exchange rates, interest rates and, to a limited extent, commodity prices. In order to reduce the impact related to these exposures, management evaluates exposures on a consolidated basis to take advantage of natural exposure netting. For the residual exposures, we may enter into various derivative transactions in order to reduce potential adverse effects on our financial performance. Such derivative transactions are executed in accordance with internal policies in areas such as counterparty exposure and hedging practices. We do not use derivative financial instruments for trading or other speculative purposes.

Debt Structure

The following tables provide a breakdown of our debt instruments at December 31, 2008 and 2007 which included fixed and variable interest rate obligations, detailed by currency and maturity date:

At December 31, 2008

	2009	2010	Expected maturity date			Thereafter	Total ⁽¹⁾
			2011	2012	2013		
Non-current Debt							
Fixed rate		68	959	3,230	3,268	12,552	20,077
Floating rate		527,476	510,326	132,545	46,875	3,749	1,220,971
Current Debt							
Fixed rate	202,869						202,869
Floating rate	1,533,098						1,533,098
	1,735,967	527,544	511,285	135,775	50,143	16,301	2,977,015

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At December 31, 2007

	2008	2009	Expected maturity date				Total ⁽¹⁾
			2010	2011	2012	Thereafter	
Non-current Debt							
Fixed rate		1,291	1,071	955	1,046	2,000	6,363
Floating rate		1,855,120	502,701	440,496	44,972	19,814	2,863,103
Current Debt							
Fixed rate	284,350						284,350
Floating rate	866,429						866,429
	1,150,779	1,856,411	503,772	441,451	46,018	21,814	4,020,245

(1) As most borrowings are based on floating rates that approximate market rates, or contractual repricing occurs every 3 to 6 months, the fair value of the borrowings approximates its carrying amount and is not disclosed separately.

The following table provides the weighted average interest rates before tax applicable to our borrowing. These rates were calculated using the rates set for each instrument in its corresponding currency as of December 31, 2008 and 2007. Changes in interest rates are primarily due to changes in the floating reference rate.

	2008	2007
Bank borrowings	5.23%	5.80%
Debentures and other loans	4.99%	5.50%
Finance lease liabilities	7.74%	2.52%

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Total Debt by Currency at December 31, 2008:

	US\$	MXN	Functional Currency				CNY	CAD	Total
			EUR	VEB	RON	BRL			
(in thousands of U.S. dollars)									
Debt denominated in:									
US\$	1,327,759	729,736	343,933	28,032			3,647		2,433,107
EUR		111	364,769		13,432			21	378,333
ARS	124,412								124,412
BRL						11,397			11,397
Other	5,261			20,553			3,951	1	29,766
	1,457,543	729,736	708,702	48,585	13,432	11,397	7,598	22	2,977,015

Interest Rate Risk

Fluctuations in market interest rates create a degree of risk by affecting the amount of our interest payments and the value of our fixed rate debt. Most of our long-term borrowings are at variable rates. At December 31, 2008, we had long-term variable interest rate debt of \$1,221.0 million and short-term variable interest rate debt of \$1,533.1 million. These variable rate debts expose us to the risk of increased interest expense in the event of increases in interest rates.

We have entered into interest rate derivative instruments in which we agree to exchange with the counterparty, at specified intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed-upon notional amount.

Interest Rate Coverage

At December 31, 2008 we had variable interest rate swaps, including some with knock-in clause and at December 31, 2007, we had variable interest rate swap and collar arrangements according to the following schedule:

Thousands of U.S. dollars

Type of derivative	Reference rate	Average rate (fixed or floor-cap)	Expiry	Notional amount	Fair value at December 31, 2008
Pay fixed / Receive variable	Euribor 6M	5.72%	2010	3,054	(82)
Pay fixed/Receive variable with knock-in at 2.50%	Libor 6M	4.90%	2011	500,000	(29,138)
					(29,220)

Thousands of U.S. dollars

Type of derivative	Reference rate	Average rate (fixed or floor-cap)	Expiry	Notional amount	Fair value at December 31, 2007
Interest rate collars	Libor 6M	3.9% - 5.4%	2008	1,500,000	
Interest rate collars	Libor 6M	4.45% - 5.4%	2008	800,000	(2,922)
Pay fixed / Receive variable	Euribor 6M	5.72%	2010	3,756	(91)
					(3,013)

Foreign exchange rate risk

We manufacture our products in a number of countries and sell them through a number of companies located throughout the world and as a result we are exposed to foreign exchange rate risk. Since the Company's functional currency is the U.S. dollar, the purpose of our foreign currency hedging program is mainly to reduce the risk caused by changes in the exchange rates of other currencies against the U.S. dollar.

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Our exposure to currency fluctuations is reviewed on a periodic basis. A number of hedging transactions are performed in order to achieve an efficient coverage. Almost all of these hedging transactions are forward exchange rate contracts.

Because a number of subsidiaries have functional currencies other than the U.S. dollar, the results of hedging activities as reported in the income statement under IFRS may not fully reflect management's assessment of its foreign exchange risk hedging needs. Also, intercompany balances between our subsidiaries may generate exchange rate results to the extent that their functional currencies differ.

Foreign Currency Derivative Contracts

At December 31, 2008 and 2007, Tenaris was party to foreign currency forward agreements as detailed below.

Thousands of U.S. dollars

Currencies	Contract	Contract Amount	Average contractual exchange rate	Term	Fair value at December 31, 2008
USD/EUR	Euro Forward purchases	118,295	1.2534	2009	11,320
USD/JPY	Japanese Forward purchases	96,619	91.1037	2009	217
BRL/USD	Brazilian Real Forward sales	102,529	2.1556	2009	11,109
KWD/USD	Kuwaiti Dinar Forward sales	38,392	0.2723	2009	857
BRL/EUR	Euro Forward purchases with Brazilian Real	49,154	2.9682	2009	4,901
MXN/EUR	Euro Forward purchases with Mexican Peso	75,778	17.3885	2009	8,186
CAD/USD	Canadian Dollar Forward sales	76,025	1.2520	2009	(1,631)
RON/USD	Romanian Lei Forward sales	44,281	2.9532	2009	(984)
USD/ARS	Argentine Peso Forward purchases	119,075	3.5115	2009	(10,280)
USD / CAD	Canadian Dollar Forward Purchases (Embedded into purchase contract)	266,424	1.0357	2017	(30,758)
					(7,063)

Thousands of U.S. dollars

Currencies	Contract	Contract Amount	Average contractual exchange rate	Term	Fair value at December 31, 2007
USD / EUR	Euro Forward purchases	83,028	1.4475	2008	1,408
JPY / USD	Japanese Yen Forward purchases	46,081	110.7403	2008	(1,157)
CAD / USD	Canadian Dollar Forward sales	(66,996)	0.9457	2008	3,062
BRL / USD	Brazilian Real Forward sales	(13,693)	1.7967	2008	(126)
KWD / USD	Kuwaiti Dinar Forward sales	(192,594)	0.2882	2008	(10,821)
COP / USD	Colombian Peso Forward sales	(11,987)	2,012.5	2008	111
RON / USD	Romanian Lei Forward sales	(19,958)	2.4512	2008	87
GBP / USD	Great Britain Pound Forward sales	(4,049)	2.0586	2008	152
USD / MXN	Mexican Peso Forward purchases	41,856	11.0340	2008	327
USD / CAD	Canadian Dollar Forward Purchases (Embedded into purchase contract)	292,792	1.0374	2017	9,677
					2,720

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Accounting for Derivative Financial Instruments and Hedging Activities

Derivative financial instruments are initially recognized in the balance sheet at fair value on the date a derivative contract is entered into and subsequently remeasured at fair value. As a general rule, we recognize the full amount related to the change in fair value of derivative financial instruments under financial results in the current period.

We have adopted hedge accounting treatment, as stated in IAS 39, for certain qualifying financial instruments. These derivatives are classified as cash flow hedges (mainly currency forward contracts on highly probable forecast transactions and interest rate swaps and collars). The effective portion of the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in equity. Amounts accumulated in equity are recognized in the income statement in the same period than any offsetting losses and gains on the hedged item. The gain or loss relating to the ineffective portion is recognized immediately in the income statement. The fair value of our derivative financial instruments (asset or liability) continues to be reflected on the Balance Sheet.

At December 31, 2008, the effective portion of designated cash flow hedges, included in other reserves in shareholders' equity amounted to \$17 million (not including tax effects).

We do not hold or issue derivative financial instruments for trading or other speculative purposes.

Concentration of credit risk

No single customer comprised more than 10% of our net sales in 2008.

Our credit policies related to sales of products and services are designed to identify customers with acceptable credit history, and to allow us to require the use of credit insurance, letters of credit and other instruments designed to minimize credit risk whenever deemed necessary. We maintain allowances for potential credit losses.

Commodity Price Sensitivity

We use commodities and raw materials that are subject to price volatility caused by supply conditions, political and economic variables and other unpredictable factors. As a consequence, we are exposed to risk resulting from fluctuations in the prices of these commodities and raw materials. Although we fix the prices of such raw materials and commodities for short-term periods, typically not in excess of one year, in general we do not hedge this risk. In the past we have occasionally used commodity derivative instruments to hedge certain fluctuations in the market prices of raw material and energy.

Item 12. Description of Securities Other Than Equity Securities

Not applicable.

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PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

None.

Item 15. Controls and Procedures

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-5(e) under the Exchange Act) as of December 31, 2008. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2008, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and to ensure that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. Our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective at a reasonable assurance level.

Management's report on internal control over financial reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Tenaris's internal control over financial reporting was designed by management to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of its financial statements for external purposes in accordance with International Financial Reporting Standards, as issued by the IASB and adopted by the European Union.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements or omissions. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.