

Convenience Translation

Mandatory publication pursuant to sections 27 para 3 sentence 1, 14 para 3 sentence 1
of the Securities Acquisition and Takeover Act



**Joint Supplementary Statement of the Management Board
and the Supervisory Board**
(pursuant to section 27 of the Securities Acquisition and Takeover Act)

of

EPCOS AG

regarding the

Published Amendment of September 22, 2008 to the Voluntary Public Takeover Offer
(cash offer pursuant to section 29 of the Securities Acquisition and Takeover Act)

from

TDK Germany GmbH
Wanheimer Strasse 57
40472 Düsseldorf
Germany

to the Shareholders of

EPCOS AG
St.-Martin-Strasse 53
81669 Munich
Germany

EPCOS AG Shares ISIN: DE0005128003
EPCOS AG Tendered Shares ISIN: DE000A0WMK00
EPCOS AG Subsequently Tendered Shares ISIN: DE000A0WMK18

Convenience Translation

1.	GENERAL INFORMATION.....	3
2.	AMENDMENTS TO THE OFFER	4
2.1	Waiver of the Minimum Acceptance Threshold	4
2.2	Waiver of merger clearance in Turkey	4
2.3	Waiver of the Non-Occurrence of Material Adverse Changes	4
3.	NO EXTENSION OF THE ACCEPTANCE PERIOD	4
4.	RIGHT OF WITHDRAWAL	4
5.	CONSIDERATIONS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD ON THE AMENDMENT.....	5
6.	RECOMMENDATION	5

Convenience Translation

TDK Germany GmbH ("**Bidder**") issued a voluntary public takeover offer ("**Offer**") on August 25, 2008 to the shareholders ("**EPCOS Shareholders**") of EPCOS AG ("**EPCOS AG**" or the "**Company**") pursuant to sections 29, 14 para 2 and 3 of the German Securities Acquisition and Takeover Act ("**WpÜG**") by publishing the offer document as specified in section 11 WpÜG ("**Offer Document**"). The subject of the Offer is the acquisition of all non-par value registered shares in EPCOS AG, with each share representing EUR 1.00 of the capital stock ("**EPCOS Shares**") in exchange for a cash consideration in the amount of EUR 17.85 per EPCOS Share. The Offer Document was sent to the management board of EPCOS AG ("**Management Board**") on August 25, 2008 and was immediately forwarded to the supervisory board of EPCOS AG ("**Supervisory Board**") and to the employee representatives of EPCOS AG.

The Management Board and the Supervisory Board of EPCOS AG submitted a joint statement on September 1, 2008 with respect to the Offer pursuant to section 27 WpÜG ("**Statement**"). This Statement was published on the Internet at <http://www.epcos.com/ir> and can be obtained free of charge at EPCOS AG (Investor Relations, Peter Müller, St.-Martin-Strasse 53, 81669 Munich, Germany, investor.relations@epcos.com). Reference to this publication was made in an announcement in the electronic Federal Gazette (*elektronischer Bundesanzeiger*). In addition to the Statement in German, an English convenience translation was published. However, the German version alone is authoritative. The Statement was not published in the United States of America. Only a notice of the availability of the Statement and its English convenience translation, free of charge, was given on September 1, 2008 through a newswire in the United States of America.

The Bidder amended the Offer in German on September 22, 2008 pursuant to section 21 para 2 in conjunction with section 14 para 3 sentence 1 WpÜG ("**Amendment**") by making an announcement on the Internet at <http://www.tdk-germany-gmbh.com> and by making the Offer Document available free of charge to the EPCOS Shareholders at Commerzbank Aktiengesellschaft, ZCM-ECM, Mainzer Landstrasse 153, 60327 Frankfurt am Main, Germany, fax: +49 69 1364 4598, and via an announcement in the electronic Federal Gazette. In addition to the Amendment in German, an English convenience translation was published online at <http://www.tdk-germany-gmbh.com> and notice of the Amendment was published in the United States of America. The Management Board immediately forwarded the Amendment to the Supervisory Board and the employee representatives of EPCOS AG upon receipt.

The Management Board and the Supervisory Board of a target company must issue a reasoned statement on a takeover offer and any changes to that offer under section 27 para 1 sentence 1 WpÜG. The Management Board and the Supervisory Board of EPCOS AG have agreed to issue the statement on the Amendment jointly and hereby make the following joint supplementary statement on the Amendment ("**Supplementary Statement**"):

1. GENERAL INFORMATION

All information, forecasts, assumptions, estimates, value judgments and forward-looking statements and declarations of intent contained in the Supplementary Statement are based on the information available to the Management Board and the Supervisory Board on the date the Supplementary Statement was published and reflect their assessments and intentions at that point in time. These may have changed since the date this Supplementary Statement was published. Neither the Management Board nor the Supervisory Board nor the Company itself assume any obligation to update the Supplementary Statement except if required under German law.

This Supplementary Statement does not relate to the Offer as a whole, but simply to those parts of the Offer altered by the Amendment. It should therefore be read and understood in conjunction with the Statement.

This Supplementary Statement will be published on the Internet at <http://www.epcos.com/ir> and can be obtained free of charge at EPCOS AG (Investor Relations, Peter Müller, St.-Martin-Strasse 53, 81669 Munich, Germany, investor.relations@epcos.com). Reference to this publication will be made in an announcement in the electronic Federal Gazette. In addition to the Supplementary Statement in German, an English convenience translation will be published. However, the German version alone is authoritative.

Convenience Translation

The Supplementary Statement will not be published in the United States of America. Only a notice of the availability of the Supplementary Statement and its English convenience translation, free of charge, will be given through a press service and/or newswire in the United States of America.

2. AMENDMENTS TO THE OFFER

Section 4.1 of the Offer Document states that the Offer and the agreements that come into existence as a result of accepting the Offer are subject to a number of conditions precedent. Under the Amendment, the Bidder waives these conditions to the extent they have not yet been met.

2.1 Waiver of the Minimum Acceptance Threshold

Under the Amendment, the Bidder waives the conditions specified in section 4.1.1 of the Offer Document. This means that the Offer is no longer subject to the condition precedent of the minimum acceptance threshold being reached as defined in section 4.1.1 of the Offer Document.

2.2 Waiver of merger clearance in Turkey

Under the Amendment, the Bidder waives the condition specified in section 4.1.2 (iv) of the Offer Document. This means that the Offer is no longer subject to the condition precedent of the planned merger having been cleared by the antitrust authorities in Turkey or of a decision in form of a "negative clearance" (*Negativfreigabe*) stating that the acquisition of the EPCOS Shares by the Bidder would not require the approval of the Turkish antitrust authorities.

2.3 Waiver of the Non-Occurrence of Material Adverse Changes

Under the Amendment, the Bidder waives the condition specified in section 4.1.3 of the Offer Document. This means that the Offer is no longer subject to the condition precedent of the Non-Occurrence of Material Adverse Changes as defined in section 4.1.3 of the Offer Document.

3. NO EXTENSION OF THE ACCEPTANCE PERIOD

Since the Amendment was not made within the final two weeks prior to the expiry of the Acceptance Period, there will be no extension of the Acceptance Period pursuant to section 21 para 5 WpÜG. The Acceptance Period will therefore expire without change on October 7, 2008 at 12:00 midnight CET.

4. RIGHT OF WITHDRAWAL

The Management Board and Supervisory Board point out that those EPCOS Shareholders who have accepted the Offer prior to publication of the Amendment are entitled under section 21 para 4 WpÜG to withdraw - until the expiry of the Acceptance Period - from the relevant agreement that comes into existence as a result of accepting the Offer.

5. CONSIDERATIONS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD ON THE AMENDMENT

The Amendment removes all conditions of the Offer which have yet to be met and therefore also removes any potential uncertainties concerning the success and the completion of the Offer. It is no longer possible for the Offer to fail on the grounds that any of the conditions of the Offer have not been met.

The Bidder also stated in the announcement of September 29, 2008 issued pursuant to section 23 para 1 sentence 1 no. 1 WpÜG that the total number of EPCOS Shares for which the Offer had been accepted as of September 26, 2008, 6:00 p.m. CET ("**Effective Date**"), plus the EPCOS Shares held by and/or attributed to the Bidder or any parties acting jointly with it on the Effective Date, and any EPCOS Shares to which the Bidder or any parties acting jointly with it have access (*Zugriff*) in the sense of section 31 para 6 WpÜG on the Effective Date, was 39,355,883; this corresponded to a share of approximately 59.24% of the share capital and the voting rights of EPCOS AG, based on existing voting rights and an unchanged share capital since the last notification pursuant to section 23 para 1 sentence 1 no. 1 WpÜG. The Bidder will therefore acquire control over EPCOS AG in the sense of the WpÜG even if no more shares are tendered to it under the Offer.

6. RECOMMENDATION

The Management Board and the Supervisory Board welcome the Bidder's waiver of the aforementioned conditions, because this will help the Offer to be successful. The Amendment does not contain anything which currently causes the Management Board or the Supervisory Board to change their assessment of the Offer, which is contained in the Statement. The Management Board and the Supervisory Board therefore continue to recommend the acceptance of the Offer.

Munich, 02.10.2008

EPCOS AG

The Supervisory Board

The Management Board