

The “Material Adverse Effect Condition” requires that no fact, change, event, development, occurrence or effect has occurred following the date of the Purchase Agreement that, individually or in the aggregate, would have or would reasonably be expected to have a Company Material Adverse Effect (as defined in the Purchase Agreement).

See Section 15 —“Certain Conditions of the Offer.”

Have any Mobileye shareholders already agreed to tender their Shares in the Offer?

Yes. In order to induce Intel and Purchaser to enter into the Purchase Agreement, concurrently with the execution and delivery of the Purchase Agreement, Professor Amnon Shashua, Mobileye’s Co-Founder, Chief Technology Officer and Chairman, and Ziv Aviram, Mobileye’s Co-Founder, Chief Executive Officer and President, (together, the “Founders”), entered into separate tender and support agreements with Intel and Purchaser (collectively, the “Tender and Support Agreements”). Shares owned by the Founders comprise, in the aggregate, approximately 7% of the outstanding Shares. Subject to the terms and conditions of the Tender and Support Agreements, the Founders have agreed, among other things, to tender their Shares in the Offer and to vote in favor of all matters to be approved by Mobileye shareholders at the EGM.

See Section 11 —“The Purchase Agreement; Other Agreements.”

How do I tender my Shares?

In order for Shares to be validly tendered pursuant to the Offer, you must follow these instructions:

- If you are a record holder and you hold Shares in book-entry form on the books of Mobileye’s transfer agent, the following must be received by the Depository at one of its addresses set forth in the Letter of Transmittal before the Offer expires: (a) the Letter of Transmittal, properly completed and duly executed, and (b) any other documents required by the Letter of Transmittal.
- If your Shares are held in “street” name and are being tendered by book-entry transfer, the following must be received by the Depository at one of its addresses set forth in the Letter of Transmittal before the Offer expires: (a) a Book-Entry Confirmation (as defined under Section 2 —“Acceptance for Payment and Payment for Shares”); (b) the Letter of Transmittal, properly completed and duly executed, or an Agent’s Message (as defined under Section 3 —“Procedures for Accepting the Offer and Tendering Shares”); and (c) any other documents required by the Letter of Transmittal.
- If you cannot complete the procedure for delivery by book-entry transfer on a timely basis, or you otherwise cannot deliver all required documents to the Depository before the Offer expires, you may be able to tender your Shares using the enclosed Notice of Guaranteed Delivery. For the tender to be valid, however, the Depository must receive the Notice of Guaranteed Delivery prior to the Expiration Time and must then receive the missing items within three NYSE trading days after the date of execution of such Notice of Guaranteed Delivery. Please contact D.F. King & Co., Inc., the information agent for the Offer (the “Information Agent”) for assistance.
- If you hold Shares through a broker, dealer, commercial bank, trust company or other nominee, you must contact your broker, dealer, commercial bank, trust company or other nominee and give instructions that your Shares be tendered.

See Section 3 —“Procedures for Accepting the Offer and Tendering Shares.”