

Until what time may I withdraw previously tendered Shares?

You may properly withdraw your previously tendered Shares at any time until the Expiration Time. In addition, pursuant to Section 14(d)(5) of the Exchange Act, Shares may be withdrawn at any time after June 4, 2017, which is the 60th day after the date of the commencement of the Offer, unless prior to that date we have accepted for payment the Shares validly tendered in the Offer. No withdrawal rights will apply to Shares tendered during the Subsequent Offering Period (as it may be extended by the Minority Exit Offering Period) and no withdrawal rights apply during the Subsequent Offering Period (as it may be extended by the Minority Exit Offering Period) with respect to Shares tendered in the Offer and accepted for payment; any Shares tendered during the Subsequent Offering Period (as it may be extended by the Minority Exit Offering Period) will immediately be accepted and promptly paid for.

See Section 4 —“Withdrawal Rights.”

How do I withdraw previously tendered Shares?

To properly withdraw previously tendered Shares, you must deliver a written notice of withdrawal with the required information (as specified in this Offer to Purchase and in the related Letter of Transmittal) to the Depositary at any time at which you have the right to withdraw Shares. If you tendered Shares by giving instructions to a broker, dealer, commercial bank, trust company, or other nominee, you must instruct such broker, dealer, commercial bank, trust company or other nominee to arrange for the withdrawal of your Shares and such broker, dealer, commercial bank, trust company, or other nominee must effectively withdraw such Shares at any time at which you have the right to withdraw your Shares. No withdrawal rights will apply to Shares tendered during the Subsequent Offering Period (as it may be extended by the Minority Exit Offering Period) and no withdrawal rights apply during the Subsequent Offering Period (as it may be extended by the Minority Exit Offering Period) with respect to Shares tendered in the Offer and accepted for payment; any Shares tendered during the Subsequent Offering Period (as it may be extended by the Minority Exit Offering Period) will immediately be accepted and promptly paid for.

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If I decide not to tender, how will the Offer affect my Shares and what will happen to Mobileye?

After the Offer Closing, we intend to cause Mobileye to terminate the listing of the Shares on NYSE (the “Delisting”). As a result, we anticipate that there will not be an active trading market for the Shares. In addition, after the Offer Closing, we intend to cause Mobileye to terminate the registration of Shares under the Exchange Act as promptly as practicable and take steps to cause the suspension of its reporting obligations with respect to the Shares with the SEC. As a result, with respect to the Shares, Mobileye would no longer be required to make filings with the SEC or otherwise comply with the rules of the SEC relating to foreign private issuers. Furthermore, the ability of “affiliates” of Mobileye and persons holding “restricted securities” of Mobileye to dispose of such securities pursuant to Rule 144 promulgated under the Securities Act of 1933 (the “Securities Act”), may be impaired or eliminated.

In addition, you should be aware that, after amendment of Mobileye’s articles of association, following the Offer Closing, pursuant to the Conversion Resolutions proposed to be approved at the EGM, record ownership of Mobileye shares can only be transferred pursuant to a notarial deed executed before a Dutch notary. This will require compliance by the transferor and transferee of Shares with various administrative formalities under Dutch law and will also require shareholders to incur costs for Dutch notarial fees when they transfer Mobileye shares. If such amendment to Mobileye’s articles of association becomes effective prior to or during the Subsequent Offering Period or the Minority Exit Offering Period, then all transfers of record ownership of Shares to the Purchaser during the Subsequent Offering Period, and (if applicable) the Minority Exit Offering Period, must be