

effected by way of a notarial deed executed before a Dutch notary. This will cause transfers of record ownership of Shares to the Purchaser during such extensions of the Offer to be substantially more expensive, cumbersome and time-consuming than transfers of Shares to the Purchaser prior to the Expiration Date. Furthermore, you should be aware that after the second amendment of Mobileye's articles of association pursuant to the Conversion Resolutions following the Delisting ("Amendment No. 2"), any share acquired by a Mobileye shareholder after the date of Amendment No. 2 would not be transferable prior to March 1, 2019, unless the Mobileye Board has approved such transfer.

If the Post-Offer Reorganization is consummated, it is anticipated that Mobileye shareholders who do not tender their Shares pursuant to the Offer (including during the Subsequent Offering Period, as it may be extended by the Minority Exit Offering Period) will be offered or will receive the same consideration for their Shares as those Mobileye shareholders who tendered their Shares pursuant to the Offer (including during the Subsequent Offering Period, as it may be extended by the Minority Exit Offering Period), without interest and less applicable withholding taxes. However, in the Compulsory Acquisition, the Dutch Court will determine the price to be paid for the non-tendered Shares. Although Intel and Purchaser will use their reasonable best efforts to cause the per Share price paid in the Compulsory Acquisition for the non-tendered Shares to be equal to the Offer Consideration, such price may be greater than, equal to, or less than the Offer Consideration. Such price may potentially be increased by the Dutch Statutory Interest. As a result of the Post-Offer Reorganization, Mobileye will either be liquidated or become wholly owned by us.

The applicable withholding taxes (including Israeli dividend withholding taxes) or other taxes, if any, imposed on Mobileye shareholders who do not tender their Shares pursuant to the Offer (including during the Subsequent Offering Period, as it may be extended by the Minority Exit Offering Period) may be different from, and greater than, the taxes imposed upon such Mobileye shareholders had they tendered their Shares pursuant to the Offer (including during the Subsequent Offering Period, as it may be extended by the Minority Exit Offering Period).

In addition, if the Offer and the Post-Offer Reorganization are completed, another difference between tendering your Shares and not tendering your Shares pursuant to the Offer is that you may be paid earlier if you tender your Shares pursuant to the Offer.

See the "Introduction" to this Offer to Purchase, Section 11 — "The Purchase Agreement; Other Agreements," Section 12 — "Purpose of the Offer; Plans for Mobileye" and Section 13 — "Certain Effects of the Offer."

What is the market value of my Shares as of a recent date?

The Offer Consideration of \$63.54 per Share represents a premium of approximately 34.42% over the reported closing price of \$47.27 per Share on the NYSE on March 10, 2017, the last full trading day prior to the public announcement of the signing of the Purchase Agreement. On April 4, 2017, the last full trading day before the commencement of the Offer, the reported closing price of the Shares on the NYSE was \$61.40 per Share.

We advise you to obtain a recent quotation for Shares in deciding whether to tender your Shares in the Offer. See Section 6 — "Price Range of Shares; Dividends."

Will I have appraisal rights in connection with the Offer?

Mobileye shareholders are not entitled under Dutch law or otherwise to appraisal rights with respect to the Offer. However, in the event that after the Subsequent Offering Period, Intel or its affiliates hold less than 100% but at least 95% of Mobileye's issued capital (*geplaatst kapitaal*), we or Intel may elect to commence, or cause to be commenced, the Compulsory Acquisition proceeding pursuant to which we will acquire all Shares held by