determining whether Mobileye is or has been a PFIC is applied annually and is based upon the composition of Mobileye's and certain of its affiliates' income and assets for such taxable year. If Mobileye were a PFIC in the current taxable year or in any prior taxable year in which the tendering U.S. Holder has held the Shares, then such U.S. Holder generally would be subject to adverse U.S. federal income tax consequences with respect to gain recognized on any sale or exchange of such Shares, including an exchange of such Shares pursuant to the Offer, unless such U.S. Holder has in effect certain elections, such as the mark-to-market election. U.S. Holders should consult their own tax advisors concerning whether Mobileye is or has been a PFIC for any given taxable year during which such U.S. Holder has owned Shares and the tax consequences of tendering Shares pursuant to the Offer.

Receipt of Cash in Exchange for Shares Pursuant to the Post-Offer Reorganization.

The U.S. federal income tax consequences of the Post-Offer Reorganization will depend on the exact manner in which it is carried out. However, if a U.S. Holder receives cash for Shares in the Compulsory Acquisition or the Second Step Distribution, the U.S. federal income tax consequences to such U.S. Holder would generally be the same as described above. Each U.S. Holder should consult its own tax advisor concerning the tax consequences of exchanging Shares pursuant to the Post-Offer Reorganization.

Foreign Tax Credits

In certain circumstances, a U.S. Holder may be subject to Israeli withholding or other taxes, as further described in Section 5B —"Certain Israeli Tax Aspects of the Offer and Post-Offer Reorganization." A U.S. Holder may be able to obtain a deduction or a credit for such tax; however, the calculation of deductions and U.S. foreign tax credits involves the application of complex rules and limitations may apply. U.S. Holders should consult their tax advisors as to whether these Israeli taxes, if imposed, may be creditable against the U.S. Holder's U.S. federal income tax on foreign-source income from other sources or are otherwise deductible, particularly in light of the fact that income recognized on the exchange of Shares pursuant to the offer or pursuant to the Post-Offer Reorganization will generally constitute U.S.-source income.

5B Certain Israeli Tax Aspects of the Offer and Post-Offer Reorganization.

The following is a summary of certain Israeli tax consequences of the Offer and the Post-Offer Reorganization to shareholders of Mobileye whose Shares are tendered and accepted for payment pursuant to the Offer or whose Shares are not tendered but who receive cash in the Post-Offer Reorganization. The summary is based on current provisions of the Israel Income Tax Ordinance (New Version), 5721 — 1961 (the "Ordinance"), and regulations thereunder and administrative and judicial interpretations thereof, all of which are subject to change, possibly with retroactive effect, and could affect the tax consequences described below. Mobileye and Purchaser obtained a ruling from the ITA with respect to withholding requirements under the Ordinance (the "Israel Withholding Tax Ruling"). The summary below provides a general description of certain terms and conditions of the Israel Withholding Tax Ruling.

This summary is not a complete description of all the tax consequences of the Offer or the Post-Offer Reorganization and, in particular, does not address many of the tax considerations applicable to shareholders that may be subject to special tax rules or taxation under multiple tax jurisdictions.

WE URGE YOU TO CONSULT YOUR OWN TAX ADVISORS WITH RESPECT TO THE SPECIFIC TAX CONSEQUENCES THAT THE OFFER AND THE POST-OFFER REORGANIZATION WILL HAVE ON YOU, INCLUDING THE APPLICABILITY AND EFFECT OF FEDERAL, STATE, LOCAL, AND FOREIGN INCOME, AND OTHER TAX LAWS IN VIEW OF YOUR PARTICULAR CIRCUMSTANCES.