

to tendering Mobileye shareholders not described in sections (1) and (2) above will be subject to Israeli withholding tax (generally at the rate of 25% for individuals and 24% for corporations), unless they provide a valid certificate issued by the ITA providing for an exemption from withholding or for a reduced withholding tax rate that will be in effect as of the date of actual payment for the sale of Mobileye shares. According to the terms of the Israel Withholding Tax Ruling, such valid certificate must specifically relate to the sale of Mobileye shares and a general exemption for “services and assets” may not be relied upon for an exemption or reduced rate of withholding. Once the closing occurs and the sale of Mobileye shares is confirmed, there will be no further opportunity to provide a valid certificate or remedy any deficiencies in a certificate that has already been provided, including in the event that a certificate limited in time is no longer in effect as of the date of payment.

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

The Israeli tax consequences of the Post-Offer Reorganization imposed on Mobileye shareholders in respect of the Second Step Distribution may be different from, and greater than, the taxes imposed upon such shareholders of Mobileye 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), and may be subject to additional withholding tax requirements. Mobileye and Purchaser have filed an application for the Pre-Wired Asset Sale Ruling, which, if obtained, may provide that a shareholder receiving cash in the Second Step Distribution would generally be treated for Israeli tax purposes as described above.

**6. Price Range of Shares; Dividends.**

The Shares currently trade on the NYSE under the ticker symbol “MBLY.” Mobileye has advised Intel and Purchaser that, as of the close of business on March 31, 2017, (a) 222,411,106 Shares were outstanding, (b) 28,435,593 Shares were subject to Mobileye Options (as defined below) and (c) 1,002,756 Shares were subject to Mobileye RSUs (as defined below) granted and outstanding under Mobileye’s benefits plans.

The following table sets forth, for the periods indicated, the high and low sale prices per Share for each quarterly period within the three preceding fiscal years, as reported on the NYSE.

	High	Low
<b>Year Ended December 31, 2014</b>		
Third Quarter (from August 1, 2014, date of IPO)	\$58.61	\$31.11
Fourth Quarter	\$60.28	\$39.25
<b>Year Ended December 31, 2015</b>		
First Quarter	\$45.05	\$32.41
Second Quarter	\$55.84	\$40.01
Third Quarter	\$64.48	\$41.08
Fourth Quarter	\$52.00	\$39.18
<b>Year Ended December 31, 2016</b>		
First Quarter	\$42.74	\$23.57
Second Quarter	\$49.00	\$33.93
Third Quarter	\$51.15	\$41.01
Fourth Quarter	\$43.20	\$33.69
<b>Year ended December 31, 2017</b>		
First Quarter	\$61.51	\$38.67
Second Quarter (through April 4, 2017)	\$61.49	\$61.15

On March 10, 2017, the last full trading day prior to the public announcement of the signing of the Purchase Agreement, the reported closing price of the Shares on the NYSE was \$47.27 per Share. 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. **Shareholders are urged to obtain a current market quotation for the Shares.**