

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 Purchaser.

Purchaser and Intel may effectuate or cause to be effectuated, at Purchaser's or Intel's election, the Post-Offer Reorganization by one or more of a variety of actions, potentially including (a) subject to the receipt of the Pre-Wired Asset Sale Ruling and the approval of the Pre-Wired Asset Sale Resolutions by Mobileye shareholders at the EGM, the Asset Sale and, as soon as practicable following the consummation of the Asset Sale, completing the Post-Offer Reorganization by the Liquidation and the Second Step Distribution or (b) if permissible under applicable law, the Compulsory Acquisition.

*Asset Sale, Liquidation and Second Step Distribution.* If the ITA issues the Pre-Wired Asset Sale Ruling and Mobileye shareholders have approved the Pre-Wired Asset Sale Resolutions and the Conversion Resolutions, and if Purchaser and Intel elect to proceed with the Asset Sale followed by the Liquidation and the Second Step Distribution, and if the number of Shares tendered pursuant to the Offer and not properly withdrawn (including Shares validly tendered during the Subsequent Offering Period, as it may be extended by the Minority Exit Offering Period), together with the Shares then owned by Intel or its affiliates, represents at least 67% of Mobileye's issued capital (*geplaatst kapitaal*) (or 80%, if the Mobileye shareholders have not approved the Pre-Wired Asset Sale Resolutions and the Conversion Resolutions), then the cash consideration paid by Purchaser (or an affiliate of Purchaser) to Mobileye in the Asset Sale would be an aggregate amount equal to the Offer Consideration multiplied by the total number of Shares held by non-tendering Mobileye shareholders as of the expiration of the Subsequent Offering Period and, upon consummation of the Asset Sale, (a) Mobileye will hold only the cash received in the Asset Sale; (b) Purchaser (or an affiliate of Purchaser) would (i) own all of Mobileye's business operations and (ii) be the principal shareholder in Mobileye; and (c) the non-tendering Mobileye shareholders would continue to own Shares representing, in the aggregate, a minority of the Shares then outstanding. As soon as practicable following consummation of the Asset Sale, Purchaser (or an affiliate of Purchaser) would then complete the Post-Offer Reorganization by causing the Liquidation to occur with Purchaser (or an affiliate of Purchaser) providing an indemnity or guarantee to the liquidator in respect of the Liquidation for any deficit in the estate of Mobileye to enable the liquidator to make the Second Step Distribution immediately to a depository on behalf of each non-tendering Mobileye shareholder in an amount equal to the Offer Consideration, without interest and less applicable withholding taxes, for each Share then owned.

The liquidator in respect of the Liquidation will be appointed at the EGM in accordance with section 2:23 paragraph 1 of the DCC. Subject to shareholder approval at the EGM, a foundation (*stichting*) to be incorporated under Dutch law (the "Foundation") will be appointed as the liquidator in respect of the Liquidation once Mobileye's dissolution has become effective and the Foundation will carry out the liquidation of Mobileye's assets and business. Purchaser and Mobileye will use their respective reasonable best efforts to (a) procure that the board of directors of the Foundation will, as from the moment of incorporation, consist of one or more professional(s) or similar service provider(s) (natural person(s) or a service provider) and (b) reach agreement with such service provider as soon as practicable after the date of the Purchase Agreement; provided that Purchaser will use its reasonable best efforts to procure that one additional director (a natural person or a professional liquidator) will be appointed to such board of directors to direct and/or assist such professional for a period following the consummation of the Asset Sale not to exceed one year.

The Second Step Distribution will result in all non-tendering Mobileye shareholders receiving, for each Share then held, cash in an amount equal to the Offer Consideration, in each case, without interest and less applicable withholding taxes.

*Compulsory Acquisition.* If the number of Shares tendered pursuant to the Offer and not properly withdrawn (including Shares validly tendered during the Subsequent Offering Period, as it may be extended by the Minority Exit Offering Period), together with the Shares then owned by Intel or its affiliates, represents less than 100% but