

Classification: **For internal use only**

This is what is on Pershing's IFA system. It would appear the client is not a resident of Israel, and therefore would be subject to the max withholding date of 25%. It would also appear the shares will be delisted and if they choose not to participate by not filing any paperwork, then they will get nothing. So it would appear their best course of action would be to elect into the tender and if they are going to be subject to the max withholding rate then they might as well file as such going in.

**Items For Attention - Voluntary Offer Details**

[View Text](#)

Description MOBILEYE NV  
Symbol MBL  
CUSIP N51488117  
Offer ELECTION  
Offer Description EXEMPT FROM TAX  
Subject To IRC 302 Withholding NO  
Other Offers Available

[ELECTION2](#)

[ELECTION3](#)

Offer Dates

Cut-Off Date	06/16/2017	Cut-Off Time	19.00.00
Withdrawal Date	06/16/2017	Withdrawal Time	12.00.00
Expiration Date	06/21/2017	Expiration Time	17.00.00
Protected Date	06/26/2017		

Offer Details

Odd Lot	Over Subscribe
Minimum Bid	Maximum Bid
Increments	Multiplier Factor

Payment Terms

Pay Date	Accrued Div/Int	
Proration Rate	Proration Round/Int	
Converted Rate	Converted To	CASH
Rounding Factor	Cash in Lieu Rate	\$63.54

+ \*\*\*\*\*BE ADVISED THAT SHARES MAY BE DELISTED\*\*\*\*\* HOLDERS OF THE ABOVE SECURITY WHO DO NOT PARTICIPATE BY THE EXPIRATION DATE WILL BE DELISTED AND MAY RECEIVE PROCEEDS LESS THAN TENDER PRICE. + HOLDERS THAT WISH TO TENDER THEIR SHARES, IN ADDITION TO SUBMITTING INSTRUCTIONS VIA IFA/REOR, MUST COMPLETE AND RETURN A COPY OF THE ISRAELI TAX DECLARATION FORM VIA SERVICE CENTER TO CORPORATE ACTIONS, VOLUNTARY OFFER EXPIRING, INSTRUCTIONS BY PERSHING'S DEADLINE OF 6/16/17. HOLDERS MUST WRITE THE ACCOUNT NUMBER ON THE TOP OF THE FORM. INSTRUCTIONS RECEIVED WITHOUT A PROPERLY COMPLETED AND RETURNED TAX DECLARATION FORM WILL BE CONSIDERED NULL AND VOID. A MAILING HAS BEEN MADE TO HOLDERS. IF YOU WISH TO RECEIVE AN ADDITIONAL COPY OF THE FORM PLEASE SEND A SERVICE CENTER REQUEST TO CORPORATE ACTIONS, VOLUNTARY OFFER EXPIRING. + GENERAL OFFER TERMS: CYCLOPS HOLDINGS LLC ('PURCHASER'), IS OFFERING TO PURCHASE FOR CASH ANY AND ALL OUTSTANDING SHARES OF MOBILEYE N.V. AT A PURCHASE PRICE OF USD 63.54 PER SHARE, LESS ANY APPLICABLE WITHHOLDING TAXES AND WITHOUT INTEREST, TO THE HOLDERS