THEREOF, PAYABLE IN CASH. + ISRAELI INCOME TAX: UNDER THE WITHHOLDING TAX PROVISIONS OF ISRAELI INCOME TAX LAW, THE GROSS PROCEEDS PAYABLE TO A TENDERING SHAREHOLDER IN THE OFFERGENERALLY WILL BE SUBJECT TO ISRAELI WITHHOLDING TAX AT A RATE OF 25 PERCENT OF THE SHAREHOLDER'S GAIN ON SUCH SALE. SHAREHOLDERS MAY CLAIM THE FOLLOWING ISRAELI INCOME TAX TREATMENT: (ELE) FULLY EXEMPT FROM ISRAELI WITHHOLDING TAX, (ELE2) TAX UP TO 25 PERCENT FOR SHAREHOLDERS PROVIDING VALID CERTIFICATES FROM THE ITA PROVIDING FOR A REDUCED WITHHOLDING RATE, OR (ELE3) TAX AT 25 FOR ALL REMAINING SHAREHOLDERS. + THE OFFER IS BEING MADE PURSUANT TO A PURCHASE AGREEMENT, DATED AS OF 3/12/17, BY AND AMONG INTEL, CYCLOPS HOLDINGS, INC., AND MOBILEYE. + DELISTING: IT IS EXPECTED THAT FOLLOWING THE OFFER CLOSING, THE LISTING OF THE SHARES ON THE NYSE WILL BE TERMINATED, MOBILEYE WILL NO LONGER BE A PUBLICLY TRADED COMPANY, AND THE SHARES WILL BE DEREGISTERED UNDER THE EXCHANGE ACT, RESULTING IN THE CESSATION OF MOBILEYE'S REPORTING OBLIGATIONS WITH RESPECT TO THE SHARES WITH THE SEC. + SUBSEQUENT OFFER PERIOD: FOLLOWING THE ACCEPTANCE TIME IN ACCORDANCE WITH THE PURCHASE AGREEMENT, PURCHASER WILL PROVIDE FOR A SUBSEQUENT OFFERING PERIOD OF AT LEAST 10 BUSINESS DAYS IN ACCORDANCE WITH RULE 14D 11 UNDER THE EXCHANGE ACT. IN THE EVENT THAT PRIOR TO THE EXPIRATION OF THE SUBSEQUENT OFFERING PERIOD, PURCHASER OR ONE OF ITS AFFILIATES HAS ELECTED TO EXERCISE ITS RIGHT TO PURCHASE SUCH NUMBER OF NEWLY ISSUED ORDINARY SHARES OF MOBILEYE SO AS TO INCREASE PURCHASERS OWNERSHIP BY 15 PERCENT OF THE TOTAL OWNERSHIP OF ORDINARY SHARES OF MOBILEYE AFTER GIVING EFFECT TO SUCH PURCHASE OR EFFECTUATE THE ASSET SALE, PURCHASER WILL EXTEND THE SUBSEQUENT OFFERING PERIOD FOR AT LEAST FIVE BUSINESS DAYS. + AS PROMPTLY AS PRACTICABLE FOLLOWING THE CLOSING OF THE SUBSEQUENT OFFERINGPERIOD, INTEL OR PURCHASER MAY EFFECTUATE OR CAUSE TO BE EFFECTUATED, AT INTEL'S OR PURCHASER'S ELECTION, A CORPORATE REORGANIZATION OF MOBILEYE ANDITS SUBSIDIARIES. THE POST OFFER REORGANIZATION WILL UTILIZE PROCESSES AVAILABLE TO PURCHASER UNDER DUTCH LAW TO ENSURE THAT (A) PURCHASER BECOMESTHE OWNER OF ALL OF MOBILEYE'S BUSINESS OPERATIONS FROM AND AFTER THE CONSUMMATION OF THE POST OFFER REORGANIZATION AND (B) ANY MOBILEYE SHAREHOLDERS WHO DO NOT TENDER THEIR SHARES PURSUANT TO THE OFFER ARE OFFERED OR RECEIVE THE SAME CONSIDERATION FOR THEIR SHARES AS THOSE HOLDERSWHO TENDERED THEIR SHARES PURSUANT TO THE OFFER, WITHOUT INTEREST AND LESS APPLICABLE WITHHOLDING TAXES ('COMPULSORY ACQUISITION'). IF THE ABOVE IS IMPLEMENTED, THEN SHARES HELD BY NON TENDERING MOBILEYE SHAREHOLDERS WILL BE ACQUIRED IN ACCORDANCE WITH SECTION 2 92A OR SECTION 2 201A OF THE DUTCH CIVIL CODE. IN THAT CIRCUMSTANCE, THE ENTERPRISE CHAMBER OF THE AMSTERDAM COURT OF APPEALS WILL DETERMINE THE PRICE TO BE PAID FOR THE NON TENDERED SHARES. FOR FULL DETAILS ON THE COMPULSORY ACQUISITION, PLEASE REVIEW THE OFFER TO PURCHASE. A MAILING HAS BEEN MADE TO HOLDERS. + CONDITIONS: THE OFFER IS CONDITIONED UPON, AMONG OTHER THINGS, THE MINIMUM CONDITION, THE ANTITRUST CLEARANCE CONDITION, THE RESTRAINTS CONDITION, THEGOVERNANCE RESOLUTIONS CONDITION, AND THE MATERIAL ADVERSE EFFECT CONDITION+ PAYMENT DATE: EXPECTED WITHIN 5 BUSINESS DAYS FOLLOWING THE EXPIRATION. + IF YOU ARE ELIGIBLE AND WISH TO TENDER AND MAKE A TAX DECLARATION ELECTION VIA IFA, ENTER INSTRUCTIONS BY SELECTION POSITIONS UNDER THE ELECTION OFFER, THEN THE APPROPRIATE OPTION ('OPTION 1' THROUGH 'OPTION 3'. TO MAKE AN ELECTION VIA REOR USE OFFER CODE 'ELE' THROUGH 'ELE3'. ADDITIONALLY, HOLDERS 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. INSTRUCTIONS RECEIVED WITHOUT A PROPERLY COMPLETED AND RETURNED TAX DECLARATION FORM WILL BE CONSIDERED NULL AND VOID. ++MB++

From: Vahe Stepanian
Sent: Friday, May 12, 2017 2:24 PM
To: Chris Harvey
Cc: Stewart Oldfield
Subject: FW: MBLY Tender [C] [I]

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Hi Chris – can you help with the below?