

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 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 OFFER GENERALLY 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 OFFERING PERIOD, INTEL OR PURCHASER MAY EFFECTUATE OR CAUSE TO BE EFFECTUATED, AT INTEL'S OR PURCHASER'S ELECTION, A CORPORATE REORGANIZATION OF MOBILEYE AND ITS SUBSIDIARIES. THE POST OFFER REORGANIZATION WILL UTILIZE PROCESSES AVAILABLE TO PURCHASER UNDER DUTCH LAW TO ENSURE THAT (A) PURCHASER BECOMES THE 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