

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 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