

Is there an agreement governing the Offer?

Yes. Intel, Cyclops Holdings, Inc. (“Cyclops”), and Mobileye entered into a Purchase Agreement, dated as of March 12, 2017 (the “Purchase Agreement”). On April 4, 2017, Cyclops converted from a Delaware corporation to a Delaware limited liability company (the “Conversion”). The Conversion has not adversely impacted, and will not adversely impact, in any respect Mobileye or any of its shareholders, or Mobileye’s rights under the Purchase Agreement, and has not relieved, and will not relieve, Intel or Cyclops of its respective obligations under the Purchase Agreement. The Purchase Agreement provides, among other things, for the terms and conditions of the Offer, and the corporate reorganization of Mobileye and its subsidiaries (the “Post-Offer Reorganization”).

See Section 11 — “The Purchase Agreement; Other Agreements,” Section 12 — “Purpose of the Offer; Plans for Mobileye,” and Section 15 — “Certain Conditions of the Offer.”

Why are you making the Offer?

We are making the Offer because we want to acquire the entire equity interest in Mobileye so that we will own and control all of Mobileye’s current business. If the Offer is consummated, we intend to cause Mobileye to terminate the listing of the Shares on the New York Stock Exchange (“NYSE”). As a result, Mobileye and its Shares would cease to be publicly traded. In addition, after the consummation of the Offer we intend to cause the termination of the registration of Shares under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as promptly as practicable, and expect to take steps to cause the suspension of all of Mobileye’s reporting obligations with the SEC.

See Section 12 — “Purpose of the Offer; Plans for Mobileye” of this Offer to Purchase.

How much are you offering to pay and what is the form of payment? Will I have to pay any fees or commissions?

We are offering to pay \$63.54 per Share, less any applicable withholding taxes and without interest, to the holders thereof, payable in cash, upon the terms and subject to the conditions set forth in the Purchase Agreement. If you are the record owner of your Shares and you tender your Shares directly to American Stock Transfer & Trust Company, LLC (the “Depositary”), you will not have to pay brokerage fees, commissions, or similar expenses. If you own your Shares through a broker, dealer, commercial bank, trust company, or other nominee and your broker, dealer, commercial bank, trust company, or other nominee tenders your Shares on your behalf, your broker, dealer, commercial bank, trust company, or nominee may charge you a fee for doing so. You should consult your broker, dealer, commercial bank, trust company, or nominee to determine whether any charges will apply.

See the “Introduction,” Section 1 — “Terms of the Offer,” and Section 2 — “Acceptance for Payment and Payment for Shares.”

What does the Board of Directors of Mobileye think of the Offer?

After careful consideration, the Board of Directors of Mobileye (the “Mobileye Board”) has unanimously (other than the executive directors, Professor Amnon Shashua and Mr. Ziv Aviram, who abstained, due to potential conflicts of interest) (a) determined that the Purchase Agreement and certain of the transactions contemplated thereby are in the best interests of Mobileye, its business and strategy and its shareholders, employees and other relevant stakeholders, and (b) approved the Purchase Agreement and the execution, delivery, and performance of Mobileye’s obligations thereunder.