

Mobileye around the possibility of entering into a strategic transaction with Mobileye. As a result of the potential personal conflict that Mr. Yoffie had previously disclosed, Mr. Yoffie did not attend this portion of the Intel Board meeting and recused himself from this and any subsequent discussions relating to, and any vote of the Intel Board regarding, any potential strategic transaction with Mobileye. Mr. Yoffie also did not receive or review any documents relating to the potential strategic transaction with Mobileye in connection with this meeting or subsequent Intel Board meetings.

On November 27, 2016, Professor Shashua, Co-Founder, Chief Technology Officer and Chairman of Mobileye, and Erez Dagan, Senior VP Advanced Development & Strategy of Mobileye, met in Munich, Germany with Mr. Krzanich, Mr. Brooks and Mr. Davis, for various business discussions. It was at this meeting that Intel's representatives first expressed an interest in a potential strategic transaction with Mobileye. Professor Shashua explained that Mobileye was not interested in pursuing such discussions at such time. Professor Shashua met again with Mr. Brooks and Mr. Davis on November 29, 2016 to discuss the business of Mobileye in more detail. At this meeting, Professor Shashua asked Intel to defer any follow-up conversation until after the Consumer Electronics Show (commonly known as CES), an annual trade show organized by the Consumer Technology Association that is held every January in Las Vegas. In these discussions, Professor Shashua expressed his view that in order for a strategic transaction to be considered by the Mobileye Board, the price per Share to be paid by Intel would have to be greater than the all-time highest price at which the Shares had traded in the past.

On December 7, 2016, Professor Shashua and Mr. Brooks corresponded regarding the business and operations of Mobileye. Professor Shashua responded to Mr. Brooks' basic due diligence questions regarding Mobileye's business via this correspondence.

On January 5, 2017, Professor Shashua met with Mr. Krzanich and Mr. Brooks at the 2017 CES Conference. They discussed Intel's interest in a potential strategic transaction on a preliminary basis, though no price per Share was discussed at this time.

On January 19, 2017, Mr. Brooks gave a presentation to the Intel Board, at a regularly scheduled meeting, regarding Intel's proposed strategy with respect to Intel's Automated Driving Group and automotive technology, generally, including a discussion of the potential acquisition by Intel of Mobileye. The Intel Board authorized Intel management to continue its review of a potential strategic transaction, to continue discussions with Mobileye regarding a potential acquisition of Mobileye, and to make a non-binding acquisition proposal. Following this meeting and at various times in the month of January 2017, representatives of Intel engaged with Bain, Citi and Rothschild, as well as Skadden, Houthoff Buruma, Intel's Dutch Counsel ("Houthoff"), and Yigal Arnon & Co., Intel's Israeli counsel ("Yigal"), to further develop a strategy for engaging with Mobileye in discussions around the potential strategic transaction and to discuss potential structures for any such potential strategic transaction.

On January 20, 2017, Mr. Brooks phoned Professor Shashua to inform him that the Intel Board had approved the commencement of formal discussions with Mobileye to pursue a potential strategic transaction.

On January 27, 2017, Mr. Krzanich and Mr. Brooks met with Professor Shashua and Mr. Aviram, Mobileye's Co-Founder and Chief Executive Officer, in New York to discuss preliminarily the general outline of a potential strategic transaction, process, and timeline. At this meeting, Intel's representatives preliminarily suggested an all cash purchase price per Share of \$60 in a transaction providing for the acquisition of 100% of the Shares, although no agreement regarding price was reached. Mobileye's representatives indicated to Intel's representatives that they did not expect the offer from Intel to be sufficient, but would discuss the offer with the Mobileye Board.

On January 30, 2017, Mr. Aviram indicated to Mr. Brooks that, based on preliminary discussions among Mr. Aviram and certain members of the Mobileye Board, an all cash purchase price per Share of \$70 in a