

Confidentiality Agreement

The following summary description of the Confidentiality Agreement (as defined below) and all other provisions of the Confidentiality Agreement discussed herein are qualified by reference to such Confidentiality Agreement, which has been filed as Exhibit (d)(2) to the Schedule TO filed with the SEC in connection with the Offer and is incorporated herein by reference. The Confidentiality Agreement may be examined and copies may be obtained at the places and in the manner set forth in Section 8 —“Certain Information Concerning Intel and Purchaser.” Shareholders and other interested parties should read the Confidentiality Agreement for a more complete description of the provisions summarized below.

Intel and Mobileye entered into a confidentiality agreement, effective as of February 1, 2017 (as it may be amended from time to time, the “Confidentiality Agreement”). Under the Confidentiality Agreement, the parties agreed to keep confidential, subject to certain exceptions, information disclosed by the disclosing party or any of its subsidiaries or representatives to the receiving party or any of its subsidiaries or representatives and to not disclose such information without the prior written consent of the disclosing party. The parties also agreed, subject to certain exceptions, not to disclose that the parties had entered into the Confidentiality Agreement, that confidential information exists or has been disclosed pursuant to the Confidentiality Agreement, and that discussions had taken place concerning the proposed transaction between Intel and Mobileye or any of the terms, conditions, or other facts with respect thereto. The term of the Confidentiality Agreement will expire on February 1, 2019, unless earlier terminated by the parties thereto.

Transaction Letter

The following summary description of the Transaction Letter (as defined below) and all other provisions of the Transaction Letter discussed herein are qualified by reference to such Transaction Letter, which has been filed as Exhibit (d)(3) to the Schedule TO filed with the SEC in connection with the Offer and is incorporated herein by reference. The Transaction Letter may be examined and copies may be obtained at the places and in the manner set forth in Section 8 —“Certain Information Concerning Intel and Purchaser.” Shareholders and other interested parties should read the Transaction Letter for a more complete description of the provisions summarized below.

Mobileye and Intel entered into a letter agreement on February 1, 2017 (as it may be amended from time to time, the “Transaction Letter”). Pursuant to the exclusivity provision of the Transaction Letter, which provision has expired, Mobileye agreed, among other things, to terminate and not to enter any further discussions or negotiations with a third party relating to any offer or proposal for certain proposed third party acquisitions. Mobileye also agreed not to disclose any non-public information relating to Mobileye to any third party in connection with a potential third party acquisition. Mobileye also agreed to notify Intel within 24 hours of becoming aware of any inquiry, request, proposal or offer with respect to any third party acquisition or any breach of the exclusivity provision. Pursuant to the Transaction Letter, Intel also agreed to certain “standstill” provisions that, for a period of one year from the date of the Transaction Letter, prohibit Intel and its affiliates from taking certain actions involving or with respect to Mobileye, other than pursuant to the proposed transaction between Intel and Mobileye. Mobileye agreed that, if at any time during the term of the standstill period, Mobileye or any of its affiliates enters into a less restrictive standstill agreement, then the standstill provision would be amended to match such less restrictive standstill agreement. Finally, each of Intel and Mobileye agreed not to solicit specified categories of employees of the other party, subject to certain exceptions and caveats, for a period of one year from the date of the Transaction Letter.