

To the best knowledge of Purchaser and Intel, except for certain pre-existing agreements described in the Schedule 14D-9, no employment, equity contribution, or other agreement, arrangement or understanding between any executive officer or director of Mobileye, on the one hand, and Intel, Purchaser or Mobileye, on the other hand, existed as of the date of the Purchase Agreement, and the Offer is not conditioned upon any executive officer or director of Mobileye entering into any such agreement, arrangement or understanding.

It is possible that, in addition to the Employment Agreement Addendum, certain members of Mobileye's current management team will enter into new employment arrangements with Mobileye after the completion of the Offer and the transactions contemplated by the Purchase Agreement. Such arrangements may include the right to purchase or participate in the equity of Intel or its affiliates. There can be no assurance that any parties will reach an agreement on any terms, or at all.

13. Certain Effects of the Offer.

Market for the Shares. The purchase of Shares pursuant to the Offer will reduce the number of Mobileye shareholders and the number of Shares that might otherwise trade publicly, which could adversely affect the liquidity and market value of the remaining Shares. We cannot predict whether the reduction in the number of Shares that might otherwise trade publicly would have an adverse or beneficial effect on the market price for, or marketability of, the Shares or whether such reduction would cause future market prices to be greater or less than the Offer Consideration.

In addition, you should be aware that, after amendment of Mobileye's articles of association, effective as of the Offer Closing, pursuant to the Conversion Resolutions proposed to be approved at the EGM, record ownership of Mobileye shares can only be transferred pursuant to a notarial deed executed before a Dutch notary, which will require compliance by the transferor and transferee of Shares with various administrative formalities under Dutch law and will also require shareholders to incur costs for Dutch notarial fees when they transfer Mobileye shares. Furthermore, you should be aware that after Amendment No. 2, any share acquired by a Mobileye shareholder after the date of Amendment No. 2 would not be transferable prior to March 1, 2019, unless the Mobileye Board has approved such transfer.

NYSE Listing. Depending upon the number of Shares purchased pursuant to the Offer, the Shares may no longer meet the standards for continued listing on the NYSE. According to the NYSE's published guidelines, the Shares would not meet the criteria for continued listing on the NYSE if, among other things, the total number of Mobileye shareholders is not at least 400. If, as a result of the purchase of the Shares pursuant to the Offer, the Shares no longer meet these criteria, the listing of Shares on the NYSE would be discontinued and the market for the Shares will be adversely affected. Regardless of whether the Shares continue to meet the criteria for continued listing on the NYSE, after the Offer Closing, we intend to cause Mobileye to terminate the listing of the Shares on the NYSE.

Margin Regulations. The Shares are currently "margin securities" under the Regulations of the Board of Governors of the Federal Reserve System (the "Federal Reserve Board"), which has the effect, among other things, of allowing brokers to extend credit on the collateral of the Shares. Depending upon factors similar to those described above regarding the market for the Shares and listing, it is possible that, following the Offer, the Shares would no longer constitute "margin securities" for the purposes of the margin regulations of the Federal Reserve Board and, therefore, could no longer be used as collateral for loans made by brokers.

Exchange Act Registration. The Shares are currently registered under the Exchange Act. Such registration may be terminated upon application by Mobileye to the SEC if the Shares are neither listed on a national securities exchange nor held by 300 or more holders of record, subject to fulfilling certain conditions. Termination of registration of the Shares under the Exchange Act would substantially reduce the information required to be furnished by Mobileye to its shareholders and to the SEC and would make certain provisions of the Exchange Act no longer applicable to Mobileye. Furthermore, the ability of "affiliates" of Mobileye and persons