

Please see below for details. **You have one impacted account,** [REDACTED]

Background:

A tender offer at \$63.54 per share for holders of Mobileye, N.V. The kicker here is that it is subject to Israeli withholding tax of 25% unless the holders provide us an affidavit that they are exempt. Holders who are EXEMPT from Israeli tax must declare so via Israeli Tax Declaration form (attached). We need to reach out to the holders and communicate to them to FULLY complete the Tax Declaration form so they don't get tax withheld. Some key pieces of information:

1. You must take two actions:
 - a. **Submit the tender election via IFA**
 - b. **Complete and send us the Tax Declaration Form with the account number clearly marked at the top of the page.**
2. Holders who do not submit to tender will likely cash out afterwards, as it is anticipated that this will become mandatory. Not sure what the price will be at, but it will likely be close to \$63.54 LESS UP TO 25% WITHHELD.
3. Holders who do not declare themselves exempt may be cashed out at or around the tender price, less the withholding tax. Once the tax is withheld, holders must approach the Israeli tax authorities privately to try and claim back any funds withheld. BNY Mellon or Pershing can offer no assistance with that process, and it is unlikely that they will be able to recoup the withholdings.
4. **The deadline to instruct and submit paperwork will be on or about 6/16/17**, but you should get this going NOW because the forms need to be filled out 100% and accurate, or Israel will reject, and we need time for that to try and limit that.
6. When you get the completed forms back, send them via SERVICE CENTER to Corporate Actions. The path would be: Corporate Actions/Voluntary/Expiring.

Additional key points:

1. It needs to be filled out completely and accurately
2. Part I, section 7 (Contact Details): This is normally the beneficially owner.
3. Part I, section 8. They should select "through a Broker", and write in Pershing, LLC
4. Part II is key as it is what tells Israel they are exempt from the taxes. Be sure this is fully completed in the proper category (individual, corporation, partnership, or trust.)
5. Part III: DO NOT COMPLETE—unless they are an Israeli Bank, Broker of Financial Institution.
6. Part IV: Beneficial owner must sign. We do not know what documents will be OK as far as identifying someone as an Authorized Individual)
7. Part IV: Don't forget to enter number of shares!

NOTE: Potential tax consequences for not taking action on the tender offer is *irrevocable withholding of up to 25% tax on the proceeds of the offer.*

Please let me know if you need additional assistance with this.

Terms posted to IFA:

*****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.

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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