

The Mobileye Board recommends that Mobileye shareholders accept the Offer and tender their Shares in the Offer. Furthermore, the Mobileye Board recommends that you vote “for” each of the items that contemplates a vote of Mobileye shareholders at the extraordinary general meeting of Mobileye shareholders (the “EGM”), which will be combined with Mobileye’s 2017 annual general meeting of shareholders, scheduled to be held on June 13, 2017 at 3:00 p.m. Central European Time at the Waldorf Astoria Amsterdam, Herengracht 542 — 556, 1017 CG Amsterdam, The Netherlands. At the EGM, Mobileye shareholders will be requested to vote on approval of (a) the transfer to and assumption of all or substantially all of the assets and liabilities of Mobileye by Purchaser (or an affiliate of Purchaser) (the “Asset Sale”) and the Liquidation (as defined below), including the appointment of a liquidator of Mobileye effective as of the time of the Liquidation (the “Pre-Wired Asset Sale Resolutions”), (b) certain amendments to Mobileye’s articles of association to become effective after the Offer Closing, including the conversion of Mobileye from a public limited liability company (*naamloze vennootschap* or *N.V.*) to a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid* or *B.V.*) under Dutch law (the “Conversion Resolutions”), (c) the appointment of directors designated by us to the Mobileye Board to replace certain current directors of Mobileye who will resign from the Mobileye Board effective as of the Offer Closing, and (d) other matters contemplated by the Purchase Agreement.

A more complete description of the reasons that the Mobileye Board approved the Offer and recommended that Mobileye shareholders accept the Offer and tender their Shares pursuant to the Offer is set forth in the Solicitation/Recommendation Statement on Schedule 14D-9 of Mobileye that Mobileye is furnishing to shareholders in connection with the Offer (the “Schedule 14D-9”).

Will you have the financial resources to make payment?

Yes. We estimate that the total amount of funds required to purchase all outstanding Shares in the Offer and to consummate the other transactions contemplated by the Purchase Agreement, and to pay related transaction fees and expenses, will be approximately \$15 billion. We anticipate funding such cash requirements from available cash and cash equivalents of Intel and its subsidiaries. The consummation of the Offer and the other transactions contemplated by the Purchase Agreement is not subject to any financing condition.

See Section 9 — “Source and Amount of Funds.”

Is your financial condition relevant to my decision to tender my Shares pursuant to the Offer?

No. We do not think our financial condition is relevant to your decision on whether to tender Shares and accept the Offer because:

- The Offer is being made for all outstanding Shares solely for cash.
- We will have access to unrestricted cash and cash equivalents of our affiliates, further described in Section 9 — “Source and Amount of Funds,” which we anticipate being sufficient to purchase all Shares tendered pursuant to the Offer and to complete the Post-Offer Reorganization.
- The Offer is not subject to any financing condition.
- If we consummate the Offer and not all outstanding Shares are tendered pursuant to the Offer or during the Subsequent Offering Period, as it may be extended by the Minority Exit Offering Period (each as defined below), while we or Intel may elect to effectuate or cause to be effectuated the Post-Offer Reorganization by various mechanisms, we have no plans to offer any of our securities to effectuate the Post-Offer Reorganization. The steps we may take to effectuate the Post-Offer Reorganization include (but are not limited to) (a) acquiring all or substantially all assets and liabilities of Mobileye in the Asset Sale and, immediately following the consummation of the Asset Sale, dissolving and liquidating