

Mobileye in accordance with applicable Dutch procedures, such that a depository on behalf of non-tendering Mobileye shareholders will, immediately following the consummation of the Asset Sale, receive the Offer Consideration (without interest and less applicable withholding taxes) (the “Second Step Distribution”) or (b) commencing a statutory proceeding before the Enterprise Chamber (*Ondernemingskamer*) of the Amsterdam Court of Appeals (*Gerechtshof Amsterdam*) (the “Dutch Court”) for the compulsory acquisition (*uitkoopprocedure*) of non-tendered shares as provided by Dutch law (the “Compulsory Acquisition”). If the Compulsory Acquisition is implemented, then the Dutch Court will determine the price to be paid for the non-tendered Shares. Although Intel and Purchaser will use their reasonable best efforts to cause the per Share price paid in the Compulsory Acquisition for the non-tendered Shares to be equal to the Offer Consideration, such price may be greater than, equal to, or less than the Offer Consideration. Such price may potentially be increased by statutory interest (“Dutch Statutory Interest”) accrued at the rate applicable in The Netherlands (currently two percent per annum). The period for the calculation of the Dutch Statutory Interest would begin either (i) on the date on which the Offer Consideration became payable to Mobileye shareholders who tendered their Shares to Purchaser in the Offer (the “Offer Payment Date”), provided that Purchaser has acquired at least 95% of Mobileye’s issued capital (*geplaatst kapitaal*) as of the Offer Payment Date or (ii) under certain circumstances, including when Purchaser has not acquired at least 95% of Mobileye’s issued capital (*geplaatst kapitaal*) as of the Offer Payment Date, from the date when the Dutch Court renders a judgment allowing the claim for the Compulsory Acquisition against the non-tendering shareholders for all of their Mobileye Shares. The end of the period for the calculation of the Dutch Statutory Interest would be the date we pay for the Shares then owned by the non-tendering Mobileye shareholders.

See Section 12 — “Purpose of the Offer; Plans for Mobileye.”

How long do I have to decide whether to tender my Shares pursuant to the Offer?

You will have until 5:00 p.m., New York City time, on June 21, 2017, unless we extend the Offer in accordance with the Purchase Agreement or the Offer is earlier terminated. Furthermore, if you cannot deliver everything that is required in order to make a valid tender in accordance with the terms of the Offer by that time, you may still participate in the Offer by using the guaranteed delivery procedure that is described in Section 3 — “Procedures for Accepting the Offer and Tendering Shares” of this Offer to Purchase prior to that time.

The Purchase Agreement provides, among other things, that, subject to the terms and conditions set forth therein, we will (and Intel will cause us to), (a) at or as promptly as practicable following the Expiration Time (but in any event within two business days thereafter), accept for payment (the time of acceptance for payment, the “Acceptance Time”) and (b) at or as promptly as practicable following the Acceptance Time (but in any event within three business days (calculated as set forth in Rule 14d-1(g)(3) promulgated under the Exchange Act) thereafter), pay for all Shares validly tendered pursuant to the Offer and not properly withdrawn as of the Acceptance Time (such time of payment, the “Offer Closing”). See Section 1 — “Terms of the Offer” and Section 3 — “Procedures for Accepting the Offer and Tendering Shares.”

Please give your broker, dealer, commercial bank, trust company, or other nominee instructions with sufficient time to permit such broker, dealer, commercial bank, trust company, or other nominee to tender your Shares in accordance with your instructions. Beneficial owners should be aware that their broker, dealer, commercial bank, trust company, or other nominee may establish its own earlier deadline for participation in the Offer. Accordingly, beneficial owners wishing to participate in the Offer should contact their broker, dealer, commercial bank, trust company, or other nominee as soon as possible in order to determine the times by which such owner must take action in order to participate in the Offer.