

INTRODUCTION

To the Holders of Ordinary Shares of Mobileye N.V.:

Cyclops Holdings, LLC, a Delaware limited liability company ("Purchaser") and a wholly owned subsidiary of Intel Corporation, a Delaware corporation ("Intel"), is offering to purchase all of the outstanding ordinary shares, nominal value €0.01 per share (the "Shares"), of Mobileye N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands registered with the trade register in The Netherlands under file number 34158597 ("Mobileye"), at a purchase price of \$63.54 per Share, less any applicable withholding taxes and without interest, to the holders thereof, payable in cash (the "Offer Consideration"), upon the terms and subject to the conditions set forth in this Offer to Purchase (the "Offer to Purchase") and in the related Letter of Transmittal (the "Letter of Transmittal") and, together with this Offer to Purchase, as each may be amended or supplemented from time to time, the "Offer").

The Offer is being made pursuant to a Purchase Agreement, dated as of March 12, 2017 (as it may be amended from time to time, the "Purchase Agreement"), by and among Intel, Cyclops Holdings, Inc., a Delaware corporation and wholly owned subsidiary of Intel ("Cyclops") and Mobileye. On April 4, 2017, Cyclops converted from a Delaware corporation to a Delaware limited liability company (the "Conversion"). The Conversion has not adversely impacted, and will not adversely impact, in any respect Mobileye or any of its shareholders, or Mobileye's rights under the Purchase Agreement, and has not relieved, and will not relieve, Intel or Cyclops of its respective obligations under the Purchase Agreement. All references to "Purchaser" in describing Purchaser's rights and obligations under the Purchase Agreement refer to Cyclops prior to the Conversion, and to Purchaser following the Conversion. Unless the Offer is earlier terminated, the Offer will expire at 5:00 p.m., New York City time, on June 21, 2017 (the "Expiration Time," unless the Offer is extended in accordance with the Purchase Agreement, in which event "Expiration Time" will mean the latest time and date at which the Offer, as so extended by Purchaser, will expire).

Purchaser may extend the Offer to such other date and time as may be agreed in writing by Mobileye and Intel, and will extend the Offer for the minimum period required by applicable law, the United States Securities and Exchange Commission (the "SEC") or the rules of the NASDAQ Global Select Market ("NASDAQ") or the New York Stock Exchange ("NYSE"). Purchaser will also extend the Offer on one or more occasions in consecutive periods of 10 business days each if, at the then-scheduled Expiration Time, any condition to the Offer has not been satisfied or waived, in order to permit satisfaction of such condition, or 20 business days in case of the Antitrust Clearance Condition (as defined below) if such condition is not reasonably likely to be satisfied within such 10 business day extension period. Purchaser will not be required to extend the Offer for more than two occasions if the sole remaining unsatisfied condition to the Offer is the Minimum Condition (as defined below) and the Pre-Wired Asset Sale Ruling (as defined below) has been obtained or Intel determines in its reasonable judgment that the Pre-Wired Asset Sale Ruling will not be received, and Purchaser is not required to extend the Offer beyond the End Date (as defined below).

The Purchase Agreement provides, among other things, that, subject to the terms and conditions set forth therein, Purchaser will (and Intel will cause Purchaser 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 Securities Exchange Act of 1934, as amended (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"). It is expected that following the Offer Closing, the listing of the Shares on the NYSE will be terminated, Mobileye will no longer be a publicly traded company, and the Shares will be deregistered under the Exchange Act, resulting in the cessation of Mobileye's reporting obligations with respect to the Shares with the SEC.