

*The Receipt of Cash in Exchange for Shares Pursuant to the Offer.*

Generally, the receipt of cash in exchange for your Shares pursuant to the Offer (including during the Subsequent Offering Period, as it may be extended by the Minority Exit Offering Period) or the Post-Offer Reorganization will be considered an Israeli source transaction for Israeli income tax purposes and may be subject to mandatory withholding requirements.

Mobileye and Purchaser obtained the Israel Withholding Tax Ruling in order to exempt shareholders who are not Israeli residents, as determined under the Ordinance, from Israeli withholding tax obligations, subject to the conditions described below and the submission of non-Israeli residency declarations. The Shares held by Shareholders who do not tender their Shares pursuant to the Offer (including during the Subsequent Offering Period, as it may be extended by the Minority Exit Offering Period) may be acquired by Purchaser in the Compulsory Acquisition. If such Shareholders have not submitted the required non-Israeli residency declaration by the time payment for such shares is made, Purchaser may need to withhold tax from the consideration payable to such Shareholders at the full default withholding rate pursuant to Israeli law.

The exchange of Shares by an Israeli individual will generally be subject to tax at a rate of 25% on real capital gains derived from the sale of Shares, as long as the individual is not a "substantial shareholder" (generally a shareholder owning 10% or more of the right to profits, right to receive liquidation proceeds, right to nominate a director or voting rights, who will be subject to tax at a rate of 30% in respect of real capital gains derived from the sale of Shares). The determination of whether an individual is a substantial shareholder will be made on the date that the Shares are sold. In addition, an individual will be deemed to be a substantial shareholder if at any time during the 12 months preceding such date he or she had been a substantial shareholder. A shareholder who purchased Shares prior to our initial public offering may be subject to tax at a higher tax rate, depending on the date of acquisition of the Shares and the shareholder's specific circumstances.

Individuals whose annual income or gain exceeds NIS 640,000 will be charged an additional surcharge tax at a rate of 3% on the annual income or gain exceeding such amount. Individual shareholders whose income from the sale of securities is deemed business income are taxed at their respective marginal tax rates applicable to business income (up to 50%, including the additional tax described in the preceding paragraph).

An Israeli corporate shareholder will be subject to corporate tax, with respect to the gain derived from the exchange of its Shares, at a rate of 24%.

The exchange of Shares by non-Israeli resident shareholders for cash pursuant to the Offer can be exempt from Israeli capital gains tax subject to certain conditions stated in the Ordinance, and provided such gains do not derive from a permanent establishment of such shareholder in Israel. However, non-Israeli entities will not be entitled to such exemption if Israeli residents (i) own (directly or indirectly), alone or together with others, a controlling interest of more than 25% of any of the means of control in such non-Israeli entity, or (ii) are the beneficiaries of or entitled to 25% or more of the revenues or profits of such non-Israeli entity, directly or indirectly.

In addition, a sale of securities by a non-Israeli resident may be exempt from Israeli capital gains tax under the provisions of an applicable tax treaty.

The Israel Withholding Tax Ruling provides, among other things, that (1) payments made to non-Israeli brokers with respect to tendering Mobileye shareholders who certify that they (a) hold less than 5% of the outstanding Mobileye shares, (b) acquired their Mobileye shares on or after January 1, 2009, and (c) are currently, and at the time they acquired their Mobileye shares, non-Israeli residents for Israeli tax purposes, and provide the required signed declarations to such effect, will be exempt from Israeli withholding tax; (2) payments made to eligible Israeli brokers or Israeli financial institutions with respect to tendering Mobileye shareholders who hold less than 5% of the outstanding Mobileye shares and acquired their Mobileye shares on or after January 1, 2009, will be exempt from Israeli withholding tax by the Purchaser, and the relevant Israeli broker or Israeli financial institution will withhold Israeli tax, as required under Israeli law; and (3) payments made with respect