

transaction providing for the acquisition of 100% of the Shares would be appropriate. Intel's and Mobileye's representatives then deferred price discussions until further discussions around the proposed transaction and the structure of the proposed transaction could be addressed between the parties and their respective representatives.

On February 1, 2017, in order to further discussions of a potential acquisition of Mobileye by Intel, Intel and Mobileye entered into a transaction letter containing exclusivity provisions and a confidentiality agreement (each described in more detail in Section 11 —“The Purchase Agreement; Other Agreements” under the headings “Transaction Letter” and “Confidentiality Agreement,” respectively).

From February 1, 2017 to February 3, 2017, representatives of Intel and Mobileye corresponded and held conference calls regarding the timing and structure of the proposed transaction.

On February 3, 2017, Intel and its legal counsel, its financial advisors, and Bain were given access to a virtual data room containing confidential information about Mobileye. During the following weeks and through March 12, 2017, Intel and its representatives continued their comprehensive evaluation of Mobileye's businesses, operations, and financial performance based on both publicly available information and due diligence materials provided by Mobileye in the virtual data room and engaged in various discussions and meetings regarding Mobileye. During that time period, Skadden, Houthoff, and Yigal also participated in many discussions and meetings with Intel and its other representatives.

On February 4, 2017, Skadden delivered an initial draft of the Purchase Agreement to Morrison & Foerster LLP, Mobileye's counsel (“Morrison & Foerster”) (described in more detail in Section 11 —“The Purchase Agreement; Other Agreements” under the heading “The Purchase Agreement”). The parties exchanged drafts of the Purchase Agreement and other documents through the signing of the Purchase Agreement and ancillary agreements on March 12, 2017.

On February 9, 2017 and February 10, 2017, representatives of Intel's management, Skadden, Bain, Citi, and Rothschild and representatives of Mobileye's management, Morrison & Foerster, and Van Campen Liem, Mobileye's Dutch counsel (“Van Campen”), met at Skadden's New York offices to discuss structuring and conditionality issues regarding the proposed transaction. Representatives of Intel's management and Skadden and representatives of Mobileye's management, Morrison & Foerster, and Van Campen also met to discuss the initial draft of the Purchase Agreement delivered by Skadden on February 4, 2017 and principal areas in which the parties' views diverged as well as structural matters with respect to the proposed transaction. Mr. Brooks confirmed during those meetings that Intel would fund the proposed transaction through cash available on Intel's balance sheet.

On February 10, 2017, Skadden delivered an initial draft of the form of Tender and Support Agreement to Morrison & Foerster (described in more detail in Section 11 —“The Purchase Agreement; Other Agreements” under the heading “Tender and Support Agreements” respectively) and Morrison & Foerster sent Skadden a revised draft of the Purchase Agreement.

On February 11, 2017, Professor Shashua made a presentation to representatives of Intel (including Intel's third party representatives), which included an overview of Mobileye's business, operations, and strategy.

On February 12, 2017, representatives of Intel's management and Skadden and representatives of Mobileye's management and Morrison & Foerster met to discuss the response draft of the Purchase Agreement provided by Morrison & Foerster to Skadden on February 10, 2017.

During the week of February 13, 2017, Skadden and Morrison & Foerster exchanged drafts of the other transaction documents and engaged in multiple discussions regarding the Purchase Agreement and the other transaction documents with the additional participation of representatives of Intel's and Mobileye's management, Houthoff, Yigal, Van Campen, and Goldfarb Seligman & Co., Mobileye's Israeli counsel (“Goldfarb”). The