

applicable, shall have, respectively, expired or been received before the transactions contemplated by the Purchase Agreement may close. Descriptions of the filing process for each of these jurisdictions are provided in Item 8 of the Schedule 14D-9. In accordance with the terms of the Purchase Agreement, Mobileye, Intel and Purchaser have agreed to promptly (and consistent with market practice) make all such filings.

Intel and Purchaser are not currently aware of, but are still in the process of determining whether there are, any other pre-closing antitrust or competition law filings required in connection with the transactions contemplated by the Purchase Agreement.

*Going Private Transactions.* The SEC has adopted Rule 13e-3 under the Exchange Act, which is applicable to certain "going private" transactions, and which may under certain circumstances be applicable to the Post-Offer Reorganization or other business combination following the purchase of Shares pursuant to the Offer in which Purchaser seeks to acquire the remaining Shares not then held by it. Purchaser believes that Rule 13e-3 under the Exchange Act will not be applicable to the Post-Offer Reorganization because Purchaser was not, at the time the Purchase Agreement was executed, and is not, an affiliate of Mobileye (for purposes of the Exchange Act); it is anticipated that the Post-Offer Reorganization will be effected as soon as practicable after the consummation of the Offer (and in any event within one year following the consummation of the Offer); and, in the Post-Offer Reorganization, shareholders will receive the same price per Share as the Offer Consideration.

#### **17. Appraisal Rights.**

Mobileye shareholders are not entitled under Dutch law or otherwise to appraisal rights with respect to the Offer. However, in the event that after the Subsequent Offering Period (as it may be extended by the Minority Exit Offering Period), Intel or its affiliates hold less than 100% but at least 95% of Mobileye's issued capital (*geplaatst kapitaal*), Purchaser may elect to effectuate, or to cause its designee to effectuate, the Post-Offer Reorganization by means of the Compulsory Acquisition proceeding pursuant to which it will acquire all Shares held by non-tendering Mobileye shareholders in accordance with Section 2:92a or Section 2:201a of the DCC. In the Compulsory Acquisition proceeding, while Intel and Purchaser will use their reasonable best efforts to cause the per Share price paid in the Compulsory Acquisition to be equal to the Offer Consideration, the Dutch Court has sole discretion to determine the per Share price, which may be greater than, equal to or less than the Offer Consideration, with such price potentially being increased by Dutch Statutory Interest. The non-tendering Mobileye shareholders do not have the right to commence a Compulsory Acquisition proceeding to oblige Purchaser to buy their Shares.

#### **18. Fees and Expenses.**

Purchaser has retained D.F. King & Co., Inc. to be the Information Agent and American Stock Transfer & Trust Company, LLC to be the Depositary in connection with the Offer. As part of the services included in such retention, the Information Agent may contact Mobileye shareholders by mail, telephone, telecopy, telegraph, personal interview, electronic mail, and other methods of electronic communication and may request brokers, dealers, commercial banks, trust companies, and other nominees to forward materials relating to the Offer to beneficial owners of Shares.

The Information Agent and the Depositary each will receive reasonable and customary compensation for their respective services in connection with the Offer, will be reimbursed for reasonable out-of-pocket expenses and will be indemnified against certain liabilities and expenses in connection therewith, including certain liabilities under federal securities laws.

Except as set forth above, neither Intel nor Purchaser will pay any fees or commissions to any broker or dealer or to any other person (other than to the Depositary and the Information Agent) in connection with the solicitation of tenders of Shares pursuant to the Offer. Brokers, dealers, commercial banks, trust companies, and other nominees will, upon request, be reimbursed by Purchaser for customary mailing and handling expenses