

Subject: RE: MBLY Tender [C] [I]
From: Stewart Oldfield <[REDACTED]>
Date: Mon, 15 May 2017 11:40:22 -0400
To: Vahe Stepanian <[REDACTED]>, Chris Harvey <chris.harvey@db.com>

Classification: For internal use only

Note that my reading of the doc shows that they will not end up with nothing if they do not tender. But once the tender goes through, there is a delay before they will get anything, and they would still be subject to the tax withholding.

{cid:image002.png@01D2CD6F.FCEBC720}

From: Vahe Stepanian
Sent: Monday, May 15, 2017 11:36 AM
To: Chris Harvey
Cc: Stewart Oldfield
Subject: RE: MBLY Tender [C] [I]

Classification: For internal use only

Thanks again for this Chris, and apologies (again) for missing this email.

Can the client simply sell his position in markets to avoid this process?

From: Chris Harvey
Sent: Friday, May 12, 2017 11:40 AM
To: Vahe Stepanian <[REDACTED]>
Cc: Stewart Oldfield <[REDACTED]>
Subject: RE: MBLY Tender [C] [I]

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This is what is on Pershing's IFA system. It would appear the client is not a resident of Israel, and therefore would be subject to the max withholding date of 25%. It would also appear the shares will be delisted and if they choose not to participate by not filing any paperwork, then they will get nothing. So it would appear their best course of action would be to elect into the tender and if they are going to be subject to the max withholding rate then they might as well file as such going in.

Items For Attention - Voluntary Offer Details

[View Text](#)

Description

MOBILEYE NV

Symbol

MBLY

CUSIP

N51488117

Offer

ELECTION

Offer Description

EXEMPT FROM TAX

Subject To IRC 302 Withholding

NO

Other Offers Available

ELECTION2

ELECTION3

Offer Dates

Cut-Off Date

06/16/2017

Cut-Off Time

19.00.00

Withdrawal Date

06/16/2017

Withdrawal Time

12.00.00

Expiration Date

06/21/2017

Expiration Time

17.00.00

Protected Date

06/26/2017

Offer Details

Odd Lot

Over Subscribe

Minimum Bid

Maximum Bid

Increments

Multiplier Factor

Payment Terms

Pay Date

Accrued Div/Int

Proration Rate

Proration Round/Int

Converted Rate

Converted To

CASH

Rounding Factor

Cash in Lieu Rate

\$63.54

+ *****BE ADVISED THAT SHARES MAY BE DELISTED***** HOLDERS OF THE ABOVE SECURITY WHO DO NOT PARTICIPATE BY THE EXPIRATION DATE WILL BE DELISTED AND MAY RECEIVE PROCEEDS LESS THAN TENDER PRICE. + HOLDERS THAT WISH TO TENDER THEIR SHARES, IN ADDITION TO SUBMITTING INSTRUCTIONS VIA IFA/REOR, MUST COMPLETE AND RETURN A COPY OF THE ISRAELI TAX DECLARATION FORM VIA SERVICE CENTER TO CORPORATE ACTIONS, VOLUNTARY OFFER EXPIRING, INSTRUCTIONS BY PERSHING'S DEADLINE OF 6/16/17. HOLDERS MUST WRITE THE ACCOUNT NUMBER ON THE TOP OF THE FORM. INSTRUCTIONS RECEIVED WITHOUT A PROPERLY COMPLETED AND RETURNED TAX DECLARATION FORM WILL BE CONSIDERED NULL AND VOID. A MAILING HAS BEEN MADE TO HOLDERS. IF YOU WISH TO RECEIVE AN ADDITIONAL COPY OF THE FORM PLEASE SEND A SERVICE CENTER REQUEST TO CORPORATE ACTIONS, VOLUNTARY OFFER EXPIRING. + GENERAL OFFER TERMS: CYCLOPS HOLDINGS LLC ('PURCHASER'), IS OFFERING TO PURCHASE FOR CASH ANY AND ALL OUTSTANDING SHARES OF MOBILEYE N.V. AT A PURCHASE PRICE OF USD 63.54 PER SHARE, LESS ANY APPLICABLE WITHHOLDING TAXES AND WITHOUT INTEREST, TO THE HOLDERS THEREOF, PAYABLE IN CASH. + ISRAELI INCOME TAX: UNDER THE WITHHOLDING TAX PROVISIONS OF ISRAELI INCOME TAX LAW, THE GROSS PROCEEDS PAYABLE TO A TENDERING SHAREHOLDER IN THE OFFER GENERALLY WILL BE SUBJECT TO ISRAELI WITHHOLDING TAX AT A RATE OF 25 PERCENT OF THE SHAREHOLDER'S GAIN ON SUCH SALE. SHAREHOLDERS MAY CLAIM THE FOLLOWING ISRAELI INCOME TAX TREATMENT: (ELE) FULLY EXEMPT FROM ISRAELI WITHHOLDING TAX, (ELE2) TAX UP TO 25 PERCENT FOR SHAREHOLDERS PROVIDING VALID CERTIFICATES FROM THE ITA PROVIDING FOR A REDUCED WITHHOLDING RATE, OR (ELE3) TAX AT 25 FOR ALL REMAINING SHAREHOLDERS. + THE OFFER IS BEING MADE PURSUANT TO A PURCHASE AGREEMENT, DATED AS OF 3/12/17, BY AND AMONG INTEL, CYCLOPS HOLDINGS, INC., AND MOBILEYE. + DELISTING: 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. + SUBSEQUENT OFFER PERIOD: FOLLOWING THE ACCEPTANCE TIME IN ACCORDANCE WITH THE PURCHASE

AGREEMENT, PURCHASER WILL PROVIDE FOR A SUBSEQUENT OFFERING PERIOD OF AT LEAST 10 BUSINESS DAYS IN ACCORDANCE WITH RULE 14D 11 UNDER THE EXCHANGE ACT. IN THE EVENT THAT PRIOR TO THE EXPIRATION OF THE SUBSEQUENT OFFERING PERIOD, PURCHASER OR ONE OF ITS AFFILIATES HAS ELECTED TO EXERCISE ITS RIGHT TO PURCHASE SUCH NUMBER OF NEWLY ISSUED ORDINARY SHARES OF MOBILEYE SO AS TO INCREASE PURCHASERS OWNERSHIP BY 15 PERCENT OF THE TOTAL OWNERSHIP OF ORDINARY SHARES OF MOBILEYE AFTER GIVING EFFECT TO SUCH PURCHASE OR EFFECTUATE THE ASSET SALE, PURCHASER WILL EXTEND THE SUBSEQUENT OFFERING PERIOD FOR AT LEAST FIVE BUSINESS DAYS. + AS PROMPTLY AS PRACTICABLE FOLLOWING THE CLOSING OF THE SUBSEQUENT OFFERINGPERIOD, INTEL OR PURCHASER MAY EFFECTUATE OR CAUSE TO BE EFFECTUATED, AT INTEL'S OR PURCHASER'S ELECTION, A CORPORATE REORGANIZATION OF MOBILEYE ANDITS SUBSIDIARIES. THE POST OFFER REORGANIZATION WILL UTILIZE PROCESSES AVAILABLE TO PURCHASER UNDER DUTCH LAW TO ENSURE THAT (A) PURCHASER BECOMESTHE OWNER OF ALL OF MOBILEYE'S BUSINESS OPERATIONS FROM AND AFTER THE CONSUMMATION OF THE POST OFFER REORGANIZATION AND (B) ANY MOBILEYE SHAREHOLDERS WHO DO NOT TENDER THEIR SHARES PURSUANT TO THE OFFER ARE OFFERED OR RECEIVE THE SAME CONSIDERATION FOR THEIR SHARES AS THOSE HOLDERSWHO TENDERED THEIR SHARES PURSUANT TO THE OFFER, WITHOUT INTEREST AND LESS APPLICABLE WITHHOLDING TAXES ('COMPULSORY ACQUISITION'). IF THE ABOVE IS IMPLEMENTED, THEN SHARES HELD BY NON TENDERING MOBILEYE SHAREHOLDERS WILL BE ACQUIRED IN ACCORDANCE WITH SECTION 2 92A OR SECTION 2 201A OF THE DUTCH CIVIL CODE. IN THAT CIRCUMSTANCE, THE ENTERPRISE CHAMBER OF THE AMSTERDAM COURT OF APPEALS WILL DETERMINE THE PRICE TO BE PAID FOR THE NON TENDERED SHARES. FOR FULL DETAILS ON THE COMPULSORY ACQUISITION, PLEASE REVIEW THE OFFER TO PURCHASE. A MAILING HAS BEEN MADE TO HOLDERS. + CONDITIONS: THE OFFER IS CONDITIONED UPON, AMONG OTHER THINGS, THE MINIMUM CONDITION, THE ANTITRUST CLEARANCE CONDITION, THE RESTRAINTS CONDITION, THEGOVERNANCE RESOLUTIONS CONDITION, AND THE MATERIAL ADVERSE EFFECT CONDITION+ PAYMENT DATE: EXPECTED WITHIN 5 BUSINESS DAYS FOLLOWING THE EXPIRATION. + IF YOU ARE ELIGIBLE AND WISH TO TENDER AND MAKE A TAX DECLARATION ELECTION VIA IFA, ENTER INSTRUCTIONS BY SELECTION POSITIONS UNDER THE ELECTION OFFER, THEN THE APPROPRIATE OPTION ('OPTION 1' THROUGH 'OPTION 3'. TO MAKE AN ELECTION VIA REOR USE OFFER CODE 'ELE' THROUGH 'ELE3'. ADDITIONALLY, HOLDERS MUST COMPLETE AND RETURN A COPY OF THE ISRAELI TAX DECLARATION FORM VIA SERVICE CENTER TO CORPORATE ACTIONS, VOLUNTARY OFFER EXPIRING, INSTRUCTIONS BY PERSHING'S DEADLINE OF 6/16/17. INSTRUCTIONS RECEIVED WITHOUT A PROPERLY COMPLETED AND RETURNED TAX DECLARATION FORM WILL BE CONSIDERED NULL AND VOID. ++MB++

From: Vahe Stepanian
Sent: Friday, May 12, 2017 2:24 PM
To: Chris Harvey
Cc: Stewart Oldfield
Subject: FW: MBL Y Tender [C] [I]

Classification: For internal use only

Hi Chris – can you help with the below?

Long story short – I reached out to a client who is a holder of MBLY. The company has a voluntary tender out there and the client asked what happens if they don't tender their shares?

Will they potentially be hit by the withholding tax regardless?

Best,

Vahe

From: Zbynek Kozelsky
Sent: Friday, May 12, 2017 2:09 PM
To: Vahe Stepanian <[REDACTED]>; Donald Summer
[REDACTED]
Cc: Stewart Oldfield <[REDACTED]>
Subject: RE: MBLY Tender [C] [I]

Classification: For internal use only

Vahe,

Ask Chris Harvey please (...without the client).

He might be able to direct you.

Thanks

{cid:image003.png@01CFFD0A.6F882F50}

Zbynek "Ziggy" Kozelsky
Director | Branch Administrative Manager

Key Client Partners - Americas
Deutsche Bank Securities Inc.
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345 Park Avenue, 26th Floor
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From: Vahe Stepanian
Sent: Friday, May 12, 2017 2:07 PM
To: Zbynek Kozelsky; Donald Summer
Cc: Stewart Oldfield
Subject: FW: MBL Y Tender [C] [I]

Classification: For internal use only

Zigs/Donnie – who should we call to get the answer to this question?

From: Stewart Oldfield
Sent: Friday, May 12, 2017 10:10 AM
To: Vahe Stepanian <[REDACTED]>; Joshua Shoshan
[REDACTED]
Subject: FW: MBLY Tender [C] [I]

Classification: For internal use only

Did either of you go back to him?

From: Richard Kahn [mailto:[REDACTED]]
Sent: Thursday, May 11, 2017 1:38 PM
To: Vahe Stepanian
Cc: Stewart Oldfield; Joshua Shoshan
Subject: Re: MBLY Tender [C]

if we do nothing what will happen?

please advise

thank you

Richard Kahn
HBRK Associates Inc.
575 Lexington Avenue 4th Floor
New York, NY 10022
tel [REDACTED]
fax [REDACTED]
cell [REDACTED]

On May 10, 2017, at 4:58 PM, Vahe Stepanian <[REDACTED]> wrote:

Classification: Confidential

HI Rich – we're reaching out as Southern Financial holds 800 MBLV in account ending x804. As you likely saw - there is an MBLV currently tender offer that is set to expire on 6/16/17, for which a mailing should have been sent to you over the last few weeks. Regardless, we wanted to make sure the details were in front of you in case you had questions.

Long story short – the tender was set at \$63.54 per share for holders of Mobileye, N.V. (details are attached). The offer is subject to Israeli withholding tax of 25% unless holders provide an affidavit that they are exempt. Holders who are EXEMPT from Israeli tax must declare so by fully completing the attached Israeli Tax Declaration form to avoid the withholding.

If you believe that Southern Financial is exempt – please complete and send us the Tax Declaration Form. The deadline to instruct and submit paperwork will be on or around 6/16/17.

A few key points:

1. Part I, section 7 (Contact Details): This is normally the beneficially owner.

2. Part I, section 8. Select "through a Broker", and write in Pershing, LLC
3. Part II, Be sure this is fully completed in the proper category (individual, corporation, partnership, or trust.)
4. Part III: DO NOT COMPLETE—unless you are an Israeli Bank, Broker of Financial Institution.
5. Part IV: Beneficial owner must sign. Unclear whether Power or Attorney or Authorized Individual will be recognized
6. Part IV: Don't forget to enter number of shares!

I will be traveling over the next two weeks, so please make sure to CC this group in case you have any questions.

Thank you,

Vahe

Vahe Stepanian

Key Client Partners

Deutsche Bank Securities Inc.
Tel. [REDACTED]
Mobile [REDACTED]
Email [REDACTED]

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<Israeli_Tax_Declaration_Form.pdf><Offer To Purchase.pdf>