Intel Acquisition of Mobileye
March 13, 2017
## Creating a Global Leader in Autonomous Driving

| Tender to acquire all shares of Mobileye, the global leader in computer vision for Advanced Driver Assistance Systems (ADAS) |
| Automated driving up to $70B system, data, and services TAM by 2030 |
| Combines Mobileye’s best-in-class computer vision with Intel’s computing, data center, AI, and connectivity expertise |
| Combination will accelerate auto industry innovation by delivering world class E2E solutions at lower cost, faster time-to-market |
| Immediately accretive to non-GAAP earnings and FCF |
Alignment to Intel Strategy

**AD Technology Spans**
- Cloud & Data Center
- FPGAs and 5G
- Things and Devices
Mobileye Overview

Industry Pioneer

- The leading provider of computer vision systems for ADAS solutions
- Portfolio of surround vision, sensor fusion, mapping, and driving policy products resulting in wins with major automakers
- EyeQ® chips installed in ~16M vehicles as of 2016
- EyeQ4® and EyeQ5® chips for Level 3/4 autonomous driving programs go into production in 2018 and 2020 respectively
- Launching REM™ crowd-sourced HD mapping in 2018
- Strong financial results: 2016 revenue, $358M gross margin 76%, GAAP operating margin 34%
- HQ in Israel, founded in 1999, ~660 employees

OEM Relationships

1Not a comprehensive list
Mobileye: See the World

- Leader in computer vision systems for ADAS and autonomous driving
- Large, fast-growing installed base
- Innovator of REM™ crowd-sourced HD mapping
- Growing expertise in sensor fusion

Intel: Plot the Path

- Leader in compute and communication
- Leader in data centers and cloud
- Investment in HERE, jointly optimizing HD mapping architecture
- Machine learning, deep learning, AI capabilities

Combination

- The leading end-to-end AD technology provider from the vehicle to the cloud
- Accelerated pace of autonomous innovation and market adoption
- Industry leading artificial intelligence for complex decision-making
- State-of-the-art offerings to OEMs and Tier 1s
- Incremental recurring revenue stream opportunities

Complementary Assets
What Do Customers Demand?

- Comprehensive, scalable, and end-to-end autonomous solution
- Access to advanced and integrated product portfolios
- New recurring revenue business models for the ecosystem
- Leadership in technology development and standards
- Technology extensible beyond cars

Silicon

Memory and Comms

Software and Technology

Partnerships & Investments

Silicon Memory and Comms Software and Technology Partnerships & Investments
Market Dynamics

- Cars of the future evolving to be data centers on wheels
- L1/L2 and L3/L4 adoption expected to reach >40% and >30% respectively by 2030
- Compute intensity increasing from ~0.5 TFLOPS for L2 systems to ~50 TFLOPs for L4 systems
- AD system, data, and services TAM growing up to $70B by 2030

Growing Adoption

Sources: IHS, analyst reports
The Opportunity: >$100B End-to-End TAM

**In-Car TAM ~$70B**
- Strong Mobileye Market Position and Near-Term Growth...

**Data Center TAM ~$40B**
- ...Driving Adjacent Growth in the Data Center

- Combined Opportunity: World Class E2E Solutions at Lower Cost, Faster TTM

**Mobileye Revenue Consensus ($B)**
- Source: FactSet Consensus Estimates

**Vehicle systems & Services TAM ($B)**
- Source: Strategy Analytics, IDC, IHS, ABI, analyst reports, company filings, industry interviews

**AD-Related Data Center TAM ($B)**
- Source: IHS, Alcatel-Lucent, Nokia, analyst reports, company filings, industry interviews. Includes SW and services
## Sources of Value

| Base Business                     | • Strong base business with deep design-win pipeline  
|                                  | • 42% non-GAAP FCF conversion                 |
| MSS & Revenue                    | • Accelerated introduction of new end-to-end solutions  
|                                  | • Enhanced MSS and revenue opportunity through superior AD platforms |
| Data & Services                  | • Significant recurring revenue streams in mapping and data services |
| Cost-Related Synergies            | • Cost synergies rising to $175M per year by 2019  
|                                  | • Tax-related... IP sharing                  |
# Transaction Overview

<table>
<thead>
<tr>
<th>Offer Price</th>
<th>Tender offer to acquire all of Mobileye shares for $63.54 per share</th>
</tr>
</thead>
</table>
| Deal Value  | • Equity Value: $15.3B  
              • Enterprise Value: $14.7B, based on 12/31/16 cash balance |
| Financing   | • Offshore cash on the balance sheet  
              • Expect to maintain a strong investment grade rating post-close |
| Financial Impact | • Immediately accretive to non-GAAP EPS and free cash flow |
| Closing     | • Expected within 9 months  
              • Requires tender of at least 95% of Mobileye outstanding ordinary shares; percentage may be reduced if certain conditions are met  
              • Subject to certain regulatory approvals and other closing conditions |
<table>
<thead>
<tr>
<th>Tender to acquire all shares of Mobileye, the global leader in computer vision for Advanced Driver Assistance Systems (ADAS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Automated driving up to $70B system, data, and services TAM by 2030</td>
</tr>
<tr>
<td>Combines Mobileye’s best-in-class computer vision with Intel’s computing, data center, AI, and connectivity expertise</td>
</tr>
<tr>
<td>Combination will accelerate auto industry innovation by delivering world class E2E solutions at lower cost, faster time-to-market</td>
</tr>
<tr>
<td>Immediately accretive to non-GAAP earnings and FCF</td>
</tr>
</tbody>
</table>
ACQUISITION OF MOBILEYE

Q&A
Risk Factors and Additional Information

Additional Information and Where to Find It
The tender offer described herein has not yet commenced. This presentation is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any ordinary shares of Mobileye N.V. ("Mobileye") or any other securities. On the commencement date of the tender offer, a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, will be filed with the U.S. Securities and Exchange Commission (the "SEC") by Intel and one or more of its subsidiaries and a solicitation/recommendation statement on Schedule 14D-9 will be filed with the SEC by Mobileye. The offer to purchase all of the issued and outstanding ordinary shares of Mobileye will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the tender offer statement on Schedule TO. THE TENDER OFFER MATERIALS INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WILL CONTAIN IMPORTANT INFORMATION. INVESTORS AND SHAREHOLDERS OF MOBILEYE ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT SUCH HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR ORDINARY SHARES. Investors and security holders may obtain a free copy of these statements (when available) and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov, at the transaction website (http://intelandmobileye.transactionannouncement.com), or by directing such requests to the Information Agent for the tender offer that will be named in the tender offer statement on Schedule TO.

Forward-Looking Statements
This document contains forward-looking statements related to the proposed transaction between Intel and Mobileye, including statements regarding the benefits and the timing of the transaction as well as statements regarding the companies' products and markets. Words such as "anticipate," "believe," "estimate," "expect," "forecast," "intend," "may," "plan," "project," "predict," "should," "would" and "will" and variations of such words and similar expressions are intended to identify such forward-looking statements. Such statements are based on management's expectations as of the date they were first made and involve risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in our forward-looking statements. Such risks and uncertainties include, among others, the outcome of regulatory reviews of the proposed transaction; the ability of the parties to complete the transaction in the time expected or at all, the ability of Intel to successfully integrate Mobileye's business; the market for advanced driving assistance systems and autonomous driving may develop more slowly than expected or than it has in the past; evolving government regulation of the advanced driving assistance systems and autonomous driving markets; the risk that we are unable to commercially develop the technologies acquired or achieve the anticipated benefits and synergies of the transaction; the risk that we are unable to develop derivative works from the technologies acquired; our ability to attract new or maintain existing customer and supplier relationships at reasonable cost; the failure to protect and enforce our intellectual property rights; assertions or claims by third parties that we infringe their intellectual property rights; the risk of technological developments and innovations by others; the risk of potential losses related to any product liability claims and litigation; the risk that the parties are unable to retain and hire key personnel; unanticipated restructuring costs may be incurred or undisclosed liabilities assumed; and other risks detailed in Intel's and Mobileye's filings with the SEC, including those discussed in Intel's most recent Annual Report on Form 10-K and in any subsequent periodic reports on Form 10-Q and Form 8-K and Mobileye's most recent Annual Report on Form 20-F and in any subsequent reports on Form 20-F, each of which is on file or furnished with the SEC and available at the SEC's website at www.sec.gov. SEC filings for Intel are also available on Intel's investor Relations website at www.intc.com, and SEC filings for Mobileye are available in the Investor Relations section of Mobileye's website at ir.mobileye.com. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Unless otherwise required by applicable law, Intel and Mobileye undertake no obligation and do not intend to update these forward-looking statements, whether as a result of new information, future events or otherwise.