

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 1)**

**Mobileye N.V.**

*(Name of Subject Company (Issuer))*

**Cyclops Holdings, LLC**

*(Offeror)*

a wholly owned subsidiary of

**Intel Corporation**

*(Ultimate Parent of Offeror)*

*(Names of Filing Persons (identifying status as offeror, issuer, or other person))*

**Ordinary shares, nominal value €0.01 per share**  
*(Title of Class of Securities)*

**N51488117**

*(CUSIP Number of Class of Securities)*

**Steve Rodgers**

Executive Vice President and General Counsel

Intel Corporation

2200 Mission College Blvd.

Santa Clara, California 95054-1549

Telephone: (408) 765-8080

*(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)*

*with copies to:*

**Kenton J. King**  
**Sonia K. Nijjar**  
Skadden, Arps, Slate,  
Meagher & Flom LLP  
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**CALCULATION OF FILING FEE**

| Transaction Valuation* | Amount of Filing Fee** |
|------------------------|------------------------|
| \$15,397,689,308.00    | \$1,784,592.00         |

\* Calculated solely for purposes of determining the filing fee. The calculation of the transaction value is determined by adding the sum of (i) 222,411,106 ordinary shares, nominal value €0.01 per share, of Mobileye N.V. multiplied by the offer consideration of \$63.54 per share, (ii) the net offer consideration for 28,435,593 shares issuable pursuant to outstanding stock options with an exercise price less than \$63.54 per share (which is calculated by multiplying the number of shares underlying such outstanding stock options by an amount equal to \$63.54 minus the weighted average exercise price for such stock options of \$21.27 per share) and (iii) 1,002,756 shares subject to issuance pursuant to restricted share units multiplied by the offer consideration of \$63.54 per share. The foregoing share figures have been provided by the issuer to the offeror and are, as of March 31, 2017, the most recent practicable date.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for Fiscal Year 2017, issued August 31, 2016, by multiplying the transaction value by 0.0001159.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule, and the date of its filing.

Amount Previously Paid: \$1,784,592.00

Filing Party: Cyclops Holdings, LLC  
and Intel Corporation

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 1 (this “**Amendment No. 1**”) amends and supplements the Tender Offer Statement on Schedule TO initially filed with the United States Securities and Exchange Commission on April 5, 2017 (together with any amendments and supplements thereto, the “**Schedule TO**”) in relation to the tender offer by Cyclops Holdings, LLC, a Delaware limited liability company (“**Purchaser**”) and a wholly owned subsidiary of Intel Corporation, a Delaware corporation (“**Intel**”), for all outstanding ordinary shares, nominal value €0.01 per share (the “**Shares**”), of Mobileye N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands registered with the trade register in The Netherlands under file number 34158597 (“**Mobileye**”), at a price of \$63.54 per Share, less any applicable withholding taxes and without interest to the holders thereof, payable in cash, upon the terms and conditions set forth in the offer to purchase dated April 5, 2017 (the “**Offer to Purchase**”), a copy of which is attached as Exhibit (a)(1)(A) to the Schedule TO, and in the related letter of transmittal (the “**Letter of Transmittal**”), a copy of which is attached as Exhibit (a)(1)(B) to the Schedule TO.

Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase, and the Letter of Transmittal remains unchanged and this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO. This Amendment No. 1 should be read in conjunction with the Schedule TO, the Offer to Purchase, and the Letter of Transmittal.

**Item 3 Identity and Background of Filing Person.**

The information provided in Schedule I of the Offer to Purchase with respect to each of Diane M. Bryant, Venkata S. M. (“Murthy”) Renduchintala, and Stacy J. Smith is hereby superseded and amended in its entirety to read as follows:

| Name            | Citizenship   | Present Principal Occupation or Employment  |
|-----------------|---------------|---|
| Diane M. Bryant | United States | <p data-bbox="440 590 889 621"><b>Function:</b> Group President of the Data Center Group</p> <p data-bbox="440 632 1557 737"><b>Professional Background:</b> Diane M. Bryant has served as group president of the Data Center Group for Intel Corporation since April 2017. Bryant served as general manager of the Data Center Group for Intel Corporation from February 2012 to April 2017 and as executive vice president from April 2016 to April 2017. Bryant leads the worldwide organization that develops the data center platforms for the digital services economy, generating \$17 billion in revenue in 2016.</p> <p data-bbox="440 747 1557 800">In her current role, she manages the data center P&amp;L, strategy, and product development for cloud service providers, communications service providers, enterprise and government infrastructure, spanning server, storage, and network solutions.</p> <p data-bbox="440 810 1557 863">Previously, Bryant was corporate vice president and chief information officer of Intel. She was responsible for the corporate-wide information technology solutions and services that enabled Intel’s business strategies for growth and efficiency.</p> <p data-bbox="440 873 1557 1031">A tireless advocate for women and underrepresented minorities, Bryant has served as the executive sponsor of the Network of Intel African American Employees and on the technical board of the Anita Borg Institute. She was named among Fortune’s 50 Most Powerful Women in Business in 2015 and 2016. In 2016, World Affairs and its Global Philanthropy Forum honored Bryant with its Global Citizen Award. Business Insider ranked Bryant #32 in the list of “Silicon Valley 100” of 2016. She is an Intel spokesperson for STEM education, and established the Diane Bryant endowed scholarship fund for Diversity in Engineering at U.C. Davis. In 2017, U.C. Davis honored Bryant with “Outstanding Alumnus of the Year.”</p> <p data-bbox="440 1041 1187 1073">She was elected to the United Technologies Corp. board of directors in December 2016.</p> <p data-bbox="440 1083 1557 1134">Bryant received her bachelor’s degree in electrical engineering from U.C. Davis in 1985 and joined Intel the same year. She attended the Stanford Executive Program and holds four U.S. patents.</p> |

| <b>Name</b>                            | <b>Citizenship</b> | <b>Present Principal Occupation or Employment</b>  |
|--|--------------------|--|
| Venkata S. M. (“Murthy”) Renduchintala | United Kingdom     | <p><b>Function:</b> Group President, Client and Internet of Things Businesses and System Architecture Group, and Chief Engineering Officer</p> <p><b>Professional Background:</b> Dr. Renduchintala has served as group president, Client and Internet of Things Businesses and Systems Architecture Group, and chief engineering officer since April 2017. Dr. Renduchintala served as executive vice president and president, Client and Internet of Things Businesses and Systems Architecture Group from November 2015 to April 2017. From 2004 to 2015, Dr. Renduchintala held various senior positions at Qualcomm Incorporated, most recently as Co-President of Qualcomm CDMA Technologies from June 2012 to November 2015 and Executive Vice President of Qualcomm Technologies Inc. from October 2012 to November 2015. Before joining Qualcomm, Dr. Renduchintala served as Vice President and General Manager of the Cellular Systems Division of Skyworks Solutions Inc./Conexant Systems Inc. and he spent a decade with Philips Electronics, where he held various positions, including Vice President of Engineering for its consumer communications business.</p> |
| Stacy J. Smith                         | United States      | <p><b>Function:</b> Group President, Manufacturing, Operations and Sales of Intel</p> <p><b>Professional Background:</b> Stacy J. Smith has served as group president, Manufacturing, Operations and Sales since April 2017. Mr. Smith served as executive vice president, Manufacturing, Operations and Sales from October 2016 to April 2017. From November 2012 to October 2016, Mr. Smith served as Executive Vice President, Chief Financial Officer. Previously, Mr. Smith served as Senior Vice President, Chief Financial Officer from January 2010 to November 2012; Vice President, Chief Financial Officer from 2007 to 2010; and Vice President, Assistant Chief Financial Officer from 2006 to 2007. From 2004 to 2006, Mr. Smith served as Vice President, Finance and Enterprise Services and Chief Information Officer. Mr. Smith joined Intel in 1988. Mr. Smith also serves on the board of directors of Autodesk, Inc.</p>  |

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| (a)(5)(I)          | English Translation of the Japanese-language Extraordinary Report filed by Intel Corporation with the Director-General of the Kanto Local Finance Bureau of the Ministry of Finance of Japan pursuant to the Financial Instruments and Exchange Act of Japan, dated April 20, 2017. |
| (d)(8)             | Power of Attorney of Intel Corporation and Cyclops Holdings, LLC, dated April 20, 2017.   |

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**SIGNATURES**

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 20, 2017

**Cyclops Holdings, LLC**

By: /s/ Robert H. Swan

Robert H. Swan  
Manager

**Intel Corporation**

By: /s/ Robert H. Swan

Robert H. Swan  
Executive Vice President and  
Chief Financial Officer

| Exhibit<br>No. | Description   |
|----------------|---|
| (a)(1)(A)      | Offer to Purchase, dated April 5, 2017.*  |
| (a)(1)(B)      | Form of Letter of Transmittal (including the Declaration of Status for Israeli Income Tax Purposes and Substitute Form W-9).*   |
| (a)(1)(C)      | Form of Notice of Guaranteed Delivery.*   |
| (a)(1)(D)      | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees.*   |
| (a)(1)(E)      | Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees.*  |
| (a)(1)(F)      | Text of Summary Advertisement as published in <i>The Wall Street Journal</i> on April 5, 2017.*   |
| (a)(5)(A)      | Joint Press Release issued by Intel Corporation and Mobileye N.V., dated March 13, 2017 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).   |
| (a)(5)(B)      | Investor Presentation, dated March 13, 2017 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).   |
| (a)(5)(C)      | Intel Acquires Mobileye Frequently Asked Questions, dated March 13, 2017 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).   |
| (a)(5)(D)      | Letter to Intel Corporation Employees from Brian Krzanich, Chief Executive Officer of Intel Corporation, dated March 13, 2017 (incorporated by reference to Exhibit 99.2 to the Schedule TO-C filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).                      |
| (a)(5)(E)      | Intel Corporation and Mobileye N.V. Transaction Website Homepage, published March 13, 2017 (incorporated by reference to Exhibit 99.3 to the Schedule TO-C filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).   |
| (a)(5)(F)      | Transcript of Joint Investor Conference Call held by Intel Corporation and Mobileye N.V. on March 13, 2017 (incorporated by reference to Exhibit 99.4 to the Schedule TO-C filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).   |
| (a)(5)(G)      | Intel Corporation to Acquire Mobileye N.V. Revised Frequently Asked Questions (FAQ), dated March 17, 2017 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by Intel Corporation with the United States Securities and Exchange Commission on March 17, 2017).  |
| (a)(5)(H)      | Text of Press Release issued by Intel Corporation, dated April 5, 2017, announcing launch of Tender Offer.*   |
| (a)(5)(I)      | English Translation of the Japanese-language Extraordinary Report filed by Intel Corporation with the Director-General of the Kanto Local Finance Bureau of the Ministry of Finance of Japan pursuant to the Financial Instruments and Exchange Act of Japan, dated April 20, 2017.   |
| (d)(1)         | Purchase Agreement, dated as of March 12, 2017, by and among Intel Corporation, Cyclops Holdings, Inc., and Mobileye N.V. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).              |
| (d)(2)         | Confidentiality Agreement, effective as of February 1, 2017, by and between Intel Corporation and Mobileye N.V.*  |
| (d)(3)         | Transaction Letter, dated as of February 1, 2017, by and between Intel Corporation and Mobileye N.V.*   |
| (d)(4)         | Tender and Support Agreement, dated as of March 12, 2017, by and between Intel Corporation, Ziv Aviram, and Cyclops Holdings, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).    |
| (d)(5)         | Tender and Support Agreement, dated as of March 12, 2017, by and between Intel Corporation, Amnon Shashua, and Cyclops Holdings, Inc. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017). |
| (d)(6)         | Non-Competition Agreement, dated as of March 12, 2017, by and between Intel Corporation and Amnon Shashua (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by Intel Corporation with the United States Securities and Exchange Commission on March 13, 2017).                             |
| (d)(7)         | Employment Agreement Addendum, dated as of March 12, 2017, by and between Mobileye Vision Technologies Ltd. and Amnon Shashua.*   |
| (d)(8)         | Power of Attorney of Intel Corporation and Cyclops Holdings, LLC, dated April 20, 2017.   |

\* Previously filed with the United States Securities and Exchange Commission by Cyclops Holdings, LLC in its Tender Offer Statement on Schedule TO on April 5, 2017.

**Cover sheet:**

|                                   |   |
|-----------------------------------|---|
| Document title:                   | Extraordinary Report  |
| Filing to:                        | Director-General of the Kanto Local Finance Bureau  |
| Filing date:                      | April 20, 2017  |
| Company name:                     | Intel Corporation   |
| Title and name of representative: | Suzan A. Miller<br><i>Vice President, Deputy General Counsel and Corporate Secretary</i>                |
| Registered address:               | 2200 Mission College Boulevard, Santa Clara, California 95054-1549 U.S.A.                               |
| Name of attorney-in-fact:         | Masahiko Ishida<br><i>Attorney-at-law</i>   |
| Address of attorney-in-fact:      | DLA Piper Tokyo Partnership<br>Meiji Seimei Kan 7F, 2-1-1 Marunouchi, Chiyoda-ku, Tokyo 100-0005, Japan |

**1 Reason for Submission**

As of March 12, 2017, Intel Corporation (“Intel”), Cyclops Holdings, Inc., a wholly owned subsidiary of Intel that was converted into Cyclops Holdings, LLC, a Delaware limited liability company, on April 4, 2017 (“Buyer”), and Mobileye N.V. (“Mobileye”) entered into a Purchase Agreement (the “Agreement”). Pursuant to the Agreement, on April 5, 2017, Buyer commenced a tender offer for all of the issued and outstanding ordinary shares of Mobileye. As a result of the foregoing, Intel submits this Extraordinary Report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act and Article 19, Paragraph 2, No. 16-2 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc.

**2 Report Details**

Note: The Dollar amount in this Report was converted at the rate of JPY 114.71 to USD 1.0 (the telegraphic transfer middle rate provided by The Bank of Tokyo-Mitsubishi UFJ, Ltd. as of March 15, 2017).

**(1) Descriptions of the Subsidiary Acquisition**

Intel and Buyer, a consolidated subsidiary of Intel as described further below, have determined to acquire a subsidiary.

|                        |   |
|------------------------|---|
| Buyer Name             | Cyclops Holdings, LLC   |
| Address                | 2200 Mission College Blvd., Santa Clara, California, 95054-1549 |
| Name of Representative | Robert H. Swan, Manager   |

**(2) Outline of the Target Company for the Acquisition**

① Target Company Name, Address of Principal Office, Name and Title of Representative, Capital Amount, Net Asset, Total Asset, Outline of Business

|   |  |
|---|--|
| Target Company Name                       | Mobileye N.V.  |
| Address of Principal Office               | Har Hotzvim, 13 Hartom Street, P.O. Box 45157, Jerusalem 9777513, ISRAEL |
| Name and Title of Representative          | Ziv Aviram, Co-founder, President and CEO                                |
| Paid-In Capital Amount (USD in thousands) | 653,287 (As of December 31, 2016)  |
| Net Assets (USD in thousands)             | 698,412 (As of December 31, 2016)  |

|                                 |   |
|---------------------------------|---|
| Total Assets (USD in thousands) | 780,380 (As of December 31, 2016)   |
| Outline of Business             | Developer of computer vision and machine learning-based sensing, mapping and driving policy technology for advanced driver assistance systems and autonomous driving technologies |

(Note: The figures above are based on publicly available information included in the Mobileye's most recent 20-F for the fiscal year ended on December 31, 2016.)

② Net Revenues, Operating Income, Net Income in the Last Three Fiscal Years

| (Consolidated)   | 2016    | 2015    | (USD in thousands)<br>2014 |
|------------------|---------|---------|----------------------------|
| Net Revenues     | 358,162 | 240,872 | 143,637                    |
| Operating Profit | 120,939 | 77,739  | (14,682)                   |
| Net Income       | 108,370 | 68,450  | (30,084)                   |

(Note: The figures above are based on publicly available information included in the Mobileye's most recent 20-F for the fiscal year ended on December 31, 2016. Ordinary Profit is not available.)

③ Capital Relationship, Personnel Relationship and Business Relationship of Mobileye with Intel and Buyer

|                        |  |
|------------------------|--|
| Capital Relationship   | There is no capital relationship to note.  |
| Personnel Relationship | There is no personal relationship to note.   |
| Business Relationship  | In July 2016, Intel, Mobileye, and BMW Group announced a collaboration to develop an open platform and common reference architecture for autonomous driving. |

**(3) The Purpose of the Acquisition**

The acquisition will couple the best-in-class technologies from both companies, including Intel's high-performance computing and connectivity expertise and Mobileye's leading computer vision expertise to create automated driving solutions from the cloud through the network to the car.

The combination is expected to accelerate innovation for the automotive industry and position Intel as a leading technology provider in the fast-growing market for highly and fully autonomous vehicles. Intel estimates the vehicle systems, data and services market opportunity to be up to \$70 billion by 2030. The transaction extends Intel's strategy to invest in data-intensive market opportunities that build on Mobileye's strengths in computing and connectivity from the cloud, through the network, to the device.

**(4) The Amount of Consideration for the Acquisition**

Approximately USD 15.3 billion (JPY 1,755,063,000,000) (Subject to change).

***Additional Information and Where to Find It***

This document 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. A tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, has been filed with the U.S. Securities and Exchange Commission (the "SEC") by Intel and Cyclops Holdings, LLC, and a solicitation/recommendation statement on Schedule 14D-9 has been filed with the SEC by Mobileye. The offer to purchase all of the issued and outstanding ordinary shares of Mobileye is only being 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 CONTAIN IMPORTANT INFORMATION. INVESTORS AND SHAREHOLDERS OF MOBILEYE ARE URGED TO READ THESE DOCUMENTS CAREFULLY BECAUSE THEY 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](http://www.sec.gov), at the transaction website (<http://intelandmobileye.transactionannouncement.com>), or by directing such requests to D.F. King & Co., the Information Agent for the tender offer, at (800) 966-9021 (for shareholders), (212) 269-5550 (for banks and brokers), or by email to [mobileye@dfking.com](mailto:mobileye@dfking.com).

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### ***Forward-Looking Statements***

This document and the materials attached hereto contain 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 6-K, each of which is on file or furnished with the SEC and available at the SEC's website at [www.sec.gov](http://www.sec.gov). SEC filings for Intel are also available on Intel's Investor Relations website at [www.intc.com](http://www.intc.com), and SEC filings for Mobileye are available in the Investor Relations section of Mobileye's website at [ir.mobileye.com](http://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.

**POWER OF ATTORNEY**

The undersigned, Intel Corporation, a Delaware corporation ("**Intel**"), and Cyclops Holdings, LLC, a Delaware limited liability company and wholly owned subsidiary of Intel ("**Cyclops**"), each duly represented by Robert H. Swan, Executive Vice President and Chief Financial Officer of Intel and Manager of Cyclops, in such capacity authorized to represent Intel and Cyclops, respectively, each hereby authorizes and appoints:

**Steven R. Rodgers  
and  
Suzan A. Miller**

each individually and each with power of substitution, in relation to the tender offer (the "**Offer**") by Cyclops for all outstanding ordinary shares, nominal value €0.01 per share, of Mobileye N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands registered with the trade register in The Netherlands under file number 34158597 ("**Mobileye**"), as its true and lawful attorney-in-fact and agent, for and in its name, place, and stead, to:

- (a) execute, deliver and file with the United States Securities and Exchange Commission (the "**SEC**") on behalf of Intel and/or Cyclops all documents to be executed, delivered or filed with the SEC by Intel and/or Cyclops in connection with the Offer, including, without limitation, any Schedule TO and any amendment or exhibit thereto relating to the Offer;
- (b) do and perform any and all acts for and on behalf of Intel and/or Cyclops which may be necessary or desirable to complete and execute any such Schedule TO or amendment or exhibit thereto or any other document and timely file the same with the SEC and any stock exchange or similar authority; and
- (c) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, is for the benefit of, in the best interest of, or legally required by, Intel and/or Cyclops, all such documents described in this sentence to be in such form as required, to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as Intel and/or Cyclops might or could do if personally present by one of its authorized signatories.

This Power of Attorney shall remain in full force and effect until either revoked in writing by Intel and/or Cyclops or until such time as the person to whom power of attorney has been hereby granted ceases to be an employee of Intel.

**IN WITNESS WHEREOF**, each of the undersigned has caused this Power of Attorney to be executed as of this twentieth day of April, 2017.

**INTEL CORPORATION**

By: /s/ Robert H. Swan  
Robert H. Swan  
Executive Vice President and Chief Financial  
Officer

**CYCLOPS HOLDINGS, LLC**

By: /s/ Robert H. Swan  
Robert H. Swan  
Manager