

**ANSYS, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of ANSYS, Inc. (the “Company”) has approved and adopted these guidelines to (i) promote the effective functioning of the Board and its committees and (ii) provide the framework for corporate governance of the Company.

**THE ROLE OF THE BOARD:**

It is the duty of the Board to oversee the President and Chief Executive Officer (the “CEO”) and other senior management in the effective and ethical operation of the Company on a day-to-day basis and to assure that the long-term interests of the stockholders are being served. To satisfy this duty, the directors will take a proactive, focused approach to their position, and set standards to ensure that the Company is committed to business success through maintenance of the highest standards of responsibility and ethics.

Directors bring to the Company a wide range of experience, knowledge and judgment. The governance structure of the Company is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

**BOARD STRUCTURE:**

*Size.* The Company’s By-Laws provide that the number of directors shall be fixed by resolution of the Board. Periodically, the Board reviews the appropriateness of its size for effective operation.

*Mix of Directors.* The Board is comprised of a majority of independent directors who meet the criteria for independence established by the listing rules of The Nasdaq Stock Market, Inc. (the “Nasdaq Rules”). Each director has an affirmative obligation to inform the Board of any material changes in his or her circumstances or relationships that may affect his or her designation by the Board as an “independent director.”

*Membership Criteria.* The Nominating and Corporate Governance Committee values diversity among the Board’s membership as an important means to ensure its quality and oversight capabilities. The Committee is responsible for reviewing and evaluating the qualifications required of Board members and strives for a Board comprised of directors with traditional and non-traditional experience and backgrounds, reflected by diversity in skills, abilities, industry knowledge, experience, gender, race and ethnicity. Accordingly, the Committee actively seeks candidates for the Board that embody these elements of diversity, as well as such other factors considered useful by the Board depending on its needs at that time.

*Director Qualifications.* The Nominating and Corporate Governance Committee is responsible for soliciting and receiving recommendations and reviewing the qualifications of potential director candidates in accordance with its charter. The consideration of a candidate as a director will be based on the Nominating and Corporate Governance Committee’s assessment of the individual’s background, skills and abilities, and whether such characteristics qualify the individual to fulfill the needs of the Board at that time. The Board should monitor the mix of skills

and experience of its directors in order to assure that the Board has the necessary tools to perform its oversight function effectively. The Nominating and Corporate Governance Committee is also responsible for considering stockholder proposals with respect to director nominations.

***Additional Directorships.*** Serving on the Company's Board requires significant time and attention. Directors must spend the time needed and meet as often as necessary to properly discharge their responsibilities. Each Board member is expected to be committed to serve on the Board and, accordingly, is expected to ensure that his or her existing or future commitments do not interfere with such service. In this respect, the Company limits the number of additional directorships that a director may hold. Directors are not permitted to serve on the boards of more than four (4) other public companies in addition to the Company's Board; provided that any director who is employed as a chief executive officer of a public company is not permitted to serve on the boards of more than two (2) other public companies in addition to the Company's Board. Furthermore, a director should advise the Chairperson of the Board in advance of accepting an invitation to serve on another public or private company board, in order to confirm that no actual or potential conflict exists.

***Change in Status.*** Any director who retires from his or her present employment or who materially changes his or her current full-time employment status is expected to tender written resignation to the Board. The Nominating and Corporate Governance Committee would then evaluate whether the individual continues to meet the Board's membership criteria, and make a recommendation as to whether the Board should accept the resignation.

***Director Elections.*** The Board is comprised of three classes of directors, which are required by our Certificate of Incorporation to be as near to equal in size as possible. Upon any increase or decrease in the overall size of the Board, the Board can adjust the size of each class of directors in accordance with the Company's By-Laws. Directors serve for three-year terms with one class of director being elected by the stockholders at each annual meeting. Between annual stockholder meetings, the Board may elect directors and designate the class to which they will belong. Stockholders may propose nominees for election as directors at any annual meeting by timely submitting the names and supporting information to the Company's Secretary in accordance with the Company's By-Laws.

***Implementation of Majority Voting for Directors in Non-Contested Elections.*** The Company's By-Laws provide that the vote required for the election of a director by the stockholders shall, except in a contested election, be by a majority of the votes cast (i.e., the votes cast for such director nominee's election exceed the votes cast against such nominee's election). In any non-contested election of directors, any incumbent director nominee who receives a greater number of votes cast against his or her election than in favor of his or her election shall, promptly following the certification of the stockholder vote, tender his or her resignation to the Board. The Board shall then decide, through a process managed by the Nominating and Corporate Governance Committee and excluding the incumbent director nominee in question, whether to accept the resignation, or take other action. In reaching its decision, the Board may consider any factors deemed relevant, including the incumbent director nominee's qualifications, the incumbent director nominee's past and expected future contributions to the Company, the overall composition of the Board, and whether accepting the tendered resignation would cause the Company to fail to meet any applicable rule or regulation

(including the Nasdaq Rules and federal securities laws). The Board will publicly disclose its decision and rationale, within ninety (90) days following certification of the stockholder vote. If an incumbent director nominee's resignation is not accepted by the Board, he or she will continue to hold office until the next annual meeting and until his or her successor shall be duly elected and qualified. In such circumstances, the director will remain in his or her existing class and the election held at the next such annual meeting shall be whether to elect him or her to serve the remainder of his or her three-year term.

***Director Orientation and Continuing Education.*** The Company's management is expected to provide new directors with materials, briefings and additional educational opportunities to permit them to become familiar with the Company and to enable them to better perform their duties. Board members are also encouraged to visit Company facilities and meet with Company employees throughout their tenure on the Board. In addition, Board members are expected to participate in continuing education programs, which may include a mix of in-house and third-party presentations and programs, as well as accredited director education programs.

***Leadership.*** The roles of CEO and Chairperson are separate and held by different Board members. The directors elect the Chairperson. The Chairperson shall develop a solid knowledge of the Company, its business, its operating environment, and the elements of effective corporate governance. The Chairperson shall be principally responsible for communicating with the Board members and shall preside at meetings of the Board. In addition, the Chairperson of the Board shall have such powers and perform such other duties as from time to time may be assigned to him or her by the Board, including, but not limited to: (i) providing leadership to the Board; (ii) approving the schedule and agenda for Board meeting(s); (iii) authority to direct the CEO or corporate secretary to call a special meeting of the Board or of the independent members of the Board; (iv) providing advice and guidance to the CEO, as requested by the CEO; (v) providing strategy insight and guidance to the Company; and (vi) authority to consult directly with major stockholders, including assisting with investor relations activities of the Company, when requested and appropriate to do so.

***Term Limits.*** The Board believes that term limits are not the best way to maximize the effectiveness of the Board. While term limits may introduce new viewpoints to the Board, they may also have the disadvantage of causing the loss of the benefit gained from the contributions of directors who have, over time, developed increasing insight into the Company and its operations. As an alternative to term limits, the Nominating and Corporate Governance Committee periodically reviews the appropriateness of each Board member's continued service. In addition, a Board member will not be re-nominated by the Board for re-election to the Board after attainment of age 75 unless the Board otherwise determines it would be in the interests of the Company and its stockholders to re-nominate such director for re-election to the Board.

***Director Compensation and Stock Ownership Guidelines.*** The form and amount of director compensation is determined by a majority of directors. It is appropriate for management of the Company to report from time to time to the Board on the status of Board compensation in relation to other comparable U.S. companies. Currently a substantial portion of the directors' annual compensation is equity-based.

Each director is required to achieve and maintain ownership in the Company's common stock valued at not less than five (5) times the director's annual cash retainer, within five (5) years of joining the Board. For purposes of this calculation, the minimum must be comprised of shares of stock and/or deferred stock units. Compliance with the Director Stock Ownership Guidelines will be assessed in December of each year by the Compensation Committee.

***Management Stock Ownership Guidelines.*** Currently, a component of management's annual compensation is equity-based. The Company's CEO is required to own equity in the Company equal to a minimum of five (5) times base salary, and to attain his or her minimum stock ownership level within five (5) years. The other members of the Company's executive leadership team are required to own equity in the Company equal to a minimum of three (3) times base salary, and to attain this minimum stock ownership level within five (5) years. All other members of the Company's senior leadership team are required to own equity in the Company equal to a minimum of two (2) times base salary, and to attain this minimum stock ownership level within five (5) years. For purposes of this calculation, at least one half of the minimum must be comprised of shares of stock and/or vested deferred stock units, and the balance may be comprised of up to one half of the in-the-money value of an executive's vested stock options. Compliance with the Management Stock Ownership Guidelines will be assessed in December of each year by the Nominating and Corporate Governance Committee and to the extent any management member is not in compliance with the applicable guidelines, he or she will be prohibited from selling shares of stock of the Company during the following calendar year.

***Recoupment of Compensation.*** If the Board determines in its sole discretion that the Company's financial results are restated, whether in part or in their entirety, due to misconduct by one or more of the Company's Key Employees (as defined below), the directors shall have the discretion to use their commercially reasonable best efforts to remedy the misconduct and prevent its recurrence.

The directors may determine, to the fullest extent permitted by law, to (i) recoup any bonus or other incentive based compensation that has been paid, (ii) cancel any equity-based awards made, and/or (iii) recoup any gains made under equity-based awards made, to any Key Employees engaged in such misconduct.

The directors may determine, to the fullest extent permitted by law, to take any of the actions described in clauses (i) – (iii) above with respect to any Key Employee, whether or not such executive officer is responsible, in whole or in part, for the misconduct which gave rise to such restatement, in the three (3) years preceding the restatement if (a) the bonus or incentive compensation to be recouped was calculated based upon the financial results that were misstated and (b) the bonus or incentive compensation calculated under the restated financials results is less than the amount actually paid or awarded. The amount of any such recoupment will be equal to the difference between the amount actually paid or awarded and the amount that the executive officer would have been paid or awarded under the restated financial statements.

In the event that a Key Employee or former Key Employee is determined by the directors to have violated a non-competition agreement with the Company, the directors may determine, to the fullest extent permitted by law, to take any of the actions described in clauses (i) – (iii)

above with respect to any bonus or incentive compensation paid or awarded to such Key Employee or former Key Employee in the three (3) years preceding such conduct.

Compensation and similar agreements between the Key Employees and the Company may expressly reference this policy or its terms, but the directors' discretion as provided in this policy shall extend to all compensation arrangements with Key Employees whether expressly included in compensation or other agreements or otherwise.

The directors may take into account penalties or punishments imposed by third parties, such as law enforcement agencies, regulators or other authorities in determining the appropriate response to the actions described above.

For purposes of this guideline, "Key Employees" means the Company's executive officers as determined by the Company for purposes of Section 16 of the Securities Exchange Act of 1934 (and such other officers as the Board may designate from time to time).

## **BOARD DUTIES AND RESPONSIBILITIES:**

***Self-Evaluation.*** The Board (including its committees) conduct annual self-evaluations to determine whether they are functioning effectively. The Nominating and Corporate Governance Committee is responsible for coordinating and overseeing the annual Board evaluation process in accordance with the charter and principles of that committee.

***Management Performance Assessment.*** The Compensation Committee conducts and reviews with the Board an annual evaluation of the performance of all Key Employees. This review is used by the Compensation Committee in the course of its deliberations when considering the compensation of the CEO and Key Employees. The CEO performance evaluation is also reviewed by the Board to ensure that the CEO is providing effective leadership for the Company.

***Management Succession Planning.*** The Board has the primary responsibility for plans for succession to the position of CEO and oversight of development of the executive team generally. In this context, the Nominating and Corporate Governance Committee will assist the Board on an ongoing basis in assuring that the Company maintains, regularly reviews and periodically (as the Board determines to be appropriate) updates a succession plan for its CEO and other senior executives, including an emergency succession plan for the CEO.

***Director Responsibilities.*** The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In fulfilling that responsibility, the directors rely on the honesty and integrity of the Company's senior management and expert legal, accounting, financial and other advisors. Each director is expected to attend the annual meeting of stockholders.

***Ethics and Conflicts of Interest.*** The Board expects its directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the Company's

Code of Conduct and Business Ethics (the “Code”). The Board is responsible for administering the Code and has such duties and responsibilities with respect to the Code as set forth therein..

All conflicts of interest arising from material transactions and related party transactions shall be subject to oversight by the Audit Committee. Conflicts of interests caused by positions held or proposed to be held by directors of the Company shall be subject to oversight by the Nominating and Corporate Governance Committee.

***Board Interactions with Outside Interested Parties.*** The Board believes that management speaks for the Company. However, individual Board members may, from time to time, meet or otherwise communicate with third parties or various constituencies that are involved with the Company. It is expected that Board members do so with the knowledge of management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

## **BOARD MEETINGS AND PROCEDURES:**

***Number and Scheduling.*** At the beginning of each year and periodically throughout the year, the Board sets a schedule for meetings of the full Board and the independent directors. Each director is free to suggest the inclusion of agenda items and to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board meets at least four (4) times per year.

***Executive Sessions.*** The Board’s policy is to periodically hold executive sessions of the directors. Also, time is reserved at each regularly scheduled Board meeting for the independent directors to meet separately. The Chairperson leads executive sessions of the Board or the Board may appoint a presiding independent director to conduct these meetings. The independent directors may also meet at such other times as determined by the Chairperson or the presiding independent director, as applicable.

***Agenda / Materials.*** An agenda for each Board meeting, along with information and data that is important to the Board’s understanding of the business to be conducted at the Board meeting, is distributed to the directors in advance of the meeting, so that Board meeting time may be focused on consideration and discussion of the materials. Certain matters may be discussed at the meeting without advance distribution of written materials, as appropriate.

***Preparation and Attendance.*** Board members are expected to prepare for, attend and participate in all Board meetings, and to spend the time needed to meet as often as necessary to properly discharge their obligations. Although attendance in person is preferred, the Company does permit attendance by teleconference, if necessary. The Board welcomes the attendance of senior officers at each Board meeting. The Board also encourages management to schedule managers to present at Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, or (b) have future potential that management believes should be given exposure to the Board.

***Board Resources & Access to Management, Independent Advisors & Stockholders.*** The Board has complete access to all Company officers and employees. Any meetings or contacts that a director desires to initiate may be arranged directly by the director or through the CEO or other Company officer. The Board and each committee may, at any time, obtain advice, reports

or opinions from internal and external counsel and expert advisors, and have the authority to hire independent legal, financial and other advisors as they may deem necessary, at the Company's expense, without consulting with, or obtaining approval from, any officer of the Company in advance.

***Confidentiality.*** The proceedings and deliberations of the Board and its committees are confidential. Each director is required to maintain the confidentiality of information received in connection with his or her service as a director.

## **BOARD COMMITTEES:**

***Committees and Charters.*** The Board has a Nominating and Corporate Governance Committee, an Audit Committee, a Compensation Committee, and a Strategic Partnerships and Transactions Committee. All of the members of the Nominating and Corporate Governance Committee, the Audit Committee, the Compensation Committee and the Strategic Partnerships and Transactions Committee meet the criteria for independence established by the Nasdaq Rules and, in the case of the Audit Committee, the requirements of the Securities Exchange Act of 1934, as amended. The members of these committees also meet the other membership criteria specified in the respective charters for these committees, reflecting applicable standards for member independence. Committee members and committee chairpersons are appointed by the Board. The Board periodically considers the composition of its committees, but the Board does not believe that a formal policy of rotation is appropriate. Each committee has its own charter, which sets forth the principles, policies, objectives and responsibilities of the committees in addition to the qualifications for committee membership. The Board may, from time to time, form new committees as it deems necessary or appropriate. Such committees need not have a formal charter, but may operate with the authority and powers specifically delegated to them by the Board for as long as the Board determines such committee to be necessary or appropriate. Such additional committees need not have a chairperson, unless so required by the Board in creating such additional committee.

***Committee Meetings and Attendance.*** The chairperson of each committee, to the extent there is a chairperson of such committee, in consultation with the appropriate committee members (or such committee members directly in the absence of a chairperson) and members of management, and in accordance with the committee's charter or delegation of authority in the absence of a charter, determines the frequency and length of committee meetings and develops the committee's agendas. The schedule for each committee is furnished to the full Board.

***Board Oversight / Committee Reports.*** The Board is responsible for overseeing the activities of each committee and ensuring that the committees are fulfilling their duties and responsibilities. The chairperson of each committee, or a member of the committee designated by the members of the committee in the absence of a chairperson for such committee, regularly reports to the Board on the activities of his or her committee, including any recommended changes to the committee's charter or delegation of authority. Each committee also presents to the Board for consideration those matters which it determines to be of special interest. The Board takes such action as it deems necessary in response to the committee reports and recommendations.

## **OTHER PRINCIPLES:**

***Reporting Concerns.*** The Board believes that direct access to and communication of important information affecting the Company is an essential element of strong corporate governance. The Company has implemented EthicsPoint, which is a program designed to receive and retain information about alleged violations of the Company's Code, other policies and procedures of the Company, or any law, rule or regulation. Pursuant to the Board's direction, all reports submitted through the EthicsPoint system are automatically communicated directly to the chairperson of the Audit Committee. Communications may also be sent directly to the chairperson of the Nominating and Corporate Governance Committee, and to any director, through the Secretary of the Company.

***Corporate Governance Guidelines Revisions.*** The Board periodically reviews the ANSYS, Inc. Corporate Governance Guidelines, and makes such revisions as it deems necessary and appropriate.

(Adopted by the Board of Directors at meetings held on April 30, 2020)