

ANSYS, INC.
STRATEGIC PARTNERSHIPS AND TRANSACTIONS
COMMITTEE CHARTER

I. General Statement of Purpose

The Strategic Partnerships and Transactions Committee (the “Committee”) of the Board of Directors (the “Board”) of ANSYS, Inc. (the “Company”) is appointed by the Board to (1) oversee the execution of strategic plans of the company in the context of strategic partnerships and transactions, (2) review, assess, recommend and approve mergers, acquisitions, dispositions, investments, joint ventures, collaborations, partnerships, licensing arrangements or similar transactions or arrangements (each, a “Transaction”) proposed by the Company’s management in accordance with the strategic transaction approval matrix approved by the Board and the Committee as it may be modified from time to time (the “Transaction Matrix”) and (3) carry out the other responsibilities set forth in this Charter.

II. Composition

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom must be an “independent director” as such term is defined under the listing rules of The Nasdaq Stock Market, Inc..

The members of the Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. The Board may fill vacancies occurring for whatever reason. The Board shall designate one member of the Committee to serve as Chairperson of the Committee.

III. Meetings

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgement, in order to fulfill its responsibilities, provided that the Committee shall meet at least two times per year. The Committee may meet in person or telephonically or by other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

IV. Responsibilities and Authority

- Provide oversight and guidance to management with respect to execution of the Company's strategic plans in the context of strategic partnerships and transactions.
- Review and discuss Transactions and Transaction strategies with the Company's management and make recommendations to the Board regarding Transaction strategies and related matters as provided in the Transaction Matrix.
- Authorize and approve Transactions and related steps, terms and conditions of Transactions as provided by and in accordance with the Transaction Matrix.
- Periodically review the performance of completed Transactions (including integration of such acquired businesses) with the Company's management as provided in the Transaction Matrix.

V. General

- The Committee may establish and delegate authority to subcommittees, other Board members and officers of the Company when the Committee deems it appropriate and permitted to do so under applicable rules and regulations in order to carry out its responsibilities.
- The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.
- In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities.
- The Committee shall review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.
- The Committee shall perform an annual performance evaluation of the Committee and report to the Board on the results of such evaluation.
- The Committee may perform such other functions as may be requested or delegated by the Board to the Committee from time to time.

(Adopted by the Board of Directors at a meeting held on held on February 14, 2020)