

ANSYS, INC.
COMPENSATION COMMITTEE CHARTER

I. General Statement of Purpose

The Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of ANSYS, Inc. (the “Company”) is appointed by the Board to (1) discharge the Board’s responsibilities relating to compensation of the Company’s executives, (2) oversee the Company’s overall compensation practices, (3) produce an annual report on executive compensation for inclusion in the Company’s proxy statement, (4) develop and implement compensation policies and plans that are appropriate for the Company, provide incentives designed to achieve the Company’s long-term strategic plan, are consistent with the culture of the Company and further the overall goal of building stockholder value, and (5) carry out the other responsibilities mentioned in this Charter.

II. Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom must be an “independent director” as such term is defined under the listing rules of The Nasdaq Stock Market, Inc. and be a “non-employee” director for purposes of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934 (the “Exchange Act”), as amended. In addition, in affirmatively determining the independence of any director who will serve on the Compensation Committee, the Board must determine whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

The members of the Compensation Committee shall be appointed periodically 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 this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as Chairperson of the Compensation Committee.

III. Meetings

The Compensation Committee shall meet as often as may be deemed necessary or appropriate, in its judgement, in order to fulfill its responsibilities. The Compensation 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 Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent.

The Compensation 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

The Compensation Committee's responsibilities shall be to:

A. Compensation of the CEO

- Review and approve the corporate goals and objectives that may be relevant to the compensation of the Chief Executive Officer ("CEO").
- Determine, review and approve the compensation, including base salary, cash incentive opportunity and equity compensation, of the CEO after evaluating the CEO's performance in light of the goals and objectives that were set for the CEO. In connection with determining the long-term incentive component of the CEO's compensation, the Compensation Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years. The CEO shall not be present during the Compensation Committee's deliberations or voting with respect to his or her compensation.

B. Compensation of Officers Other than the CEO

- Determine, review and approve the compensation, including base salary, cash incentive opportunity and equity compensation, of all Officers other than the CEO, after consideration of such Officers' performance as provided in the Corporate Governance Guidelines; in this Charter, the term "Officer" has the meaning defined in Section 16 of the Exchange Act and Rule 16a-l(f) promulgated thereunder.

C. Awards Under Incentive-Based Compensation and Equity-Based Plans

- Act as administrator of the Company's equity-based incentive plans.
- Determine awards to employees under the Company's incentive-based compensation plans and equity-based plans as provided in the Equity Grant Policy, in each case consistent with the terms of such plans.
- In carrying out its authority under the preceding paragraph, in the Compensation Committee's sole discretion, grant to an Officer of the Company the authority to determine (1) the recipients of incentive based compensation and (2) the size of stock awards under the Company's equity-based plans, provided that for (1) and (2) above the Compensation Committee must provide a limit on (a) the amount of the incentive base compensation and (b) the aggregate number of stock awards to be determined by any such Officer and may not permit such Officer to make incentive based compensation or stock awards to himself or herself under such grant of authority or to any other Officer of the Company as defined herein.

D. Compensation and Benefits for Non-Employee Directors

- Review and recommend to the Board for approval the compensation and benefits for the Company’s non-employee Directors, including Board and committee member fees, equity compensation and benefits.

E. Changes to Benefit, Incentive-Based Compensation and Equity-Based Plans

- Review and approve or make such recommendations to the Board as the Compensation Committee deems advisable with regard to all benefit, incentive-based compensation and equity-based plans.

F. Oversight of Overall Compensation Practices and Related Risks

- Oversee the risks related to the Company’s overall compensation practices.
- Review the results of the Company’s annual compensation risk assessment and enterprise business risk assessment, with particular attention to risks related to the Company’s use of, and degree of use of, equity and incentive-based compensation as a portion of the total compensation paid to the Company’s Officers.
- As the Compensation Committee deems necessary or appropriate in its discretion, annually review and approve or make recommendations to the Board or management with respect to the compensation of all other employees of the Company (other than the Company’s Officers), including with respect to benefit plans, incentive compensation plans and equity-based plans.

G. Employment, Severance and Similar Agreements with CEO and Officers

- Review and approve any employment, severance, change in control or similar agreement, or amendment thereto, between the Company and the CEO or any Officer.

H. Employment, Severance and Similar Agreements with Employees

- Review and approve any employment, severance, indemnification or similar agreement, or amendment thereto, between the Company and any former, current or new employees (other than the CEO and Officers) that management may submit to the Compensation Committee’s approval.

I. Shareholder Rights

- Oversee the Company’s compliance with laws and regulations regarding shareholder approval of executive compensation matters.
- Oversee matters relating to stockholder advisory voting on executive compensation for the Company’s “named executive officers” (say-on-pay), the frequency of such voting, and stockholder advisory voting regarding change of control or “golden parachute” payments.

J. CD&A and Annual Report on Executive Compensation

- Review and discuss the Compensation Discussion and Analysis (CD&A) with management and determine whether to recommend to the Board that it be included in the Company's proxy statement relating to its annual meeting of stockholders and in the Company's annual report on form 10-K.

- Produce an annual Compensation Committee report on executive compensation for inclusion in the Company's proxy statement relating to its annual meeting of stockholders, in accordance with the applicable rules and regulations of the Securities and Exchange Commission ("SEC"), any securities exchange or automated quotation system on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

V. General

A. Compensation Consultants and Other Advisors

In its sole discretion, the Compensation Committee may retain or obtain the advice of a compensation consultant, legal counsel or other advisor, and shall be directly responsible for the appointment, compensation, oversight and termination of their work. The Company will provide for appropriate funding, as determined by the Compensation Committee, for the payment of reasonable compensation to said compensation consultant, legal counsel or any other advisor. Before retaining or obtaining the advice of said compensation consultant, legal counsel or any other advisor, other than in-house legal counsel, the Compensation Committee shall take into consideration:

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Compensation Committee;
- Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor, with an Officer.

In carrying out its responsibilities, the Compensation 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 Compensation Committee may consult. The Compensation Committee shall have the authority to request that any Officer, other 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 Compensation Committee or meet with any members of or advisors to the Compensation Committee. The Compensation 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.

B. Reports to the Board

The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.

C. Review of Charter

The Compensation Committee shall review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

D. Annual Performance Evaluation of the Compensation Committee

The Compensation Committee shall perform an annual performance evaluation of the Compensation Committee and report to the Board on the results of such evaluation.

E. Delegation of Authority

The Compensation Committee may establish and delegate authority to one or more subcommittees, other Board members, Officers and/or other officers of the Company when the Compensation Committee deems it appropriate and it is permitted to do so under applicable rule or regulation.

F. Other Functions

The Compensation Committee may perform such other functions as may be requested by the Board from time to time.

(Adopted by the Board of Directors at a meeting held on October 30, 2018)