

**ANSYS, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**I. General Statement of Purpose**

The Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of ANSYS, Inc. (the “Company”) is appointed by the Board to (1) identify individuals qualified to become board members and recommending to the Board director nominees for election, including nominees to be elected or reelected as directors at each annual meeting of stockholders, (2) recommend to the Board director nominees for each committee of the Board, (3) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and periodically review and monitor performance against such guidelines and recommending any changes thereto, and (4) carry out the other responsibilities mentioned in this Charter.

**II. Nominating Committee Composition**

The number of individuals serving on the Nominating 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. (the “Nasdaq Rules”), with such exceptions therefrom as the Nasdaq Rules may from time to time permit.

The members of the Nominating 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 the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. The Board may fill vacancies occurring, for whatever reason. The Board shall designate one member of the Nominating Committee to serve as Chairperson of the Nominating Committee.

**III. Meetings**

The Nominating Committee generally is to meet at least twice per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Nominating Committee. Additional meetings of the Nominating Committee may be called by any member of the Nominating Committee upon two days’ notice to the other members. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent. The Nominating Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

**IV. General Activities**

The Nominating Committee’s responsibilities shall include:

**A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

**B. Annual Performance Evaluation of the Nominating Committee**

- Perform an annual performance evaluation of the Nominating Committee and report to the Board on the results of such evaluation.

**V. Nominating Committee Activities**

The Nominating Committee's responsibilities shall include:

**A. Review of Structure of Board and its Committees**

- Review periodically, with the participation of the Chairperson of the Board, the structure of the Board and its committees, including membership size, frequency of meetings, director composition, division of directors into classes, stockholder rights plans, succession, retirement and rotation policies, and function of the Board and its committees, and make recommendations to the Board with respect to changes thereto.
- Review the qualifications of candidates for the Board in light of the Committee's aim 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. Actively seek candidates for the Board that embody these elements of diversity, as well as such other factors considered useful to the Committee depending on the needs of the Board at that time, and make recommendations to the Board with respect to such candidates.

**B. Selection of Directors**

- Establish criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee, and a description of any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess, and shall include consideration of such matters as the experience and qualifications of any particular director candidate as well as such director candidate's past or anticipated contributions to the Board and its committees, and annually reassess the adequacy of such criteria.
- Consider director recommendations in light of the independence requirements set forth in the Nasdaq Rules and other relevant provisions.

- Identify candidates qualified to become members of the Board, including candidates being considered in connection with proposed acquisitions, screen and recruit such candidates with the participation of the Chairperson of the Board, and recommend to the Board such candidates for election as directors by the Board or the stockholders at the next annual meeting of stockholders, as appropriate.
- Make recommendations to the Board with respect to whether or not existing directors upon expiration of their terms should be nominated by the Board for reelection by the stockholders at annual meetings.
- In the event that the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election or reelection as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with stockholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.
- In the event a director retires from his or her present employment or materially changes his or her current full-time employment status, the Nominating Committee shall consider the directors' tendered written resignation, 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.
- Recommend the directors to be appointed by the Board for appointment to committees of the Board.
- Review, assess and develop procedures for considering stockholder nominations to the Board, including through the Company's proxy access procedures.
- Consider stockholder proposals with respect to director nominations and make a recommendation to the Board.
- Review and make recommendations to the Board whether to accept the resignation, or take other action, in the event an incumbent director fails to receive the required vote for re-election as specified under the Company's By-laws and Corporate Governance Guidelines.

**C. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The

Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

## **VI. Corporate Governance Matters**

The Nominating Committee's responsibilities shall include:

### **A. Policies and Procedures Regarding Corporate Governance Matters**

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and periodically review and monitor performance against such guidelines and recommend to the Board any changes thereto.
- Implement, monitor and review not less than annually the Company's policies and procedures regarding corporate governance matters, including, without limitation, its ethics policy.

### **B. Evaluations of the Board, Governance Trends and Improvement Proposals**

- Recommend to the Board a process for annual performance evaluations of the Board, and coordinate and oversee the annual performance evaluation of the Board.
- Monitor current corporate governance trends and, in light of the Board evaluation results, identify areas of improvement and report to the Board annually.

### **C. Director Conflicts-of-Interest**

- Evaluate whether any position held or proposed to be held by any new or existing director on the board of directors or a committee thereof of any other company or charitable organization represents or would represent a conflict-of-interest with such director's membership on the Company's Board or any committee thereof (in connection therewith all directors of the Company shall be required to provide notice to the Nominating Committee of any such proposed position and obtain clearance from the Nominating Committee prior to accepting any such position).

### **D. Directors & Officers Insurance Policy**

- Review periodically the terms and conditions of the Company's directors and officers insurance policy and indemnification arrangements and make recommendations to the Board with respect to changes thereto.

### **E. Management Succession Planning**

- Assist the Board in assuring maintenance of a succession plan for the CEO and other senior executive officers, including an emergency succession plan for the CEO, including by regularly reviewing such plans with the Chairperson of the Board, the Chief Executive Officer and the Board and by coordinating the periodic updates of such plans as the Board determines to be appropriate.

**F. Corporate Responsibility**

- Oversee the Company's Corporate Responsibility program and related sustainability initiatives, and report to the Board annually.

**VII. General**

- The Nominating Committee may establish and delegate authority to subcommittees, other Board members and officers of the Company when the Nominating Committee deems it appropriate and permitted to do so under applicable rules and regulations in order to carry out its responsibilities.
- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.
- In carrying out its responsibilities, the Nominating 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 Nominating Committee may consult. The Nominating 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 Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating 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 Nominating 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, 2019)