

# **ANSYS, Inc.**

## **2019 ANNUAL MEETING OF STOCKHOLDERS**

Virtually via live webcast at [www.virtualshareholdermeeting.com/anss2019](http://www.virtualshareholdermeeting.com/anss2019)

**FRIDAY MAY 17, 2019**

**11:30 A.M. EASTERN TIME**

### **AGENDA**

#### **Formal Business**

- Call to Order (11:30 a.m. ET).
- Introduction.
- Conduct of Meeting Guidelines.
- Agenda Proposals:
  - The election of two Class II directors each for three-year terms;
  - The ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2019; and
  - The advisory vote to approve compensation of our named executive officers.
- Such other business as may properly come before the Annual Meeting.
- Voting Results.
- Adjournment of the Formal Session of the Annual Meeting.
- Q&A Session.

# ANSYS, Inc.

## 2019 ANNUAL MEETING OF STOCKHOLDERS

### CONDUCT OF MEETING GUIDELINES

Welcome to the 2019 Annual Meeting of Stockholders of ANSYS, Inc. Your 16-digit control number is required to attend, vote and ask questions during the meeting. Only stockholders of record as of March 21, 2019 or their proxy holders may submit questions and vote at the meeting. We appreciate your interest and attendance today and hope to conduct an informative and constructive meeting. Your cooperation in observing the following guidelines will help achieve this goal. Thank you.

#### 1. Authority to conduct the meeting

- The Chief Executive Officer will serve as the presiding officer and acting chair of the meeting and has the authority to make any and all determinations with respect to the conduct of the meeting and the procedures to be followed.

#### 2. Proposals

- Proposals will be taken up in the sequence indicated on the agenda. The only business to be conducted at the meeting consists of the three proposals set forth in the Notice of Annual Meeting of Stockholders and in the Proxy Statement.

#### 3. Voting

- If you previously voted by telephone, internet or mail, you need not vote during the meeting. However, should you choose to vote during the meeting, you will be changing your previous vote.
- The Secretary will declare the polls open following the presentation of the proposals at the meeting. Stockholders may vote until the polls close. The polls will close when the Secretary declares them closed at the meeting.

#### 4. Questions

- Stockholders may submit written questions during the meeting by visiting <http://www.virtualshareholdermeeting.com/anss2019> and typing the question into the box on the web portal. Stockholders should also provide their name and, if applicable, the specific proposal to which their question or comment relates.
  - In order to facilitate responses and discussion, all questions should be brief and specific.
- Questions and views from all stockholders are welcome. However, the purpose of the meeting will be observed and the Chief Executive Officer reserves the right to limit discussion or questions that are:
  - Not pertinent to meeting matters or the business of the Company;
  - Related to material non-public information of the Company;
  - Related to personal grievances;

- Derogatory references to individuals or that are of bad taste;
  - Repetitious of statements made by another stockholder; or
  - Related to pending or threatened litigation.
- The Chief Executive Officer will entertain one question or comment at a time. In order to give as many stockholders as possible the opportunity to ask questions, we ask that you limit yourself to one question per stockholder.
  - There will also be a question-and-answer session near the end of the meeting for topics of interest to stockholders subject to the guidelines described herein. Please limit each question to one topic. Questions from stockholders may be grouped by topic with a representative question read aloud and answered as time permits.
  - Questions, including questions pertinent to meeting matters that are not answered during the meeting due to time constraints, will be posted online and answered on our Investor Relations website at <https://investors.ansys.com/resources/proxy-material>.

## 5. Individual concerns

- If there are any matters of individual concern to a stockholder and not related to the business of the meeting, they should be raised with representatives of the Company after the conclusion of the meeting.

## 6. Issues during the meeting

- Information addressing technical and logistical questions and issues, including technical support during the meeting and related to accessing the meeting's virtual platform, will be available on our Investor Relations website one week before the meeting at <https://investors.ansys.com/resources/proxy-material>.
- Recording of the meeting is prohibited. A replay of the meeting will be available for one year from the date of the meeting at [www.virtualshareholdermeeting.com/anss2019](http://www.virtualshareholdermeeting.com/anss2019).
- Any issues that arise at the meeting with respect to legal matters shall be resolved by the Company's legal counsel.
- In the event of disorder, technical malfunction, or other significant problem that disrupts the meeting, please stay connected to the meeting website for at least 15 minutes. The Chief Executive Officer may adjourn, recess or expedite the meeting or take such other action that he determines is appropriate in light of the circumstances.

**The violation of any of these rules will be considered cause for expulsion from the virtual meeting.**