

ANSYS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. General Statement of Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the “Nominating Committee”) of ANSYS, Inc. (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for identifying 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. The Nominating Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and periodically reviewing and monitoring performance against such guidelines and recommending any changes thereto.

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 three members, all of whom shall meet the independence requirements set forth in Rule 4350 of the Marketplace Rules of the National Association of Securities Dealers, Inc. (“Rule 4350”) applicable to directors serving on nominating committees with such exceptions therefrom as Rule 4350 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 Chairman of the Nominating Committee.

III. Meetings

The Nominating Committee generally is to meet at least once 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.

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 the structure of the Board and its committees, including membership size, frequency of meetings, director composition, division of directors into classes, shareholder 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.

B. Selection of Directors

- Establish criteria for Board and committee membership, which 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 NASDAQ's Rule 4350 and other relevant provisions, such as Section 162(m) of the Internal Revenue Code.
- 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 Chairman 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 their 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 shareholder 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.
- Recommend the directors to be appointed by the Board for appointment to committees of the Board.
- Develop procedures for considering stockholder nominations to the Board.

C. Compensation and Benefits for Non-Employee Directors

- Establish compensation levels and benefits for new and existing non-employee directors, including annual payment levels and per meeting-based payments, stock option grants to non-employee directors (subject to any applicable restrictions set forth in the Company's stock option plan(s)) and the terms of any indemnification or other agreements between non-employee directors and the Company.

D. 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

- 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. Recommend Process for Evaluation of the Board

- Recommend a process to the Board for annual performance evaluations of the Board.

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.

VII. General

- The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so 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: *December 12, 2002*