

ANSYS, INC.

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

I. General Statement of Purpose

The Compensation Committee of the Board of Directors (the "Compensation Committee") of ANSYS, Inc. (the "Company"), on behalf of the Board of Directors (the "Board"), discharges the Board's responsibilities relating to compensation of the Company's executives, oversees the Company's overall compensation programs and is responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations. The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that are appropriate for the Company in light of all relevant circumstances, that provide incentives to achievement of the Company's long-term strategic plan, that are consistent with the culture of the Company and that further the overall goal of building stockholder value.

II. Compensation Committee 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, all of whom must be "independent" as such term is defined from time to time by The NASDAQ Stock Market Marketplace Rules.

The members of the Compensation 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 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 Chairman of the Compensation Committee.

III. Meetings

The Compensation 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 by the Compensation Committee. Additional meetings of the Compensation Committee may be called by any member of the Compensation Committee upon two days' notice to the other members. 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.

IV. Compensation Committee Activities

The Compensation Committee's responsibilities shall be to:

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 Report on Executive Compensation

- Produce an annual 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, 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.

C. Annual Performance Evaluation of the Compensation Committee

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

D. Matters Related to Compensation of the Company's Chief Executive Officer

- Review and approve the corporate goals and objectives that may be relevant to the compensation of the Company's Chief Executive Officer ("CEO").
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and recommend to the Board the CEO's compensation based on such evaluation. 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.

E. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer

- Review, approve and recommend to the Board the compensation of all officers of the Company other than the CEO (including any Chairman of the Board then serving as an executive chairman); for purposes hereof the term "officer" has the meaning defined in Section 16 of the Securities Exchange Act of 1934, as amended, and Rule 16a-1 promulgated thereunder.

F. Determine Awards Under Incentive-Based Compensation and Equity-Based Plans

- Determine awards under the Company's incentive-based compensation and equity-based plans to employees of the Company, including stock option and restricted stock awards, in each case consistent with the terms of such plans.
- In carrying out its authority under the preceding paragraph, the Committee may grant to an officer of the Company in the Compensation Committee's sole discretion 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.

G. Compensation and Benefits for Non-Employee Directors

- To the extent not established by the Board, to establish director and committee member fees and benefits for the Chairman and new and existing non-employee, non-affiliate directors, including (in the discretion of the Compensation Committee) annual payment levels, per meeting-based payments and payments for other board service, stock option grants to such directors (subject to any applicable restrictions set forth in the Company's stock option plan(s)), other forms of equity or equity-based compensation and the terms of any indemnification or other agreements between such directors and the Company. For purposes of the foregoing, Director status alone will not result in affiliate status and Directors affiliated with affiliates will be deemed affiliates.

H. Recommendations Regarding Changes to Benefit, Incentive-Based Compensation and Equity-Based Plans

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

I. Review and Determination of Risks Related to Compensation Practices

- Review the results of the Company's annual enterprise business risk assessment, with particular attention to the review of 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 executive officers.

V. Additional Compensation Committee Authority

The Compensation Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation Committee deems necessary or appropriate in its discretion:

A. Matters Related to Compensation of the Company's Employees Generally

- Annually review and make recommendations to the Board 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, and approve any written employment, severance, indemnification or similar agreement to be entered into by the Company with any of its former, current or new employees. The Compensation Committee shall be generally responsible for the oversight of risks related to the compensation practices of the Company.

B. Matters Relating to Retention and Termination of Compensation Consulting Firm or Other Outside Advisors

- Exercise sole authority to retain and terminate any consulting firm or other outside advisor on compensation matters that is to be used by the Company or the Compensation Committee to assist in the evaluation of CEO or senior executive compensation. The Compensation Committee shall also have sole

authority to approve the consultant's fees and other retention terms.

- Before any compensation consultant, legal counsel or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the Compensation Committee, the Compensation Committee shall take into consideration the following factors:
 - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
 - Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

VI. General

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.
- 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 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.

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

ADOPTED: *December 12, 2002*

AMENDED: *December 14, 2005*

AMENDED: *July 21, 2008*

AMENDED: *July 23, 2009*

AMENDED: *May 11, 2010*

AMENDED: *February 18, 2013*

AMENDED: *February 20, 2014*