



ANSYS Acquires SpaceClaim Corporation, A Leading Provider Of 3-D Modeling Software

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PITTSBURGH, May 1, 2014 /PRNewswire/ -- ANSYS(NASDAQ: ANSS), a global leader and innovator of engineering simulation software, announced today that it has acquired SpaceClaim Corporation, a leading provider of fast and intuitive 3-D modeling software for engineers, for a purchase price of \$85 million in cash, plus retention and an adjustment for working capital. The transaction was closed on April 30, 2014. On a non-GAAP basis, the transaction is expected to be neutral to slightly accretive to ANSYS' non-GAAP earnings per share in 2014, and accretive in 2015 and beyond.

Concord, Massachusetts-based SpaceClaim offers the first powerful and easy-to-use 3-D modeling tool that can be utilized by any engineer during the product development process. This process, called "direct modeling," differs dramatically from traditional CAD software, which is used by a relatively small percentage of engineers – typically late in the development process, to document the detailed design. SpaceClaim and ANSYS have partnered in the past to offer customers ANSYS® SpaceClaim Direct Modeler.

ANSYS' longtime vision is "Simulation Driven Product Development"™, in which organizations can derive tremendous value by harnessing computer simulation early in the design cycle to predict how a product will perform in the real world. With the addition of SpaceClaim, ANSYS will provide customers with a powerful and intuitive 3-D direct modeling solution to author new concepts and then leverage the power of simulation to rapidly iterate on these designs to drive innovation. The broad appeal of the SpaceClaim technology can help ANSYS deliver simulation tools to any engineer in any industry – at the earliest stages of the design cycle. ANSYS has always been an open platform and SpaceClaim's offerings are also CAD-neutral, allowing users to modify geometries regardless of the system in which they were created.

"This transaction is consistent with our strategic vision and M&A strategy, and accelerates our technological product roadmap to enhance our customer offering and drive growth," said Jim Cashman, president and CEO of ANSYS. "SpaceClaim is an exciting addition to our portfolio, as it addresses unmet 3-D modeling needs in the conceptual modeling, manufacturing and 3-D printing spaces, which represents an audience of 5 million users. In addition to driving innovation, the addition of SpaceClaim helps ANSYS accelerate the growth of the simulation market by broadening our user base from analysts and expert users to the millions of design and systems engineers in the industry. We welcome the SpaceClaim team to ANSYS."

"Leading companies know they need to modernize their engineering software and platforms if they want to develop truly innovative products," said Daniel Dean, senior vice president of research and development at SpaceClaim. "SpaceClaim's 3-D tools – combined with ANSYS' proven simulation software – are ideally suited to the rapid pace of today's business, driving a shorter product development process from concept to prototype."

Benefits of the Transaction:

- **Accelerates ANSYS' technological product roadmap and longtime vision for Simulation Driven Product Development:** SpaceClaim can help simplify and automate what has traditionally been a time-consuming process of preparing geometry for use in a simulation system, enhancing ease-of-use to help ANSYS accelerate product adoption and the growth of the simulation market overall. The transaction enables ANSYS to accomplish what would have taken the Company many years to develop alone, adding the talent pool, best-in-class design and expertise of a technology leader in 3-D modeling software.
- **Enhances customer offering through complementary technologies:** The transaction enables ANSYS to provide its customers with a powerful and intuitive 3-D direct modeling solution to author new concepts and then leverage the power of simulation to rapidly iterate on these designs to drive innovation. SpaceClaim's offerings are also CAD-neutral, allowing users to modify geometries regardless of the system they were created in.
- **Drives growth through an expanded customer base and cross-selling opportunities:** The broad appeal of SpaceClaim's technology can help ANSYS deliver simulation tools to any engineer in any industry – at the earliest stages of the design cycle – expanding ANSYS' user base from analysts and expert users to 5 million design and systems engineers.
- **Increases innovation:** SpaceClaim's flagship product is SpaceClaim Engineer, the world's fastest and most innovative 3-D direct modeler. It offers best-in-class UI/UX design for both 3-D applications and mobile devices. SpaceClaim provides customers with 3-D direct modeling tools to rapidly iterate product designs and drive innovation.
- **Financial benefits:** ANSYS will be able to leverage its infrastructure and global footprint to accelerate the combined company's growth and profitability. On a non-GAAP basis, the transaction is expected to be neutral to slightly accretive to ANSYS' earnings per share in 2014 and accretive in 2015 and beyond. Additionally, SpaceClaim has net operating losses (NOLs), which ANSYS will be able to carry forward to reduce future tax payments.

Advisers

In connection with the transaction, Goodwin Procter LLP is legal counsel to ANSYS. Deutsche Bank Securities Inc. is exclusive financial adviser to SpaceClaim, and Latham & Watkins LLP is legal counsel.

About ANSYS, Inc.

ANSYS brings clarity and insight to customers' most complex design challenges through fast, accurate and reliable engineering simulation. Our technology enables organizations — no matter their industry — to predict with confidence that their products will thrive in the real world. Customers

trust our software to help ensure product integrity and drive business success through innovation. Founded in 1970, ANSYS employs more than 2,600 professionals, many of them expert in engineering fields such as finite element analysis, computational fluid dynamics, electronics and electromagnetics, and design optimization. Headquartered south of Pittsburgh, U.S.A., ANSYS has more than 75 strategic sales locations throughout the world with a network of channel partners in 40+ countries. Visit www.ansys.com for more information.

ANSYS also has a strong presence on the major social channels. To join the simulation conversation, please visit: www.ansys.com/Social@ANSYS

Forward-Looking Information

The Company cautions that its performance is subject to risks and uncertainties. Some matters discussed herein may constitute "forward-looking" statements (as defined in the Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties which could cause actual results to differ materially from those projected, including statements regarding the transaction being expected to be neutral to slightly accretive in 2014 and accretive in 2015 and beyond, statements regarding ANSYS' longtime vision, statements regarding organizations deriving tremendous value by harnessing computer simulation, statements regarding ANSYS providing customers with a powerful and intuitive 3-D modeling solution, statements regarding our strategic vision and M&A strategy, statements regarding accelerating our technological product roadmap to enhance our customer offering and drive growth, statements regarding the addition of SpaceClaim accelerating the growth of the simulation market by broadening our user base, statements regarding SpaceClaim's products being ideally suited to the rapid pace of today's business driving a shorter product development process, statements regarding the transaction enabling ANSYS to accomplish what would have taken many years to develop alone, statements regarding expanding ANSYS' user base from analysts and expert users to 5 million design and systems engineers, statements regarding ANSYS leveraging its infrastructure and global footprint to accelerate the combined company's growth and profitability, and statements regarding SpaceClaim net operating losses and ANSYS's ability to carry them forward to reduce future tax payments. All forward-looking statements in this press release are subject to risks and uncertainties including, but not limited to, the risk that adverse conditions in the global economy and financial markets will significantly affect ANSYS' customers' ability to make new purchases from the Company or to pay for prior purchases, the risk that adverse conditions in the global economy may lengthen customer sales cycles, the risk of declines in the economy of one or more of ANSYS' primary geographic regions, the risk that ANSYS' operating results will be adversely affected by changes in currency exchange rates, the risk that the assumptions underlying ANSYS' anticipated revenues and expenditures will change or prove inaccurate, the risk that ANSYS has overestimated its ability to maintain growth and profitability and control costs, uncertainties regarding the demand for ANSYS' products and services in future periods, the risk that ANSYS has overestimated the strength of the demand among its customers for its products, uncertainties regarding customer acceptance of new products, including ANSYS 15.0, the risk that ANSYS' operating results will be adversely affected by possible delays in developing, completing or shipping new or enhanced products, the risk that enhancements to the Company's products may not produce anticipated sales, the risk that the Company may not be able to recruit and retain key executives and technical personnel, the risk that third parties may misappropriate the Company's proprietary technology or develop similar technology independently, the risk of unauthorized access to and distribution of the Company's source code, the risk of difficulties in the relationship with ANSYS' independent regional channel partners, the risk that the expected income tax impacts of the merger of the Company's Japan subsidiaries will not be realized in one or more future periods, the risk that ANSYS may not achieve the perceived benefits of its acquisitions, including the Reaction Design acquisition, or that the integration of its acquisitions may not be successful, and other factors that are detailed from time to time in reports filed by ANSYS, Inc. with the Securities and Exchange Commission, including ANSYS, Inc.'s 2012 Annual Report and Form 10-K and 2013 Annual Report and Form 10-K. We undertake no obligation to publicly update or revise any forward-looking statements, whether changes occur as a result of new information or future events, after the date they were made.

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