



## **ANSYS, Inc. Signs Definitive Agreement to Acquire Esterel Technologies S.A.**

May 29, 2012

PITTSBURGH and ELANCOURT, France, May 29, 2012 /PRNewswire/ -- ANSYS, Inc. (NASDAQ: ANSS), a global innovator of simulation, and Esterel Technologies S.A. ("Esterel") a leading provider of embedded software simulation solutions for mission critical applications, announced today that they signed a definitive agreement whereby ANSYS will acquire Esterel Technologies for a cash purchase price of approximately euro 42 million (or approximately US\$53 million), subject to certain working capital adjustments at close. The agreement also includes retention provisions for key members of management and employees. Headquartered in Elancourt, France, Esterel has about 80 employees and reported revenues of approximately euro 15 million for fiscal year 2011. The transaction, currently anticipated to close in the third calendar quarter of 2012, is subject to customary closing conditions and regulatory approvals.

(Logo: <http://photos.prnewswire.com/prnh/20110127/MM380911LOGO> )

The Esterel SCAD solution enables software and systems engineers to design, simulate and produce embedded software, the control code built into the electronics in aircraft, rail transportation, automotive, energy systems, medical devices and other industrial products that have central processing units. Modern products are increasingly complex systems of hardware, software and electronics. For example, today's complex aircraft, rail and automotive products often have tens of millions of lines of embedded software code, from flight controls and cockpit displays, to engine controls and driver assistance systems. Esterel is often chosen when the embedded software is critical for safety and compliance reasons. Esterel provides software and systems engineers a solution to accurately model and simulate the behavior of the embedded software code to gain insight earlier in the design process and trace it to its requirements. Esterel solutions also reduce engineering time and cost by automatically generating certified and dependable embedded software code from these high fidelity models. Esterel certified code generators are currently compliant with more than 10 certification standards including aerospace, defense, rail transportation, automotive, industrial systems and nuclear plants.

The acquisition of Esterel complements ANSYS® software solutions by extending the ANSYS Simulation Driven Product Development™ vision to encompass both hardware and software systems. A combined solution will enable customers to gain greater insight into the behavior of the embedded software as it interacts with the hardware (sometimes called the physical plant) including electrical, mechanical and fluidic sub-systems. The complementary combination is expected to accelerate development and delivery of new and innovative products to the marketplace while lowering design and engineering costs for customers and enhancing product safety. The combination of these two industry leading companies reaffirms ANSYS' commitment to deliver cutting edge, customer-driven solutions.

"We are very excited about the model-based embedded code simulation and production solutions Esterel adds to ANSYS, as well as the quality of its 230 global top-tier customers," said Jim Cashman, president and CEO of ANSYS. "Today's products are getting smarter. They have more electronics and software and this requires a systems engineering approach to product development. The combination of these two great companies will uniquely enable customers to comprehensively simulate complete systems and predict with confidence that their products will thrive in the real world. Further, we believe that the combination will foster innovation by gaining engineering insight across disciplines that have historically been silos."

"Both companies have a strong commitment to their customers and employees while sharing a passion for innovation and cutting edge technology," said Eric Bantegnie, co-founder, CEO and president of Esterel. "The complementary nature of software and hardware simulation provides key technological strengths that enhance our ability to deliver comprehensive, high-fidelity, world-class system simulation technologies that customers demand. We believe Esterel customers will leverage the integration of our embedded software development products into a complete model-based systems engineering solution. This unique combination will reduce costly reliance on physical testing and streamline system engineering processes, while also improving the speed and success of our customers' product development efforts. Together we will meet the stringent requirements of upcoming certification standards, such as ISO 26262 in Automotive or DO-178C in Aerospace."

### **Integration**

The two companies are developing integration plans that leverage and build on the cultural similarities and the best practices from each organization. Due to the absence at this time of US GAAP estimates of the acquisition-related impact of purchase accounting adjustments, including the allocation of the purchase price among goodwill, in-process R&D, other intangibles, deferred revenue and equity-based compensation expenses, ANSYS is currently unable to provide GAAP estimates of future earnings. The company intends to provide updated GAAP and non-GAAP financial guidance after the closing of the transaction.

### **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 2,200 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 65 strategic sales locations throughout the world with a network of channel partners in 40+ countries. Visit [www.ansys.com](http://www.ansys.com) for more information.

### **About Esterel Technologies S.A.**

Esterel Technologies is the worldwide leader of model-based design, verification and code generation tools for critical system and software development. Esterel Technologies is a privately held company with European headquarters in Elancourt, France, U.S. headquarters in Boston, Massachusetts and direct sales offices in Germany, the United Kingdom, Russia and China. Esterel is supported by channel and service partners worldwide. For additional information, visit the Esterel Technologies website at [www.esterel-technologies.com](http://www.esterel-technologies.com).

## Forward Looking Information

Certain statements contained in this communication regarding matters that are not historical facts, including statements regarding the parties' ability to consummate the proposed transaction and timing thereof, statements regarding the model-based embedded code simulation and production solutions that Esterel adds to ANSYS, regarding the quality of Esterel's 230 global top-tier customers, regarding today's products getting smarter, having more electronics and software and requiring a systems engineering approach to product development, regarding the combination of these two great companies uniquely enabling customers to comprehensively simulate complete systems and predict with confidence that their products will thrive in the real world, regarding our belief that the combination will foster innovation by gaining engineering insight across disciplines that have historically been silos, regarding both companies having a strong commitment to their customers and employees while sharing a passion for innovation and cutting edge technology, regarding the complementary nature of software and hardware simulation providing key technological strengths that enhance the ability to deliver comprehensive, high-fidelity and world-class system simulation technologies that customers demand, regarding the belief that Esterel customers will leverage the integration of embedded software development products into a complete model-based systems engineering solution, regarding this unique combination reducing costly reliance on physical testing and streamline system engineering processes, while also improving the speed and success of customers' product development efforts, and regarding together meeting the stringent requirements of upcoming certification standards, such as ISO 26262 in Automotive or DO-178C in Aerospace, are "forward-looking" statements (as defined in the Private Securities Litigation Reform Act of 1995). Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. All forward-looking statements in this press release are subject to risks and uncertainties. These include the risk that the acquisition of Esterel may not be consummated, the risk that the businesses of ANSYS and Esterel may not be combined successfully or that such combination may take longer or cost more to accomplish than expected, and the risk that operating costs, customer loss and business disruption following the acquisition of Esterel may be greater than expected. Additional risks include the risk of a general economic downturn in one or more of the combined company's primary geographic regions, the risk that ANSYS has overestimated its ability to maintain growth and profitability to control costs, uncertainties regarding the demand for the combined company's products and services in future periods, the risk that ANSYS has overestimated the strength of the demand among its customers for its products, risks of problems arising from customer contract cancellations, uncertainties regarding customer acceptance of new products, the risk that the combined company's operating results will be adversely affected by possible delays in developing, completing or shipping new or enhanced products, risks that enhancements to the combined company's products may not produce anticipated sales, uncertainties regarding fluctuations in quarterly results, including uncertainties regarding the timing of orders from significant customers, disruption from the transaction making it more difficult to maintain relationships with customers and employees and other factors that are detailed from time to time in reports filed by ANSYS, Inc. with the U.S. Securities and Exchange Commission, including the Annual Reports on Form 10-K, the quarterly reports on Form 10-Q, current reports on Form 8-K and other documents ANSYS has filed. ANSYS and Esterel 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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