FAQ

**1. What did ANSYS announce today?**

ANSYS today announced the acquisition of SpaceClaim Corporation, a leading developer of 3D modeling software. SpaceClaim is a longtime partner of ANSYS.

**2. Why is ANSYS acquiring SpaceClaim?**

This transaction **accelerates ANSYS' technological product roadmap and longtime vision for Simulation Driven Product Development™ (SDPD)**. 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, making simulation an invaluable tool for customers in every industry around the world. 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.

ANSYS will **enhance its customer offering with the addition of SpaceClaim's complementary technologies**, enabling ANSYS to provide its customers with a powerful and intuitive 3D 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.

**The transaction will enable ANSYS to drive 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.

This acquisition **increases innovation** and enables ANSYS to accomplish what would have taken the Company several years to develop alone, adding the talent pool, best-in-class design and expertise of a technology leader in 3D modeling software.

In terms of **financial benefits**, the Company 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.

**3. What does SpaceClaim do?**

SpaceClaim is the first powerful and easy-to-use 3D modeling tool that can be utilized by any engineer throughout the product development process. Traditional CAD software is only used by a relatively small number of engineers and typically utilized late in the development process to document the detailed design. Coined "direct modeling," the SpaceClaim approach is so easy to learn and use that any engineer worldwide can use it. Additionally, SpaceClaim is well suited for use at any stage of development, including very early in the conceptual stage as well as in systems engineering. SpaceClaim is fundamentally CAD neutral and enables engineers and other manufacturing professionals to rapidly create new designs or manipulate and edit existing 2D and 3D geometry.

**4. Who is SpaceClaim used by?**

There are more than 25 million engineers in manufacturing roles. SpaceClaim addresses unmet 3D modeling needs in the conceptual modeling, manufacturing and 3D printing spaces, which represents 5 million users worldwide. It its short history, SpaceClaim has grown to approximately 50,000 users worldwide.

**5. What is the industry change toward direct modeling?**

Several factors are driving manufacturers to embrace direct modeling.

As the global economy continues to evolve and supply chains become more complex, most manufacturers no longer rely exclusively on a single supplier for parts. Instead, they outsource a significant amount of work to multiple companies around the world. As a result, manufacturers are forced to work with a variety of data and formats. The ability to manipulate that data in a single system, such as the tools offered by SpaceClaim, is imperative for manufacturers to be able to address this dynamic.

These manufacturers are also being tasked with fostering innovation at a faster pace than ever. So they must rely on more modern technology to streamline parts reuse as well as to retrieve and edit catalog and supplier data. They also need to speed up and improve the entire design process, including concept design, simulation, bidding and prototyping, while taking advantage of modern scanning and 3D printing technologies.

Manufacturers are also seeking to modernize their engineering software and platforms to keep pace with today's level of innovation. SpaceClaim's 3D tools are ideally suited to the rapid pace of today's business, allowing a shorter product development process – from concept to prototype. That speed is critical to innovation.

**6. What is the relationship between ANSYS and SpaceClaim in the past?**

ANSYS and SpaceClaim have partnered in the past to offer customers ANSYS SpaceClaim Direct Modeler, in which models become completely dynamic, enabling users to move, stretch, add and remove with simple mouse movements. Given our previous partnership, we are confident that the addition of SpaceClaim to our portfolio will result in a smooth integration.

**7. How does SpaceClaim fit into ANSYS' long-term strategy?**

For more than a decade, ANSYS has been at the forefront of Simulation Driven Product Development. The acquisition of SpaceClaim further accelerates that vision by making design authoring and simulation easier than ever. Through SpaceClaim's industry-leading technology, any engineer can benefit. As a result, the acquisition will broaden the ANSYS user base from analysts and expert users to the millions of design and systems engineers in the industry.

**8. What are SpaceClaim's key products?**

SpaceClaim has a variety of offerings, but its flagship product is SpaceClaim Engineer. SpaceClaim Engineer is the world's fastest and most innovative 3D direct modeler. SpaceClaim's 3D Direct Modeling technology revolutionizes software for engineers by letting them focus on their design from concept to finish. For example, users can reuse data without planning and remix geometry from other designs, even those created in CAD systems. Additionally, they can build geometries from scratch quickly and import legacy files and construct new models from them. Users can take a design where it needs to go, regardless of how it was built.

SpaceClaim Engineer also facilitates collaboration among engineers. Users can create new concepts and share them with other engineers before entering the detailed design phase. As a result, they get the concepts right and avoid expensive last-minute design changes.

SpaceClaim also sells data exchange packages and STL Prep for 3D Printing, which can help users accelerate 3D printing times and reduce costs.

**9. Who are SpaceClaim's customers?**

Like ANSYS, SpaceClaim has a blue-chip customer base, providing software solutions across the manufacturing sector to global brands such as Samsung, Ford, 3M, Procter & Gamble, Medtronic, Frito-Lay and GE.

**10. How will this affect ANSYS and SpaceClaim customers?**

Customers of both companies will benefit from the acquisition. ANSYS customers will have even easier access to SpaceClaim's 3D geometry solutions, while legacy SpaceClaim customers can choose from ANSYS' proven product development solutions to meet all of their simulation needs.

**11. Will ANSYS still be CAD-neutral?**

Yes – one of the reasons ANSYS found SpaceClaim to be such a compelling strategic fit is that it interacts with a wide range of geometry formats in a single, easy-to-use, 3D geometry tool. Over our 40-plus year history, ANSYS has been open to all CAD systems. We understand that customers with legacy systems and geometry files will want to import those designs into our flagship solutions – and we intend to remain an open platform.

**12. How many people does SpaceClaim employ?**

SpaceClaim currently employs approximately 50 people. Most are located at the corporate headquarters in Concord, Massachusetts, while others work in offices in Colorado, Asia and Europe.

**13. How will this transaction impact SpaceClaim's employees?**

We have enormous respect for the talented people at SpaceClaim, and believe their employees are among the company's most valuable assets. Overall, this transaction is about growth, and we believe SpaceClaim's employees will benefit from being part of a larger company with an industry leadership position.

**14. How does SpaceClaim fit into the overall structure at ANSYS?**

While the specifics are still being finalized as part of the integration process, similar to past technology acquisitions, SpaceClaim will be integrated as part of ANSYS' organization.

**15. Who will be responsible for the integration of the two businesses?**

As with past acquisitions, we are assembling an integration planning team – comprised of leaders from both companies – who will work collaboratively on the integration to leverage each individual company's strengths for the benefit of the combined organization.

**16. What are the plans for integrating SpaceClaim's products with ANSYS' existing solutions?**

Each of SpaceClaim's tools adds crucial technology to further build upon existing ANSYS solutions. The optimal value of solutions from both ANSYS and SpaceClaim can be fully realized by enabling the tools to operate closely with each other. While the specifics are still being finalized, it is clear that the integration of the two product streams will provide significant benefits to customers.

**Forward-Looking Information**

The Company cautions that its performance is subject to risks and uncertainties. Some matters discussed herein may constitute forward-looking statements that involve risks and uncertainties which could cause actual results to differ materially from those projected, including statements about this transaction accelerating our technological product roadmap and longtime vision for simulation drive product development, statements regarding SpaceClaim helping to enhance ease-of-use to help ANSYS accelerate product adoption and the growth of the simulation market, 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 3D modeling solution, 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, statements regarding the transaction being expected to be neutral to slightly accretive in 2014 and accretive in 2015 and beyond, statements regarding the global economy continuing to evolve and supply chains becoming more complex, statements regarding ANSYS providing customers with a powerful and intuitive 3D direct modeling solution to author new concepts and then leverage the power of simulation to rapidly iterate on designs to drive innovation, statements regarding ANSYS accelerating the growth of the simulation market, statements regarding the SpaceClaim acquisition further accelerating ANSYS' vision by making design authoring and simulation easier than ever, statements regarding the SpaceClaim acquisition broadening the ANSYS user base from analysts and expert users to millions of design and system engineers, statements regarding customers of both companies benefitting from the acquisition, statements regarding ANSYS intending to remain an open platform, and statements regarding the integration of SpaceClaim and its products. All of these forward-looking statements are subject to various risks and uncertainties that are discussed in detail, and that may be amended from time to time, in the Company's Annual Report to Stockholders and its filings with the SEC, including our most recent filings on Forms 10-K for the year ended December 31, 2013 and 10-Q for the period ended March 31, 2014.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. 