



1. What did you announce today?

ANSYS announced the signing of a definitive agreement to acquire Esterel Technologies, a leading provider of embedded software for mission-critical applications. 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.

2. How much did ANSYS pay for Esterel?

The cash purchase price is approximately €42 million (approximately US\$53 million).

3. When do you expect the deal to close?

The deal is subject to customary closing conditions and regulatory approvals and is expected to close in the third quarter of 2012.

4. What does Esterel do?

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.

5. What is embedded software?

Embedded software is the control code built into the electronics in aircraft, rail transportation, automotives, energy systems, medical devices and other industry products that have central processing units. For example, today's complex systems, like aircraft and automobiles, can have tens of millions of lines of embedded software code – for cockpit displays, engine controls and driver assistance systems. This spans both graphical user interface code and controls code.

6. How does embedded software fit into ANSYS' long-term strategy?

ANSYS has always been a leader in engineering simulation software and services. We were looking for a knowledgeable partner – with a state-of-the-art technology – to invest and develop our system-level simulation strategy. Esterel complements ANSYS' vision by extending our Simulation Driven Product Development™ capabilities to encompass both hardware and software systems. Our combined solutions will enable customers to gain greater insight into the behavior of the embedded software as it interacts with the hardware – or physical plant – including electrical, mechanical and fluidic sub-systems. This exciting combination will accelerate development and delivery of innovative products to the marketplace, while lowering design and engineering costs and improving product safety.

7. What are ANSYS and Esterel's revenues?

ANSYS' non-GAAP revenue in 2011 was \$701.1 million. Esterel's revenue in fiscal 2011 was approximately €15 million.

8. What are Esterel's key products?

Esterel's SCADe Product Family is a comprehensive, industry-proven solution for developing critical systems and software, supporting the entire development workflow, from requirements analysis and design through verification, implementation and deployment.

SCADe System – SCADe System is a systems design and modeling tool suite that has been developed specifically for use on critical systems with high dependability requirements, providing a full support of industrial systems engineering processes, such as use case and functional requirements modeling, system architecture design and verification, and I/O data management, based on the SysML standard.

SCADe Suite – SCADe Suite is the unique integrated design environment for critical applications spanning requirements management, model-based design, simulation, verification, qualifiable/certified code generation and interoperability with other development tools and platforms. It is focused on controls, logic and algorithm-intensive applications.

SCADe Display – SCADe Display is a flexible graphics design and code generation tool suite for the development of safety-critical embedded display systems. It is focused on graphical user interface applications.

SCADe LifeCycle – SCADe LifeCycle enables all system and software teams involved in critical applications development to manage and control their design activities across the same lifecycle management framework, such as requirements traceability, interface to configuration management, automatic production of documentation, project dashboarding and test execution.

9. Who are Esterel's customers?

Esterel has more than 200 customers around the world. Their customers span many industries including aircraft, rail transportation, automotive, energy systems, medical devices and other products that have central processing units. Esterel is often chosen when the embedded software is critical for safety and compliance reasons. ANSYS and Esterel have many common customers who are using software from both companies for solving a multitude of product engineering challenges. In keeping with our near-term plans to conduct business as usual, customers will continue to select the products they need. These technologies will be fully supported and will continue to be enhanced through R&D investment. Going forward, the combined company will deliver world-class, customer-driven solutions that fully exploit the technical excellence of both companies.

10. How will this affect Esterel and ANSYS customers?

We believe this combination will benefit both Esterel and ANSYS customers tremendously, allowing us to offer broader, best-in-class simulation solutions. The Esterel acquisition further extends ANSYS' technological leadership as a global innovator of simulation software and technologies designed to optimize product development. In addition, the combination brings together two companies with a shared vision, complementary cultures that are committed to innovation and demonstrated track records of execution. The combined software suite will give ANSYS one of the deepest and most complete engineering simulation solutions, totaling more than 40,000 customers, including 97 of the Fortune 100 industrial companies.

11. How many people does Esterel employ?

Esterel has approximately 80 employees located in offices in France, China, Germany, the United Kingdom and the United States.

12. Do you intend to retain Esterel's employees?

ANSYS is acquiring Esterel to accelerate our development plans and to acquire key industry knowledge and competencies. For this reason, ANSYS is making efforts to retain employees to help grow this business and together solve unmet customer challenges.

13. What industries does Esterel serve? How does this complement ANSYS' existing markets?

The two companies complement each other nicely. Esterel is a leading provider of critical systems and software development solutions for the aerospace & defense, rail transportation, energy and industrial domains. ANSYS has more than 40,000 customers around the world in virtually every industry. ANSYS' focus is the electronics, turbo machinery, oil & gas, aerospace & defense, automotive and academic markets.

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

Esterel will be a wholly-owned subsidiary of ANSYS France SAS.

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

As with past acquisitions, leaders from both companies will work collaboratively to plan and leverage each individual company's strengths for the benefit of the combined organization.

16. What is ANSYS' integration experience?

ANSYS has acquired several companies since 2000, most notably Icem CFD Engineering in 2000, CADOE in 2001, CFX in 2003, Century Dynamics and Harvard Thermal in 2005, Fluent in 2006, Ansoft in 2008 and Apache in 2011. Both ANSYS and Esterel believe their past integration experiences, together with input from the management and employees of both companies, will provide for a smooth integration experience.

17. What happens to the Esterel and SCADE brands?

After closing, we will review how the Esterel and SCADE brands fit into the existing ANSYS naming conventions.

18. What are your plans for integrating Esterel products with your existing solutions?

While we have discussed corporate strategies at a high level, we will wait until after the closing to discuss specific product strategies. But there is no question that Esterel will be an integral part of our overall systems and multiphysics strategy.

19. What is the financial impact of the acquisition?

Because Esterel is a private French company, it has not historically prepared US GAAP financial statements. Accordingly, the U.S. GAAP financial impact of Esterel's results are being determined and are expected to be included in the Company's third quarter 2012 update.

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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