



ANSYS, Inc.


ANSS NASDAQ

Software

Market Capitalization USD:

\$4,523.10 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: James E. Cashman

Age: 58

CEO Since: 2000

	2009	2010	2011
Base Salary	\$510,000	\$535,000	\$555,000
Discretionary Bonus	\$500,000	\$567,500	\$617,300
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$22,598	\$20,496	\$21,816
TOTAL ANNUAL COMPENSATION	\$1,032,598	\$1,122,996	\$1,194,116
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$1,305,000	\$1,469,310	\$1,689,360
Stock Awards	\$0	\$1,301,750	\$1,373,250
TOTAL COMPENSATION	\$2,337,598	\$3,894,056	\$4,256,726
Median of Other Named Executive Officers Total Compensation	\$904,836	\$1,386,226	\$2,566,308
Value Realized on Exercise of Stock Option	\$17,148,809	\$14,825,681	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$17,148,809	\$14,825,681	\$0

Proxy Date: 9 Apr 2012

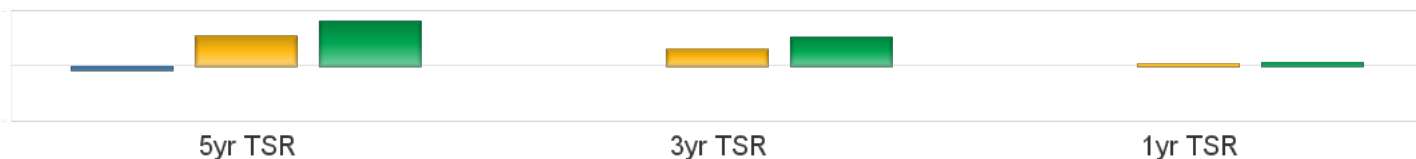
Annual Meeting Date: 17 May 2012

Equity Reserves: 15.88%

Stock Option Run Rate: 1.30%

Performance Comparison

■ S&P500 ■ Industry ■ ANSS



Peer Comparisons (TRBC) =Software

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ANSS	ANSYS, Inc.	\$2,337,598	\$3,894,056	\$4,256,726	\$4,523,100,337
SYMC	Symantec Corporation	\$7,025,792	\$9,022,349		\$12,078,531,019
ADBE	Adobe Systems Incorporated	\$6,663,781	\$12,228,214	\$10,825,110	\$11,864,952,887
CA	CA Technologies	\$8,797,867	\$11,539,640		\$9,796,152,485
RHT	Red Hat, Inc.	\$5,004,600	\$8,974,936		\$8,149,383,408
BMC	BMC Software, Inc.	\$10,902,868	\$12,092,843		\$6,768,089,760
ADSK	Autodesk, Inc.	\$8,107,743	\$6,230,916		\$6,359,036,578

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Advent Software, Inc., Akamai Technologies, Inc., Aspen Technology, Inc., BMC Software, Inc., Cadence Design Systems, Inc., Citrix Systems, Inc., Compuware Corporation, Concur Technologies, Inc., Digital River, Inc., Equinix, Inc., FactSet Research Systems, Inc., Informatica Corporation, Jack Henry & Associates, McAfee, Inc., Nuance Communications, Inc., Parametric Technology Corp., QUEST Software, Inc., Red Hat, Inc., salesforce.com, Inc., Synopsys, Inc., TIBCO Software, Inc., Verisign, Inc.

Performance Peer Group

NASDAQ Composite Index

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Patrick J. Zilvitis	Chairman	69	Male	12	Outside Related
Jacqueline C. Morbv	Member	74	Female	18	Outside Related
William R. McDermott	Member	50	Male	5	Outside