



Global Conflicts of Interest Policy

Effective Date: October 15, 2021

1. INTRODUCTION – POLICY OVERVIEW

1.1 Purpose

Ansys employees are expected to act in the best interests of Ansys at all times and to be aware of actual and potential conflicts of interest. A **conflict of interest** occurs when a personal interest competes with Ansys' interests or interferes with your ability to make sound, objective business decisions on behalf of Ansys. **Conflicts of interest**, as well as situations that create the appearance of a **conflict**, must be avoided.

The Ansys [Code of Business Conduct and Ethics](#) sets forth the basic principles we must follow to uphold our Company's ethical and compliant business culture. This *Global Conflicts of Interest Policy* ("Policy") promotes compliance with applicable laws and helps employees identify, avoid and/or mitigate **conflicts of interest**, and it provides more detailed guidelines and specific examples of permitted and prohibited conduct.

1.2 Scope

This Policy applies to every employee of ANSYS, Inc., its subsidiaries, and controlled affiliates (collectively, "Ansys" or the "Company"), subject to local laws and works council consultation where applicable.

2. DEFINITIONS

In addition to the capitalized defined terms in this Policy, the following terms are defined below. References to these terms may appear in **bold** font throughout this Policy, indicating that you should refer to these definitions to ensure that you fully understand the specific provisions to which these terms relate.

A "**business courtesy**" means any gift, meal, drink, entertainment (including tickets and passes), recreation (such as golf course fees), lodging, transportation, gratuity, favor, benefit, discount, or other tangible or intangible item having monetary value for which fair market value is not paid by the recipient. The recipient may be an individual or an entity.

A "**conflict of interest**" or "**conflict**" means a personal interest, such as an activity, investment, professional association, or outside employment, that competes with Ansys' interests or interferes with your ability to make sound, objective business decisions on behalf of the Company.

"**Conflicts of Interest Disclosure Form**" means the disclosure form described in Section 4.2. If you have an actual or potential **conflict of interest** or if you face a situation where it may reasonably appear that a **conflict** exists, you are also required to complete a *Conflicts of Interest Disclosure Form* and submit it to Ethics & Compliance for review and approval. See Section 4.2 for additional information.

"**Ethics & Compliance**" means the Ethics & Compliance team within the Ansys Legal Department.

A “**financial arrangement**” is an arrangement under which an employee or the employee’s **immediate family member** receives a payment or some other personal benefit (other than such payments or benefits received by the employee from Ansys in the ordinary course).

The term “**government official**” is broadly interpreted and refers to any elected or appointed officer, employee or other person performing service on behalf of a government, government agency, state-owned or -controlled entity, military, political party, or public international organization. This definition includes both U.S. and non-U.S. government officials. Examples of government officials include, but are not limited to:

- any employee, director, officer, or person working on behalf of:
 - a government or any department, agency, or instrumentality of a government, at any level (for example, local, regional, or national),
 - a state-owned or -controlled entity, including, in many countries, telecom, healthcare, and educational institutions,
 - a public international organization, such as the Red Cross, United Nations, International Monetary Fund, or World Bank
- political parties (including candidates for political office),
- members of royal families, and
- **immediate family members**, close friends, and close business associates of any of the persons described above.

An “**immediate family member**” includes an individual’s spouse, domestic partner, children (whether natural or adopted), stepchildren, parents, siblings, in-laws (including mothers- and fathers-in-law, sisters- and brothers-in-law, and sons- and daughters-in-law), and any person who lives in the individual’s residence.

A “**significant financial interest**” is a direct or indirect aggregate ownership interest of an employee or the employee’s **immediate family member** in any outside enterprise, including:

- any investment in a company that is an Ansys competitor, customer, partner, supplier, or potential candidate for acquisition,
- any investment in a publicly traded company if more than one percent (1%) of the outstanding equity, or
- any ownership interest in any non-Ansys business large enough in absolute dollars or as a percentage of the employee’s net worth and/or annual gross income that it creates or reasonably appears to create a **conflict of interest**.

3. PRINCIPLES

3.1 Exchanging business courtesies – gifts, meals and entertainment

The exchange of **business courtesies**, such as gifts, meals, and entertainment, is often an appropriate way to build goodwill between Ansys and those with whom we do business. A **conflict of interest** may arise, however, if a **business courtesy** is offered or accepted for the purpose of influencing a business decision. A **conflict of interest** may also arise if the exchange of business courtesies creates even the appearance of impropriety.

Business courtesies can generally be offered or accepted if they are reasonable in value, infrequent, and related to a legitimate business purpose, and otherwise comply with Ansys' *Global Business Courtesies Policy*. Please note that you must obtain approval from Ethics & Compliance before offering or accepting any individual gift with a value greater than \$150 USD or multiple gifts in a 12-month period to or from the same third party totaling greater than \$450 USD.

There are strict and complex rules that govern the exchange of **business courtesies** with **government officials**. To help ensure our compliance with all applicable laws, you must obtain approval from Ethics & Compliance before offering any **business courtesy** to a **government official**, regardless of the value.

Do not offer or accept any gift, meal, entertainment, or other **business courtesy** to or from any third party if it:

- could influence or appear to influence our ability to make a fair and unbiased business decision,
- is lavish or occurs at an inappropriate venue,
- is accompanied by the expectation that the giver will receive something of value in return,
- is not a commonly accepted business practice or related to a legitimate business purpose,
- is cash or a cash equivalent (such as gift certificates or gift cards), or
- does not otherwise comply with Ansys' *Global Business Courtesies Policy* or *Global Anti-Corruption Policy*

For more information, please review Ansys' *Global Business Courtesies Policy* and *Global Anti-Corruption Policy*. If you are offered or wish to give a **business courtesy** that falls outside of these guidelines, contact Ethics & Compliance to obtain approval before offering or accepting the **business courtesy**.

3.2 Participating in outside business activities

Participating in outside business activities – such as employment, self-employment, or working on a consulting basis – with or without compensation, may constitute a **conflict of interest**. You must not use Company time, assets or other resources to perform work on behalf of another business or for your personal gain. In general, you also may not:

- compete with Ansys, accept employment with or perform work for an Ansys competitor,
- enter into personal transactions with suppliers or customers if the terms and conditions of the transaction would not be the same for the public or other Company employees, unless pre-approved by Ethics & Compliance,
- become employed with, serve as an officer or general or managing partner of, or have a **financial arrangement** with a company that does business with Ansys unless pre-approved by Ethics & Compliance, or
- invest in an outside business if that investment results in you having a **significant financial interest** in that business.

Directors and executive officers of ANSYS, Inc. may be subject to additional restrictions, which can be found in Ansys' [Corporate Governance Guidelines](#).



3.3 Serving on a board of directors

Serving on a board of directors of an outside company (other than a non-profit company), especially suppliers and customers of Ansys, requires pre-approval from Ethics & Compliance.

Serving on a board of directors for a non-profit organization (for example, your local Red Cross chapter or homeowners' association) is encouraged and does not require disclosure or prior approval unless the activity interferes with your ability to perform your job duties at Ansys, in which case the pre-approval of your manager and Ethics & Compliance is required.

The directors and executive officers of ANSYS, Inc. are required to comply with the approval processes set forth in the Company's [Corporate Governance Guidelines](#) in advance of accepting an invitation to serve on an outside board, including the board of a non-profit organization.

3.4 Accepting corporate opportunities

You may never take personal advantage of a business or investment opportunity that you become aware of through your work for Ansys, unless our Company has had an opportunity to evaluate it and has chosen not to pursue it. Examples of corporate opportunities include:

- taking personal advantage of business opportunities discovered through the use of Company property, information or position,
- using Company property, information or position for personal gain, or
- competing with the Company.

3.5 Investing in other companies

Conflicts of interest may arise when you have a **significant financial interest** in or a **financial arrangement** with a current or prospective customer, supplier, or competitor or have an **immediate family member** who does.

You or your **immediate family member** may not make or hold an investment interest in another company if:

- the investment or opportunity arises out of your employment with Ansys, or use of Ansys property or information,
- the investment would impair your ability to make objective decisions on behalf of Ansys, or
- the investment conflicts, or reasonably appears to conflict with, the best interests of Ansys.

You may not be involved in decision-making or approval processes at Ansys with respect to a company with which you or your **immediate family member** has a **financial arrangement**, in which you or your **immediate family member** has a **significant financial interest**, or from which you stand to gain a direct personal benefit as the result of such decision. Examples of such decision-making and approval processes include, but are not limited to, deciding whether to award business, hiring contractors, and negotiating pricing or other contract terms.

The investment restrictions referenced in this Policy do not apply to investments made in companies through mutual funds, index funds, and similar pooling of securities when the individual investor has no

influence over which investments are included, even if such funds include interests in competitors, suppliers or customers of Ansys.

3.6 Doing business with and supervising family members

A **conflict of interest** may occur when certain family, romantic, business, or financial relationships, activities, or associations compromise or could appear to compromise our ability to make sound and objective business decisions on behalf of Ansys. These relationships are required to be disclosed to Ethics & Compliance, and, in some cases, they must be avoided. **Conflicts** requiring disclosure generally arise from the following relationships:

- direct or indirect reporting responsibility over an **immediate family member** or over an individual with whom you are involved in an intimate personal relationship, or
- a business relationship with a company in which you or an **immediate family member** has an ownership or other financial interest.

If you know or become aware of any relationship that may constitute an actual or potential **conflict of interest**, whether or not described above, you are required to report the information to Ethics & Compliance. If you have questions about whether a particular relationship must be disclosed, contact Ethics & Compliance for guidance.

3.7 Political activities

As an Ansys employee, you are free to engage in political activities on a personal basis provided the activities do not conflict with your ability to carry out your Ansys job responsibilities or create confusion between positions or actions that are taken by you personally versus professionally at Ansys. Before you become actively involved in a political campaign or activity, you should discuss with Ethics & Compliance how to avoid or minimize the risk of your personal actions being attributed to Ansys and also review any other unintended potential impacts such activity could have on the Company.

Individual political activities should only occur during off-duty hours, at your own expense, and without use of the Company's name, resources, facilities, or equipment. If you are asked to sign political advertisements or endorsements that include employment information, a generic description of your role should be used such as "software development engineer" rather than including the name of the Company. Only the duly authorized representatives of Ansys can authorize the taking of any position by the Company on legislation, referenda, or the like.

Seeking and being appointed to public office requires the approval of your manager and Ethics & Compliance, so that Ansys may determine whether the activity would create an actual or apparent **conflict of interest**. If there is a **conflict**, you may not be able to pursue the public office position or may have to decline the appointment to public office. While serving in a public office, it may also be necessary for you to abstain from discussion, vote or decision affecting Ansys or any Ansys customer, supplier, competitor, or business partner.



4. POLICY COMPLIANCE AND CONSEQUENCES OF NON-COMPLIANCE

4.1 General guidelines

Ansys takes its commitment to compliance with all applicable laws and regulations regarding **conflicts of interest** seriously and expects all employees to share that commitment. Please carefully review this Policy and contact Ethics & Compliance with any questions by using the contact methods described in the “Seeking Guidance and Reporting Concerns” section below.

Strict compliance with this Policy is required. Compliance also includes timely completing any mandatory training and following any procedures that may be issued under this Policy. Any employee subject to this Policy who does not comply with this Policy may be subject to disciplinary action, up to and including termination, to the extent permissible under applicable local laws, regulations, and work rules.

Any exception to or waiver of this Policy must be expressly permitted by Ansys policies or pre-approved in writing by Ethics & Compliance or the General Counsel. With regard to certain **conflicts**, no exceptions can be made. For example, no one may authorize conduct that is illegal or unethical.

4.2 Conflict of interest disclosure

The key to addressing **conflicts of interest** is prompt and full disclosure. It is your responsibility to tell your manager about any situation you think creates, or could create, a **conflict of interest**.

If you have an actual or potential **conflict** or if you face a situation where it may reasonably appear that a **conflict** exists, you are also required to complete a *Conflicts of Interest Disclosure Form* and submit it to Ethics & Compliance for review and approval. The *Conflicts of Interest Disclosure Form* can be found on the Ethics & Compliance SharePoint site or by clicking [here](#).

Completion of this disclosure and approval by Ethics & Compliance does not exempt you from the requirements of this Policy. In its discretion, Ethics & Compliance may revoke prior authorizations and you may be required to discontinue previously approved activities.

If you have previously disclosed a **conflict of interest** and the facts and circumstances have changed since your initial disclosure, you have a continuing obligation to submit an updated *Conflicts of Interest Disclosure Form* or contact Ethics & Compliance to explain the change in facts and circumstances.

5. SEEKING GUIDANCE AND REPORTING CONCERNS

This Policy cannot address every possible situation you might encounter in your daily work. If you have questions about this Policy, ask for help. And if you are aware of something that may be a violation of this Policy or the law, you must report it so it can be addressed.

You can ask questions, raise concerns or make reports of suspected compliance violations by contacting the Ansys Ethics Line:

- by phone using a special toll-free telephone number based on the country from which you are calling. In the United States, call 855-729-0134. For a list of international country phone numbers, see our *Code of Business Conduct and Ethics*.
- by web at <https://ansys.ethicspoint.com>

The Ansys Ethics Line is managed by an outside company and is available 24 hours a day, seven days a week. Where allowed by local law, you may make an anonymous report to the Ansys Ethics Line.

You may also ask questions and report concerns by contacting Ethics & Compliance team within the Ansys Legal Department by emailing compliance@ansys.com.

NO RETALIATION – ***You will not be retaliated against for reporting any concern or a suspected violation of this Policy that you, in good faith, reasonably believe to be true.*** Any such attempted retaliation will be subject to disciplinary action, up to and including termination, to the extent permissible under applicable local laws, regulations, and work rules.

6. POLICY ADMINISTRATION

The Ethics & Compliance team within the Ansys Legal Department, under the direction and oversight of the General Counsel, is responsible for the administration of this Policy.

Any waivers of conflicts of interest require written approval by Ethics & Compliance or, in certain circumstances, such as in the case of a waiver applicable to an executive officer or a member of the ANSYS, Inc. Board of Directors, written approval by the Board of Directors or a Board committee after review by the General Counsel.



ADDENDUM A

Q&A Examples

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The following Question & Answer (Q&A) examples are intended to (a) help employees better understand how to comply with laws and Ansys' *Global Conflicts of Interest Policy*, (b) provide examples of permitted and prohibited conduct, and (c) provide guidance on how to handle specific situations. If you have questions or need guidance on how to handle a situation that is not addressed in this Q&A, contact Ethics & Compliance at compliance@ansys.com.

- 1. How do I disclose an actual or potential conflict of interest?** Tell your manager about any situation you think creates, or could create, a conflict of interest. You are also required to complete a *Conflict of Interest Disclosure Form* and submit it to Ethics & Compliance for review and approval. The *Conflict of Interest Disclosure Form* can be found on the Ethics & Compliance SharePoint site or by clicking [here](#).
- 2. What are some examples of a conflict of interest?** The following activities illustrate types of potential or actual conflicts of interest that should be avoided and disclosed, as applicable, in accordance with the *Global Conflicts of Interest Policy*. The list is not all inclusive and is simply intended to provide general guidance.
 - Self-benefit – Using your position or relationship within Ansys to promote your own interests or those of your family, including using confidential or privileged information gained in the course of employment at the Company for personal benefit or gain or for the personal gain or benefit of family members.
 - Influence peddling – Soliciting benefits for yourself or your family from outside organizations in exchange for using your influence to advance the interests of that organization within Ansys.
 - Other business relationships and dealings – Approving contracts or other transactions with organizations in which you or your family have a significant financial or other interest or relationship, particularly if you are in a position to influence major decisions, are responsible for review, negotiation and approval of the contracts or other transactions, or otherwise direct Ansys' business dealings with that business or entity.
 - Property transactions – Directly or indirectly leasing, renting, trading, or selling real or personal property to or from Ansys.
 - Use of Ansys property for personal advantage – Using or taking Ansys resources, including facilities, equipment, personnel, and supplies, for private use or other unauthorized non-foundation activities.
 - Recording or reporting false information – Misrepresenting, withholding, or falsifying relevant information required to be reported to external parties or used internally for decision-making purposes, in order to derive personal benefits.
 - Dealings with suppliers – Personally accepting anything of value from organizations or individuals that have contract negotiations or requests for proposals (“RFPs”) pending before Ansys.

3. ***I am planning to start a side business, providing consulting services in my spare time. Are there any conflicts of interest concerns with this?*** It depends on the nature of the consulting services. As long as such services do not compete with Ansys' business, including the products and services we sell, and you do not use Ansys time, resources, or business relationships in support of your own business, it is likely OK. The best approach is to disclose your plans to your manager and Ethics & Compliance and obtain pre-approval in writing. And remember, any outside business pursuit should not interfere with your time committed to, and job performance at, Ansys.
4. ***Would the answer to Question 3 change if I provide the consulting services through my friend's company?*** No. If your direct involvement in a particular transaction would constitute a conflict of interest, you cannot avoid the conflict of interest simply by acting through a relative or other party (such as a spouse's company, investments in someone else's name, etc.).
5. ***My request to engage in part-time employment outside of Ansys was recently approved. Sometimes I need to make phone calls during the workday to catch up on things from this other job. I'm using my personal phone and it doesn't take much time. Is it OK to do this from work?*** No. Your primary responsibility, allegiance and attention while at work must be to your assigned duties at Ansys. If your outside work activity causes job-related problems at Ansys, you may be asked to discontinue the outside employment.
6. ***I am an engineer who has an opportunity to work with a startup as an advisor. It does not involve any simulation software. Am I permitted to do this?*** The best course of action would be to report the conflict as directed in the *Global Conflicts of Interest Policy*. These situations are assessed on a case-by-case basis.
7. ***I have been asked to join the Board of Directors of a local construction firm with no business relationships with Ansys. Am I permitted to do this?*** There are numerous factors to consider. You should first submit a *Conflicts Disclosure Form* and Ethics & Compliance will review your submission and assess whether a conflict exists.