

# NOTICE OF ANNUAL GENERAL MEETING

## ANSYS LIMITED

(Incorporated in the Republic of South Africa)  
(Registration number: 1987/001222/06)  
(Ansys or the company)  
ISIN code: ZAE 000097028  
Share code: ANS

Notice is hereby given of the Annual General Meeting of shareholders of Ansys Limited to be held on Friday, 3 November 2017 at 10h00 at Equinox Board Room, Parsec, 76 Regency Drive, Route 21 Corporate Park, Irene (the Annual General Meeting).

## PURPOSE

The purpose of the Annual General Meeting is to transact the business set out in the agenda below.

If you are in doubt as to what action to take in regard to this notice, please consult your Central Securities Depository Participant (CSDP), broker, banker, accountant, attorney or other professional adviser immediately and refer to the instructions set out in the conclusion of this notice.

## AGENDA

- Presentation of the audited annual financial statements of the company, including the reports of the directors and the Audit and Risk Committee for the year ended 31 March 2017. The Integrated Annual Report, of which this notice forms part, contains the summarised group financial statements and the aforementioned reports. The annual financial statements, including the unmodified audit opinion, are available on Ansys Limited's website at [www.ansys.com](http://www.ansys.com), or may be requested and obtained in person, at no charge, at the registered office of Ansys Limited during office hours.
- To consider and, if deemed fit, approve, with or without modification, the following ordinary and special resolutions as noted below:
- The record date on which members must be recorded as such in the register maintained by the transfer secretaries of the company for the purpose of being entitled to attend and vote at the annual general meeting is 20 October 2017.
- Meeting participants (including shareholders and proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a shareholders' meeting. Forms of identification include valid identity documents, driver's licences and passports.

## REPORT OF THE SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE

The company's Social and Ethics Committee Report, included on page 58 of the Integrated Annual Report will serve as the Social and Ethics Committee's report to the company's shareholders on the matters within its mandate at the Annual General Meeting. Any specific questions to the Committee may be sent to the Company Secretary prior to the Annual General Meeting.

### Note:

For any of the ordinary resolutions numbers 1 to 9 and 11 (inclusive) listed below to be adopted, more than 50% of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof. For ordinary resolution number 10 to be adopted, at least 75% of the voting rights exercised on such ordinary resolution must be exercised in favour thereof.

## 1. RETIREMENT, RE-ELECTION AND CONFIRMATION OF APPOINTMENT OF DIRECTORS

### 1.1 Ordinary resolution number 1

"Resolved that Nonhlanhla Sylvia Mjoli-Mncube, who retires by rotation in terms of the Memorandum of Incorporation of the company and, being eligible, offers herself for re-election, be and is hereby re-elected as director."

## NOTICE OF ANNUAL GENERAL MEETING (continued)

### 1.2 Ordinary resolution number 2

"Resolved that Sizakele Petunia Mzimela, who retires by rotation in terms of the Memorandum of Incorporation of the company and, being eligible, offers herself for re-election, be and is hereby re-elected as director"

The reason for ordinary resolutions numbers 1 and 2 (inclusive) is that the Memorandum of Incorporation of the company, the Listings Requirements of the JSE Limited (JSE) and, to the extent applicable, the South African Companies Act, 71 of 2008, as amended (the Companies Act), require that a component of the non-executive directors rotate at every annual general meeting of the Company and, being eligible, may offer themselves for re-election as directors.

Brief biographies in respect of each director offering herself for re-election are contained on pages 12 and 13 of the Integrated Annual Report.

### 1.3 Ordinary resolution number 3

"Resolved that Teddy Daka's appointment as Chief Executive Officer on 6 June 2017 be and is hereby ratified."

The reason for ordinary resolution number 1.3 is that the Memorandum of Incorporation and more specifically paragraph 26.3.6.1 requires shareholders to ratify the appointment of the Chief Executive Officer.

## 2. RE-APPOINTMENT OF EXTERNAL AUDITOR

### 2.1 Ordinary resolution number 4

"Resolved that shareholders authorise the Board to re-appoint PricewaterhouseCoopers (PwC) Sunninghill, 2 Eglin Road, Sunninghill, South Africa, 2157 as the independent external auditors and Peta-Lynn Pope as the individual designated auditor of the company for the ensuing year and to determine the remuneration of the auditors."

The reason for ordinary resolution number 4 is that the company, being a public listed company, must have its financial results audited and such auditor must be appointed or re-appointed each year at the annual general meeting of the company as required by the Companies Act.

## 3. APPOINTMENT AND RE-APPOINTMENT OF MEMBERS OF THE AUDIT AND RISK COMMITTEE OF THE COMPANY

Note: For avoidance of doubt, all references to the Audit and Risk Committee of the company is a reference to the audit committee as contemplated in the Companies Act.

### 3.1 Ordinary resolution number 5

"Resolved that Nondumiso Medupe, being eligible, be and is appointed as a member and Chairperson of the Audit and Risk Committee of the company, as recommended by the Board of Directors of the company, until the next annual general meeting of the company."

### 3.2 Ordinary resolution number 6

"Resolved that Sizakele Petunia Mzimela, being eligible, be and is appointed as a member of the Audit and Risk Committee of the company, as recommended by the Board of Directors of the company, until the next annual general meeting of the company."

### 3.3 Ordinary resolution number 7

"Resolved that Snowy Joyce Khoza, being eligible, be and is appointed as a member of the Audit and Risk Committee of the company, as recommended by the Board of Directors of the company, until the next annual general meeting of the company."

### 3.4 Ordinary resolution number 8

"Resolved that Coenraad Petrus Bester, being eligible, be and is appointed as a member of the Audit and Risk Committee of the company, as recommended by the Board of Directors of the company, until the next annual general meeting of the company."

The reason for ordinary resolutions numbers 5 to 8 (inclusive) is that the company, being a public listed company, must appoint an audit committee and the Companies Act requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of a company. A brief curriculum vitae of each of the directors up for election to the Audit and Risk Committee appears on pages 12 and 13 of the Integrated Annual Report.

## 4. ENDORSEMENT OF ANSYS REMUNERATION POLICY

### 4.1 Ordinary resolution number 9

"Resolved that shareholders endorse, by way of a non-binding advisory vote, the company's remuneration policy (excluding the remuneration of the non-executive directors and the members of Board committees for their services as directors and members of committees), as set out in the Integrated Annual Report on pages 66 to 69."

The reason for ordinary resolution number 9 is that King III recommends that the remuneration policy of the company be endorsed through a non-binding advisory vote by shareholders.

## 5. GENERAL AUTHORITY TO ISSUE SHARES FOR CASH

### 5.1 Ordinary resolution number 10

"Resolved that the directors are hereby authorised as a general authority to allot and issue the authorised but unissued shares in the capital of the company, for cash, subject to the Companies Act, the MOI of the company, the JSE Listings Requirements, provided that:

- (a) the equity securities be of a class already in issue or, where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- (b) the equity securities must be issued to public shareholders, as defined in the JSE Listing Requirements, and not to related parties;
- (c) the equity securities which are the subject of a general issue for cash:
  - (1) may not exceed 50% of the company's listed equity securities as at the date of the passing of the notice of the annual general meeting limited to 230 519 160 \* shares seeking the general issue for cash authority, provided that:
    - (i) the authority shall be valid until Ansys' next annual general meeting, or for 15 months from the date on which the general issue for cash ordinary resolution was passed, whichever period is shorter, subject to the requirements of the JSE and to any other restrictions set out in this authority;
    - (ii) the calculation of the company's listed equity securities must be a factual assessment of the company's listed equity securities as at the date of this annual general meeting, excluding treasury shares;
    - (iii) any equity securities issued under the authority during the period contemplated in (c)(1)(i) above must be deducted from such number in (1) above; and
    - (iv) in the event of a sub-division or consolidation of issued equity securities during the period contemplated in (c)(1)(i), the existing authority must be adjusted accordingly to represent the same allocation ratio;
- (d) the maximum discount at which equity securities may be issued is 10% of the weighted average traded price of such equity securities measured over the 30 business days prior to the date that the price of the issue is agreed between the company and the party subscribing for the securities. The JSE should be consulted for a ruling if the applicant's securities have not traded in such 30-business day period;
- (e) a Securities Exchange News Service (SENS) announcement giving full details, including the impact on net asset value, net tangible asset value, earnings and headline earnings per share will be published at the time of any issue representing, on a cumulative basis within a financial year, 5% or more of the number of securities in issue prior to the issue; and
- (f) this authority includes any options/convertible securities that are convertible into an existing class of equity securities."

#### Note\*

Shareholders are referred to the Chief Financial Officer's report on page 45 regarding the Profitek transaction. Should the transaction become effective before the date of the Annual General Meeting, the number of shares in paragraph 5.1(c)(1) will reduce accordingly.

For listed entities wishing to issue shares for cash (other than issues by way of rights offers), in consideration for acquisitions and/or to share incentive schemes (which schemes have been duly approved by the JSE and by the shareholders of the company), it is necessary for the Board of the company to obtain prior authority of the shareholders in accordance with the JSE Listings Requirements and the MOI of the company. Accordingly, the reason for ordinary resolution number 10 is to obtain a general authority from shareholders to issue shares for cash in compliance with the JSE Listings Requirements.

In terms of the JSE Listings Requirements, the approval of a 75% majority of the votes cast by shareholders present or represented by proxy at this annual general meeting will be required for this general authority to become effective.

## NOTICE OF ANNUAL GENERAL MEETING (continued)

### 6. AUTHORITY TO SIGN ALL REQUIRED DOCUMENTS

#### 6.1 Ordinary resolution number 11

"Resolved that, subject to the passing of the ordinary and special resolutions at the meeting, any director of the company or the Company Secretary shall be and is hereby authorised to sign all documents and perform all acts which may be required to give effect to such ordinary and special resolutions."

The reason for ordinary resolution number 11 is to request that authority be given to a director or the Company Secretary to sign such documents and execute such actions as will be required to register and give effect to the resolutions passed.

### 7. GENERAL AUTHORITY TO ACQUIRE (REPURCHASE) SHARES

#### 7.1 Special resolution number 1

"Resolved that the company be and is hereby authorised by way of a specific approval as contemplated in section 48 of the Companies Act, to acquire from time to time any or all of the issued ordinary shares of the company, upon such terms and conditions and in such amounts as the directors of the company may from time to time determine, but subject to the MOI of the company and the provisions of the Companies Act, when applicable and provided:

That the company and/or any subsidiary of the company is hereby authorised, by way of a general authority, from time to time, to acquire ordinary shares in the share capital of the company, provided that:

- Any such acquisition of ordinary shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement with the counterparty;
- This general authority shall be valid until the earlier of the company's next annual general meeting or the variation or revocation of such general authority by special resolution at any subsequent general meeting of the company, provided that it shall not extend beyond 15 months from the date of passing of this special resolution number 1;
- An announcement will be published as soon as the company or any of its subsidiaries have acquired ordinary shares constituting, on a cumulative basis, 3% of the number of ordinary shares in issue and for each 3% in aggregate of the initial number acquired thereafter, in compliance with paragraph 11.27 of the JSE Listings Requirements;
- Acquisitions of shares in aggregate in any one financial year may not exceed 20% of the company's ordinary issued share capital, as the case may be, as at the date of passing of this special resolution number 1;
- Ordinary shares may not be acquired at a price greater than 10% above the weighted average of the market value at which such ordinary shares traded for the five business days immediately preceding the date the transaction is effected. The JSE should be consulted for a ruling if the company's securities have not traded in such five business day period;
- The Board of Directors authorises the acquisition, the company passes the solvency and liquidity test and that from the time that the test is done, there are no material changes to the financial position of the company;
- The company has been given authority by its MOI;
- At any point in time, the company and/or its subsidiaries may only appoint one agent to effect any such acquisition;
- The company and/or its subsidiaries undertaking that they will not enter the market to so acquire the company's shares until the company's Designated Advisor has provided written confirmation to the JSE regarding the adequacy of the company's working capital in accordance with Schedule 12 of the JSE Listings Requirements;
- A resolution has been passed by the Board of Directors confirming that the Board has authorised the general repurchase, that the company passed the solvency and liquidity test and that since the test was done, there have been no material changes to the financial position of the group; and
- The company and/or its subsidiaries not acquiring any shares during a prohibited period, as defined in the JSE Listings Requirements, unless a repurchase programme is in place, where dates and quantities of shares to be traded during the prohibited period are fixed and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period."

Although no such repurchases are currently in contemplation, the directors undertake that they will not effect a general repurchase of shares as contemplated above unless the following can be met:

- The company and the group would in the ordinary course of their business be able to pay their debts;
- The consolidated assets of the company and the group would exceed the consolidated liabilities of the company and the group respectively, such assets and liabilities being fairly valued and recognised and measured in accordance with the accounting policies used in the financial statements contained in the Integrated Annual Report;
- The issued capital and reserves of the company and the group would be adequate for the purposes of the company and the group's business; and
- The company and the group's working capital would be sufficient for their requirements.

The percentage of voting rights that will be required for this resolution to be adopted is more than 75% of the votes exercised on the resolution.

The reason for and effect of special resolution number 1 is to grant the company general approval to acquire its own issued shares on such terms, conditions and such amounts determined from time to time by the directors of the company by the limitations set out above.

Pursuant to and in terms of the JSE Listings Requirements, the directors of the company hereby state:

- The directors of the company have no specific intention to effect the provisions of special resolution number 1 but will, however, continually review this position having regard to prevailing circumstances;
- The intention of the company and/or its subsidiaries is to utilise the general authority to repurchase; if at some future date the cash resources of the company are in excess of its requirements; and
- The method by which the company and any of its subsidiaries intends to repurchase its securities and the date on which such repurchase will take place, has not yet been determined.

The JSE Listings Requirements require, the following disclosures, which appear in the Integrated Annual Report:

- Directors and management – refer to pages 12 to 14 of the Integrated Annual Report.
- Major shareholders – refer to page 52 of the Integrated Annual Report.
- Directors' interests in securities – refer to page 3 of the Integrated Annual Report.
- Share capital of the company – refer to page 39 of the Integrated Annual Report.

#### **Litigation statement**

The directors, whose names appear on pages 12 to 13 of the Integrated Annual Report of which the notice of annual general meeting forms part, are not aware of any legal or arbitration proceedings that are pending or threatened, that may have or had in the recent past, being at least the previous 12 months, a material effect on the Ansys group's financial position.

#### **Directors' responsibility statement**

The directors, whose names appear on pages 12 to 13 of the Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statements false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this special resolution contains all information required by law and the JSE Listings Requirements.

#### **Material changes**

Other than the facts and developments reported on in the Integrated Annual Report, there have been no material changes in the financial or trading position of the company and its subsidiaries since the date of signature of the audit report and up to the date of the notice of annual general meeting.

The directors have no specific intention, at present, for the company or its subsidiaries to acquire any of the company's shares but consider that such a general authority should be put in place should an opportunity present itself to do so during the year, which is in the best interests of the company and its shareholders.

The directors are of the opinion that it would be in the best interests of the company to extend such general authority and thereby allow the company or any of its subsidiaries to be in a position to acquire the shares issued by the company through the order book of the JSE, should the market conditions, tax dispensation and price justify such an action.

## NOTICE OF ANNUAL GENERAL MEETING (continued)

### 8. REMUNERATION OF NON-EXECUTIVE DIRECTORS

#### 8.1 Special resolution number 2

"Resolved that the Board and committee fees for non-executive directors for the financial year ended 31 March 2018, as set out in the note below, be and are hereby authorised, in accordance with section 66 (8) – (9) of the Companies Act and that the company may continue to pay directors' fees at the annual rates specified in the note below, for the period from 31 March 2017 until the company's 2018 annual general meeting."

|   | 2017                                 |   | 2018                                 |   | % Increase |
|---|--------------------------------------|---|--------------------------------------|---|------------|
|   | Monthly                              | Annual                                  | Monthly                              | Annual                                  |            |
| <b>Nhlanhla Mjoli-Ncube</b><br>Deputy Chairperson<br>Chairperson (including Committees)                                       | R31 050,00                           | R372 600,00                             | R33 223,50                           | R398 682                                |            |
|   | R31 050,00                           | R372 600,00                             | R33 223,50                           | R398 682,00                             | 7%         |
| <b>Siza Mzimela</b><br>Board member<br>Audit and Risk Committee (member)<br>Human Capital and Remuneration Committee (member) | R13 553,69<br>R2 853,69<br>R1 426,31 | R162 644,28<br>R34 244,28<br>R17 115,72 | R14 502,45<br>R3 053,45<br>R1 526,15 | R174 029,38<br>R36 641,38<br>R18 313,82 |            |
|   | R17 833,69                           | R214 004,28                             | R19 082,05                           | R228 984,58                             | 7%         |
| <b>Ndumi Medupe</b><br>Board member<br>Audit and Risk Committee (Chair)<br>Social and Ethics Committee (member)               | R13 553,69<br>R3 923,69<br>R1 426,31 | R162 644,28<br>R47 084,28<br>R17 115,72 | R14 502,45<br>R4 198,35<br>R1 526,15 | R174 029,38<br>R50 380,18<br>R18 313,82 |            |
|   | R18 903,69                           | R226 844,28                             | R20 226,95                           | R242 723,38                             | 7%         |
| <b>Coen Bester</b><br>Board member<br>Human Capital and Remuneration Committee (chair)<br>Audit and Risk Committee (member)   | R13 553,69<br>R2 140,00<br>R2 853,69 | R162 644,28<br>R25 680<br>R34 244,28    | R14 502,45<br>R2 289,80<br>R3 053,45 | R174 029,38<br>R27 477,60<br>R36 641,38 |            |
|   | R18 547,38                           | 222568,56                               | R19 845,70                           | R238 148,36                             | 7%         |
| <b>Dr Snowy Khoza</b><br>Board member<br>Social and Ethics Committee (Chair)<br>Audit and Risk Committee (member)             | R13 553,69<br>R2 140,00<br>R2 853,69 | R162 644,28<br>R25 680,00<br>R34 244,28 | R14 502,45<br>R2 289,80<br>R3 053,45 | R174 029,38<br>R27 477,60<br>R36 641,38 |            |
|   | R18 547,38                           | R222 568,56                             | R19 845,70                           | R238 148,36                             | 7%         |

The Human Capital and Remuneration Committee (HCRC) relied on a salary benchmark and survey from 21st Century, an independent third party, to determine whether the Non-executive Directors (NED) fees presented to shareholders for approval were in line with market trends. Further to the aforementioned, the HC&R was desirous of determining whether the NED fees were aligned with the Remuneration Philosophy and Policy of the company. In this regard, shareholders are reminded that part of the philosophy is to remunerate employees and directors fairly and market related in order to retain the necessary skill and expertise required.

The percentage of voting rights that will be required for this resolution to be adopted is more than 75% of the votes exercised on the resolution.

#### Reason and effect of special resolution number 2

The reason for special resolution number 2 is for the company to obtain the approval of shareholders, by way of a special resolution, for the payment of remuneration to its Non-executive Directors in accordance with the requirements of the Companies Act.

The effect of special resolution number 2 is that the company will be able to pay its Non-executive Directors for the services they render to the company as Directors without requiring further shareholder approval until the next annual general meeting of the company.

## 9. INTER-COMPANY FINANCIAL ASSISTANCE

### 9.1 Special resolution number 3:

"Resolved in terms of Section 45(3)(a)(ii) of the Companies Act, as a general approval, that the Board of the company be and is hereby authorised to approve that the company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the Board of the company may deem fit to any company or corporation that is related or inter-related ("related" or "inter-related" will herein have the meaning attributed to it in section 2 of the Companies Act) to the company, on the terms and conditions and for amounts that the Board of the company may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the company."

The reason for and effect of special resolution number 3, if adopted, will be to confer authority on the Board of Directors of the company to authorise financial assistance to companies related or inter-related to the company, or to any juristic person who is a member of or related to any such companies generally as the Board of Directors of the company may deem fit, on the terms and conditions, and for the amounts that the Board of Directors may determine from time to time, for a period of two years after this general meeting of the company.

The granting of the general authority would obviate the need to refer each instance of provision of financial assistance in the circumstances contemplated in this special resolution for ordinary shareholder approval.

This general authority would assist the company with, inter alia, making inter-company loans to subsidiaries of the company, or inter-related companies, as well as granting letters of support and guarantees in appropriate circumstances. This would avoid undue delays and attendant adverse financial impact on subsidiaries, or inter-related companies, as it would facilitate the expeditious conclusion of negotiations.

In the event that this special resolution is adopted by the ordinary shareholders of the company, thereby conferring general authority on the Board of Directors of the company to authorise financial assistance to companies related or inter-related to the company or to any juristic person who is a member of or related to any such companies, then the Board of Directors of the company shall not authorise any financial assistance contemplated in such special resolution unless the Board:

1. is satisfied that immediately after providing the financial assistance, the company will satisfy the solvency and liquidity test contemplated in section 4 of the Companies Act (section 45(3)(b)(i)); and
2. is satisfied that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company (section 45(3)(b)(ii)); and
3. has ensured that any conditions or restrictions in respect of the granting of financial assistance set out in the company's Memorandum of Incorporation have been satisfied (section 45(4)).

This special resolution does not authorise the provision of financial assistance to a director or prescribed officer of the company.

## NOTICE OF ANNUAL GENERAL MEETING (continued)

### VOTING INSTRUCTIONS

In terms of the Companies Act, any member entitled to attend and vote at the above meeting may appoint one or more persons as proxy, to attend and speak and vote in his stead. A proxy need not be a member of the company. Forms of proxy must be deposited at the office of the transfer secretaries not later than 1 November 2017 before the time fixed for the meeting (excluding Saturdays, Sundays and public holidays).

If your Ansys shares have been dematerialised and are held in a nominee account, then your Central Securities Depository Participant (CSDP) or broker, as the case may be, should contact you to ascertain how you wish to cast your vote at the Annual General Meeting and thereafter cast your vote in accordance with your instructions.

If you have not been contacted it would be advisable for you to contact your CSDP or broker, as the case may be, and furnish them with your instructions. If your CSDP or broker, as the case may be, does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them, or if the mandate is silent in this regard to abstain from voting.

Dematerialised shareholders whose shares are held in a nominee account must not complete the attached form of proxy.

Unless you advise your CSDP or broker timeously in terms of the agreement between yourself and your CSDP or broker by the cut-off time advised by them that you wish to attend the Annual General Meeting or send a proxy to represent you at the Annual General Meeting, your CSDP or broker will assume you do not wish to attend the Annual General Meeting or send a proxy. If you wish to attend the Annual General Meeting, your CSDP or broker will issue the necessary letter of representation to you to attend the Annual General Meeting.

Shareholders who have dematerialised their shares through a CSDP or broker, other than "own name" registered dematerialised shareholders, who wish to attend the Annual General Meeting, must request their CSDP or broker to issue them with a letter of representation, or they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement/mandate entered into between them and the CSDP or broker.

### SHAREHOLDER RIGHTS

It is requested that forms of proxy should be forwarded to reach the company's transfer secretaries at the address given below by no later than Wednesday, 1 November 2017, at 10h00.

In terms of section 63 (2) and 63 (3) of the Companies Act, shareholders or their proxies may participate in the meeting by way of telephone conference call and, if they wish to do so:

- must contact the Company Secretary (by email at the address [melinda@fusioncorp.co.za](mailto:melinda@fusioncorp.co.za)) by no later than Wednesday, 1 November 2017 at 10h00 in order to obtain a pin number and dial-in details for that conference call;
- will be required to provide reasonably satisfactory identification; and
- will be billed separately by their own telephone service providers for their telephone call to participate in the meeting.

By order of the Board

**Melinda Gous**

Representative of: Fusion Corporate Secretarial Services Proprietary Limited