



Executive Compensation Recoupment Policy

The Compensation Committee believes it is good corporate governance and in the best interests of PTC shareholders for PTC to have a recoupment (“clawback”) policy concerning bonuses and equity compensation awarded to executive officers. This policy was adopted by the Committee to prevent executives involved in wrongful conduct from unjustly benefiting from that conduct and to remove the financial incentives to engage in such conduct.

Scope

This policy applies to PTC's Section 16 Officers (each, an “Executive”).

This policy applies to performance-based equity awards and performance-based cash bonuses (collectively, “Incentive Compensation”) granted subsequent to the adoption of this policy.

Policy

In the event of noncompliance with any financial reporting requirement due to the intentional misconduct by the relevant Executive that leads to a restatement (“Restatement”) of PTC's financial results for any period (the “Restated Period”), the Committee will review the facts and circumstances and may take such actions as it considers appropriate with respect to the Incentive Compensation of such Executive.

Such actions may include (a) seeking reimbursement of an amount equal to the portion of any performance-based cash bonus paid to such Executive exceeding, as determined in the sole judgment of the Committee, the amount that would have been paid had the financial results been then reported as restated, (b) seeking recovery, in whole or in part, of any vested performance-based equity awards earned with respect to the Restated Period to the extent, as determined in the sole judgment of the Committee, such equity awards would not have been earned had the financial results been then reported as restated (“Unearned Vested Awards”), (c) seeking recovery of an amount equal to the proceeds (which amount shall not be net of any commissions) received by the Executive upon sale of Unearned Vested Awards, and (d) cancellation, in whole or in part, of any earned but unvested performance-based equity awards with respect to the Restated Period to the extent, as determined in the sole judgment of the Committee, such equity awards would not have been earned had the financial results been then reported as restated.

Notwithstanding the foregoing, the Committee shall not take any actions set forth in the preceding paragraph with respect to Incentive Compensation received by the Executive more than three years prior to the date on which the applicable Form 8-K disclosing under Item 4.02 the need for the Restatement is filed.

All determinations by the Committee with respect to this policy are final and binding on the relevant Executive.