Synopsys to Acquire Nassda in All-Cash Transaction at $7.00 Per Share

Outstanding Litigation to Be Settled at Closing

Synopsys, Inc. (NASDAQ: SNPS) today announced it has signed agreements to acquire Nassda Corporation (NASDAQ: NSDA) in an all-cash transaction at $7.00 per share and, subject to the closing of the acquisition, to settle all outstanding litigation by Synopsys against Nassda and certain Nassda officers, directors and employees. The aggregate purchase price will be approximately $192 million, or approximately $92 million net of Nassda's estimated cash at closing. In addition, upon closing, the Nassda officers, directors and employees who are defendants in the litigation between Synopsys and Nassda will make settlement payments to Synopsys in the aggregate amount of $61.6 million.

"This acquisition successfully resolves the litigation between our two companies and sends a strong message of Synopsys' commitment to protecting and preserving its intellectual property," said Rex Jackson, vice president and general counsel of Synopsys. "By acquiring Nassda rather than continuing through the courts, Synopsys can preserve Nassda's products and continue long-term support of Nassda's customers."

Structure of the Transaction

The definitive agreements for the acquisition have been approved by the boards of directors of both Synopsys and Nassda, as well as by a special committee of Nassda's board. The acquisition is subject to approval by the holders of a majority in interest of Nassda's outstanding common stock. Certain directors, officers and employees of Nassda who own in the aggregate approximately 60 percent of Nassda's outstanding common shares have agreed to vote in favor of the transaction. The acquisition is further subject to approval by a majority of votes cast at Nassda's upcoming special meeting of stockholders, excluding votes cast by the defendants in the litigation between Synopsys and Nassda, certain associated parties of the defendants, and Nassda's officers and directors. The acquisition is also subject to customary regulatory approvals and other closing conditions.

Conference Call

Synopsys will provide further information on the transaction at its fourth quarter and full year fiscal 2004 financial results conference call scheduled for today, Wednesday, December 1, 2004, at 2:00 p.m., Pacific Time. A live webcast of the call will be available at Synopsys' corporate website at https://www.synopsys.com/corporate/invest/invest.html . A recording of the call will be available by calling 888-428-4470 (612-332-0530 for international callers), access code 754504, beginning at 5:30 p.m. Pacific Time today. A webcast replay will also be available at https://www.synopsys.com/corporate/invest/invest.html from approximately 5:30 p.m. Pacific Time today through the time of the announcement of Synopsys' results for the first quarter of fiscal 2005 in February 2005.

About Synopsys

Synopsys, Inc. is the world leader in electronic design automation (EDA) software for semiconductor design. The company delivers technology-leading IC design and verification platforms and IC manufacturing software products to the global electronics market, enabling the development and production of complex systems-on-chips (SoCs). Synopsys also provides intellectual property and design services to simplify the design process and accelerate time-to-market for its customers. Synopsys is headquartered in Mountain View, California and has offices in more than 60 locations throughout North America, Europe, Japan and Asia. Visit Synopsys online at www.synopsys.com.

Safe Harbor Statement/Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934, including statements regarding the expected benefits of the Nassda acquisition and settlement of outstanding litigation between Synopsys and Nassda. These statements are based on Synopsys' current expectations and beliefs. Actual results could differ materially from the results implied by these statements as a result of unforeseen difficulties in closing the acquisition, integrating Nassda's employees and products into Synopsys' operations, as well as the factors described in the section of Synopsys' Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2004 filed with the Securities and Exchange Commission entitled "Factors That May Affect Future Results."

NOTE: Synopsys is a registered trademark of Synopsys, Inc. All other trademarks mentioned in this release are the intellectual property of their respective owners.

SOURCE: Synopsys, Inc.

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