



**FOR**

## *Shareholder Rights*

### **Proposal 5 for a Shareholder Right to Act by Written Consent Deserves a Vote of support**

The Synopsys, Inc. (SNPS) opposition to this proposal starts off by poisoning its own well on credibility. It states that “extensive engagement” with SNPS shareholders resulted in SNPS adopting a 15% stock ownership threshold for SNPS shareholders to call for a special shareholder meeting.

SNPS completely left out the fact that the 15% figure adopted by SNPS is not really 15% because all SNPS shareholders who do not own their shares for a full year are completely disqualified from calling for a special shareholder meeting. Thus, from the remaining pool of SNPS shareholders, 25% of SNPS shares could be required in order to make up the required 15% of all outstanding SNPS shares that are required to call for a special shareholder meeting.

The fact that SNPS is bragging about shareholder engagement based on obscuring relevant information stains any SNPS claim of genuine shareholder engagement.

SNPS also fails to understand that Written Consent is structured only for issues that have overwhelming SNPS shareholder

support.

Written consent is a shareholder right that requires the formal backing of a majority of all SNPS shares outstanding. This majority support requirement in reality is much more than majority support because it is not economically possible to contact a significant percent of SNPS shares to get their formal backing. Thus for an issue to still get majority support from all SNPS shares outstanding under written consent it could need 70% to 80% support from the remaining SNPS shares that it is economically possible to reach.

Yet SNPS incorrectly gives the impression that written consent gives too much influence to a minority. The only role for a minority with written consent is to find an issue that has a good chance of obtaining 70% to 80% SNPS shareholder support. Unless there is 70% to 80% SNPS shareholder support an issue fails.

It is all the more important to have written consent at SNPS because SNPS has disqualified all shares not owned for a full year from having any right to participate in calling for a special shareholder meeting. SNPS shareholders who recently purchased SNPS stock have a particular need for a right to act by written consent.

This proposal won 51% support at CDW Corporation (CDW) in 2025. And CDW is just like SNPS which also disqualified all shares not owned for a year from any right to participate in calling for a special shareholder meeting.

Janice D. Chaffin, Chair of the SNPS Governance Committee, deserves an against vote due to SNPS appearing to be ignorant of what a shareholder right to act by written consent is about.

**Notice of Exempt Solicitation (SNPS)**

Notice of Exempt Solicitation Pursuant to Rule 14a-103

Name of Registrant: Synopsys, Inc. (SNPS)

Name of person relying on exemption: John Chevedden, SNPS  
Shareholder since 2020

Address of persons relying on exemption: POB 2673, Redondo  
Beach, CA 90278

These written materials are submitted pursuant to Rule 14a-6(g)(1) promulgated under the Securities Exchange Act of 1934. John Chevedden does not beneficially own more than \$5 million of the class of subject securities, and this notice of exempt solicitation is therefore being provided on a voluntary basis.

This is not a solicitation of authority to vote your proxy. Please DO NOT send me your proxy card; the shareholder is not able to vote your proxies, nor does this communication contemplate such an event.

The shareholder asks all shareholders to vote by following the procedural instructions provided in the proxy materials.