

**Certificate of Approval of a Prospectus  
in accordance with Articles 17 and 18 of Directive 2003/71/EC**

**To :**

BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT (BAFIN)  
FINANCIAL CONDUCT AUTHORITY (FCA)  
FINANCIAL SUPERVISORY AUTHORITY (FSA)

**From :**

**Autorité des marchés financiers (AMF)**  
17, place de la Bourse  
75002 PARIS  
FRANCE

We hereby certify that the prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC as amended by the Directive 2010/73/EU and was approved by us on December 16, 2016.

**Name of Issuer :** PTC, INC.

**Registered Office :** 140 Kendrick Street – Needham, MA 02494 - USA

**Type of Securities (references to the annexes of regulation EC 809/2004 according to which the prospectus was drawn up) :** Annexes 1 (excepted 5.1.2 to 5.1.5, 5.2, 6, 7, 8, 9, 10, 11, 15, 16, 17.1, 18, 19, 20.1 to 20.5, 20.6, 21, 22, 25) and 3 (excepted 3.3, 4.10, 5.1.9, 5.1.10, 5.2, 5.4.1, 5.4.3, 5.4.4, 6.3, 6.4, 6.5, 7, 10.2.) in accordance with ESMA Q&A on prospectuses, 24th Updated version - April 6, 2016, question 71.

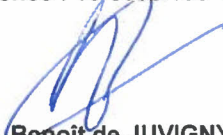
**Guarantor :** not applicable

**We have authorised, in accordance with Article 8 of Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing Directive 2003/71/EC, the omission of the information required under on the following grounds:** not applicable

**Attachments :**

- (1) Prospectus dated December 16, 2016
- (2) Translation of the summary

**Date : December 16, 2016**  
**Reference : 16-0590/195-16**

  
**Benoit de JUVIGNY**  
**Secrétaire général**  
**Autorité des marchés financiers**  
**(AMF)**  
17, place de la Bourse  
75002 PARIS