

Accenture plc
Form PRE 14A
December 07, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)
Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Accenture plc

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

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NOTICE OF THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Date: Wednesday, February 6, 2013

Time: 12:00 p.m. local time
Accenture New York Office
1345 Avenue of the Americas

Place: 6th Floor
New York, New York 10105
USA

Record Date: December 11, 2012

Only those persons who were registered holders of Accenture plc's Class A ordinary shares or Class X ordinary shares at the close of business on the record date will be entitled to receive notice of the meeting and to attend and vote at the meeting. This proxy statement contains additional information on how to attend the meeting and vote your shares in person. To vote your shares, you will need the number included in the box on the proxy card accompanying this proxy statement. Any registered shareholder entitled to attend and vote at the 2013 annual general meeting of shareholders may appoint one or more proxies, who need not be a registered shareholder(s) of the Company.

- Proxy Voting:
1. To accept, in a non-binding vote, the financial statements for the twelve month period ended August 31, 2012 as presented
 2. To re-appoint William L. Kimsey, Robert I. Lipp, Pierre Nanterme, Gilles C. Pélisson and Wulf von Schimmelmann as directors, each for a term expiring at our annual general meeting of shareholders in 2014
 3. To ratify, in a non-binding vote, the appointment of KPMG as independent registered public accounting firm of Accenture plc for a term expiring at our annual general meeting of shareholders in 2014 and to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine KPMG's remuneration
 4. To approve, in a non-binding vote, the compensation of the named executive officers
 5. To approve an amendment to the Accenture plc 2010 Share Incentive Plan
 6. To authorize holding the 2014 annual general meeting of shareholders of Accenture plc at a location outside of Ireland
 7. To authorize Accenture to make open-market purchases of Accenture plc Class A ordinary shares
 8. To determine the price range at which Accenture plc can re-issue shares that it acquires as treasury stock
 9. To consider a shareholder proposal regarding a report on lobbying practices, if properly presented at the meeting
- Items of Business:

The Board of Directors recommends that you vote "for" each of proposals 1 through 8, and "against" proposal 9. The full text of these proposals is set forth in the accompanying proxy statement.

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proxy, we must receive your mailed proxy by 5:00 p.m., Eastern Standard Time, on February 5, 2013 for registered shareholders and by 8:00 a.m., Eastern Standard Time, on February 1, 2013 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS. If you submit your proxy by telephone or via the Internet, then you may submit your voting instructions until 6:00 a.m., Eastern Standard Time, on February 6, 2013 for registered shareholders and by 8:00 a.m., Eastern Standard Time, on February 1, 2013 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS. If your shares are not registered in your name but in the “street name” of a bank, broker or other holder of record (a “nominee”), then your name will not appear in Accenture plc’s register of shareholders. Those shares are held in your nominee’s name, on your behalf, and your nominee will be entitled to vote your shares. If you hold your shares in street name, please refer to the information from your bank, broker or nominee on how to submit voting instructions.

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Your proxy is revocable. After you have submitted your proxy, you may revoke it by mail before the Annual Meeting by sending a written notice to our General Counsel, Secretary & Chief Compliance Officer, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA. Your notice must be received no later than one hour prior to the beginning of the Annual Meeting. If you wish to revoke your submitted proxy card and submit new voting instructions by mail, then you must sign, date and mail a new proxy card with your new voting instructions, which we must receive by 5:00 p.m., Eastern Standard Time, on February 5, 2013 for registered shareholders and by 8:00 a.m., Eastern Standard Time, on February 1, 2013 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS. If you submitted your proxy by telephone or via the Internet, you may revoke your submitted proxy and/or submit new voting instructions by that same method, which must be received by 6:00 a.m., Eastern Standard Time, on February 6, 2013 for registered shareholders and by 8:00 a.m., Eastern Standard Time, on February 1, 2013 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS. If you are a registered shareholder, you also may revoke your proxy in person by attending and voting your shares at the Annual Meeting. Attending the Annual Meeting without taking one of the actions above will not revoke your proxy. If you hold your shares in street name, please refer to the information from your bank, broker or nominee on how to revoke your proxy.

Your vote is very important to the Company. If you do not plan to attend the Annual Meeting, we encourage you to read the enclosed proxy statement and submit your completed proxy prior to the Annual Meeting so that your shares will be represented and voted in accordance with your instructions.

If you hold your shares in street name, in order for you to attend the Annual Meeting, you must bring a letter or account statement showing that you beneficially owned as of the record date the shares held by the nominee. Note that even if you attend the Annual Meeting, you cannot vote the shares that are held by your nominee. Rather, you should submit voting directions to your nominee, which will instruct your nominee how to vote those shares on your behalf.

Quorum and Voting Requirements

In order to establish a quorum at the Annual Meeting, there must be at least three shareholders represented at the meeting, either in person or by proxy, who have the right to attend and vote at the meeting, and who together hold shares representing more than 50 percent of the votes that may be cast by all shareholders of record. For purposes of determining a quorum, abstentions and broker “non-votes” present in person or by proxy are counted as represented. A “non-vote” occurs when a nominee (such as a broker) holding shares for a beneficial owner abstains from voting on a particular proposal because the nominee does not have discretionary voting power for that proposal and has not received instructions from the beneficial owner on how to vote those shares.

For each of the proposals being considered at the Annual Meeting, approval of the proposal requires the affirmative vote of a simple majority of the votes cast, except for proposal no. 8 (determination of the price range at which Accenture plc can re-issue shares that it acquires as treasury stock), which requires the affirmative vote of at least 75% of the votes cast. The votes on proposals no. 1 and 4 (consideration of the financial statements and vote on executive compensation, respectively) and the ratification of the appointment of our independent registered public accounting firm in proposal no. 3 are advisory in nature and are non-binding. There is no cumulative voting in the appointment of directors. The appointment of each director nominee will be considered and voted upon as a separate proposal.

Abstentions and broker “non-votes” will not affect the voting results. If the proposal for the appointment of a director nominee does not receive the required majority of the votes cast, then the director will not be appointed and the position on the Board that would have been filled by the director nominee will become vacant. The Board has the ability to fill the vacancy upon the recommendation of its Nominating & Governance Committee, in accordance with Accenture plc’s articles of association, subject to re-appointment by Accenture plc’s shareholders at the next annual general meeting of shareholders.

Proxy Solicitation

Accenture plc will bear the costs of soliciting proxies from the holders of our Class A ordinary shares and Class X ordinary shares. We are initially soliciting these proxies by mail and e-mail, but solicitation may be made by our directors, officers and selected other Accenture employees telephonically, electronically or by other means of

communication, and by Innisfree M&A Incorporated, whom we have hired to assist in the solicitation and distribution of proxies. Directors, officers and employees who help us in the solicitation will not be specially compensated for those services, but they may be reimbursed for their out-of-pocket expenses incurred in connection with the solicitation. Innisfree M&A Incorporated will receive a fee of \$20,000, plus reasonable out-of-pocket costs and expenses, for its services. Brokerage houses, nominees, fiduciaries and other custodians will be requested to forward soliciting materials to beneficial owners and will be reimbursed for their reasonable out-of-pocket expenses incurred in sending proxy materials to beneficial owners. Corporate Election Services will act as our Inspector of Election at the Annual Meeting and assist us in tabulating the votes.

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PROPOSAL NO. 1—ACCEPTANCE OF THE COMPANY’S IRISH FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

We refer to our financial statements for the twelve month period ended August 31, 2012 prepared in accordance with Irish law as our “Irish Financial Statements.” The Irish Financial Statements and related reports, which are attached as Annex A to this proxy statement, are being presented to the shareholders at the Annual Meeting. In accordance with our obligations under Irish law, we will provide the shareholders at the Annual Meeting an opportunity to accept, in a non-binding vote, the Irish Financial Statements and the reports of the directors and auditors thereon as presented and ask any relevant and appropriate questions of the representative of our independent registered public accounting firm in attendance at the Annual Meeting.

The Irish Financial Statements cover the period from September 1, 2011 through August 31, 2012, the last day of our 2012 fiscal year.

The Irish Financial Statements were approved by two directors on behalf of the Board, in accordance with the Companies Acts 1963 to 2012 of Ireland, on October 31, 2012.

Please note that a vote “FOR” or “AGAINST” this proposal will have no effect on the approval of the Irish Financial Statements by the Board.

The text of the resolution in respect of proposal no. 1 is as follows:

“To accept, in a non-binding vote, the financial statements for the twelve month period ended August 31, 2012 and the reports of the directors and auditors thereon as presented.”

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE ACCEPTANCE OF THE IRISH FINANCIAL STATEMENTS AND RELATED REPORTS.

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PROPOSAL NO. 2—RE-APPOINTMENT OF DIRECTORS

Shareholders are being asked to vote to re-appoint to the Board William L. Kimsey, Robert I. Lipp, Pierre Nanterme, Gilles C. Pélisson and Wulf von Schimmelfmann, the directors whose terms will expire at the Annual Meeting. Prior to February 9, 2012 (the date of our last annual general meeting), our articles of association provided for a classified Board divided into three classes based upon the cycle of the respective terms in office. At each annual general meeting of shareholders, the appointment of the directors constituting one class of Board membership expired, and the shareholders voted at that meeting to appoint the directors nominated for these Board positions, each to hold office for a three-year term. On February 9, 2012, at our annual general meeting of shareholders, our shareholders approved an amendment to our articles of association that provides for a phased-in declassification of the Board and the annual election of all directors who are re-appointed beginning at the Annual Meeting. Accordingly, the directors elected at the Annual Meeting (and each annual general meeting thereafter) will be elected for one-year terms, and beginning with the 2015 annual general meeting, the entire Board will be elected annually. In addition, the directors elected at the Annual Meeting (and each annual general meeting thereafter) will no longer be designated by classes. The Board may appoint additional directors, in accordance with our articles of association, upon the recommendation of the Nominating & Governance Committee and subject to re-appointment by Accenture's shareholders at the next annual general meeting of shareholders.

Proxies cannot be voted for a greater number of persons than the number of nominees named.

The Nominating & Governance Committee reviewed the performance and qualifications of the five current directors whose terms expire at the Annual Meeting and recommended to the Board that each be re-appointed to serve for an additional one-year term. Gilles C. Pélisson was appointed by the Board as a director on April 27, 2012 and is therefore subject to re-appointment by our shareholders at the Annual Meeting. The Board is nominating these five individuals for re-appointment as directors, each for a one-year term expiring at the 2014 annual general meeting of shareholders. All of the director nominees are current Board members:

William L. Kimsey

Robert I. Lipp

Pierre Nanterme

Gilles C. Pélisson

Wulf von Schimmelfmann

The text of the resolution in respect of proposal no. 2 is as follows:

“By separate resolutions, to re-appoint the following Directors:

(a) William L. Kimsey;

(b) Robert I. Lipp;

(c) Pierre Nanterme;

(d) Gilles C. Pélisson; and

(e) Wulf von Schimmelfmann.”

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE RE-APPOINTMENT OF EACH OF THE BOARD’S FIVE DIRECTOR NOMINEES LISTED ABOVE.

If you submit your proxy designating Pierre Nanterme, Pamela J. Craig and Julie S. Sweet as your proxies but do not indicate how your shares should be voted, then your shares will be voted by those individuals in favor of the re-appointment of all the nominees listed above. If any nominee is unwilling or unable to serve as a director, then the Board may propose another person in place of that original nominee, and the individuals designated as your proxies will vote to appoint that proposed person, unless the Board decides to reduce the number of directors constituting the full Board. If any nominee is unwilling or unable to serve as a director, and you appoint as a proxy any person other than those specified on your proxy card, then your proxy must vote or abstain from voting in accordance with your instructions and, in the absence of your instructions, as the proxy thinks fit. All of the nominees have indicated that they will be willing and able to serve as directors.

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BOARD AND CORPORATE GOVERNANCE MATTERS

Director Biographies

Set forth below are the biographies of our director nominees and our other directors.

Director Nominees

William L. Kimsey
70 years old
Director Nominee
Chair, Audit Committee
Member, Compensation Committee

William L. Kimsey has been a director since November 2003. From October 1998 until his retirement in September 2002, Mr. Kimsey was global chief executive officer of Ernst & Young Global Limited. He is a director of Western Digital Corporation and Royal Caribbean Cruises Ltd. He previously served as a director of NAVTEQ Corporation in the past five years.

Robert I. Lipp
74 years old
Director Nominee
Member, Audit Committee
Member, Finance Committee

Robert I. Lipp has been a director since October 2001. In September 2009, he joined Stone Point Capital LLC, a private equity firm that invests in the global financial services industry, as a senior advisor and executive chairman of StoneRiver Holdings. From October 2008 through August 2009, Mr. Lipp was with Brysam Global Partners, LLC, a private equity firm that invests in financial services, as a senior partner. He was formerly a senior advisor at, and was a director of, JPMorgan Chase & Co. from September 2005 to September 2008. From April 2004 to September 2005, he was executive chairman of The Travelers Companies, Inc. From December 2001 to April 2004, Mr. Lipp was chairman and chief executive officer of its predecessor company, Travelers Property Casualty Corp. Mr. Lipp also served as chairman of the board of Travelers Insurance Group Holdings Inc. from 1996 to 2000 and from January 2001 to October 2001. During 2000, he was a vice-chairman and member of the office of the chairman of Citigroup Inc. Mr. Lipp previously served as a director of The Travelers Companies, Inc. from 2001 until 2010.

Pierre Nanterme
53 years old
Director Nominee

In connection with his appointment on October 20, 2010 as our chief executive officer, effective January 1, 2011, Pierre Nanterme was appointed to our Board to serve as a director. Mr. Nanterme currently serves as our chief executive officer. Prior to assuming this role, Mr. Nanterme held various leadership roles throughout the Company, including serving as group chief executive of our Financial Services operating group from September 2007 to November 2010, our chief leadership officer from May 2006 through September 2007, and our country managing director for France from November 2005 to September 2007. Mr. Nanterme has been appointed to succeed Mr. Green as chairman of our Board effective

February 1, 2013. Mr. Nanterme has been with Accenture for 29 years.

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Gilles C. Péllisson
55 years old
Director Nominee
Chair, Nominating & Governance Committee
Member, Audit Committee

Gilles C. Péllisson has been a director since April 2012. Mr. Péllisson joined hotel group Accor as chief executive officer in 2006 and was appointed chairman in 2009. He served as chief executive officer of Accor until December 2010 and as chairman until January 2011. Mr. Péllisson served as chief executive officer of mobile operator Bouygues Telecom from 2001 to 2005 and also as its chairman starting in 2004. From 2000 to 2001, he was with the SUEZ group, and in 2000 he became chairman of Noos, a cable network operator. Mr. Péllisson served as the chief executive officer of Disneyland Paris Resort from 1995 to 2000 and also as its chairman starting in 1997.

Wulf von Schimmelmann
65 years old
Director Nominee
Member, Nominating & Governance Committee

Wulf von Schimmelmann has been a director since October 2001. He was the chief executive officer of Deutsche Postbank AG, then Germany's largest independent retail bank, from 1999 until his retirement in June 2007. He is also the chairman of the supervisory board of Deutsche Post DHL and a member of the board of directors of The Western Union Company and of Thomson Reuters Corporation.

Other Current Directors

Dina Dublon
59 years old
Class II Director
Member, Finance Committee

Dina Dublon has been a director since October 2001. Ms. Dublon joined the faculty of the Harvard Business School for the 2011/2012 academic year. From December 1998 until September 2004, she was chief financial officer of JPMorgan Chase & Co. and its predecessor companies. She retired from JPMorgan Chase & Co. in December 2004. Prior to being named chief financial officer, she held numerous positions at JPMorgan Chase & Co. and its predecessor companies, including corporate treasurer, managing director of the Financial Institutions Division and head of asset liability management. She is a director of Microsoft Corporation and PepsiCo, Inc. Ms. Dublon's current term as director expires at our annual general meeting of shareholders in 2015.

Charles H. Giancarlo
55 years old
Class I Director
Chair, Finance Committee
Member, Nominating & Governance Committee

Charles H. Giancarlo has been a director since December 2008. Mr. Giancarlo has been a managing director of the private investment firm Silver Lake since 2007 and serves as head of its Value Creation Team. He has also served as the chairman of the board of directors of Avaya Inc. since January 2009. Previously, Mr. Giancarlo held a variety of roles at Cisco Systems, Inc., where he worked for almost 15 years. His last position at Cisco was as executive vice president and chief development officer, a position he held starting in July 2005. In this position, he was responsible

for all Cisco business units and divisions and more than 30,000 employees. Mr. Giancarlo was also president of Cisco-Linksys, LLC starting in June 2004. Mr. Giancarlo previously served as a director of Netflix, Inc. and Skype Limited in the past five years. Mr. Giancarlo's current term as director expires at our annual general meeting of shareholders in 2014.

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William D. Green 59 years old Class II Director	William D. Green became chairman of the Board on August 31, 2006, and has been a director since June 2001. Mr. Green served as our chief executive officer from September 2004 to January 1, 2011 when he became solely our executive chairman. From March 2003 to August 2004, he was our chief operating officer—Client Services and from August 2000 to August 2004 he was our country managing director, United States. Mr. Green will step down as chairman and from the Board of Directors and retire from Accenture, effective February 1, 2013. Mr. Green has been with Accenture for 35 years. Mr. Green is a director of The McGraw-Hill Companies.
Nobuyuki Idei 75 years old Class II Director Member, Nominating & Governance Committee	Nobuyuki Idei has been a director since February 2006. Mr. Idei is the chief executive officer of Quantum Leaps Corporation, a firm he founded in September 2006 that advises Japanese and Asian businesses. From June 2005 to June 2012, Mr. Idei was chairman of the advisory board of Sony Corporation. Prior to that, he held several leadership positions with Sony Corporation: from April 2003 until June 2005, Mr. Idei was chairman and Group CEO; from June 2000 to March 2003, he was chairman and chief executive officer; and from June 1999 to June 2000, he was president and chief executive officer. Mr. Idei is a director of Baidu.com, a Chinese Internet company; FreeBit Co., Ltd, a Japanese Internet company; and Lenovo Group. Mr. Idei's current term as director expires at our annual general meeting of shareholders in 2015.
Marjorie Magner 63 years old Class II Director Chair, Compensation Committee Member, Finance Committee	Marjorie Magner has been a director since February 2006. Ms. Magner is currently a partner with Brysam Global Partners, LLC, a private equity firm she co-founded that invests in financial services. She was the chairman and chief executive officer, Global Consumer Group, of Citigroup Inc. from 2003 to October 2005. Ms. Magner previously held various other positions within Citigroup Inc., including chief operating officer, Global Consumer Group, from April 2002 to August 2003, and chief administrative officer and senior executive vice president from January 2000 to April 2002. She is chairman of the board of Gannett Co., Inc. and a director of Ally Financial Inc. She previously served as a director of The Charles Schwab Corporation in the past five years. Ms. Magner's current term as director expires at our annual general meeting of shareholders in 2015.

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Blythe J. McGarvie
56 years old
Class I Director
Member, Audit Committee

Blythe J. McGarvie has been a director since October 2001. Ms. McGarvie joined the faculty of the Harvard Business School in July 2012. From January 2003 to July 2012, she served as chief executive officer of Leadership for International Finance, LLC, a firm that focuses on improving clients' financial positions and providing leadership seminars for corporate and academic groups. From July 1999 to December 2002, she was executive vice president and chief financial officer of BIC Group. She is currently a director of Viacom Inc. and LKQ Corporation and previously served as a director of The Pepsi Bottling Group, Inc. and The Travelers Companies, Inc. in the past five years. Ms. McGarvie's current term as director expires at our annual general meeting of shareholders in 2014.

Sir Mark Moody-Stuart
72 years old
Class I Director
Lead Director
Member, Compensation Committee

Mark Moody-Stuart has been a director since October 2001 and our lead director since November 2002. Sir Mark was previously managing director of Shell Transport and a managing director of the Royal Dutch/Shell Group. Sir Mark is a director of Saudi Aramco and has been chairman of Hermes Equity Ownership Services since 2009. Sir Mark previously served as non-executive chairman of Anglo American plc and is the former chairman of The "Shell" Transport and Trading Company, p.l.c. and former chairman of the Committee of Managing Directors of the Royal Dutch/Shell Group. Sir Mark also previously served as a director of HSBC Holdings plc in the past five years. Sir Mark's current term as director expires at our annual general meeting of shareholders in 2014.

Dennis F. Hightower, who had been a director since September 2010, and who had also served on our Board from November 2003 to July 2009, resigned from the Board on July 19, 2012.

Communicating with the Board

The Board welcomes questions and comments. Any interested parties, including shareholders, who would like to communicate directly with the Board, our non-management directors as a group or Mark Moody-Stuart, our lead director, may submit their communication to our General Counsel, Secretary & Chief Compliance Officer, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA. Communications and concerns will be forwarded to the Board, our non-management directors as a group or our lead director, as determined by our General Counsel, Secretary & Chief Compliance Officer. We also have established mechanisms for receiving, retaining and addressing concerns or complaints. You may report any such concerns at <https://businessethicsline.com/accenture> or by calling the Accenture Ethics Line at +1 312-737-8262. Our Code of Business Ethics and underlying policies prohibit any retaliation or other adverse action against anyone for raising a concern. If you wish to raise your concern in an anonymous manner, then you may do so.

Leadership Structure

As noted in Accenture's Corporate Governance Guidelines, the Board maintains the freedom to choose whether the roles of chairman and chief executive officer should be combined or separated, based on what it believes is best for the Company and its shareholders at a given point in time. Our executive chairman, William D. Green, who served as our chief executive officer from September 2004 to January 1, 2011 and who has been our chairman since August 31, 2006, has announced that he will step down as chairman and from the Board and retire from Accenture, effective

February 1, 2013. Given Mr. Green's intention to retire, the Board has considered the Company's leadership structure and has determined that the presence of our independent lead director who, as described below, has meaningful oversight responsibilities, together with a strong leader in the combined role of chairman and chief executive officer, will serve the best interests of Accenture and its shareholders following Mr. Green's departure from the Company. Accordingly, the Board has appointed Mr. Nanterme to act as chairman upon Mr. Green's retirement. The Board believes that in light of Mr. Nanterme's knowledge of Accenture and its industry, which has been built up over 29 years of experience with the Company, he is well positioned to serve as both chairman and chief executive officer of the Company.

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Our Corporate Governance Guidelines provide that if the same person holds the chief executive officer and chairman roles or if the chairman is not independent, the Board will designate one of the independent directors to serve as the lead director. The lead director helps ensure that there is an appropriate balance between management and the independent directors and that the independent directors are fully informed and able to discuss and debate the issues that they deem important. Mark Moody-Stuart currently serves as our lead director. The responsibilities of the lead director, which are described in the Company's Corporate Governance Guidelines, include, among other things:

- providing input on issues for Board consideration, helping set the Board agenda and ensuring that adequate information is provided to the Board;

- presiding at all meetings of the Board at which the chairman is not present and at all executive sessions of the independent directors;

- acting as a liaison between the independent directors and the chairman; and

- if requested by major shareholders, being available for consultation and direct communication.

In addition, the lead director has the authority to call meetings of the independent directors.

The Board believes that one of the key elements of effective, independent oversight is that the independent directors meet in executive session on a regular basis without the presence of management. Accordingly, in fiscal 2012, the independent directors met in executive session with the lead director presiding at each regularly scheduled in-person Board meeting. All of Accenture's non-management Board members are independent, and each of the Audit, Compensation, Finance and Nominating & Governance Committees is composed solely of independent directors.

On December 1, 2012, we ceased using the designation "senior executive." The majority of our leaders are now designated "managing directors," and a select group of our most experienced leaders are "senior managing directors." Managing directors and senior managing directors, along with members of the Accenture global management committee (the Company's primary management and leadership team, which consists of 18 of our most senior leaders), comprise "Accenture Leadership."

Risk Oversight

The Board is responsible for overseeing management in the execution of management's Company-wide risk management responsibilities. The Board fulfills this responsibility both directly and through its standing committees (as described more fully below), each of which assists the Board in overseeing a part of the Company's overall risk management.

The Company's chief operating officer, who is a member of our global management committee and reports to our chief executive officer, coordinates the Company's enterprise risk management ("ERM") program, which is designed to identify, assess and manage the Company's risk exposures. As part of its ERM program, the Company identifies its material operational, strategic and financial risks; evaluates the expected impact of each such risk should it occur, the likelihood of its occurrence and the effectiveness of the Company's existing risk mitigation strategy; and develops plans to monitor, manage and mitigate these risks. The responsibility for managing each of the highest-priority risks is assigned to one or more members of our global management committee.

As discussed above, the Board plays a direct role in the Company's ERM program. In that regard, the Board is briefed annually by the chief operating officer. In addition, the Board receives quarterly reports from the chairs of each of the Board's committees, which include updates when appropriate, with respect to the risks overseen by the respective committees.

The committees of the Board also oversee specific areas of the Company's risk management, which are described below, and provide updates to the Board as appropriate with respect to the risks overseen by each committee.

Audit Committee: The Audit Committee reviews our guidelines and policies with respect to risk assessment and management and our major financial risk exposures along with the monitoring and control of these exposures. The committee's review includes at least an annual review with the chief operating officer of our ERM program and a quarterly review of the risks believed to be most important. The Audit Committee also at least annually discusses with the chairs of the Finance and Compensation Committees the risk assessment process for the risks overseen by those committees.

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Compensation Committee: The Compensation Committee reviews and discusses with management the Company's compensation policies and practices and management's assessment of whether any risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Company.

Finance Committee: The Finance Committee reviews and discusses with management various financial-related risks facing the Company, including foreign exchange, counterparty and liquidity-related risks, major acquisitions, and the Company's insurance and pension exposures.

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- Nominating & Governance Committee: The Nominating & Governance Committee evaluates the overall effectiveness of the Board, including its focus on the most critical issues and risks.

Board Meetings and Committees

The Board expects that its members will rigorously prepare for, attend and participate in all Board and applicable committee meetings and each annual general meeting of shareholders. Directors are also expected to become familiar with Accenture's organization, management team and operations in connection with discharging their oversight responsibilities. During fiscal 2012, the Board held six meetings, four of which were held in person. Each of our directors who served on the Board in fiscal 2012 attended (in person or by teleconference) at least 75% of the aggregate of Board meetings and meetings of any Board committee on which he or she served during fiscal 2012 (and, for Mr. Péllisson, with respect to the period of time for which he served as a director in fiscal 2012). All of our Board members who served on the Board at the time of our 2012 annual general meeting of shareholders attended that meeting.

Our outside directors meet separately at each regularly scheduled in-person Board meeting. These directors held four meetings during fiscal 2012, each led by Mark Moody-Stuart, the lead director.

The Board maintains an Audit Committee, a Compensation Committee, a Finance Committee and a Nominating & Governance Committee. From time to time, the Board may also create ad hoc or special committees for certain purposes in addition to these four standing committees. Each standing committee operates pursuant to a written charter that is available in the Corporate Governance section of our website, accessible through our Investor Relations page at <http://investor.accenture.com>. A copy of our Corporate Governance Guidelines (including our independence standards) and our Code of Business Ethics (which is applicable to all of our directors, officers and employees) can be found in the Corporate Governance section of our website. If the Board grants any waivers from our Code of Business Ethics to any of our directors or officers, or if we amend our Code of Business Ethics, we will, if required, disclose these matters through the Investor Relations section of our website on a timely basis. Printed copies of all of these materials are also available free of charge upon written request to our Investor Relations group at Accenture, Investor Relations, 1345 Avenue of the Americas, New York, New York 10105, USA.

Director Independence

The Board has adopted categorical standards designed to assist the Board in assessing director independence (the "Independence Standards"). The Independence Standards are included in our Corporate Governance Guidelines, which can be found in the Corporate Governance section of our website, accessible through our Investor Relations page at <http://investor.accenture.com>. The Corporate Governance Guidelines and the Independence Standards have been designed to comply with the standards required by the New York Stock Exchange (the "NYSE"). Our Corporate Governance Guidelines state that the Board shall perform an annual review of the independence of all directors and nominees and that the Board shall affirmatively determine that to be considered independent, a director must not have any direct or indirect material relationship with Accenture.

In making its independence determinations, the Nominating & Governance Committee evaluates the various commercial, charitable and employment transactions and relationships known to the committee (including those identified through our annual directors' questionnaires) that exist between us and our subsidiaries and the entities with which certain of our directors or members of their immediate families are, or have been, affiliated. Furthermore, the Nominating & Governance Committee discusses any other relevant facts and circumstances regarding the nature of these relationships to determine whether other factors, regardless of the Independence Standards, might compromise a director's independence.

Based on its analysis, the Nominating & Governance Committee has determined that, other than William D. Green and Pierre Nanterme, all of our directors have satisfied the Independence Standards as well as the independence requirements of the NYSE. The Board concurred in these independence determinations. In reaching its determinations, the Nominating & Governance Committee and the Board considered that Ms. Dublon, Magner and McGarvie and Messrs. Giancarlo, Idei, Kimsey, Moody-Stuart, Péllisson and von Schimmelmänn all served as a director of, and Ms. Dublon and McGarvie and Mr. Idei also were employed by, an organization that does business with Accenture. In no instances did the amount received by Accenture or such company exceed the greater of \$1

million or 1% of either Accenture's or such organization's consolidated gross revenues.

Audit Committee

The Audit Committee consists of four independent directors: William L. Kimsey (who serves as chair); Robert I. Lipp; Blythe J. McGarvie; and Gilles C. Pélisson. Mr. Pélisson joined the committee as of April 27, 2012 upon his appointment as a director. The Audit Committee was established by the Board for the purpose of, among other things, overseeing Accenture's accounting and financial reporting processes and audits of our financial statements. The Board has determined that each member of the Audit Committee meets the financial literacy and independence requirements of the SEC and NYSE for audit

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committee members, and that Mr. Kimsey and Ms. McGarvie each qualifies as an “audit committee financial expert” for purposes of the rules and regulations of the SEC. No member of the Audit Committee may serve on the audit committee of more than three public companies, including Accenture, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee. No member of the Audit Committee currently serves on the audit committees of more than three public companies, including Accenture.

The Audit Committee held nine meetings in fiscal 2012, four of which were held in person. The Audit Committee’s primary duties and responsibilities are to:

- review and discuss with management and the independent auditors our annual audited financial statements and quarterly financial statements, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Form 10-K and Form 10-Q filings, as well as the Company’s earnings press releases, earnings guidance and information related thereto, and discuss with the independent auditors the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1 AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T;

retain or change, subject to the requirements of Irish company law, independent auditors and approve, in advance, all audit engagement fees and terms for the Company and its subsidiaries; oversee the work of any registered public accounting firm employed by the Company, including the resolution of any disagreement between management and the independent auditor regarding financial reporting, for the purpose of preparing or issuing an audit report or related work; approve, in advance, any audit and any permissible non-audit engagement or relationship with our independent auditors; review at least annually the qualifications, performance and independence of our independent auditors and present its conclusions with respect to the independent auditor to the Board; review with our independent auditors any audit problems or difficulties and management’s response; and set clear hiring policies to be implemented by the Company for employees or former employees of our independent auditors to ensure independence;

review the integrity of our internal and external reporting processes and controls; review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on our financial statements; establish regular systems of reporting to the committee by each of management, the independent auditors and the internal auditors regarding any significant judgments made in the preparation of the financial statements or any significant difficulties encountered during the course of a review or audit; review any significant disagreement between management and the independent or internal auditors with respect to the preparation of the financial statements and management’s response to such matters; review and discuss with the independent auditors the responsibilities, budget and staffing of the Company’s internal audit function; review and discuss with the Company’s internal auditors (1) the internal audit function, including its authority, responsibilities, independence and reporting obligations, (2) the proposed audit plan for the coming year, (3) the coordination of the proposed audit plan with the Company’s independent auditors and (4) the results of the internal audit program, and perform a specific review of any significant issues; and, at least annually, hold separate meetings with members of management, the independent auditors, the general counsel and the director of the internal audit department on any matters that the committee or these groups believe should be discussed privately;

review with our counsel any legal matter that could have a significant impact on our financial statements or operations; discuss with management and our independent auditors our risk-assessment and risk-management guidelines and policies as well as our major financial risk exposures and the steps taken to monitor and control such exposures; oversee our compliance program and adherence to our Code of Business Ethics, which includes reviewing and investigating matters pertaining to management’s integrity or conflicts of interest; establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and ensure that the Company maintains an internal audit function; and

prepare a report to be included in our proxy statement; and provide other regular reports to the Board and maintain minutes or records of its meetings and activities.

Compensation Committee

Scope, Authority and Membership

The Compensation Committee consists of three independent directors: Marjorie Magner (who serves as chair); William L. Kimsey; and Mark Moody-Stuart. Dennis F. Hightower also served on the committee until his resignation from the Board on July 19, 2012. The Compensation Committee acts on behalf of the Board to establish the compensation of executive officers of the Company and provides oversight of the Company's global compensation philosophy. The Compensation Committee also acts as the oversight committee with respect to the Company's equity compensation plans. In overseeing those plans, the Compensation Committee has delegated authority for day-to-day administration, implementation and interpretation of the

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Company's equity compensation programs to the Company's executive officers.

The Compensation Committee held nine meetings in fiscal 2012, five of which were held in person. The Compensation Committee's primary duties and responsibilities are to:

determine the annual compensation of our executive chairman and our chief executive officer, in each case taking into consideration feedback provided by the Nominating & Governance Committee and the lead director (who is a member of the Compensation Committee) based on their review of their individual performance and additional input on their respective performance provided by our chief human resources officer after consultation with members of our global management committee; determine the annual compensation of our other executive officers, taking into consideration the chief executive officer's input; approve the material terms of any employment agreements, severance arrangements, change-in-control arrangements or similar agreements or arrangements and any material amendments thereto with our executive officers; review and make recommendations to the Board on a biennial basis, or as circumstances warrant, with regard to the appropriateness of the compensation paid to our non-employee directors; review and discuss with management, on at least an annual basis, management's assessment of whether the risks arising from our compensation policies and practices for employees are reasonably likely to have a material, adverse effect on the Company; review and approve the peer companies to be used by us and the Compensation Committee's compensation consultant for the purposes of compensation benchmarking and survey data; discuss the results of the shareholder advisory vote on "say-on-pay" with regard to the named executive officers; and meet regularly without the presence of management;

establish and maintain our equity compensation policies and practices; review and make recommendations to the Board with respect to our incentive-compensation, equity-based and pension plans; oversee the administration of our equity-based compensation plans; review and approve all equity compensation plans that are not otherwise subject to shareholder approval; monitor the total equity usage for equity-based plans; and review our annual bonus accounting on a quarterly basis and approve it annually;

review and discuss the Compensation Discussion and Analysis with management and make a recommendation to the Board with respect to inclusion of the Compensation Discussion and Analysis in our proxy statement; and provide the committee's report to be included in our proxy statement; and

provide other regular reports to the Board and maintain minutes or records of its meetings and activities.

Roles in Determining Executive Compensation

A number of individuals and entities contribute to the process of reviewing and determining the compensation of our executive officers:

Compensation Committee. Our Compensation Committee makes the final determination regarding the annual compensation of our executive officers, taking into consideration an evaluation of each such officer's respective performance and the recommendation of the chief executive officer regarding the compensation of our executive officers other than himself and the executive chairman.

Nominating & Governance Committee. Together with the Compensation Committee (which includes the lead director), the Nominating & Governance Committee reviews the performance of our executive chairman and our chief executive officer and provides a performance rating for each of the executive chairman and the chief executive officer.

Executive Chairman and Chief Executive Officer. The chief executive officer provides the Compensation Committee with an evaluation of the performance of the executive officers other than himself and the executive chairman, which includes an assessment of each individual's performance against his or her annual objectives and a recommendation regarding his or her compensation. The executive chairman also provides the Compensation Committee and the Nominating & Governance Committee with an evaluation of the performance of the chief executive officer.

Chief Human Resources Officer. Our chief human resources officer solicits input from members of our global management committee (including the chief executive officer) and other senior leaders in the Company regarding the performance of our executive chairman and from our executive chairman, members of our global management committee (other than the chief executive officer) and other senior leaders in the Company regarding the performance of our chief executive officer, in each case to aid in the review of their performance.

Compensation Consultants. The Compensation Committee has engaged Pay Governance LLC (“Pay Governance”) to serve as the Compensation Committee’s compensation consultant. Pay Governance and its affiliates do not provide any services to the Company or any of the Company’s affiliates other than advising the Compensation Committee on director and executive officer compensation. As requested by the committee, Pay Governance advises the Compensation Committee on general marketplace trends in executive compensation, makes proposals for executive

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compensation programs, recommends peer companies for inclusion in competitive market analyses of compensation and responds to other requests from the Compensation Committee for advice or resources regarding the compensation of our executive chairman, our chief executive officer and our other executive officers. Pay Governance also provides input for the Compensation Committee to consider regarding the final compensation packages of our executive chairman and our chief executive officer, as discussed under “Compensation Discussion and Analysis—Process for Determining Executive Compensation.”

Management separately receives benchmarking information with respect to executive officer compensation (other than for the executive chairman) from its compensation consultant, Towers Watson Delaware Inc. (“Towers Watson”). This information is based on a benchmarking approach developed by Towers Watson and Pay Governance, and is used by the chief executive officer in making his recommendations to the Compensation Committee with respect to the compensation of the executive officers other than himself and the executive chairman. While Towers Watson also acts as management’s compensation consultant for non-executive officer compensation in various capacities with respect to our global workforce of over 257,000 employees, and assists management in formulating its compensation recommendations for our executive officers, the Compensation Committee has separately engaged Pay Governance as its independent compensation consultant to avoid any conflicts of interest.

Nominating & Governance Committee

The Nominating & Governance Committee consists of four independent directors: Gilles C. Pélisson (who serves as chair); Charles H. Giancarlo; Nobuyuki Idei; and Wulf von Schimmelmann. Mr. Pélisson joined the committee as of October 19, 2012 and was appointed as chair of the committee on that date. Dennis F. Hightower also served on the committee as its chair until his resignation from the Board on July 19, 2012. The Nominating & Governance Committee held six meetings in fiscal 2012, four of which were held in person. The Nominating & Governance Committee’s primary duties and responsibilities are to:

- oversee Board selection, composition and evaluation, including the making of recommendations regarding the size and composition of the Board, the identification of qualified candidates and recommendation to the Board of candidates for Board membership and the annual evaluation of the overall effectiveness of the Board and its committees;
- manage the committee selection and composition process, including recommending members of the Board to serve on the committees of the Board and as chairs of those committees and the establishment, monitoring and making of recommendations for the purpose, structure and operations of these committees and, as may be appropriate, the creation or elimination of committees;
- monitor and oversee corporate governance matters, including reviewing and making recommendations regarding our constituent documents and Corporate Governance Guidelines, monitoring of new developments in the area of corporate governance, and reviewing, approving, disapproving or ratifying, as appropriate, related person transactions;
- oversee the development and implementation of an orientation program for new Board members; oversee the evaluation of management; together with the Compensation Committee and the lead director, conduct an annual review of our chief executive officer and our executive chairman; and ensure that an effective chief executive officer succession plan is in place; and
- provide regular reports to the Board and maintain minutes or records of its meetings and activities.

The Nominating & Governance Committee is responsible for identifying individuals who are qualified candidates for Board membership. Consistent with the Company’s Corporate Governance Guidelines, the Nominating & Governance Committee seeks to ensure that the Board is composed of individuals whose particular backgrounds, skills and expertise, when taken together, will provide the Board with the range of skills and expertise to guide and oversee Accenture’s strategy and operations. The Nominating & Governance Committee seeks candidates who, at a minimum, have the following characteristics:

- the time, energy and judgment to effectively carry out his or her responsibilities as a member of the Board;
- a professional background that would enable the candidate to develop a deep understanding of our business;
- the ability to exercise judgment and courage in fulfilling his or her oversight responsibilities; and

the ability to embrace Accenture's values and culture, and the possession of the highest levels of integrity. In addition, the committee assesses the contribution that a particular candidate's skills and expertise will, in light of the skills and expertise of the incumbent directors, make with respect to guiding and overseeing Accenture's strategy and operations.

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Consistent with the Company's Corporate Governance Guidelines, the Nominating & Governance Committee also seeks geographic, age, gender and ethnic diversity among the members of the Board. While the Board has not adopted a formal policy with regard to the consideration of diversity in identifying director nominees, the Nominating & Governance Committee and the Board believe that considering diversity is consistent with the goal of creating a board of directors that best serves the needs of the Company and the interest of its shareholders, and it is one of the many factors that they consider when identifying individuals for Board membership.

To identify and recruit qualified candidates for the Board, the Board has previously utilized the services of professional search firms. In some cases, nominees have been individuals known to Board members through business or other relationships. In the case of Gilles C. Pélisson, our chief executive officer identified him as a potential director nominee. Prior to his nomination, Mr. Pélisson met with each member of the Board. Following these meetings, the chair of the Nominating & Governance Committee obtained feedback from the Board members about Mr. Pélisson and shared it with the Nominating & Governance Committee. After review and discussion, the committee recommended Mr. Pélisson's appointment as a director to the full Board for final consideration and approval.

Consistent with its duties and responsibilities, the Nominating & Governance Committee conducts a confidential survey of the Board, which is designed to evaluate the operation and performance of the Board and each of its committees. Mark Moody-Stuart, our lead director, also conducts a self-assessment interview with each Board member designed to enhance his or her participation and role as a member of the Board.

Director Qualifications

In considering the nomination of the directors named in this proxy statement, the Board and the Nominating & Governance Committee evaluated each director's background, qualifications, attributes and skills to serve as a director. The Board and the Nominating & Governance Committee considered the nomination criteria discussed above, as well as the years of experience many directors have had working together on the Board and the deep knowledge of the Company they have developed as a result of such service. The Board and the Nominating & Governance Committee also evaluated each of the director's contributions to the Board and role in the operation of the Board as a whole. Each director and nominee has served in senior roles with significant responsibility and has gained expertise in areas relevant to the Company and its business. Each of our non-management directors has also gained skills and expertise by serving as a director of one or more public companies. In addition to the background and experience of each director and nominee outlined in the biographies on pages 6 to 9 of this proxy statement, the Board and the Nominating & Governance Committee considered, in particular, the following:

Ms. Dublon brings to the Board significant experience and expertise in financial, strategic and banking activities gained during her tenure and as chief financial officer of JPMorgan Chase & Co. and its predecessor companies.

Ms. Dublon also brings an important perspective gained as a member of the faculty of the Harvard Business School as well as from her significant experience while working with non-profit organizations focusing on women's issues and initiatives.

Mr. Giancarlo brings to the Board significant managerial, operational and financial experience as a result of the numerous senior positions he has held at multi-national corporations. Mr. Giancarlo brings to the Board an important perspective on technology, technology-enabled and related growth industries, as well as acquisitions and the private equity industry.

Mr. Green brings to the Board a deep knowledge of Accenture and its operations from 35 years of experience with the Company, including as our executive chairman and chief executive officer as well as group chief executive of two of our operating groups. In addition, he brings to the Board a cross-industry perspective from his involvement in the Business Roundtable and The Business Forum, Inc., and particular expertise in workforce education and training.

Mr. Idei brings to the Board significant skills and experience from his tenure in a variety of senior positions with Sony Corporation, including as chairman and group chief executive officer. Mr. Idei also has expertise in developing technology-based ventures gained from his establishment of a firm that advises Japanese businesses. The Board also benefits from his broad experience in and knowledge of the Asian market and international business.

Mr. Kimsey brings to the Board significant knowledge and expertise in finance and accounting matters as a result of his many years of practicing as a certified public accountant and his tenure as global chief executive officer of Ernst & Young Global Limited.

Mr. Lipp brings to the Board significant managerial, operational and financial experience as a result of his tenure as chairman and chief executive of Travelers Property Casualty Corp. (the predecessor company to The Travelers Companies, Inc.) and the various senior executive positions he held at JPMorgan Chase & Co. and Citigroup Inc. Mr. Lipp also provides the Board with a valuable perspective as a result of his services as a trustee or director of several non-profit organizations.

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Ms. Magner brings to the Board significant business experience and operations expertise gained from the various senior management roles that she has held with Citigroup Inc. and as a partner with a private equity firm that she co-founded. Ms. Magner also has leadership experience and perspective from her work in various philanthropic endeavors as an advocate on issues affecting consumers, women and youth globally.

Ms. McGarvie brings to the Board significant experience and expertise in management, finance and accounting gained from her experience as chief financial officer of BIC Group, her experience in senior financial positions at other major companies, her tenure as chief executive officer of a firm she founded that focuses on finance and leadership, and her experience as a member of the faculty of the Harvard Business School. Ms. McGarvie also has significant international experience and is the author of two books on leadership.

Sir Mark brings to the Board many years of experience leading global organizations and experience as chair or managing director of companies including Anglo American plc and the Royal Dutch/Shell Group. Sir Mark has experience and expertise in international business and governance and has worked in a number of countries during his career, largely outside of Europe. He has also gained significant experience with several philanthropic organizations. Mr. Nanterme brings to the Board a deep knowledge of Accenture and its operations from 29 years of experience with the Company, including as chief executive officer and group chief executive of Accenture's Financial Services operating group and as our chief leadership officer. He brings to the Board experience in human capital strategy and an understanding of the global marketplace and competitive landscape.

Mr. Pélisson brings to the Board significant managerial, operational and global experience from his tenure as chairman and CEO of Accor, as chairman and CEO of Bouygues Telecom and from other senior executive positions he has held at several other companies. The Board also benefits from his broad experience in the European and Asian markets.

Mr. von Schimmelmann brings to the Board leadership experience as a result of his position as chief executive officer of Deutsche Postbank AG. The Board also benefits from his expertise in management as well as his experience in the European market and significant experience in international business.

Process for Shareholders to Recommend Director Nominees

Our Corporate Governance Guidelines address the processes by which shareholders may recommend director nominees, and the Nominating & Governance Committee's general policy is to welcome and consider any such recommendations. If you would like to recommend a future nominee for Board membership, you can submit a written recommendation with the name and other pertinent information of the nominee to: Mr. Gilles C. Pélisson, chair of the Nominating & Governance Committee, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA, Attention: General Counsel, Secretary & Chief Compliance Officer. As provided for in our Corporate Governance Guidelines, the Nominating & Governance Committee uses the same criteria for evaluating candidates regardless of the source of referral. Please note that Accenture plc's articles of association prescribe certain timing and nomination requirements with respect to any such recommendation. Please refer to Article 84(a)(ii) of our articles of association (which can be found on the "Governance Principles" page of our website accessible through <http://investor.accenture.com>) for information on these requirements.

Finance Committee

The Finance Committee consists of four independent directors: Charles H. Giancarlo (who serves as chair), Dina Dublon, Robert I. Lipp and Marjorie Magner. The Finance Committee held eight meetings in fiscal 2012, five of which were held in person. The Finance Committee's primary duties and responsibilities are to:

review and make recommendations regarding our capital structure and corporate finance strategy and activities, including any issuance of equity and debt securities, financing plans, debt ratings, share repurchase philosophy and strategy, share redemption and purchase activities, and dividend policy;

review and make recommendations regarding our treasury function, investment strategies, banking and cash management arrangements and financial risk management;

review and make recommendations regarding funding and oversight of and investment planning for our various defined benefit and contribution plans;

review and make recommendations to the Board with respect to major investments, acquisitions, divestitures, joint ventures or similar transactions;
• review and make recommendations to the Board with respect to our insurance programs and structures and other activities to manage financial risks in our business;
• have the chair of the committee review annually with the Audit Committee the risk assessment process undertaken by

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the committee with respect to the risks overseen by the committee; and
provide regular reports to the Board and maintain minutes or records of its meetings and activities.

Certain Relationships and Related Person Transactions

Review and Approval of Related Person Transactions

The Board has adopted a written Related Person Transactions Policy to assist it in reviewing, approving and ratifying related person transactions and to assist us in the preparation of related disclosures required by the SEC. This Related Person Transactions Policy supplements our other policies that may apply to transactions with related persons, such as the Board's Corporate Governance Guidelines and our Code of Business Ethics.

The Related Person Transactions Policy provides that all related person transactions covered by the policy must be reviewed and approved or ratified by the Board or by the Nominating & Governance Committee. Our directors and executive officers are required to provide prompt notice of any plan or proposal to engage in a related person transaction to the General Counsel, Secretary & Chief Compliance Officer, who in turn must, after a preliminary review, together, if deemed appropriate, with our outside counsel, present it to the Nominating & Governance Committee.

In reviewing related person transactions, the Nominating & Governance Committee will consider the relevant facts and circumstances, including, among other things:

- the identity of the related person, the nature of the related person's interest in the transaction and the material terms of the transaction;
- the importance of the transaction both to the Company and to the related person;
- whether the transaction would likely impair the judgment of a director or an executive officer to act in the best interest of the Company and, in the case of an outside director, whether it would impair his or her independence; and
- whether the value and the terms of the transaction are fair to the Company and on a substantially similar basis as would apply if the transaction did not involve a related person.

The Nominating & Governance Committee will not approve or ratify any related person transaction unless, after considering all relevant information, it has determined that the transaction is in, or is not inconsistent with, the best interests of the Company and our shareholders and complies with applicable law.

Generally, the Related Person Transactions Policy applies to any current or proposed transaction in which:

- the Company was or is to be a participant;
- the amount involved exceeds \$120,000; and
- any related person (i.e., a director, director nominee, executive officer, greater than five percent beneficial owner and any immediate family member of such person) had or will have a direct or indirect material interest.

Certain Related Person Transactions

We provided management consulting and application outsourcing services to certain affiliates of FMR LLC, which beneficially owned approximately 5.4% of our outstanding Class A ordinary shares based on a Schedule 13G filed on February 14, 2012 with the SEC. During fiscal 2012, Accenture recorded revenues of approximately \$3.3 million for these services. In addition, FMR LLC and its affiliates also received investment management fees totaling approximately \$6.4 million in fiscal 2012 with respect to Fidelity mutual funds offered under the Accenture U.S. 401(k) Match and Savings Plan and the Accenture U.S. Discretionary Profit Sharing Plan based on a percentage of the plan assets invested in such mutual fund. Each of these transactions was entered into on an arm's length basis in the ordinary course.

We seek to hire the most qualified candidates and consequently do not preclude the employment of family members of current directors and executive officers. Mr. von Schimmelmänn's son, Berthold von Schimmelmänn, is a manager in our technology business and is based in Australia. He earned approximately \$173,000 in base salary and bonus during fiscal 2012, which was commensurate with his peers' compensation and established in accordance with the Company's compensation practices applicable to employees with equivalent qualifications, experience and responsibilities. He did not serve as an executive officer of the Company during this period and did not have a key company-level strategic role within the Company in that he did not drive the strategy or direction of the Company, nor was he personally accountable for the Company's financial results.

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REPORTS OF THE COMMITTEES OF THE BOARD

Audit Committee Report

Since its creation in 2001, the Audit Committee of the Board has been composed entirely of non-management directors. In addition, each member of the Audit Committee meets the independence and experience requirements set forth by the SEC and the NYSE.

The Audit Committee of the Board operates pursuant to a written charter, which may be accessed through the Corporate Governance section of Accenture's website, accessible through the Investor Relations page at <http://investor.accenture.com>. The Audit Committee reviews and assesses the adequacy of its charter on an annual basis.

Management has the primary responsibility for the financial statements and the reporting process, including the system of internal accounting controls. As part of the Audit Committee's oversight function, the Audit Committee:

Reviewed and discussed the Company's annual audited financial statements and quarterly financial statements with management and with Accenture's independent registered public accounting firm. The committee also

- reviewed related matters and disclosure items, including the Company's earnings press releases, and performed its regular review of critical accounting policies and the processes by which the Company's chief executive officer and chief financial officer certify the information contained in its quarterly and annual filings.

Discussed with KPMG LLP (together with its affiliates, "KPMG") the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1 AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The committee also received the written disclosures and letter from KPMG required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the committee concerning independence and discussed with KPMG their independence and related matters. Discussions with KPMG also included staffing and litigation matters.

In addition, in reliance upon its reviews and discussions as outlined above, the Audit Committee recommended, and the Board of Directors approved, the inclusion of the Company's audited financial statements in its Annual Report on Form 10-K for the fiscal year ended August 31, 2012 for filing with the SEC and presentation to the Company's shareholders. The Audit Committee also recommended during fiscal 2013 that KPMG be re-appointed as the Company's independent registered public accounting firm to serve until the Company's annual general meeting of shareholders in 2014 and that the Board submit this appointment to the Company's shareholders for ratification at the Annual Meeting. This report is provided by the following independent directors, who compose the Audit Committee:

THE AUDIT COMMITTEE

William L. Kimsey, Chair

Robert I. Lipp

Blythe J. McGarvie

Gilles C. Pélisson

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Compensation Committee Report

The Compensation Committee has reviewed the Compensation Discussion and Analysis section of this proxy statement and discussed that section with management. Based on its review and discussions with management, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and Annual Report on Form 10-K. This report is provided by the following independent directors, who compose the Compensation Committee:

THE COMPENSATION COMMITTEE

Marjorie Magner, Chair

William L. Kimsey

Mark Moody-Stuart

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PROPOSAL NO. 3—NON-BINDING RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND BINDING AUTHORIZATION OF THE BOARD TO DETERMINE ITS REMUNERATION

Shareholders are being asked to vote to ratify, in a non-binding vote, the appointment of our independent registered public accounting firm, KPMG LLP, and also to vote to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine KPMG's remuneration. Upon the Audit Committee's recommendation, the Board has recommended the re-appointment of KPMG as our independent registered public accounting firm to audit our consolidated financial statements and our internal control over financial reporting for the fiscal year ending August 31, 2013. The Board is asking our shareholders to ratify, in a non-binding vote, the appointment of KPMG as our independent registered public accounting firm to hold office until our annual general meeting of shareholders in 2014 and to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine KPMG's remuneration. Although ratification is not required by our memorandum and articles of association or otherwise, the Board is submitting the selection of KPMG to our shareholders for ratification because we value our shareholders' views on the Company's independent registered public accounting firm. If our shareholders fail to ratify the selection, it will be considered as notice to the Board and the Audit Committee to consider the selection of a different firm. Even if the selection is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

We expect that one or more representatives of KPMG will be present at the Annual Meeting. Each of these representatives will have the opportunity to make a statement, if he or she desires, and is expected to be available to respond to any questions.

The text of the resolution in respect of proposal no. 3 is as follows:

"To ratify, in a non-binding vote, the appointment of KPMG as the independent registered public accounting firm for the Company until the next annual general meeting of the Company in 2014 and to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine its remuneration."

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" THE NON-BINDING RATIFICATION OF THE APPOINTMENT OF KPMG AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND THE BINDING AUTHORIZATION OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION.

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INDEPENDENT AUDITOR'S FEES

Independent Auditor's Fees

The following table describes fees for professional audit services rendered by KPMG, Accenture's principal accountant, for the audits of our annual financial statements for the years ended August 31, 2012 and August 31, 2011 and our internal control over financial reporting as of August 31, 2012 and August 31, 2011, and fees billed for other services rendered by KPMG during these periods.

	2012	2011
	(in thousands)	
Audit Fees(1)	\$13,588	\$13,864
Audit-Related Fees(2)	586	357
Tax Fees(3)	238	205