Accenture plc
Form PRE 14A
December 09, 2011
Table of Contents

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 þ

Filed by a Party other than the Registrant ¨

Check the appropriate box:

þ 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)

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2) Form, Schedule or Registration Statement No.:

3) Filing Party:

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Table of Contents

William D. Green — Executive Chairman

Pierre Nanterme — Chief Executive Officer

December , 2011

Dear Fellow Shareholder:

You are cordially invited to attend the 2012 annual general meeting of shareholders of Accenture plc (the Annual Meeting), which will be held at 12:00 p.m., local time, on Thursday, February 9, 2012, at Accenture s New York office, located at 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA.

At this year s meeting, you are being asked to: (i) accept the financial statements for the twelve month period ended August 31, 2011 as presented; (ii) re-appoint Dina Dublon, William D. Green, Nobuyuki Idei and Marjorie Magner as Class II directors, each for a term expiring at our annual general meeting of shareholders in 2015; (iii) ratify the appointment of KPMG LLP as independent auditors and authorize the Board, acting through the Audit Committee, to determine KPMG s remuneration; (iv) approve, in a non-binding vote, the compensation of the named executive officers; (v) approve amendments to our articles of association to provide for the phased-in declassification of the Board, beginning in 2013; (vi) authorize holding the 2013 annual general meeting of shareholders of Accenture plc at a location outside of Ireland; (vii) authorize Accenture to make open-market purchases of Accenture plc Class A ordinary shares; and (viii) determine the price range at which Accenture plc can re-issue shares that it acquires as treasury stock.

The Board recommends that you vote for each of the four director nominees nominated by our Board and that you vote for all of the other proposals to be put forward at the meeting.

Your vote is very important to the Company. We urge you to read the accompanying materials regarding the matters to be voted on at the Annual Meeting and to submit your voting instructions by proxy. You may submit your proxy either by returning the enclosed proxy card or by submitting your proxy over the telephone or the Internet. If you submit your proxy before the meeting but later decide to attend the meeting in person, you may still vote in person at the meeting.

Please let us know whether you plan to attend the Annual Meeting, as indicated in your proxy instructions. Please note that if your shares are held in a name other than your own (for example, if your shares are held by a broker in street name), then you must take certain steps, described in this proxy statement, to be admitted into the meeting.

Thank you for your continued support.

WILLIAM D. GREEN — Executive Chairman

PIERRE NANTERME — Chief Executive Officer

Table of Contents

NOTICE OF THE 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To our Shareholders:

You are hereby notified that the Annual Meeting of shareholders of Accenture plc will be held at 12:00 p.m., local time, on Thursday, February 9, 2012, at our New York office, located at 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA, to vote upon the following eight proposals, which have been proposed by the Board of Directors, and to transact any other business that may properly come before the meeting, including at any adjournment or postponement thereof:

1. to accept, in a non-binding vote, the financial statements for the twelve month period ended August 31, 2011 as presented;

2. to re-appoint Dina Dublon, William D. Green, Nobuyuki Idei and Marjorie Magner as Class II directors, each for a term expiring at our annual general meeting of shareholders in 2015;

3. to ratify, in a non-binding vote, the appointment of KPMG as independent auditors of Accenture plc for a term expiring at our annual general meeting of shareholders in 2013 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 amendments to our articles of association to provide for the phased-in declassification of the Board, beginning in 2013;

6. to authorize holding the 2013 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; and

8. to determine the price range at which Accenture plc can re-issue shares that it acquires as treasury stock.

The Board of Directors recommends that you vote for each of the director nominees listed above and that you vote for each of the other proposals. The full text of these proposals is set forth in the accompanying proxy statement.

The Board of Directors has set December 12, 2011 as the record date for the meeting. This means that 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 that 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 Annual Meeting may appoint one or more proxies, who need not be a registered shareholder(s) of the Company.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 9, 2012: This proxy statement, along with our Annual Report on Form 10-K for the fiscal year ended August 31, 2011 and the 2011 Letter from Our Executive Chairman & CEO, are available free of charge on the Investor Relations section of our website (http://investor.accenture.com).

By order of the Board of Directors,

JULIE S. SWEET

General Counsel, Secretary &

Chief Compliance Officer

December , 2011

PLEASE SUBMIT YOUR PROXY BY TELEPHONE OR THE INTERNET,

OR BY MARKING, SIGNING, DATING AND RETURNING A PROXY CARD.

Table of Contents

TABLE OF CONTENTS

	Page
GENERAL INFORMATION	1
ABOUT THE ANNUAL MEETING	2
PROPOSAL NO. 1 ACCEPTANCE OF THE COMPANY S IRISH FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON	5
PROPOSAL NO. 2 RE-APPOINTMENT OF DIRECTORS	6
BOARD AND CORPORATE GOVERNANCE MATTERS	8
REPORTS OF THE COMMITTEES OF THE BOARD	24
Audit Committee Report	24
Compensation Committee Report	25
PROPOSAL NO. 3 NON-BINDING RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS AND BINDING AUTHORIZATION OF THE BOARD TO DETERMINE THEIR REMUNERATION	26
INDEPENDENT AUDITORS FEES	27
PROPOSAL NO. 4 NON-BINDING VOTE ON EXECUTIVE COMPENSATION	28
PROPOSAL NO. 5 VOTE TO AMEND THE COMPANY S ARTICLES OF ASSOCIATION TO DECLASSIFY THE BOARD OF DIRECTORS	29
PROPOSAL NO. 6 AUTHORIZATION TO HOLD THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND	30
PROPOSAL NO. 7 AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES	31
PROPOSAL NO. 8 DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK	33
COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS	34
Compensation Discussion and Analysis	34
Summary Compensation Table	53
Grants of Plan-Based Awards for Fiscal 2011	55
Outstanding Equity Awards at August 31, 2011	60
Option Exercises and Stock Vested in Fiscal 2011	63
Nonqualified Deferred Compensation for Fiscal 2011	64
Potential Payments Upon Termination	65
Director Compensation for Fiscal 2011	66
COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION	68
SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE	68
BENEFICIAL OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS	69
BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT OF ANY CLASS OF VOTING SECURITIES	71
SUBMISSION OF FUTURE SHAREHOLDER PROPOSALS	71
SUBMITTING YOUR PROXY BY TELEPHONE OR VIA THE INTERNET	72
HOUSEHOLDING OF SHAREHOLDER DOCUMENTS	72
ANNEX A: 2011 IRISH STATUTORY ACCOUNTS	A-1
ANNEX B: PROPOSED AMENDMENTS TO ACCENTURE PLC S ARTICLES OF ASSOCIATION	B-1

Table of Contents

PROXY STATEMENT

GENERAL INFORMATION

The Board of Directors (the Board) of Accenture plc is soliciting your proxy for use at the 2012 annual general meeting of shareholders (the Annual Meeting) to be held on Thursday, February 9, 2012. These proxy materials are first being sent to shareholders beginning on or about December , 2011.

Accenture is one of the world s leading management consulting, technology services and outsourcing organizations. As of August 31, 2011, we had approximately 236,000 employees, offices and operations in more than 200 cities in 54 countries and revenues before reimbursements of approximately $25.5 billion for fiscal 2011. We operate globally with one common brand and business model designed to enable us to provide clients around the world with the same high level of service.

Accenture plc is organized under the laws of Ireland and maintains its principal executive office in Ireland at 1 Grand Canal Square, Grand Canal Harbour, Dublin 2, Ireland. Our telephone number in Ireland is +(353) (1) 646-2000. You may contact our Investor Relations Group by telephone in the United States and Puerto Rico at +1 877-ACN-5659 (+1 877-226-5659) and outside the United States and Puerto Rico at +(353) (1) 407-8203; by e-mail at investor.relations@accenture.com; or by mail at Accenture, Investor Relations, 1345 Avenue of the Americas, New York, New York 10105, USA.

Our website address is www.accenture.com. We use our website as a channel of distribution for company information. We make available free of charge on the Investor Relations section of our website (http://investor.accenture.com) our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (the SEC) pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act). We also make available other reports filed with or furnished to the SEC under the Exchange Act through our website, including our proxy statements and reports filed by officers and directors under Section 16(a) of the Exchange Act, as well as our Code of Business Ethics, our Corporate Governance Guidelines and the charters of each of the Board s committees. **You may request any of these materials and information in print free of charge by contacting our Investor Relations Group at Accenture, Investor Relations, 1345 Avenue of the Americas, New York, New York 10105, USA. We do not intend for information contained on our website to be part of this proxy statement.**

You also may read and copy any materials we file with the SEC at the SEC s Public Reference Room at 100 F Street, NE, Washington, D.C. 20549, USA. You may obtain information on the operation of the Public Reference Room by calling the SEC at +1 800-SEC-0330 (+1 800-732-0330). The SEC maintains an Internet site (http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers, including Accenture, that file electronically with the SEC.

We use the terms Accenture, the Company, we, our and us in this proxy statement to refer to Accenture plc and its subsidiaries or, prior to September 1, 2009, to Accenture Ltd and its subsidiaries. All references to years, unless otherwise noted, refer to our fiscal year, which ends on August 31.

Table of Contents

ABOUT THE ANNUAL MEETING

Date, Time and Place of the Annual Meeting

We will hold the Annual Meeting at 12:00 p.m., local time, on Thursday, February 9, 2012, at our New York office, located at 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA, subject to any adjournments or postponements. For directions to the meeting, you may contact our Secretary, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA.

Who Can Vote; Votes Per Share

The Board has set December 12, 2011 as the record date for the Annual Meeting. All persons who were registered holders of Accenture plc s Class A ordinary shares or Class X ordinary shares at the close of business on that date are shareholders of record for the purposes of the Annual Meeting and will be entitled to attend and vote at the Annual Meeting. As of the close of business on that date, there were Class A ordinary shares outstanding (which does not include shares held by Accenture) and Class X ordinary shares outstanding. Class A ordinary shares held by Accenture may not be voted and, accordingly, will have no impact on the outcome of any vote of the shareholders of Accenture plc.

Each shareholder of record will be entitled to one vote per Class A ordinary share and one vote per Class X ordinary share on each matter submitted to a vote of shareholders, as long as those shares are represented at the Annual Meeting, either in person or by proxy. Holders of Class A ordinary shares and Class X ordinary shares will vote together, and not as separate classes, on all matters being considered at the Annual Meeting. Your shares will be represented if you attend and vote at the Annual Meeting or if you submit a proxy.

How to Vote; Submitting Your Proxy; Revoking Your Proxy

You may vote your shares either by voting in person at the Annual Meeting or by submitting a completed proxy by mail, telephone or the Internet. By submitting your proxy, you are legally authorizing another person to vote your shares. The enclosed proxy designates William D. Green, Pierre Nanterme, Pamela J. Craig and Julie S. Sweet to vote your shares in accordance with the voting instructions you indicate in your proxy. You may instead appoint one or more different proxies (who need not be a registered shareholder of the Company). If you wish to appoint as a proxy any person other than those specified on your proxy card, then you must contact our Secretary, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA and request the necessary forms and instructions. Please note that if you appoint as proxy any person other than those specified on your proxy card and neither you nor your proxy attends the Annual Meeting in person, then your shares will not be voted.

If you submit your proxy designating William D. Green, Pierre Nanterme, Pamela J. Craig and Julie S. Sweet as the individuals authorized to vote your shares, but you do not indicate how your shares are to be voted, then your shares will be voted by those individuals in accordance with the Board s recommendations, which are described in this proxy statement. In addition, if any other matters are properly brought up at the Annual Meeting (other than the proposals contained in this proxy statement), then each of these individuals will have the authority to vote your shares on those matters in accordance with his or her discretion and judgment. If 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 respect of such other matters that may arise at the Annual Meeting as the proxy thinks fit. The Board currently does not know of any matters to be raised at the Annual Meeting other than the proposals contained in this proxy statement.

Table of Contents

For registered shareholders and current and former Accenture employees who received, through our employee share plans, shares that are held by Morgan Stanley Smith Barney LLC (Smith Barney) or UBS Financial Services (UBS), you may submit your proxy either by mail, by telephone (at the number set forth in the accompanying proxy materials) or via the Internet (www.cesvote.com). Please let us know whether you plan to attend the Annual Meeting by marking the appropriate box on your proxy card or by following the instructions provided when you submit your proxy by telephone or via the Internet. In order for your proxy to be validly submitted and for your shares to be voted in accordance with your proxy, we must *receive* your mailed proxy by 5:00 p.m., Eastern Standard Time, on February 8, 2012 (8:00 a.m., Eastern Standard Time, on February 6, 2012 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 9, 2012 (8:00 a.m., Eastern Standard Time, on February 6, 2012 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.

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 8, 2012 (8:00 a.m., Eastern Standard Time, on February 6, 2012 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 9, 2012 (8:00 a.m., Eastern Standard Time, on February 6, 2012 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.

Table of Contents

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. 5 (vote on the amendments to the Company s articles of association to provide for the phased-in declassification of the Board, beginning in 2013) and proposal no. 8 (determination of the price range at which Accenture plc can re-issue shares that it acquires as treasury stock), both of which require 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 auditors 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 $12,500, 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.

[Table of Contents](#)

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, 2011 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 auditor in attendance at the Annual Meeting.

The Irish Financial Statements cover the period from September 1, 2010 through August 31, 2011, the last day of our 2011 fiscal year.

The Irish Financial Statements were approved by two directors on behalf of the Board, in accordance with the Companies Acts 1963 to 2009 of Ireland, on October 28, 2011.

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 the financial statements for the twelve month period ended August 31, 2011 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.

Table of Contents

PROPOSAL NO. 2 RE-APPOINTMENT OF DIRECTORS

Our articles of association currently provide 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 expires, and the shareholders vote at that meeting to appoint the directors nominated for these Board positions, each to hold office for a three-year term. The shareholders are being asked to vote to re-appoint Dina Dublon, William D. Green, Nobuyuki Idei and Marjorie Magner, the Class II directors whose terms will expire at the Annual Meeting.

As discussed in greater detail in proposal no. 5, the Board approved amendments to our articles of association to provide for the phased-in declassification of the Board, beginning in 2013, subject to the approval of the shareholders at the Annual Meeting. If proposal no. 5 is approved by the requisite vote of the shareholders, the directors elected at the 2013 annual general meeting (and each annual general meeting thereafter) will be elected for one-year terms, and beginning with the 2015 annual meeting, the entire Board will be elected annually.

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.

Class II Directors

The Nominating & Governance Committee reviewed the performance and qualifications of the current Class II directors and recommended to the Board that each be re-appointed to serve for an additional three-year term. The Board is nominating these four individuals for re-appointment as Class II directors, each for a three-year term expiring at the 2015 annual general meeting of shareholders. All of the director nominees are current Board members:

Dina Dublon

William D. Green

Nobuyuki Idei

Marjorie Magner

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

By separate Resolutions, to re-appoint the following Directors:

(a) Dina Dublon;

(b) William D. Green;

(c) Nobuyuki Idei; and

(d) Marjorie Magner.

THE BOARD RECOMMENDS THAT YOU VOTE FOR THE RE-APPOINTMENT OF EACH OF THE BOARD S FOUR DIRECTOR NOMINEES LISTED ABOVE.

If you submit your proxy designating William D. Green, 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 in favor of the re-appointment of all the nominees listed above. If any nominee is unwilling or

Table of Contents

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.

Table of Contents

BOARD AND CORPORATE GOVERNANCE MATTERS

Director Biographies

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

Class II Director Nominees

Dina Dublon

58 years old

Class II Director Nominee

Member, Finance Committee

Dina Dublon has been a director since October 2001. Ms. Dublon joined the faculty of the Harvard Business School in July 2011. From December 1998 until December 2004, she was chief financial officer of JPMorgan Chase & Co. and its predecessor companies. 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.

William D. Green

58 years old

Class II Director Nominee

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. Prior to assuming the role of chief executive officer, Mr. Green held leadership roles throughout the Company, including serving as our chief operating officer Client Services and various leadership roles across our operating groups and in the United States. Mr. Green has been with Accenture for 34 years. Mr. Green was appointed a director of The McGraw-Hill Companies in 2011.

Nobuyuki Idei

74 years old

Class II Director Nominee

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 April 2006 that advises Japanese and Asian businesses. Since June 2005, Mr. Idei has been 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.

Marjorie Magner

62 years old

Class II Director Nominee

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.

Other Current Directors Class I

Charles H. Giancarlo

54 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 is currently a director of Netflix, Inc. and previously served as a director of Skype Limited in the past five years. Mr. Giancarlo s current term as director expires at our annual general meeting of shareholders in 2014.

Dennis F. Hightower

70 years old

Class I Director

Chair, Nominating & Governance Committee

Member, Compensation Committee

Dennis F. Hightower has been a director since September 2010. Mr. Hightower also served as a member of the Accenture Board from November 2003 to July 2009. He served as United States Deputy Secretary of Commerce from August 2009 to August 2010. From May 2000 until his retirement in March 2001, he was chief executive officer of Europe Online Networks S.A., a Luxembourg-based Internet services provider. Mr. Hightower previously served as a director of Domino s Pizza, Inc., Northwest Airlines, Inc. and The TJX Companies, Inc. in the past five years. Mr. Hightower s current term as director expires at our annual general meeting of shareholders in 2014.

Blythe J. McGarvie

55 years old

Class I Director

Member, Audit Committee

Blythe J. McGarvie has been a director since October 2001. Since January 2003, she has 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

Table of Contents

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

71 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 Royal Dutch Shell plc. 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 he is the former chairman of The Shell Transport and Trading Company, p.l.c. and former chairman of the Committee of Managing Directors of Royal Dutch Shell plc. 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.

Other Current Directors Class III

William L. Kimsey

69 years old

Class III Director

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. Mr. Kimsey s current term as director expires at our annual general meeting of shareholders in 2013.

Robert I. Lipp

73 years old

Class III Director

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.

Table of Contents

Mr. Lipp previously served as a director of The Travelers Companies, Inc. from 2001 until 2010. Mr. Lipp s current term as director expires at our annual general meeting of shareholders in 2013.

Pierre Nanterme

52 years old

Class III Director

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 Class III 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 with Accenture for 28 years. Mr. Nanterme s current term as director expires at our annual general meeting of shareholders in 2013.

Wulf von Schimmelmann

64 years old

Class III Director

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, a member of the board of directors of The Western Union Company and of Thomson Reuters Corporation. Mr. von Schimmelmann s current term as director expires at our annual general meeting of shareholders in 2013.

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 communicating concerns or questions to our compliance office. You may direct any such concerns by e-mail to compliance.program@accenture.com 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. The Company s Board has elected to currently separate the roles of chairman and chief executive officer. Our executive

Table of Contents

chairman, William D. Green, served as our chief executive officer from September 2004 to January 1, 2011, and has been our chairman since August 31, 2006. As executive chairman, Mr. Green is actively involved, on a full-time basis, in Accenture s business. In addition to serving as executive chairman of the Board, Mr. Green s primary responsibilities with the Company include:

client service maintaining and enhancing relationships with senior members of current and future clients around the world;

strategy and advice acting as an advisor in planning Accenture s long-term business strategy and as an advisor to our current chief executive officer, Pierre Nanterme, who succeeded Mr. Green in the role on January 1, 2011;

geographic expansion representing Accenture in major markets around the world with business and government leaders as well as key external groups, with specific emphasis on our priority emerging markets; and

corporate citizenship enhancing Accenture s role and recognition in the global community with specific focus on Accenture s Skills to Succeed corporate citizenship initiative and our sustainability agenda.

Having Mr. Green as our executive chairman enables the Company and the Board to continue to benefit from Mr. Green s skills and expertise, including his extensive knowledge of Accenture s business, clients and people. It has also facilitated strong communication and coordination between management and the Board.

As chief executive officer, Mr. Nanterme is responsible for Accenture s day-to-day operations and for formulating and executing Accenture s long-term strategies in collaboration with the Board. He is accountable to the Board for Accenture s performance. He leads Accenture s global management committee (defined below) and directs and drives the business performance of the Company. Mr. Nanterme s primary responsibilities include:

management serving as the Company s primary decision- and policy-maker;

leadership setting the tone at the top with regard to Accenture s values, ethics and culture, serving as a visible role model for all Accenture people, developing the leadership potential of Accenture s top executives and evaluating the performance of Accenture s executive leadership; and

external relationships and representation serving as Accenture s primary spokesperson, building relationships with Accenture s clients, investors and other stakeholders and driving new business opportunities.

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 executive chairman is not present and at all executive sessions of the independent directors;

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

acting as a liaison between the chief executive officer and the executive 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 2011, the independent directors met regularly in executive session with the lead director presiding. 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 March 1, 2011, in connection with the transition of the role of chief executive officer, we replaced our former executive leadership team with the global management committee. The global management committee is the Company s primary management and leadership team and consists of approximately 20 of our most senior leaders. As used in this proxy statement, when we refer to compensation decisions or information for the global management committee, with respect to periods prior to March 1, 2011, such references are to the executive leadership team.

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 performance officer, who is a member of our global management committee and reports to our chief executive officer regarding the Company s enterprise risk management (ERM) program, coordinates the Company s 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. These risk owners oversee and are assisted by a team responsible for coordinating the ERM program throughout the Company.

As discussed above, the Board plays a direct role in the Company s ERM program. In that regard, the Board receives a presentation from the chief performance officer annually. 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 performance officer of our enterprise risk management 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.

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.

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 2011, the Board held eight meetings, four of which were held in person. Each of our directors who served on the Board in fiscal 2011 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 2011. All of our Board members who served on the Board at the time of our 2011 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 2011, 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 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

Table of Contents

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 the Board shall affirmatively determine that to be considered independent, a director must not have any direct or indirect material relationship with Accenture.

Each year, our directors complete a questionnaire that, among other things, elicits information to assist the Nominating & Governance Committee in assessing whether the director meets the Company s Independence Standards and is otherwise independent under the rules of the NYSE. Utilizing these responses and other information, the Nominating & Governance Committee evaluates, with regard to each director, whether the director currently has or had any (1) employment or professional relationship that, in and of itself, would, pursuant to the Company s independence standards, require a conclusion that the director is not independent and/or (2) employment or professional relationship with any organization with which Accenture has or had a relationship, where the organization made or received payments from Accenture. If a director has or had a relationship with an organization which made or received payments from Accenture, information regarding the amount of such payments is provided to the Nominating & Governance Committee. The Nominating & Governance Committee then determines whether the amount of any such payments requires, pursuant to the Independence Standards or otherwise, a conclusion that the director is not independent. 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 impede a director s independence.

Based on its analysis, the Nominating & Governance Committee has determined that all of our directors other than William D. Green and Pierre Nanterme 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 Mses. Dublon and McGarvie and Messrs. Giancarlo, Hightower, Idei, Kimsey, Moody-Stuart and von Schimmelmann all served as a director of a company that does business with Accenture. In no instances did the amount received by Accenture or such company exceed the greater of $1 million or 2% of either Accenture s or such company s consolidated gross revenues. The Nominating & Governance Committee also considered whether the employment by Accenture of Mr. von Schimmelmann s son, who is not an executive officer of the Company and whose compensation for fiscal 2011 was less than $120,000, would impair his independence. The Nominating & Governance Committee determined that it would not. Mr. von Schimmelmann did not participate in such determination.

Audit Committee

The Audit Committee consists of three independent directors: William L. Kimsey (who serves as chair); Robert I. Lipp; and Blythe J. McGarvie (who served as chair until February 4, 2011). 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 in accordance with Section 10A(m) of the Exchange Act. 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 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. The Board does not limit the number of audit committees on which its Audit Committee members may serve but monitors and assesses the audit committee memberships (and other responsibilities) of its Audit Committee members on a regular basis to confirm their ability to serve Accenture effectively. No member of the Audit Committee currently serves on the audit committees of more than three public companies, including Accenture.

Table of Contents

The Audit Committee held nine meetings in fiscal 2011, 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;

- 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 any regulatory and accounting initiatives and the effects of these initiatives and any 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; review and discuss with the independent auditors the responsibilities, budget and staffing of the Company s internal audit function; and from time to time, hold separate meetings with management, 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 oversee the performance of our 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.

Table of Contents

Compensation Committee

Scope, Authority and Membership

The Compensation Committee consists of four independent directors: Marjorie Magner (who serves as chair); Dennis F. Hightower; William L. Kimsey; and Mark Moody-Stuart (who served as chair until February 4, 2011). 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 Company s equity compensation programs to the Company s executive officers.

The Compensation Committee held eight meetings in fiscal 2011, 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 executive officers, taking into consideration the executive chairman s and 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 other executive officers (including our executive chairman and our chief executive officer); review and make recommendations to the Board on a biennial basis, or as circumstances warrant, with regard to the appropriateness of compensation of Board members; and 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;

- 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; and retain compensation and benefits consultants and other outside consultants, as needed, to provide advice about our compensation structure; and

- 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; 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 named executive officers:

- *Compensation Committee.* Our Compensation Committee makes the final determination regarding the annual compensation of our executive chairman and our chief executive officer, taking into consideration an evaluation of each such officer s respective performance. Our

Table of Contents

Compensation Committee also reviews the recommendation of the executive chairman and the chief executive officer regarding the compensation of our other named executive officers and approves their compensation.

Nominating and 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 executive chairman and the chief executive officer (who each served as the chief executive officer for a portion of fiscal 2011) provide the Compensation Committee with an evaluation of the performance of the other named executive officers, which includes an assessment of each individual s performance against his or her annual objectives and a recommendation regarding his or her compensation.

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 Consultant. 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 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 Executive Chairman and Process for Determining Executive Compensation Chief Executive Officer. Management separately receives benchmarking information from Towers Watson Delaware Inc. (which is based on a benchmarking approach jointly developed with Pay Governance) with respect to executive officer compensation, and the executive chairman and the chief executive officer use that information in making recommendations to the Compensation Committee with respect to the compensation of the other executive officers.

Nominating & Governance Committee

The Nominating & Governance Committee consists of four independent directors: Dennis F. Hightower (who serves as chair); Charles H. Giancarlo; Nobuyuki Idei; and Wulf von Schimmelmann (who served as chair until February 4, 2011). The Nominating & Governance Committee held five meetings in fiscal 2011, 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 overall Board effectiveness;
- manage the committee selection and composition process, including the making of recommendations to the Board for members and the chairs of these 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 additional committees;
- monitor and oversee corporate governance matters, including reviews and recommendations regarding our constituent documents and Corporate Governance Guidelines and monitoring of new developments in the area of corporate governance;
- oversee the development and implementation of an orientation program for new Board members; oversee the evaluation of our executive chairman and chief executive officer; together with 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.

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. Potential candidates are interviewed by members of the Nominating & Governance Committee and, as appropriate, by other Board members and/or members of our management team. Final consideration of the nominee is then conducted by the entire Board.

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. Each Board member also completes a self-assessment survey designed to enhance each members 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 8 to 11 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 as chief financial officer of JPMorgan Chase & Co. and its predecessor companies. Ms. Dublon also brings an important perspective gained from her significant experience while working with non-profit organizations focusing on women s issues and initiatives and as a result of joining the faculty of the Harvard Business School.

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 34 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.

Table of Contents

Mr. Hightower brings to the Board significant experience in both the public and private sectors gained from the senior management roles that he has held at various companies, as a former professor of management at Harvard Business School and from his tenure as United States Deputy Secretary of Commerce. He has expertise in numerous areas, including global marketing, strategic planning, operations and international general management.

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 management consultancy firm. 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.

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 and her tenure as chief executive officer of a firm she founded that focuses on finance and leadership. 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 Royal Dutch Shell plc. 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, as well as significant experience with several philanthropic organizations.

Mr. Nanterme brings to the Board a deep knowledge of Accenture and its operations from 28 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. 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.

Table of Contents

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. Dennis F. Hightower, 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 (who served as chair until February 4, 2011), Robert I. Lipp and Marjorie Magner. The Finance Committee held eight meetings in fiscal 2011, 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, our share repurchase philosophy and strategy and 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 with respect to major investments, acquisitions, divestitures, joint ventures or similar transactions that Accenture may decide to undertake;
- review, evaluate and make decisions with respect to the management of our pension, 401(k) and benefit plans;
- oversee 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 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

Information about transactions involving related persons is presented to and assessed by the independent members of the Board. Related persons include the Company s directors and executive officers, as well as immediate family members of directors and executive officers, and certain large security holders and their family members. If the determination is made that a related person has or may have a material direct or indirect interest in any Company transaction, then the Company s independent

Table of Contents

directors would review, approve or ratify the transaction, if appropriate, and the transaction would be disclosed if required under SEC rules. If the related person at issue is a director of the Company or a family member of a director, then that director would not participate in the relevant discussions and review.

In general, the Company is of the view that the following transactions with related persons are not significant to investors and need not be separately approved because they take place under the Company s standard policies and procedures:

- the sale or purchase of products or services in the ordinary course of business and on an arm s-length basis;
- the employment of adult children by the Company where the compensation and other terms of employment are determined on a basis consistent with the Company s human resource policies; and
- any grants or contributions made by the Company under one of its grant programs in accordance with the Company s corporate contribution programs.

Information considered in evaluating transactions include the nature of the related person s interest in the transaction, the material terms of the transaction, the importance of the transaction to both the Company and to the related person, whether the transaction would impair the judgment of a director or executive officer to act in the best interest of the Company, and any other matters that management or the independent directors deem appropriate. Our Code of Business Ethics and corporate policies require all our directors and employees, including the members of the global management committee, to disclose their interests (including indirect interests through family members) with parties doing business with Accenture to management and/or the Board and remove themselves from all decisions related to that organization. This policy regarding the review of related party transactions is not in writing.

Senior Executive Tax Costs

The Company has informed approximately 2,500 of our current or former senior executives that if the senior executive reported for tax purposes the transactions involved in connection with our transition to a corporate structure in 2001, the Company will, in specified circumstances, provide a legal defense to that individual if his or her reporting position is challenged by the relevant tax authority. In the event such a defense is unsuccessful, and the senior executive is then subject to unusual or disproportionate financial damage, the Company will review such circumstances for that individual and intends to find an appropriate way to avoid severe financial damage to that individual. As of August 31, 2011, only a small number of jurisdictions remain that have active audits/investigations or open statutes of limitations, and only one is significant. In that jurisdiction, current and former partners, and the Company, are engaged in disputes with tax authorities in connection with the corporate reorganization in 2001, some of which have resulted, and others of which are expected to result, in litigation. The Company has contractually committed to reimburse Karl-Heinz Floether, who was one of the Company s executive officers until March 2011, and senior executives in one jurisdiction, certain costs associated with the challenge by the relevant tax authority. See Note 3 (Reorganization and Restructuring Costs, net) to our Consolidated Financial Statements in our annual report on Form 10-K for the fiscal year ended August 31, 2011 for further discussion of this matter.

Table of Contents

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, 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 auditors. The committee also reviewed related issues and disclosure items, including the Company s earnings news 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. 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, 2011 for filing with the SEC and presentation to the Company s shareholders. The Audit Committee also recommended during fiscal 2012 that KPMG be re-appointed as the Company s independent auditors to serve until the Company s annual general meeting of shareholders in 2013 and that the Board submit this appointment to the Company s shareholders for ratification at the Annual Meeting.

THE AUDIT COMMITTEE

William L. Kimsey, Chair

Robert I. Lipp

Blythe J. McGarvie

Table of Contents

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

Dennis F. Hightower

William L. Kimsey

Mark Moody-Stuart

Table of Contents

PROPOSAL NO. 3 NON-BINDING RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS AND BINDING AUTHORIZATION OF THE BOARD TO DETERMINE THEIR REMUNERATION

Shareholders are being asked to vote to ratify, in a non-binding vote, the appointment of our independent auditors, KPMG LLP, and also to vote to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine the auditors remuneration. Upon the Audit Committee s recommendation, the Board has recommended the re-appointment of KPMG as the independent auditors to audit our consolidated financial statements for the fiscal year ending August 31, 2012. The Board is asking our shareholders to ratify, in a non-binding vote, the appointment of KPMG as our independent auditors to hold office until our annual general meeting of shareholders in 2013 and to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine the auditors 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 auditors of the Company until the next annual general meeting of the Company in 2013 and to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine their remuneration.

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

Table of Contents

INDEPENDENT AUDITORS FEES

Independent Auditors 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, 2011 and August 31, 2010 and our internal control over financial reporting as of August 31, 2011 and August 31, 2010, and fees billed for other services rendered by KPMG during these periods.

	2011	2010
	(in thousands)	
Audit Fees(1)	$ 13,864	$ 13,005
Audit-Related Fees(2)	357	1,127
Tax Fees(3)	205	308
All Other Fees(4)	161	56
Total	**$ 14,588**	**$ 14,497**

(1) Audit Fees, including those for statutory audits, include the aggregate fees recorded for the fiscal year indicated for professional services rendered by KPMG for the audit of Accenture plc s and Accenture SCA s annual financial statements and review of financial statements included in Accenture s Forms 10-K and Forms 10-Q. Audit Fees include fees for the audit of Accenture s internal control over financial reporting.

(2) Audit-Related Fees include the aggregate fees recorded during the fiscal year indicated for assurance and related services by KPMG that are reasonably related to the performance of the audit or review of Accenture plc s and Accenture SCA s financial statements and not included in Audit Fees. Audit-Related Fees also include fees for accounting advice and opinions related to various employee benefit plans and fees for services to issue Statement on Standards for Attestation Engagements (SSAE) No. 16 reports.

(3) Tax Fees include the aggregate fees recorded during the fiscal year indicated for professional services rendered by KPMG for tax compliance, tax advice and tax planning.

(4) All Other Fees include the aggregate fees recorded during the fiscal year indicated for products and services provided by KPMG, other than the services reported above.

Procedures For Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditor

Pursuant to its charter, the Audit Committee of the Board is responsible for reviewing and approving, in advance, any audit and any permissible non-audit engagement or relationship between Accenture and its independent auditors. The Audit Committee has delegated to its chair the authority to review and pre-approve any such engagement or relationship, which may be proposed in between its regular meetings. Any such pre-approval is subsequently considered and ratified by the Audit Committee at the next regularly scheduled meeting.

Table of Contents

PROPOSAL NO. 4 NON-BINDING VOTE ON EXECUTIVE COMPENSATION

In accordance with the requirements of Section 14A of the Exchange Act and the related rules of the SEC, shareholders are being asked to approve, in an advisory, non-binding vote, the compensation of our named executive officers as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

In considering their vote, we urge shareholders to review the information on Accenture s compensation policies and decisions regarding the named executive officers presented in the Compensation Discussion and Analysis on pages 34 to 52, as well as the discussion regarding the Compensation Committee on pages 17 to 18.

This advisory resolution, commonly referred to as a say-on-pay resolution, is non-binding. Although this resolution is non-binding, the Board will review and consider the voting results when making future compensation decisions for our named executive officers.

Our compensation philosophy and framework have resulted in compensation for our named executive officers that reflects the Company s financial results and the other performance factors described in Compensation Discussion and Analysis Fiscal 2011 Compensation Overview. Accenture employs a strong pay-for-performance philosophy for our entire global management committee and all of our named executive officers. From August 1, 2001 through the end of fiscal 2011, our total shareholder return was 294%, outperforming each of our peer group companies over the same time period. As discussed below in Compensation Discussion and Analysis, our compensation philosophy for our named executive officers includes the following elements:

- *Long-term equity compensation has multi-year performance-based vesting.* The most significant single element of our named executive officers compensation opportunity over time is the Key Executive Performance Share Program, for which vesting depends exclusively on the Company s cumulative performance against our annual operating income plan and relative total shareholder return, in each case over a three-year period.

- *Total cash compensation is tied to performance.* The majority of cash compensation opportunity is based on Company and individual performance. The cash compensation of our named executive officers as a group has fluctuated from year to year, reflecting the Company s financial results.

- *Compensation unrelated to performance is limited.* Accenture does not have multi-year employment agreements, guaranteed incentive awards, golden parachutes or significant lump-sum compensation payments upon termination of employment for our named executive officers, aside from that required by law. We do not offer significant perquisites, nor do we provide tax gross-up payments on post-employment benefits.

The text of the resolution in respect of proposal no. 4 is as follows:

Resolved, that, the compensation paid to the Company s named executive officers as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby approved.

THE BOARD RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

Table of Contents

PROPOSAL NO. 5 VOTE TO AMEND THE COMPANY S ARTICLES OF ASSOCIATION TO DECLASSIFY THE BOARD OF DIRECTORS

After careful consideration, the Board has determined that it would be in the best interests of the Company and its shareholders to amend our articles of association to provide for the phased-in declassification of the Board and the annual election of all directors. The full text of the proposed amendments is attached as Annex B to this proxy statement.

Our articles of association currently provide for a classified Board divided into three classes, with staggered three-year terms based upon the cycle of the respective terms in office. Under our current articles of association, a director s term of office generally continues until the third annual meeting of shareholders following his or her appointment to office, and not more than one class of directors is appointed at any annual meeting of shareholders.

In the past, the Board has concluded that the classified board structure has several advantages, such as providing continuity and stability in pursuing our strategies and enhancing Board independence. The Board recognizes, however, the recent trend in corporate governance away from classified boards in favor of annual appointments of all directors. After carefully weighing the relevant considerations, the Board recommends that our shareholders vote to amend our articles of association to eliminate the classified structure of the Company s Board and provide for the annual election of all directors.

Because the proposed amendment would not shorten the existing terms of the directors, the directors who have been elected to three-year terms prior to the effectiveness of the amendment, including directors elected at this year s Annual Meeting, would complete those three-year terms. If the proposed amendment is approved, our articles of association would be amended after the Annual Meeting to provide for the phased elimination of the classified structure of the Board through the annual election of directors whose terms are expiring. Specifically, our articles of association would be amended to provide that (1) the Class III directors standing for appointment at our 2013 annual meeting will stand for appointment for a one-year term and (2) the Class I directors standing for appointment at our 2014 annual meeting will stand for appointment for a one-year term, along with the Class III directors. Beginning with our 2015 annual meeting, and at each annual meeting thereafter, our entire Board would stand for appointment for a one-year term and there would no longer be any designation by classes.

Any amendment to Accenture s articles of association would become effective on the day of the shareholder resolution at which the resolution was approved by 75% or more of the votes cast. If Accenture s shareholders do not approve the proposed amendment, the Board will remain classified.

The text of the resolution in respect of proposal no. 5 is as follows:

That Articles 82, 83 and 87 of the Articles of Association be and are hereby amended by their deletion and insertion of the form of Articles 82, 83 and 87, respectively, as contained in Annex B of this proxy statement relating to the Company s Annual Meeting.

THE BOARD RECOMMENDS THAT YOU VOTE FOR THE AMENDMENT OF THE COMPANY S ARTICLES OF ASSOCIATION TO DECLASSIFY THE BOARD OF DIRECTORS.

Table of Contents

PROPOSAL NO. 6 AUTHORIZATION TO HOLD THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND

Under Irish law and in accordance with article 50 of Accenture plc s articles of association, the shareholders of Accenture plc must authorize holding any annual general meeting of shareholders at a location outside of Ireland. The Board desires to hold the 2013 annual general meeting of shareholders in the United States, as has been our historical practice, and is therefore asking our shareholders to authorize holding the 2013 annual general meeting of shareholders at a location outside of Ireland.

The text of the resolution in respect of proposal no. 6 is as follows:

That the annual general meeting of shareholders in 2013 may be held at such place outside Ireland as may be determined by the directors.

THE BOARD RECOMMENDS THAT YOU VOTE FOR THE AUTHORIZATION TO HOLD THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND.

Table of Contents

PROPOSAL NO. 7 AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES

We have historically used open-market share purchases as a means of returning cash to shareholders and managing the size of our base of outstanding shares. These are longstanding objectives that management believes are important to continue. During fiscal 2011, we repurchased approximately 24 million shares of our ordinary shares in open-market purchases as part of our share buyback activities.

In this proposal, shareholders are being asked to authorize Accenture plc, or any of its subsidiaries, to make open-market purchases of Class A ordinary shares.

Under Irish law, this authorization cannot exceed 18 months. Accordingly, if adopted, the authority will expire on the close of business on August 9, 2013 unless re-approved at the Company s annual general meeting of shareholders in 2013. We expect to continue to propose renewal of this authorization on a regular basis at our annual general meetings in subsequent years.

These purchases would be made only at price levels that the directors considered to be in the best interests of the shareholders generally, after taking into account the Company s overall financial position. In addition, the price that may be paid for these shares shall not be less than 80% or more than 120% of the then closing market price of those shares on the NYSE the day preceding the day on which the relevant share is purchased. It should be noted that Accenture plc currently effects repurchases under our existing share repurchase program as redemptions pursuant to Article 5(b)(iv) of our articles of association. Whether or not this proposed resolution is passed, Accenture plc would retain its ability to effect repurchases as redemptions pursuant to its articles of association, although subsidiaries of Accenture plc would not be able to make open-market purchases of Class A ordinary shares.

In order for a subsidiary of Accenture plc to make open-market purchases of Accenture plc s Class A ordinary shares, such shares must be purchased on a recognized stock exchange under Irish law. The NYSE, on which Accenture plc Class A ordinary shares are listed, is a recognized stock exchange for this purpose under Irish law.

The authority being sought from our shareholders provides that the maximum number of shares authorized to be purchased will be no greater than 96,700,742 Class A ordinary shares, which represents 15% of the Company s issued Class A ordinary shares outstanding as of November 30, 2011.

The text of the resolution in respect of proposal no. 7 is as follows:

The Company and any subsidiary of the Company are hereby generally authorized to make open-market purchases of Class A ordinary shares in the Company (shares) on such terms and conditions and in such manner as the board of directors of the Company may determine from time to time but subject to the following provisions:

(a) The maximum number of shares authorized to be acquired by the Company and any subsidiaries of the Company pursuant to this resolution shall not exceed 96,700,742 Class A ordinary shares of $0.0000225 each provided that the total aggregate number of shares in the Company to be purchased together with the total number of shares in the Company to be acquired by the Company by way of redemption shall not exceed 96,700,742 Class A ordinary shares.

(b) The maximum price to be paid for any Class A ordinary share shall not be more than 120% of the closing price on the New York Stock Exchange for the Class A ordinary shares on the day preceding the day on which the relevant share is purchased by the Company or the relevant subsidiary of Company.

Table of Contents

(c) The minimum price to be paid for any Class A ordinary share shall not be less than 80% of the closing price on the New York Stock Exchange for the Class A ordinary shares on the day preceding the day on which the relevant share is purchased by the Company or the relevant subsidiary of Company.

(d) This general authority will be effective from the date of passing of this resolution.

(e) This general authority is to expire 18 months from the date of the passing of this resolution, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of section 215 of the Companies Act 1990. The Company or any such subsidiary may, before such expiry, enter into a contract for the purchase of shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

THE BOARD RECOMMENDS THAT YOU VOTE FOR THE AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES.

Table of Contents

PROPOSAL NO. 8 DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK

Our historical open-market share repurchases and other share buyback activities result in shares of our ordinary shares being returned as treasury stock. Our executive compensation program, the 2010 Employee Share Purchase Program and our other compensation programs make use of treasury shares that we acquire through our various share buyback activities.

Under Irish law, our shareholders must authorize the price range at which Accenture plc may re-issue any shares held in treasury as new shares of Accenture plc. In this proposal, that price range is expressed as a percentage minimum and maximum of the closing market price on the day preceding the day on which the relevant share is re-issued. Irish law requires that this authorization be renewed by our shareholders every 18 months, and we therefore expect that it will continue to be proposed at subsequent annual general meetings.

The authority being sought from our shareholders provides that the minimum and maximum prices at which a treasury Class A ordinary share may be re-issued are 95% and 120%, respectively, of the closing market price of the Class A ordinary shares on the NYSE the day preceding the day on which the relevant share is re-issued, except as further described below. Any re-issuance of treasury shares will only be at price levels that the Board considers to be in the best interests of our shareholders.

Approval of this proposal requires the affirmative vote of at least 75% of the votes cast.

The text of the resolution in respect of proposal no. 8 is as follows:

The re-issue price range at which any treasury Class A ordinary shares for the time being held by Accenture plc may be issued shall be as follows:

(a) The maximum price at which a treasury Class A ordinary share may be re-issued shall not be more than 120% of the closing price on the New York Stock Exchange for shares of that class on the day preceding the day on which the relevant share is re-issued by Accenture plc.

(b) The minimum price at which a treasury Class A ordinary share may be re-issued shall be the nominal value of the share where such a share is required to satisfy an obligation under an employee share scheme or any option schemes operated by Accenture plc or, in all other cases, not less than 95% of the closing price on the New York Stock Exchange for shares of that class on the day preceding the day on which the relevant share is re-issued by Accenture plc.

(c) The re-issue price range as determined by paragraph (a) and (b) shall expire 18 months from the date of the passing of this resolution, unless previously varied, revoked or renewed in accordance with the provisions of section 209 of the Companies Act 1990.

THE BOARD RECOMMENDS THAT YOU VOTE FOR THE DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK.

Table of Contents

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Compensation Discussion and Analysis

Fiscal 2011 Compensation Overview

The compensation of the Company s named executive officers is tied to both Company and individual performance.

Fiscal 2011 Performance

During fiscal 2011, the Company achieved strong results that exceeded or met the initial business outlook we provided during the September 30, 2010 earnings announcement. Specifically, in fiscal 2011 the Company delivered:

- **New bookings** of $28.8 billion, above the Company s business outlook of $25 billion to $28 billion. New bookings included a positive 3% percent foreign-currency impact.

- **Net revenues** of $25.5 billion, an increase of 15% in local currency, exceeding the Company s business outlook of an increase of 7% to 10% in local currency.

- **Operating margin** of 13.6%, consistent with the Company s business outlook of 13.6% to 13.7%.

- **Earnings per share** (EPS) of $3.40, including an $0.08 benefit from favorable foreign-exchange rates, well above the Company s business outlook of $3.00 to $3.08.

- **Free cash flow** of $3 billion (which we provide to investors to give them additional insight in to the Company s results of operations and is calculated as operating cash flow of $3.4 billion less property and equipment additions of $404 million), exceeding by $400 million the high end of the Company s business outlook range of free cash flow of $2.4 billion to $2.6 billion.

We continued to return a significant portion of our free cash flow to shareholders by **repurchasing** 42.8 million shares for $2.2 billion and increasing our semi-annual **dividend payment** to shareholders to $0.675 per share, which was paid in November 2011 (a 50% increase from the previous semi-annual dividend payment).

During fiscal 2011, we continued to execute our growth strategy, which is focused on three dimensions:

- our core business, which includes the vast majority of management consulting, technology and outsourcing services that we have traditionally provided through our operating groups and growth platforms;

- strategic initiatives including analytics, digital marketing, mobility, smart grid, insight-driven health and cloud computing that we are building on top of our core business; and

- our geographic expansion strategy focusing on emerging and mature markets with significant growth potential for us. Our priority emerging markets are the ASEAN (Association of Southeast Asian Nations) countries, Brazil, China, India, Mexico, the Middle East, Russia, South Africa, South Korea and Turkey.

We also continued to evolve our global delivery model, which allows us to draw on the benefits of using people and other resources from around the world including scalable, standardized processes, methods and tools; specialized business process and technology skills; cost advantages; foreign-language

Table of Contents

fluency; proximity to clients; and time-zone advantages to deliver solutions to our clients. Our Global Delivery Network continues to be a competitive differentiator for us, with more than 50 delivery centers around the world. As of August 31, 2011, we had approximately 141,000 people in our network globally, up from 116,000 people at the end of fiscal 2010.

In addition, during the fiscal year, we continued to execute our human capital strategy to ensure we have the right capabilities, in the right places, to support the needs of our clients and ensure the future growth of Accenture. In fiscal 2011, we hired approximately 70,000 new employees globally while maintaining employee utilization within our targeted range.

Further, in fiscal 2011, we continued to strengthen our corporate citizenship efforts. Most notably, we committed to equip 250,000 people around the world by 2015 with skills to get a job or build a business.

Pay for Performance

Accenture s compensation practices are tied to Company and individual performance, which are evaluated based on three broad themes that we use to tie performance to compensation for our named executive officers: driving growth by helping Accenture s clients become high-performing businesses; educating, energizing and inspiring Accenture s people; and running Accenture as a high-performance business. As discussed more fully below, the Compensation Committee believes that total compensation for the Company s named executive officers should be closely aligned with the Company s performance and each individual s performance (see Process For Determining Executive Compensation, Role of Benchmarking and Performance Objectives Used in Evaluations).

In determining the fiscal 2011 performance-based compensation paid to the Company s named executive officers, the Compensation Committee determined that the performance of the executive chairman (who was also our chief executive officer for the first four months of fiscal 2011) and the new chief executive officer, along with the performance of the other named executive officers, contributed to the strong financial and other results discussed above. Based in part upon the analysis contained in a pay-for-performance report prepared for the Compensation Committee by its compensation consultant, Pay Governance (discussed in more detail in Role of Benchmarking below), the Compensation Committee established levels of performance-based compensation for fiscal 2011 and equity awards to be made in January 2012 (see Process for Determining Executive Compensation below). In the Compensation Committee s view, the performance-based compensation levels demonstrated a strong linkage between realizable total direct compensation for our named executive officers and total shareholder return over the past three years. Accordingly, the Compensation Committee concluded that our named executive officers compensation is well aligned with the Company s performance.

Accenture employs a strong pay-for-performance philosophy. To tie pay to performance, the Company uses two short-term cash incentive programs: the annual bonus; and the individual performance bonus, each of which rewards our named executive officers and other eligible employees for a combination of Company and individual performance over the fiscal year. In addition, the Company uses three long-term equity compensation programs: the Key Executive Performance Share Program; the Senior Officer Performance Equity Award Program; and the Performance Equity Award Program, each of which also rewards for a combination of Company and individual performance. The target grant date fair value of the long-term equity awards made to Messrs. Green and Nanterme in fiscal 2011 constituted approximately 75% and 53%, respectively, of their fiscal 2011 compensation. Our cash and long-term equity compensation programs are described under Cash Compensation and Long-Term Equity Compensation below.

Table of Contents

The compensation of each of the named executive officers for fiscal 2011 is described below and in the Summary Compensation Table. When reviewing 2011 compensation, note that in fiscal year 2011, as discussed above, Mr. Green served as chairman and chief executive officer for part of the year, before moving to the role of executive chairman, when Mr. Nanterme succeeded him as chief executive officer. See Process for Determining Executive Compensation Executive Chairman and Process for Determining Executive Compensation Chief Executive Officer below on how these changes in roles affected Mr. Green s and Mr. Nanterme s respective compensation. In addition, for information regarding the compensation of the other named executive officers for fiscal 2011, see Process for Determining Executive Compensation Named Executive Officers Other Than the Executive Chairman and the Chief Executive Officer and Summary Compensation Table below.

Say-on-Pay and Say-on-Frequency Results

The Compensation Committee considered the result of the 2011 advisory, non-binding say-on-pay proposal in connection with the discharge of its responsibilities. Because a substantial majority (90.3%) of our shareholders approved the compensation programs described in our proxy statement for the 2011 annual general meeting of shareholders, the Compensation Committee has not implemented changes to our compensation programs as a result of the shareholder advisory vote.

In light of the voting results with respect to the frequency of shareholder votes on executive compensation at the 2011 annual general meeting, the Board decided that Accenture will hold an advisory vote on the compensation of named executive officers at each annual meeting of shareholders until the next required vote on the frequency of shareholder votes on executive compensation. As the Dodd-Frank Act requires that such shareholder votes on frequency be held at least once every six years, we currently expect the next shareholder vote on frequency to occur at the Company s 2017 annual general meeting.

Objectives of the Compensation Program

The compensation program for the named executive officers is designed to reward them for their overall contribution to Company performance, including the Company s execution against its business plan and creation of shareholder value. The program is designed to:

- attract, retain and motivate the best executives;
- align rewards with Accenture s principle of meritocracy by rewarding high performance;
- ensure that rewards are affordable to Accenture by aligning them to Accenture s annual operating plan; and
- offer a compelling reward structure that provides executives with an incentive to continue to expand their contributions to Accenture.

Process for Determining Executive Compensation

The Compensation Committee evaluates overall Company performance for a fiscal year by reviewing the results achieved for the performance objectives for the year (as discussed below under Performance Objectives Used in Evaluations) and then determining whether the Company exceeded, met or partially met the objectives as a whole for the year. Within each of these three categories of achievement (exceeds, meets and partially meets), the Compensation Committee further determines whether the Company s performance was in the low, medium or high range of performance within that category. The Compensation Committee, in consultation with Messrs. Green and Nanterme, determined that overall Company performance for fiscal 2011 exceeded the objectives for the year as a whole and was at the high end of the medium range. The Compensation Committee believed that this

Table of Contents

rating was appropriate due to the Company s significant achievements with respect to revenues, earnings per share, bookings and free cash flow. In addition to the Company s strong financial performance, this rating also recognized that the Company achieved record hiring globally, particularly in strategic growth markets, while maintaining utilization within the targeted range, and that the Company s employee engagement scores improved over the prior year.

The Compensation Committee s determination of the Company s performance rating is then used as one of the key factors in setting the amounts of compensation that the named executive officers receive for each of the performance elements of compensation described below. The Compensation Committee also took into account as a key factor the individual performance ratings for the executive chairman and the chief executive officer it set together with the Nominating & Governance Committee and the lead director (who is a member of the Compensation Committee), as prescribed by that committee s charter, and the determination of the individual performance ratings for the other named executive officers.

The Compensation Committee reviewed, discussed and approved for each of the named executive officers his or her overall compensation as a package. As part of this process, the Compensation Committee considered the analyses of its compensation consultant, Pay Governance, and the recommendations of Messrs. Green and Nanterme for the compensation packages of each of the other named executive officers. These compensation packages are the result of the evaluation and judgment of the Compensation Committee, rather than a precise formula. The Compensation Committee does not specifically focus in any material way on any of the individual compensation elements, other than base compensation and Key Executive Performance Share Program awards, which, as discussed below, reflect the scope of the individual s leadership role.

To determine the compensation of our executive chairman and our chief executive officer, following the completion of the fiscal year, the Compensation Committee, including the lead director, met with the Nominating & Governance Committee in October 2011 to review the individual performance of Messrs. Green and Nanterme in the context of the Company s fiscal 2011 performance as well as the new roles they assumed on January 1, 2011. After the Nominating & Governance Committee, together with the Compensation Committee (which includes the lead director), determined the performance ratings of Messrs. Green and Nanterme discussed below, the Compensation Committee reviewed with its compensation consultant, Pay Governance, the results of Pay Governance s market trends report and the pay-for-performance report discussed below under Role of Benchmarking. As part of this review, Pay Governance provided input to the Compensation Committee regarding the final 2011 bonus compensation for Messrs. Green and Nanterme. This input reflected the Company s performance results for fiscal 2011; sustained performance results achieved over the past five years; external market references; internal compensation references; and the respective leadership roles of Messrs. Green and Nanterme. Messrs. Green and Nanterme were not involved in setting their own compensation and were not present during the Compensation Committee s review.

Executive Chairman

As reported in the Company s proxy statement for the 2011 annual general meeting of shareholders, at its meeting in November 2010, the Compensation Committee determined that, in connection with Mr. Green s transition to the role of executive chairman that would be effective as of January 1, 2011, it was appropriate, in the transition year, to increase the equity in his compensation package, which focuses on a multi-year compensation opportunity, and to decrease his annual cash performance compensation opportunity, which has a more short-term focus. Mr. Green s cash bonus opportunity for fiscal 2011 and equity awards granted in January 2011, which were determined at the November 2010 Compensation Committee meeting, are reflected in the Grants of Plan-Based Awards for Fiscal 2011 table below.

Table of Contents

At the meeting in October 2011, the Nominating & Governance Committee, together with the Compensation Committee (which includes the lead director), set Mr. Green s individual performance rating at the highest end of the medium range in the exceeds category.

As a result of its fiscal 2011 assessments and the input of its compensation consultant, the Compensation Committee approved the following compensation for Mr. Green:

- base compensation of $1,250,000 for the compensation year beginning on December 1, 2011, consistent with his base compensation for the 2011 compensation year;
- fiscal 2011 cash bonuses totaling $2,725,000, a decrease of 10% compared with fiscal 2010; and
- equity awards with a target grant date fair value of $9,125,000 to be made in January 2012 as discussed below under Fiscal 2012 Compensation. These equity awards represent a decrease of 25% compared with the grant date fair value of the equity awards made to Mr. Green in January 2011, reflecting his changing role. Of that amount, the Key Executive Performance Share Program target grant date fair value of $5,025,000 will vest, if at all, based on the three-year Company performance following the completion of fiscal 2014, and the remainder will vest on a time-based schedule under the Senior Officer Performance Equity Award Program, each as described below under Long-Term Equity Compensation.

Chief Executive Officer

At the same meeting in November 2010, the Compensation Committee determined that, taking into account Mr. Nanterme s role as chief executive officer that would be effective as of January 1, 2011, Mr. Nanterme s base compensation would be set at 865,476, to be paid in Euros (then equivalent to approximately $1,200,000) and that he would receive an increased amount of equity awards in January 2011. Mr. Nanterme s cash bonus opportunity for fiscal 2011 and equity awards granted in January 2011, which were determined at the November 2010 Compensation Committee meeting, are reflected in the Grants of Plan-Based Awards for Fiscal 2011 table below.

At the meeting in October 2011, the Nominating & Governance Committee, together with the Compensation Committee (which includes the lead director), set Mr. Nanterme s individual performance rating at the high end of the medium range in the exceeds category.

As a result of its fiscal 2011 assessments and the input of its compensation consultant, the Compensation Committee approved the following compensation for Mr. Nanterme:

- base compensation of 865,476, to be paid in Euros (then equivalent to approximately $1,200,000) for the compensation year beginning on December 1, 2011, consistent with his base compensation established upon assuming the role of chief executive officer as of January 1, 2011;
- fiscal 2011 cash bonuses totaling 2,554,524, to be paid in Euros (then equivalent to approximately $3,404,262); and
- equity awards with a target grant date fair value of approximately $7,580,000 to be made in January 2012 as discussed below under Fiscal 2012 Compensation. These equity awards represent an increase of 45% compared with the grant date fair value of the equity awards made to Mr. Nanterme in January 2011, reflecting his changing role. Of that amount, the Key Executive Performance Share Program target grant date fair value of $6,830,000 will vest, if at all, based on the three-year Company performance following the completion of fiscal 2014, and the remainder will vest on a time-based schedule under the Senior Officer Performance Equity Award Program, each as described below under Long-Term Equity Compensation.

Table of Contents

Named Executive Officers Other Than the Executive Chairman and the Chief Executive Officer

In determining the fiscal 2011 compensation of the named executive officers (other than the executive chairman and the chief executive officer), the executive chairman and the chief executive officer submitted a recommendation to the Compensation Committee for the overall compensation of each of these officers for the committee s review, discussion and approval. In making these recommendations, the executive chairman and the chief executive officer considered the following four factors: (1) Company performance, including objective and subjective measures; (2) each officer s individual contribution and demonstrated leadership; (3) internal comparisons across the global management committee; and (4) external market references.

Individual contribution and leadership was measured against a set of more than 20 performance objectives, some of which were Company-based performance objectives. As described below in Performance Objectives Used in Evaluations, these financial, operational and qualitative objectives fell under three themes: driving growth by helping Accenture s clients become high-performance businesses; educating, energizing and inspiring Accenture s people; and running Accenture as a high-performance business. Management and the Compensation Committee believe that this approach reflects that the leadership team is collectively responsible for a broad range of Company results and initiatives. In evaluating performance against the objectives, no formula or pre-determined weighting was used and no one objective was individually material. The executive chairman and the chief executive officer discussed with the Compensation Committee the levels of responsibility and performance of each named executive officer other than the executive chairman and the chief executive officer. For those named executive officers who are responsible for a particular business operating group or growth platform, the executive chairman and the chief executive officer also discussed with the Compensation Committee the financial results of the relevant operating group or growth platform. In developing their recommendations to the Compensation Committee for the compensation of the other named executive officers, the executive chairman and the chief executive officer used a report prepared by Towers Watson for management. The Towers Watson report included information on market-comparable compensation based on a benchmarking approach developed jointly by Pay Governance and Towers Watson. Before making the final compensation decisions for the year, the Compensation Committee shared and reviewed with Pay Governance both the recommendations of the executive chairman and the chief executive officer and the Towers Watson report prepared for management.

Cash Compensation

Accenture s cash compensation has three components: base compensation, the annual bonus and the individual performance bonus.

Base Compensation

Base compensation provides a fixed level of compensation to a named executive officer each year and reflects the named executive officer s leadership role, as opposed to individual performance. Each of the named executive officers other than Messrs. Green and Nanterme falls into one of the top two numbered levels of responsibility within the Company, and his or her level is determined objectively based on an evaluation of current responsibilities. Base compensation is the same for all named executive officers at a given level of responsibility within each country. Base compensation at the same levels of responsibilities varies for named executive officers across countries based on relative market compensation. Increases to base compensation, if any, generally take effect at the beginning of the compensation year, which begins on December 1 of each year. The base compensation of Messrs. Green

Table of Contents

and Nanterme is not set on the basis of the level of responsibility system (see Process for Determining Executive Compensation Executive Chairman and Process for Determining Executive Compensation Chief Executive Officer above).

Annual Bonus

The annual bonus plan is a Company-wide program for which all Accenture executives (approximately 38,000 employees) are generally eligible. The program is designed so that a portion of these employees pay is aligned with Company results. Funds are accrued based on Company financial performance, compared to the earnings and profitability targets for the year. Final overall funding decisions are made at the end of the fiscal year based upon the Company s performance against these targets, and are subject to approval by the Compensation Committee. Once the program s Company-wide funding for the year is finalized, individual payout is determined based on each eligible employee s career level within the Company and individual performance rating and paid in December. The program is designed to give higher bonuses to top performers and to provide higher incentives as employees advance through our career levels. This bonus program is primarily designed to reward employees (including our named executive officers) based on overall Company results, and the exact payout received by each individual varies depending upon individual performance and career level.

Each of the named executive officers is assigned an annual target award level that is a percentage of his or her base compensation based on his or her level of responsibility. For Mr. Green, this percentage ranged from zero to 67.5% until January 1, 2011, when it was adjusted to a range of zero to 60%. For Mr. Nanterme, this percentage ranged from zero to 30% until January 1, 2011, when it was adjusted to a range of zero to 88%. The adjustments to the ranges for Messrs. Green and Nanterme reflect the changes to their roles as of January 1, 2011. For the other named executive officers, the range is from zero to 30%. Other than for the executive chairman and the chief executive officer, the target percentages for each level of responsibility have been constant for the three years reflected in the Summary Compensation Table below, and were designed as part of executives total compensation opportunity, as discussed under Role of Benchmarking below. A named executive officer may earn more or less than his or her target award based upon the Company s overall funding of the bonus pool under the plan and his or her individual annual performance rating, subject to a cap on the maximum payout. The Company exceeded its business outlook for fiscal 2011 for new bookings, net revenue growth, earnings per share and free cash flow. The Compensation Committee took these results into consideration in approving an overall funding percentage for the annual bonus slightly above the overall target level. This funding percentage applied to all eligible Accenture executives, including the named executive officers, based on their individual performance and career level.

Individual Performance Bonus

The individual performance bonus is offered to all of our named executive officers as well as to approximately 2,000 of the top senior executives globally. Unlike the annual bonus, for which the primary determinant of the award size is Company performance, the primary determinant of the individual performance bonus is the individual s overall contributions to the Company based on his or her career level. This program is designed to distinguish and recognize top performers among our senior executives at different levels of responsibility. Each named executive officer is eligible to receive an individual performance bonus that is a percentage of base compensation determined based on his or her respective level of responsibility. For Mr. Green, this percentage ranged from zero to 180% until January 1, 2011, when it was adjusted to a range of zero to 162%. For Mr. Nanterme, this percentage ranged from zero to 115% until January 1, 2011, when it was adjusted to a range of zero to 240%. The adjustments to the ranges for Messrs. Green and Nanterme reflect the changes to their roles as of January 1, 2011. For

Ms. Craig and Messrs. Campbell and Frerichs, this percentage ranged from zero to 160% and for Mr. van t Noordende, it ranged from zero to 115%. Other than with respect to the executive chairman and the chief executive officer, these ranges have been constant for each level of responsibility since the individual performance bonus program was first implemented in fiscal 2008. The individual performance bonus program year aligns with Accenture s fiscal year. Payment is determined based on the individual s annual performance rating. See Performance Objectives Used in Evaluations below.

Fiscal 2011 Cash Compensation Determinations

The Compensation Committee determined the total cash bonus compensation to be awarded to the named executive officers as part of its decision on the overall compensation for each of these officers as discussed under Process for Determining Executive Compensation above. For the value of cash compensation amounts paid to our named executive officers during fiscal 2011 (for base compensation) or with respect to their fiscal 2011 performance (for non-equity incentive plan compensation), see the Summary Compensation Table below.

The total cash compensation for Messrs. Green and Nanterme is discussed above under Process for Determining Executive Compensation Executive Chairman and Process for Determining Executive Compensation Chief Executive Officer. Total cash compensation for the other named executive officers, taken as a whole, increased 6% for fiscal 2011 as compared to the compensation for those same officers for fiscal 2010. The increase for fiscal 2011 over fiscal 2010 was primarily due to the Company s fiscal 2011 performance as discussed above under Fiscal 2011 Compensation Overview Fiscal 2011 Performance.

Table of Contents

Long-Term Equity Compensation

The Company intends for long-term equity compensation to constitute a significant component of the compensation opportunity for the executive chairman, the chief executive officer and the other named executive officers. The Company offers all of its equity grants in the form of restricted share units (RSUs), which are subject to performance and/or time vesting requirements. In fiscal 2011, the Company s executive compensation consisted of three separate programs.

Program	Eligible Employees	Objective
Key Executive Performance Share Program	Named executive officers and select members of the global management committee	Reward participants for driving the Company s business to meet performance objectives related to operating income results and relative total shareholder return, in each case over a three-year period.
Senior Officer Performance Equity Award Program	Named executive officers and select members of the global management committee	Reward individual performance, encourage retention, align the interests of senior executives with our shareholders and provide high performers an annual performance award based on individual performance and position relative to market.
Performance Equity Award Program	All senior executives, other than Messrs. Green and Nanterme	Recognize and reward high performers based on their individual performance and the Company s performance, in each case, during the prior fiscal year.

The Company also offers all senior executives the opportunity to participate in our Voluntary Equity Investment Program. As described below, this program further encourages share ownership among senior executives through monthly purchases with a 50% matching grant opportunity if all of the terms and conditions of this program are satisfied.

Our long-term equity compensation programs are part of a larger framework of compensation for all of our employees. As individuals assume more senior roles at the Company, they become eligible for additional equity compensation programs. As described above, our named executive officers and members of the global management committee are eligible for awards that are intended to reward the performance of our named executive officers (and the other eligible employees, as applicable), align their pay with achievement of both annual and long-term performance goals, and encourage them to acquire meaningful ownership stakes in Accenture. Of these programs available to our named executive officers, the Key Executive Performance Share Program is the most significant element of their compensation over time and is also the most closely tied to the Company s performance over time.

For additional information on the terms of each of these programs and the named executive officers who received awards under them during fiscal 2011, see Grants of Plan-Based Awards for Fiscal 2011 and Narrative to Grants of Plan-Based Awards Table below. As required by SEC rules, the equity compensation amounts included in the Summary Compensation Table for fiscal 2011 and the Grants of Plan-Based Awards for Fiscal 2011 table below reflect the grant date fair value of equity awards made during fiscal 2011. Equity awards with respect to fiscal 2011 performance and the fiscal 2012 Key

Table of Contents

Executive Performance Share Program grants have been approved and will be awarded in January 2012, in accordance with the Company s standard practice and are not reflected in the Summary Compensation Table or the Grants of Plan-Based Awards for Fiscal 2011 table below. See, however, the information in Fiscal 2012 Compensation below.

The total grant date fair value of equity compensation to be awarded to Messrs. Green and Nanterme in January 2012 will decrease 25% for Mr. Green and increase 45% for Mr. Nanterme compared to the value of the awards made to each of them in the prior year. For the other named executive officers taken as a whole but excluding Mr. Frerichs, the total grant date fair value of equity compensation to be awarded in January 2012 will increase 2% compared with the awards made a year earlier. The value of equity awards to be made to Mr. Frerichs in January 2012 will decrease, reflecting the change in his role, as of September 1, 2011, from group chief executive North America to international chairman, a non-executive position. Mr. Frerichs will retire from Accenture effective February 29, 2012.

Messrs. Green and Nanterme recommended to the Compensation Committee the total equity (under the Key Executive Performance Share Program, the Senior Officer Performance Equity Award Program and the Performance Equity Award Program) to be awarded to each of the other named executive officers in January 2012 as part of their overall compensation recommendations. The recommendations of Messrs. Green and Nanterme were based, in part, on (1) Company and individual performance (or, in the case of the Key Executive Performance Share Program award, the individual s scope of responsibility for fiscal 2012), each as described below under Performance Objectives Used in Evaluations, and (2) market survey data. The market survey data was prepared by Towers Watson for management, and was based on a benchmarking approach developed jointly with Pay Governance. The recommendations of Messrs. Green and Nanterme, together with the findings of the Towers Watson report were discussed by the Compensation Committee with Pay Governance. The Compensation Committee then made a final decision on the equity to be awarded to these officers. The January 2012 grants to our named executive officers are discussed in Fiscal 2012 Compensation below.

Of the total grant date fair value of the equity grants to be made in January 2012, 55% of the equity granted to Mr. Green, 90% of the equity granted to Mr. Nanterme and more than 48% of the equity granted to the other named executives as a whole will vest at the target level only if the Company achieves in each fiscal year 100% of the annual operating income plans approved by the Board early in each fiscal year and only if the Company achieves the 60th percentile on cumulative total shareholder return relative to a peer group of companies. We believe linking compensation to long-term Company performance encourages prudent risk management and discourages excessive risk taking for short-term gain. As a result of Company performance over the three-year period from fiscal 2009 through fiscal 2011, the 2009 Key Executive Performance Share Program awards vested at 106% of target levels (71% of maximum award levels), which was the first time since awards under the Key Executive Performance Share Program began vesting (for the three-year performance period ended August 31, 2006) that the vesting was in excess of 100% of target levels (see Long-Term Equity Compensation Key Executive Performance Share Program and Narrative to Grants of Plan-Based Awards Table Key Executive Performance Share Program).

Key Executive Performance Share Program

The Key Executive Performance Share Program is the primary program under which the Compensation Committee grants RSUs to the named executive officers and select members of the global management committee and is intended to be the most significant single element of our named executive officers compensation over time. The program rewards these individuals for driving the Company s business to meet performance objectives related to two metrics: operating income results; and relative

43

Table of Contents

total shareholder return, in each case over a three-year period following the grant. For grants made in fiscal 2011, the Company continued its approach of weighting operating income results more heavily than total shareholder return (see the specific performance vesting criteria discussed in Narrative to Grants of Plan-Based Awards Table below). This approach recognizes that operating income results more accurately reflects the Company s performance against its objectives. Vesting of grants under the program depends on Accenture s cumulative performance against these metrics over a three-year period. The Company believes this is important because it aligns a significant portion of the named executive officers realizable total direct compensation against performance over an extended period. For example, a period of poor performance against the Company s operating income or total shareholder return targets could affect the ultimate vesting percentage for several years of RSU grants made to the named executive officers under this program.

Senior Officer Performance Equity Award Program

The Senior Officer Performance Equity Award Program provides an annual award of RSUs in recognition of prior-year performance to the named executive officers and high-performing members of the global management committee recommended by the executive chairman and the chief executive officer to the Compensation Committee. This program rewards individual performance, encourages retention, aligns the interests of our named executive officers with our shareholders and provides high-performers an annual performance award based on individual performance and position relative to market. The program furthers the Company s goals of compensating the named executive officers at levels comparable with those of the Company s peer companies and maintaining a significant equity component in the named executive officers compensation.

Performance Equity Award Program

The Performance Equity Award Program, for which all Accenture senior executives (approximately 4,600 employees) are eligible, is designed to recognize and reward high performing senior executives for their performance in the most recently completed fiscal year and is funded based on overall Company performance. High-performing senior executives receive equity grants in the form of RSUs based on their annual performance rating. Each of the named executive officers, except Messrs. Green and Nanterme, is eligible for grants under this program based on his or her annual performance rating for fiscal 2011. In fiscal 2010, prior to assuming the role of chief executive officer, Mr. Nanterme was eligible for, and received in January 2011, a grant under the Performance Equity Award Program. The number of RSUs granted to senior executives under this program may also be adjusted based on Company performance. Based on Company performance for fiscal 2010, awards made in January 2011 were set at 75% of the maximum value. To reflect the Company s strong performance in fiscal 2011, this percentage was set at 90% of maximum value for the awards to be made in January 2012.

Voluntary Equity Investment Program

The Voluntary Equity Investment Program is a matching program that further encourages share ownership among all Accenture senior executives, who may designate up to 30% of their cash compensation to make monthly purchases of Accenture plc Class A ordinary shares. Following the end of the program year, participants who continue to be employed are awarded a 50% matching RSU grant that vests two years later, which enables senior executives to receive one RSU for every two shares they purchased during the year, provided they do not sell or transfer the purchased shares prior to the matching grant date.

Table of Contents

2011 Long-Term Equity Compensation Awards

For the grant date fair value of long-term equity compensation granted to our named executive officers during fiscal 2011, see the Summary Compensation Table and Grants of Plan-Based Awards for Fiscal 2011 table below.

Fiscal 2011 Other Compensation

Consistent with the Company s compensation philosophy, the Company provides only limited personal benefits to the named executive officers. These include premiums paid on life insurance policies and tax-return preparation services. Additional discussion of the personal benefits and other compensation provided to the named executive officers in fiscal 2011 is included in the Summary Compensation Table below.

Role of Benchmarking

To support the Compensation Committee, Pay Governance performs extensive analyses focusing on executive compensation trends, compensation opportunity, total realizable pay, the difficulty of achieving incentive plan goals and pay-for-performance alignment.

Additionally, each year the Compensation Committee reviews and approves a peer group for use in conducting competitive market analyses of compensation for the named executive officers other than the executive chairman. We do not believe many companies compete directly with us in all lines of our business. However, with the assistance of Pay Governance, the Compensation Committee identified a peer group of relevant public companies for which data are available that are comparable to the Company in at least some areas of our business. This group of companies is different from, and broader than, the peer group companies used for the five-year comparison of cumulative total return the Company presents in its annual report to shareholders. The Compensation Committee believes this grouping provides a meaningful gauge of current pay practices and levels as well as overall compensation trends among companies engaged in the different aspects of the Company s business. The peer group companies for fiscal 2011 were the same as those used with respect to fiscal 2010.

Following are the peer group companies used in assessing compensation for fiscal 2011:

Automatic Data Processing, Inc.

Cisco Systems, Inc.

Computer Sciences Corporation

EMC Corporation

Hewlett-Packard Company

International Business Machines Corporation

Lockheed Martin Corporation

Marsh & McLennan Companies, Inc.

Microsoft Corporation

Oracle Corporation

SAIC, Inc.

Xerox Corporation

In addition, beginning in fiscal 2011, for purposes of assessing the compensation of our executive chairman, the Compensation Committee reviewed data for companies that have an executive chairman separate from their chief executive officer and that also have revenue or market capitalization of over $10 billion. The Compensation Committee reviewed this data even though the roles of these executive chairmen were considered to be significantly different than that of Mr. Green. The following companies, identified with the assistance of Pay Governance, were included in this review:

Bed Bath & Beyond Inc.

CBS Corporation

Costco Wholesale Corporation

The Éstee Lauder Companies Inc.

Ford Motor Company

Freeport McMoRan

Loews Corporation

Stanley Black & Decker, Inc.

Viacom Inc.

Because fiscal 2011 was a transition year for the chief executive position and because the Compensation Committee considered Mr. Green s role to be significantly different from the roles of the executive chairmen at the comparison companies, this data did not materially affect Mr. Green s compensation for fiscal 2011.

The Compensation Committee and Pay Governance also reviewed, for reference, a report prepared by Towers Watson for management based on the most recent available data (as of April 2011) on compensation levels of the highest-paid executives at 50 U.S.-based technology companies with annual revenues of more than $10 billion. The Compensation Committee uses this information to understand the current compensation practices in the broader marketplace. While providing valuable background information, this information did not materially affect the determination of the compensation of any named executive officer for fiscal 2011.

Determination of Total Compensation Opportunity

As discussed above under Fiscal 2011 Compensation Overview Pay for Performance, our compensation programs are designed to provide each of the named executive officers a total compensation opportunity and structure that should result in realizable total direct compensation that aligns with the Company s and the individual s performance. In determining the total compensation opportunity for each named executive officer, in addition to considering Company performance, each officer s individual contribution and internal comparisons across the global management committee, the Compensation Committee also reviewed, with the assistance of Pay Governance, the total compensation opportunities of the named executive officers of the companies within our peer group, specifically analyzing the reported total compensation opportunity at the 50th and 75th percentiles of the peer group as appropriate frames of reference. The Compensation Committee believes that the Company s programs are designed so that the named executive officers should only receive a level of compensation in the upper quartile of our peer group if both their individual performance and the Company s performance are in the exceeds category, as discussed under Process for Determining Executive

Compensation and Performance Objectives Used in Evaluations.

Because the future performance of neither the Company nor the companies in our peer group are known at the time that the compensation opportunities under the Company s programs are established,

Table of Contents

Pay Governance also performs for the Compensation Committee an annual review of the most recent historical alignment of pay and performance relative to the Company s peers as discussed below. This review is intended to help the Compensation Committee ensure that the Company aligns pay and performance relative to its peers and that our compensation programs are working as intended.

Comparison of Realizable Total Direct Compensation

In structuring the compensation programs for the named executive officers, the Compensation Committee uses a multi-year evaluation of realizable total direct compensation, which was prepared by Pay Governance at the end of fiscal 2011, and which compares the Company s performance relative to its peer group. The analysis assesses the alignment of the Company s performance with compensation that is earned over the relevant period. Realizable total direct compensation is defined as the sum of: (1) cash compensation received during the most recent three-year period; (2) the ending value (rather than the grant date fair value) of all time-vested restricted shares granted during the most recent three-year period, as measured by the closing stock price at fiscal year-end; (3) the ending value of performance-vested equity awards that were earned in the final year of the most recent three-year period, also as measured by the closing stock price at fiscal year-end; and (4) with respect to the companies in our peer group, the in-the-money value of stock options granted during the three-year period. For the 2009 to 2011 fiscal years, the Company s composite performance with respect to total shareholder return was at the 86th percentile of the Company s peer group. Using the methodology described above for the three-year comparison period and including Mr. Green as the chief executive officer for purposes of this comparison for fiscal 2009 and 2010, Mr. Nanterme as the chief executive officer for fiscal 2011, and the other named executive officers named in the Company s proxy statement for the relevant fiscal years, realizable total direct compensation for Accenture s named executive officers was at the 83rd percentile of the Company s peer group, indicating that Accenture s pay and performance were well aligned over the three-year period. The Compensation Committee continues to believe that a multi-year evaluation relative to the Company s peer group is more appropriate in determining compensation than a single-year benchmark. This longer-term outlook is reflected in the three-year performance periods used for grants made under the Key Executive Performance Share Program as described above (see Long-Term Equity Compensation Key Executive Performance Share Program).

Performance Objectives Used in Evaluations

As discussed above under Cash Compensation and Long-Term Equity Compensation, individual performance-based compensation is determined by evaluating performance against annual objectives, with no single objective being material to an individual s overall performance evaluation. These objectives are reviewed and approved by the Compensation Committee and serve as one of the components against which the Nominating & Governance Committee, together with the Compensation Committee (which includes the lead director), consider Messrs. Green and Nanterme s performance for the relevant year. These include financial objectives that are established at the beginning of the year by reference to annual fiscal-year performance targets set for Accenture with respect to revenue growth in local currency, operating income, earnings per share, new bookings and free cash flow, as well as other non-financial objectives, as described below. After these company-wide performance objectives have been determined by the Compensation Committee for Messrs. Green and Nanterme, relevant portions are then incorporated into the performance objectives of the other named executive officers. Each named executive officer may also have additional objectives specific to his or her role. We believe that encouraging our named executive officers, as well as other employees with management responsibility, to focus on a variety of performance objectives that are important for creating shareholder value reduces incentives to take excessive risk with respect to any single objective.

Table of Contents

The Nominating & Governance Committee, together with the Compensation Committee (which includes the lead director), with respect to Messrs. Green and Nanterme, and Messrs. Green and Nanterme with respect to the other named executive officers, evaluated the annual performance of, and issued an individual performance rating for, each of the named executive officers by assessing whether they exceeded, met or partially met their performance objectives for the year. The individual performance rating and evaluation was used by Messrs. Green and Nanterme in connection with setting their recommendations to the Compensation Committee for each of the other named executive officers fiscal 2011 performance-based compensation. The Company does not apply a formula or use a pre-determined weighting when comparing overall performance against the various objectives, and no single objective is material in determining individual performance.

As in prior years, the Company s performance objectives for fiscal 2011 centered on three overarching themes:

Driving growth by helping the Company s clients become high-performance businesses. The Company s objectives included further developing market-leadership positions in its growth platforms, enhancing its core business, strengthening its industry offerings and differentiation, developing new business areas and focusing on growing in our priority emerging markets. These objectives were applicable to each of the named executive officers except the chief financial officer. To help achieve these objectives, the Company continued its focus on industries and market innovation; continued to invest in and enhance its capabilities and offerings in key technologies and strategic initiatives, including cloud computing, embedded software, analytics, digital marketing, mobility and smart grid; and further strengthened its local leadership in key strategic growth markets.

Educating, energizing and inspiring the Company s people. The Company s objectives included developing future Company leaders, motivating its employees and executing its human capital and diversity strategies. These objectives were applicable to each of the named executive officers. In fiscal 2011, the Company continued to implement its human capital strategy to ensure that it has the right skills and capabilities, at the right levels and in the right places, to continue to bring innovation to its clients and build a high-performance business for the future. The Company continued to invest in its people, spending approximately $810 million on training for its employees during the fiscal year to build their skills and ensure they have the capabilities to continue helping the Company s clients. The Company continued with its programs to identify and develop high-potential future Accenture leaders in Greater China, India, the ASEAN countries and Latin America, among other geographies. The Company was widely recognized externally for its diversity efforts to attract and retain working mothers, ethnic minorities, and gay, lesbian, bisexual and transgender employees. Finally, the Company demonstrated its ongoing commitment to corporate citizenship and sustainability initiatives with, among other things, the continued expansion of its Skills to Succeed corporate citizenship initiatives around the globe, which focus on helping individuals develop skills to get a job or start a business, and by the implementation of programs designed to enable the Company to continue to reduce its carbon footprint.

Running Accenture as a high-performance business. The Company s fiscal 2011 business outlook included the new bookings, revenues, operating margin, earnings per share and free cash flow targets outlined in the Fiscal 2011 Compensation Overview Fiscal 2011 Performance section above. For fiscal 2011, final results for the Company s operating and financial objectives exceeded or met the business outlook provided at the outset of the fiscal year. Specifically, the Company generated positive revenue growth across all operating groups and the three geographic regions, expanded its operating margin, delivered free cash flow above its business outlook and continued to achieve high levels of internal controls compliance. The Company s performance objectives were at the high end of the target

Table of Contents

ranges provided in its business outlook. The new bookings and revenues objectives were applicable to each of the named executive officers, except the chief financial officer. The operating income, earnings per share and free cash flow objectives were applicable to each of the named executive officers.

Equity Ownership and Holding Requirements

The Company s most stringent share ownership requirements apply to the named executive officers as well as all of the senior executives at the top levels of responsibility. These share ownership requirements are intended to ensure that each of the named executive officers holds a meaningful ownership stake in Accenture. The Company intends that this ownership stake will further align the interests of the named executive officers and the Company s shareholders. Under these requirements, each of the named executive officers is required to hold Accenture equity with a value equal to at least six times his or her base compensation. Each of the named executive officers currently maintains ownership of Accenture equity considerably in excess of these requirements. Executives may only satisfy this ownership requirement through the holdings they acquire pursuant to the Company s share programs, and the Company does not apply holding periods to any specific equity award beyond its vesting date(s). All employees, including our named executive officers, are subject to a policy that prohibits them (or their designees) from purchasing shares on margin or purchasing financial instruments that are designed to hedge or offset any fluctuations in the market value of the Company s equity securities they hold, whether or not such securities were acquired from Accenture s equity compensation programs.

Employment Agreements

The Company s named executive officers have each entered into standardized employment agreements with the Company that include non-competition and non-solicitation provisions as well as the termination notice requirements described below. These employment agreements do not include negotiated compensatory commitments, guaranteed salary or bonus, golden parachutes, severance packages, accelerated vesting of stock awards or other payments triggered by a change of control, U.S. Internal Revenue Code section 280G or other tax gross-up payments related to a change of control or other features that have been found in executive employment agreements in the Company s industry, other than as may be required by local law. Instead, these named executive officers receive compensatory rewards that are tied to their own performance and the performance of the Company s business, rather than by virtue of longer-term employment agreements. This is consistent with the Company s objective to reward individual performance and support the achievement of its business objectives.

Post-Termination Compensation

The Company has structured its employment arrangements with the named executive officers to avoid significant post-termination compensation, other than as may be required by local law. Although some of the Company s employment agreements provide for four or six months advance notice if the employment of a named executive officer is terminated (or, at the Company s discretion, four or six months pay in lieu of this notice), the Company s agreements do not contain multi-year or significant lump-sum compensation payouts to a named executive officer upon termination of employment. Similarly, the Company has chosen not to contribute to pension or other retirement plans for any of the current named executive officers and does not offer significant deferred cash compensation or other post-employment benefits. The Company believes that this focus on performance, rather than benefits, is consistent with its high performance business culture.

Table of Contents

No Change of Control Arrangements

As described above, the Company does not offer our executive officers golden parachutes, severance packages or guarantees, accelerated vesting of stock awards or other payments triggered by a change of control. Similarly, we do not provide our executive officers U.S. Internal Revenue Code section 280G or other tax gross-up payments related to a change of control.

Recoupment Policy

The existing equity grant agreements between Accenture and our named executive officers are subject to recoupment provisions in specific circumstances, even after the awards have vested. For example, in the event a named executive officer leaves the Company and competes against us within a specified time period (for example, by joining a competitor, targeting our clients or recruiting our employees), the award recipient is generally obligated to return to the Company the shares originally delivered to that recipient under our equity programs.

Compensation Risk Assessment and Management

In fiscal year 2011, management performed a comprehensive review for the Compensation Committee regarding whether the risks arising from any of our compensation policies or practices are reasonably likely to have a material adverse effect on the Company. We believe that the structure of our compensation program does not incentivize unnecessary or excessive risk taking. Our policies and practices include some of the following risk-mitigating characteristics:

- compensation programs operate within a strong governance and review structure that serves and supports risk mitigation;
- the Compensation Committee approves performance awards for executive officers after reviewing corporate and individual performance;
- a balance of annual and long-term incentive opportunities and of fixed and variable features;
- vesting of performance-based equity awards, the most significant element of our named executive officers compensation opportunity over time, is determined based on achievement of two metrics, measured on a cumulative basis, over a three-year period (operating income relative to plan and total shareholder return relative to Accenture s peer group);
- focus on a variety of performance objectives, thereby diversifying the risk associated with any single indicator of performance; and
- senior executives are subject to our equity ownership requirements, which require all of our senior executives to hold ownership stakes in the Company to further align their interests with the Company s shareholders (see Equity Ownership and Holding Requirements above).

Table of Contents

Fiscal 2012 Compensation

At a meeting in October 2011, as a result of the Nominating & Governance Committee, the lead director and the Compensation Committee s assessment of the executive chairman s and the chief executive officer s fiscal 2011 performance and the Compensation Committee s assessment of each of the other named executive officers fiscal 2011 performance and the responsibilities for fiscal 2012 of each of the named executive officers, together with the input of Pay Governance, which included market data comparisons for their respective roles, the Compensation Committee approved the following compensation for fiscal 2012, as further described below:

	Mr. Green	Mr. Nanterme
Annual Base Compensation	$ 1,250,000	$1,153,368 (865,476)
Key Executive Performance Share Program Award Target	$ 5,025,000	$6,830,000
Senior Officer Performance Equity Award	$ 4,100,000	$750,000

Messrs. Green and Nanterme will also be eligible for cash bonuses for fiscal 2012. Our cash bonuses are described above under Cash Compensation.

Executive Chairman

Mr. Green s annual base compensation for the 2012 compensation year will remain at $1,250,000.

Mr. Green will receive the following equity awards, with a total target grant date fair value of $9,125,000, in January 2012: (1) a Key Executive Performance Share Program award with a target grant date fair value of $5,025,000 (with the maximum value as of the grant date equal to 150% of target), which is intended to align his realized compensation in future periods with the Company s performance for the three fiscal years ending August 31, 2014; and (2) a Senior Officer Performance Equity Award Program award with a grant date fair value of $4,100,000 with respect to his individual performance in fiscal 2011, in each case for the reasons discussed under Process for Determining Executive Compensation Executive Chairman above. The terms of those awards will be unchanged from the corresponding fiscal 2011 RSU award programs described under Narrative to Grants of Plan-Based Awards below. Such awards represent a decrease of 25% from the awards granted to him in January 2011.

Chief Executive Officer

Mr. Nanterme s annual base compensation for the 2012 compensation year will remain at 865,476, to be paid in Euros (the December 2011 equivalent to approximately $1,153,368).

Mr. Nanterme will receive the following equity awards, with a total target grant date fair value of $7,580,000, in January 2012: (1) a Key Executive Performance Share Program award with a target grant date fair value of $6,830,000 (with the maximum value as of the grant date equal to 150% of target), which is intended to align his realized compensation in future periods with the Company s performance for the three fiscal years ending August 31, 2014; and (2) a Senior Officer Performance Equity Award Program award with a grant date fair value of $750,000 with respect to his individual performance in fiscal 2011, in each case for the reasons discussed under Process for Determining Executive Compensation Chief Executive Officer above. The terms of those awards will be unchanged from the corresponding fiscal 2011 RSU award programs described under Narrative to Grants of Plan-Based Awards below. Such awards represent an increase of 45% from the awards granted to him in January 2011.

Table of Contents

Named Executive Officers Other Than the Executive Chairman and the Chief Executive Officer

Based upon Messrs. Green and Nanterme s recommendations, the Compensation Committee s assessment of their fiscal 2011 performance and each of the other named executive officers upcoming responsibilities, and the other considerations described above in this Compensation Discussion and Analysis, the Compensation Committee approved the following compensation for the persons included in this proxy statement as named executive officers other than Messrs. Green and Nanterme, and Mr. Frerichs:

- An increase in base compensation for the 2012 compensation year, of less than 1%.

- Equity awards to be made in January 2012, including awards based on their individual performance in fiscal 2011, with a total target grant date fair value, taken as a whole, reflecting an increase of 2% compared to the awards made in fiscal 2011.

The percentage changes referenced above reflect year-over-year changes in the compensation of the named executive officers included in this proxy statement (they do not reflect changes to the compensation of this year s named executive officers against the named executive officers included in last year s proxy statement).

Changes made to Mr. Frerichs compensation for fiscal 2012 reflect the change in his role, as of September 1, 2011, from group chief executive North America to international chairman, a non-executive role. Mr. Frerichs will retire from Accenture effective February 29, 2012.

Table of Contents

Summary Compensation Table

The table below sets forth the compensation earned by or paid to our named executive officers during the fiscal years ended August 31, 2009, August 31, 2010 and August 31, 2011. Messrs. Nanterme, Frerichs and van t Noordende were not named executive officers in 2009 and 2010; therefore, in accordance with the SEC s disclosure rules, information regarding 2009 and 2010 compensation is not included for those individuals. All amounts are calculated in accordance with SEC disclosure rules, including amounts with respect to our equity compensation plan awards, as further described below.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)(2)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation ($)(3)	Total ($)
William D. Green(4)	2011	$ 1,250,000		$ 12,124,958		$ 2,725,000		$ 4,889	$ 16,104,847
Executive Chairman and Former Chief	2010	$ 1,250,000		$ 10,999,987		$ 3,040,000		$ 25,559	$ 15,315,546
Executive Officer	2009	$ 1,237,500		$ 16,999,932		$ 2,375,000		$ 12,821	$ 20,625,253
Pierre Nanterme(5)	2011	$ 1,155,018		$ 5,224,905		$ 3,404,262			$ 9,784,185
Chief Executive Officer									
Pamela J. Craig	2011	$ 1,189,500		$ 3,624,665		$ 2,090,546			$ 6,904,711
Chief Financial Officer	2010	$ 1,189,500		$ 3,517,479		$ 1,986,465		$ 13,955	$ 6,707,399
	2009	$ 1,175,265		$ 3,306,876		$ 1,784,052		$ 13,061	$ 6,279,254
Kevin M. Campbell(6)	2011	$ 1,176,156		$ 3,549,921		$ 1,888,907(7)		$ 2,283	$ 6,617,268
Group Chief Executive Technology	2010	$ 1,136,125		$ 3,449,939		$ 1,499,685(7)		$ 332	$ 6,086,081
	2009	$ 1,122,529		$ 3,149,931		$ 1,198,861(7)			$ 5,471,321
Robert N. Frerichs(8)	2011	$ 1,265,560		$ 2,049,916		$ 1,565,494		$ 19,018	$ 4,899,988
Group Chief Executive North America									
Alexander M. van t Noordende(9)	2011	$ 1,292,769		$ 2,049,904		$ 1,440,591		$ 353	$ 4,783,617
Group Chief Executive Management Consulting									

(1) Represents aggregate grant date fair value computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (Topic 718), without taking into account estimated forfeitures. The assumptions made when calculating the amounts are found in Note 11 (Share-Based Compensation) to our Consolidated Financial Statements in Part I, Item 8 of our Annual Report on Form 10-K for the year ended August 31, 2011. Terms of the fiscal 2011 stock awards are summarized under Compensation Discussion and Analysis Long-Term Equity Compensation above and in Narrative to Grants of Plan-Based Awards Table below. With respect to amounts included for the Key Executive Performance Share Program awards, the estimate of the grant date fair value determined in accordance with Topic 718 assumes vesting at target. Assuming maximum performance is achieved, the aggregate grant date fair value of the Key Executive Performance Share Program awards for each fiscal year included in this column would be adjusted as follows:

		Key Executive Performance Share Program	
	Year	Grant Date Fair Value Based on Target Achievement	Grant Date Fair Value Based on Maximum Achievement
Mr. Green	2011	$ 6,624,989	$ 9,937,484
	2010	$ 5,999,988	$ 8,999,982
	2009	$ 5,999,985	$ 8,999,977
Mr. Nanterme	2011	$ 2,999,965	$ 4,499,966
Ms. Craig	2011	$ 1,749,973	$ 2,624,960
	2010	$ 1,749,994	$ 2,624,991
	2009	$ 1,749,988	$ 2,624,995
Mr. Campbell	2011	$ 1,749,973	$ 2,624,960
	2010	$ 1,749,994	$ 2,624,991
	2009	$ 1,749,988	$ 2,624,995
Mr. Frerichs	2011	$ 999,971	$ 1,499,957

Mr. van t Noordende	2011	$ 1,249,960	$ 1,874,958

Table of Contents

(2) For fiscal 2011, amounts reflect payments to be made in December 2011 under the individual performance bonus program and the annual bonus plan, as follows:

	Individual Performance Bonus	Annual Bonus	Total
Mr. Green	$ 2,000,000	$ 725,000	$ 2,725,000
Mr. Nanterme	$ 2,491,034	$ 913,228	$ 3,404,262
Ms. Craig	$ 1,784,250	$ 306,296	$ 2,090,546
Mr. Campbell	$ 1,646,619	$ 242,288	$ 1,888,907
Mr. Frerichs	$ 1,308,450	$ 257,044	$ 1,565,494
Mr. van t Noordende	$ 1,156,880	$ 283,711	$ 1,440,591

The individual performance bonus and annual bonus are summarized under Compensation Discussion and Analysis Cash Compensation above and Narrative to Grants of Plan-Based Awards Table below.

(3) Amounts reflect life insurance premiums and the aggregate incremental cost of perquisites provided to the named executive officer, including tax-return preparation services and minor incidental expenses related to attendance at a strategic planning session and Board of Directors meeting in Ireland. Amounts for perquisites are not individually quantified because they do not exceed the greater of $25,000 or 10% of the total amount of perquisites. In accordance with applicable SEC rules, the value of dividend equivalents credited or otherwise allocated to RSUs in the form of additional RSUs with the same vesting terms as the original awards is not included in the All Other Compensation column because their value is factored into the grant date fair value of RSU awards. Additional RSUs awarded in connection with dividend adjustments are subject to vesting and delivery conditions as part of the underlying awards.

Also included for fiscal 2011 are payments of $4,889 for Mr. Green, $2,283 for Mr. Campbell, $2,845 for Mr. Frerichs and $353 for Mr. van t Noordende, paid as reimbursement for excess taxes paid by them in jurisdictions in which those executives provided services to the Company outside of their respective home jurisdictions. These services resulted in taxes due in excess of the rate applicable to their respective home jurisdictions, which excesses were reimbursed by the Company.

(4) Mr. Green served as both our chief executive officer and chairman until January 1, 2011. He continues to serve as our executive chairman.

(5) Mr. Nanterme served as our group chief executive Financial Services until January 1, 2011 when he became our chief executive officer. Mr. Nanterme, who is based in France, is compensated in Euros. We have converted his cash compensation to U.S. dollars based on average monthly translation rates over the fiscal year, except with respect to the Non-Equity Incentive Plan Compensation amounts, which were converted based on the monthly translation rates for the month in which the applicable payments were made.

(6) Mr. Campbell served as our group chief executive Outsourcing until August 31, 2009, when he became our group chief executive Technology.

(7) For each year, includes $22,500 that is not paid in cash but is used to fund a portion of Mr. Campbell s 2005 Senior Executive Bonus Share Program award pursuant to the terms of that RSU award program. For a description of the 2005 Senior Executive Bonus Share Program award, see footnote 2 to the Outstanding Equity Awards at August 31, 2011 table below.

(8) Mr. Frerichs served as our group chief executive North America until August 31, 2011, when he became an international chairman. Mr. Frerichs will retire from Accenture effective February 29, 2012.

(9) Mr. van t Noordende served as our group chief executive Resources until March 1, 2011, when he became our group chief executive Management Consulting. Mr. van t Noordende, who was based in the Netherlands prior to his relocation to the United States in December 2010, was compensated in Euros through the first four months of fiscal 2011. We have converted his cash compensation for that period to U.S. dollars based on average monthly translation rates over the applicable period, except with respect to the accrued vacation payment he received in connection with his relocation to the United States, which is included in the Salary column of this table and was converted based on the monthly translation rate for the month in which the applicable payment was made, and the Non-Equity Incentive Plan Compensation amounts, which will be paid in U.S. dollars.

54

Table of Contents

Grants of Plan-Based Awards for Fiscal 2011

The table below summarizes each grant of an equity or non-equity award made to the named executive officers during fiscal 2011 under any incentive plan.

			Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards(1)						
Name	**Grant Date**	**Date of Committee Approval**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**All Other Stock Awards: Number of Shares of Stock or Units (#)**	**All Other Option Awards: Number of Securities Underlying Options (#)**	**Exercise or Base Price of Option Awards ($/Share)**	**Grant Date Fair Value of Stock and Option Awards ($)(2)**
William D. Green	1/1/2011	10/28/2010							113,871(3)			$ 5,499,969
	1/1/2011	10/28/2010				68,574	137,169	205,745				$ 6,624,989
	11/19/2010	11/19/2010	$ 0(4)	$ 500,000(4)	$ 750,000(4)							
	11/19/2010	11/19/2010	$ 0(5)	$ 1,125,000(5)	$ 2,025,000(5)							
Pierre Nanterme	1/1/2011	10/28/2010							41,407(3)			$ 1,999,958
	1/1/2011	10/28/2010							4,658(6)			$ 224,981
	1/1/2011	10/28/2010				31,051	62,113	93,167				$ 2,999,965
	11/19/2010	11/19/2010	$ 0(4)	$ 700,000(4)	$ 1,056,000(4)							
	11/19/2010	11/19/2010	$ 0(5)	$ 1,600,000(5)	$ 2,880,000(5)							
Pamela J. Craig	1/1/2011	10/28/2010							31,055(3)			$ 1,499,957
	1/1/2011	10/28/2010							6,211(6)			$ 299,991
	1/5/2011	7/28/2010							1,747(7)			$ 74,744
	1/1/2011	10/28/2010				18,113	36,232	54,347				$ 1,749,973
	10/28/2010	10/28/2010	$ 0(4)	$ 237,900(4)	$ 356,850(4)							
	10/28/2010	10/28/2010	$ 0(5)	$ 1,427,400(5)	$ 1,903,200(5)							
Kevin M. Campbell	1/1/2011	10/28/2010							31,055(3)			$ 1,499,957
	1/1/2011	10/28/2010							6,211(6)			$ 299,991
	1/1/2011	10/28/2010				18,113	36,232	54,347				$ 1,749,973
	10/28/2010	10/28/2010	$ 0(4)	$ 235,231(4)	$ 352,847(4)							
	10/28/2010	10/28/2010	$ 0(5)	$ 1,411,388(5)	$ 1,881,850(5)							
Robert N. Frerichs	1/1/2011	10/28/2010							15,527(3)			$ 749,954
	1/1/2011	10/28/2010							6,211(6)			$ 299,991
	1/1/2011	10/28/2010				10,349	20,703	31,055				$ 999,971
	10/28/2010	10/28/2010	$ 0(4)	$ 237,900(4)	$ 356,850(4)							
	10/28/2010	10/28/2010	$ 0(5)	$ 1,427,400(5)	$ 1,903,200(5)							
Alexander M. van t Noordende	1/1/2011	10/28/2010							10,351(3)			$ 499,953
	1/1/2011	10/28/2010							6,211(6)			$ 299,991
	1/1/2011	10/28/2010				12,937	25,880	38,819				$ 1,249,960
	10/28/2010	10/28/2010	$ 0(4)	$ 220,358(4)	$ 330,537(4)							
	10/28/2010	10/28/2010	$ 0(5)	$ 892,450(5)	$ 1,267,059(5)							

(1) Reflects RSU grants made pursuant to the 2011 Key Executive Performance Share Program, the terms of which are summarized in the narrative below and under Compensation Discussion and Analysis Long-Term Equity Compensation Key Executive Performance Share Program above.

(2) Represents the grant date fair value of each equity award computed in accordance with Topic 718, without taking into account estimated forfeitures.

(3) Represents RSU grant made pursuant to the 2011 Senior Officer Performance Equity Award Program, the terms of which are summarized in the narrative below and under Compensation Discussion and Analysis Long-Term Equity Compensation Senior Officer Performance Equity Award Program above.

(4) Represents cash award opportunity made pursuant to the annual bonus plan, the terms of which are summarized under Compensation Discussion and Analysis Cash Compensation and Compensation Discussion and Analysis Performance Objectives Used in Evaluations above. For the actual amounts paid out to each named executive officer, see the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table above and applicable footnote.

(5) Represents cash award opportunity made pursuant to the individual performance bonus program, the terms of which are summarized under Compensation Discussion and Analysis Cash Compensation and Compensation Discussion and Analysis Performance Objectives Used in Evaluations. For the actual amounts paid out to each named executive officer, see the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table above and applicable footnote.

(6) Represents RSU grant made pursuant to the 2011 Performance Equity Award Program, the terms of which are summarized in the narrative below and under Compensation Discussion and Analysis Long-Term Equity Compensation Performance Equity Award Program above.

(7) Represents matching RSU grant made pursuant to the Voluntary Equity Investment Program, the terms of which are summarized in the narrative below and under Compensation Discussion and Analysis Long-Term Equity Compensation Voluntary Equity Investment Program above.

Table of Contents

Narrative to Grants of Plan-Based Awards Table

Annual Bonus Plan and Individual Performance Bonus

Our annual bonus plan and individual performance bonus program are both described under Compensation Discussion and Analysis Cash Compensation and Compensation Discussion and Analysis Performance Objectives Used in Evaluations above.

Key Executive Performance Share Program

Our Key Executive Performance Share Program is described generally under Compensation Discussion and Analysis Long-Term Equity Compensation Key Executive Performance Share Program above. The description below relates to the RSU grants we made to our named executive officers in fiscal 2011 pursuant to the Key Executive Performance Share Program, which have a three-fiscal-year performance period beginning on September 1, 2010 and ending on August 31, 2013. The Compensation Committee determined that the compensation opportunity under these grants will be based on performance weighted 75% on cumulative operating income results and 25% on cumulative total shareholder return, in each case over that three-year period.

Operating income results. Up to 75% of the total RSUs granted to a named executive officer on January 1, 2011 under this program will vest, if at all, at the end of the three-year performance period based upon the achievement of operating income targets by the Company during the performance period. For each fiscal year during the three-year performance period, the Compensation Committee approves an operating income plan for this program that is based on the operating income plan for the Company approved by the full Board. This operating income plan is equivalent to the operating income plan included in our annual fiscal year performance objectives, as described above under Compensation Discussion and Analysis Performance Objectives Used in Evaluations. The aggregate of these three annual operating income plans forms the reference, or target, for measuring aggregate operating income results over the three years. A performance rate is then calculated as the actual aggregate operating income divided by the target aggregate operating income, with the percentage vesting of RSUs determined as follows:

Performance Level	Accenture Performance Rate Versus Target	Percentage of RSUs Granted that Vest (Out of a Maximum of 75%)
Maximum	125% or greater	75%
Target	100%	50%
Threshold	80%	25%
Below Threshold	Less than 80%	0%

We will proportionally adjust the number of RSUs that vest if Accenture s performance level falls between Target and Maximum, or between Threshold and Target, in each case on a linear basis.

Total shareholder return. Up to 25% of the total RSUs granted to a named executive officer on January 1, 2011 under this program will vest, if at all, at the end of the three-year performance period based upon Accenture s total shareholder return, as compared to the total shareholder return of the comparison companies listed below, together with the S&P 500 index. Total shareholder return is determined by dividing the fair market value of the stock of a company at the end of the performance period (August 31, 2013), adjusted to reflect cash, stock or in-kind dividends paid on the stock of that company during the performance period, by the fair market value of that stock at the beginning of the performance period (September 1, 2010). In order to

Table of Contents

compare Accenture s total shareholder return with that of our comparison companies and the S&P 500 index, each company and the S&P 500 index is ranked in order of its total shareholder return. Accenture s percentile rank among the comparison companies and the S&P 500 index is then used to determine the percentage vesting of RSUs as follows:

Performance Level	**Accenture Percentile Rank (Measured as a Percentile)**	**Percentage of RSUs Granted That Vest (Out of a Maximum of 25%)**
Maximum	Accenture is ranked at or above the 75th percentile	25%
Target	Accenture is ranked at the 60th percentile	16.67%
Threshold	Accenture is ranked at the 40th percentile	8.33%
Below Threshold	Accenture is ranked below the 40th percentile	0%

We will proportionally adjust the number of RSUs that vest if Accenture s performance level falls between Target and Maximum, or between Threshold and Target, in each case on a linear basis.

For fiscal 2011, the following comparison companies, together with the S&P 500 Index, are used for measuring total shareholder return for the Key Executive Performance Share Program, chosen in advance of the 2011 compensation year, and unchanged from the comparison companies and index used for the award granted in fiscal 2010 (as adjusted in February 2011 to remove Hewitt Associates, Inc. after it ceased to be publicly traded):

Automatic Data Processing, Inc.

Cap Gemini S.A.

Cisco Systems

Computer Sciences Corporation

EMC Corporation

Hewlett-Packard Company

International Business Machines Corporation

Lockheed Martin Corporation

Microsoft Corporation

Oracle Corporation

SAIC, Inc.

Sapient Corporation

Xerox Corporation

S&P 500 Index

This group of companies and the S&P 500 Index together represent a slightly different and broader list than the group of companies included in our peer group of companies used for benchmarking executive compensation generally, and identified under Compensation Discussion and

Analysis Role of Benchmarking above. These companies and the S&P 500 Index together were determined to yield a better comparative group for purposes of evaluating total shareholder return.

RSUs granted under the Key Executive Performance Share Program that vest are delivered as an equivalent number of Accenture plc Class A ordinary shares following the Compensation Committee s determination of the Company s results with respect to the performance metrics. Each of our named executive officers received a grant of RSUs under the Key Executive Performance Share Program in fiscal 2011. With the exception of Messrs. Green and Frerichs, who were eligible for provisional age-based vesting and Ms. Craig, who will become eligible for provisional age-based vesting on February 11, 2013, subject to her continued employment until that date, our named executive officers must be employed by Accenture at the time their RSU grants are scheduled to vest in order to receive the underlying Accenture plc Class A ordinary shares. Provisional aged-based vesting means that if a participant voluntarily

Table of Contents

terminates his or her employment after reaching age 56 and completing ten years of continuous service, the participant is entitled to pro rata vesting of his or her award at the end of the three-year performance period based on the portion of the performance period during which they were employed. On the grant date for the 2011 Key Executive Performance Share Program award, Messrs. Green and Frerichs had already turned 56. The terms of this program provide that the number of RSUs granted and still outstanding on any applicable record date will be adjusted proportionally to reflect the Company s payment of dividends or other significant corporate events. Additional RSUs awarded in connection with dividend adjustments are subject to vesting conditions as part of the underlying awards. The vesting schedules for the outstanding Key Executive Performance Share Program awards are set forth in footnote 4 to the Outstanding Equity Awards at August 31, 2011 table below.

Senior Officer Performance Equity Award Program

The Senior Officer Performance Equity Award program is described generally under Compensation Discussion and Analysis Long-Term Equity Compensation Senior Officer Performance Equity Award Program above.

In general, grants under the Senior Officer Performance Equity Award Program vest in full on the third anniversary of the grant date. However, grants under this program for participants who are age 50 or older on the date of grant have a shortened vesting schedule that is graduated based on the age of the recipient on the grant date, with the shortest vesting periods applicable to participants who are age 56 or older on the grant date. As a result, a shorter vesting schedule applied to the grants under this program to Ms. Craig and Messrs. Green, Nanterme, Campbell and Frerichs, as further shown in the Option Exercises and Stock Vested in Fiscal 2011 table below. The actual vesting schedules for these outstanding awards are set forth in footnote 2 to the Outstanding Equity Awards at August 31, 2011 table below.

The terms of this program provide that the number of RSUs granted and still outstanding on any applicable record date will be adjusted proportionally to reflect the Company s payment of dividends or other significant corporate events. Additional RSUs awarded in connection with dividend adjustments are subject to vesting conditions as part of the underlying awards.

Performance Equity Award Program

The Performance Equity Award program is described generally under Compensation Discussion and Analysis Long-Term Equity Compensation Performance Equity Award Program above.

In general, grants under the Performance Equity Award program vest in three equal installments on each July 19 (the anniversary date of our initial public offering) following the grant date until fully vested. However, grants under this program to any participant who is age 50 or older on the date of grant have a shortened vesting schedule that is graduated based on the age of the participants on the grant date, with the shortest vesting periods applicable to participants who are age 56 or older on the grant date. As a result, a shorter vesting schedule applied for all or a portion of the grants under this program to Ms. Craig and Messrs. Nanterme, Campbell and Frerichs in fiscal 2011, as further shown in the Option Exercises and Stock Vested in Fiscal 2011 table below. The actual vesting schedules for these outstanding awards are set forth in footnote 2 to the Outstanding Equity Awards at August 31, 2011 table below.

The terms of this program provide that the number of RSUs granted and still outstanding on any applicable record date will be adjusted proportionally to reflect the Company s payment of dividends or other significant corporate events. Additional RSUs awarded in connection with dividend adjustments are subject to vesting conditions as part of the underlying awards.

Table of Contents

Voluntary Equity Investment Program

Under the Voluntary Equity Investment Program, our senior executives, where permitted (and including all of our named executive officers), may elect to designate up to 30% of their total cash compensation to this share purchase program. These amounts are deducted from after-tax income and used to make monthly purchases of Accenture plc Class A ordinary shares from Accenture at fair market value on the 5th of each month for contributions made in the previous month. Participants are awarded a 50% matching RSU grant after the last purchase of the program year in the form of one RSU for every two shares purchased during the previous program year and that have not been sold or transferred prior to the awarding of the matching grant. This matching grant will generally vest in full two years from the date of the grant. If a participant leaves Accenture or withdraws from the program prior to the award of the matching grant, he or she will not receive a matching grant. Total contributions from all participating senior executives under this program are limited to an amount that is not more than 11% of the total amount expended for cash compensation for senior executives, subject to annual review and approval by the Compensation Committee. In the last completed program year, which ran from January to December 2010, Ms. Craig participated in the Voluntary Equity Investment Program and, based on her purchases through the program, received a grant of matching RSUs under the Voluntary Equity Investment Program in fiscal 2011 as indicated above.

The terms of this program provide that the number of RSUs granted and still outstanding on any applicable record date will be adjusted proportionally to reflect the Company s payment of dividends or other significant corporate events. Additional RSUs awarded in connection with dividend adjustments are subject to vesting conditions as part of the underlying awards.

Recoupment Policy

The existing equity grant agreements between Accenture and our named executive officers are subject to recoupment provisions in specific circumstances, even after the awards have vested. For example, in the event a named executive officer leaves the Company and competes against us within a specified time period (for example, by joining a competitor, targeting our clients or recruiting our employees), the award recipient is generally obligated to return the shares to the Company originally delivered to that recipient under our equity programs.

Table of Contents

Outstanding Equity Awards at August 31, 2011

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable(1)	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested ($)(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(4)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(3)
William D. Green	30,720			$ 25.94	10/27/2015	193,062	$ 10,346,193	429,517	$ 23,017,816
Pierre Nanterme	16,237			$ 24.73	2/18/2015	114,395	$ 6,130,428	140,190	$ 7,512,782
Pamela J. Craig	27,335			$ 24.73	2/18/2015	90,666	$ 4,858,791	119,570	$ 6,407,756
Kevin Campbell						171,586	$ 9,195,294	119,570	$ 6,407,756
Robert N. Frerichs								68,326	$ 3,661,590
Alexander M. van t Noordende						86,318	$ 4,625,780	85,408	$ 4,577,015

(1) Represents partner performance options granted to Mr. Green on October 27, 2005 and to Ms. Craig and Mr. Nanterme on February 18, 2005. All of our named executive officers were awarded grants of stock options in February 2005 for performance in fiscal 2004 except Mr. Green, who was not awarded stock options until the later date due to an administrative error. The exercise price of stock options that were granted to each of the named executive officers was set at a price equal to the average of the high and low trading price of a share of our ordinary stock on the applicable date of grant, as required by our equity compensation plans. We believe this average is more representative of the price of our stock on the date of grant than a price from a single, arbitrary point in time. The aggregate value of the stock options awarded to Mr. Green and the vesting schedule of the award are the same as if the grant had been awarded in February 2005. All of the options vested prior to the beginning of fiscal 2011.

Table of Contents

(2) Consists of the following outstanding RSUs:

	Award	Grant Date	Number	Vesting
Mr. Green	2009 Chief Executive Officer Equity Award(a)	January 1, 2009	193,062	In full on January 1, 2012
Mr. Nanterme	2009 Senior Officer Qualified Performance Equity Award Program(c)	January 1, 2009	16,089	In full on January 1, 2012
	2009 Key Executive Qualified Performance Share Program(b), (c)	January 1, 2009	42,661	In full on October 19, 2011
	2010 Senior Officer Qualified Performance Equity Award Program(c)	January 1, 2010	12,341	In two installments, 4,111 on January 1, 2012 and, 8,230 on January 1, 2013
	2011 Senior Officer Performance Equity Award Program	January 1, 2011	41,738	In two installments: 13,913 on January 1, 2012 and 27,825 on January 1, 2014
	2011 Performance Equity Award Program	January 1, 2011	1,566	In full on July 19, 2012
Ms. Craig	2009 Senior Officer Performance Equity Award Program	January 1, 2009	21,452	In full on January 1, 2012
	2009 Key Executive Performance Share Program(b)	January 1, 2009	19,909	In full on October 19, 2011
	2010 Senior Officer Performance Equity Award Program	January 1, 2010	24,683	In two installments, 12,341 on January 1, 2012 and 12,342 on January 1, 2013
	2011 Senior Officer Performance Equity Award Program	January 1, 2011	20,870	In two installments, 10,435 on January 1, 2012 and 10,435 on January 1, 2014
	2009 Voluntary Equity Investment Program	January 5, 2010	1,991	In full on January 5, 2012
	2010 Voluntary Equity Investment Program	January 5, 2011	1,761	In full on January 5, 2013
Mr. Campbell	2005 Senior Executive Bonus Share Program(d)	March 21, 2005	5,533	In four equal annual installments from March 21, 2012 through March 21, 2015
	2009 Senior Officer Performance Equity Award Program	January 1, 2009	32,177	In full on January 1, 2012
	2009 Key Executive Performance Share Program(b)	January 1, 2009	59,726	In full on October 19, 2011
	2010 Senior Officer Performance Equity Award Program	January 1, 2010	37,022	In full on January 1, 2013
	2011 Senior Officer Performance Equity Award Program	January 1, 2011	31,304	In two installments, 10,433 on January 1, 2013 and 20,871 on January 1, 2014
	2010 Performance Equity Award Program	January 1, 2010	1,649	