Accenture plc
Form PRE 14A
December 04, 2015

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)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

þ No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Table of Contents

Table of Contents

December , 2015

Dear Fellow Shareholder:

You are cordially invited to join Accenture plc s Board of Directors and senior leadership at the 2016 annual general meeting of shareholders, which will be held at 12:00 pm local time on Wednesday, February 3, 2016. The meeting will be held at Accenture s New York office, located at 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA. Shareholders may also participate by attending at Accenture s Dublin office, located at 1 Grand Canal Square, Grand Canal Harbour, Dublin 2, Ireland at 5:00 pm local time by video conference.

The attached notice of the 2016 annual general meeting of shareholders and proxy statement provide important information about the meeting and will serve as your guide to the business to be conducted at the meeting. Your vote is very important to us. We urge you to read the accompanying materials regarding the matters to be voted on at the meeting and to submit your voting instructions by proxy. The Board of Directors recommends that you vote FOR each of the proposals listed on the attached notice.

You may submit your proxy either over the telephone or the Internet. In addition, if you have requested or received a paper copy of the proxy materials, you can vote by marking, signing, dating and returning the proxy card or voter instruction form sent to you in the envelope accompanying the proxy materials.

Thank you for your continued support.

Sincerely,

Pierre Nanterme

Chairman & CEO

Table of Contents

Notice of Annual General Meeting of Shareholders

Date:	Wednesday, February 3, 2016
Time:	12:00 pm local time
Place:	Accenture New York Office, 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA
Record Date:	December 7, 2015

ITEMS OF BUSINESS

1. By separate resolutions, re-appoint the 12 director nominees described in the proxy statement

2. Approve, in a non-binding vote, the compensation of our named executive officers

3. Approve an amendment to the Amended and Restated Accenture plc 2010 Share Incentive Plan (the 2010 SIP) to increase the number of shares available for issuance, establish limits on annual compensation granted to our non-employee directors and make other amendments

4. Approve an amendment to the Accenture plc 2010 Employee Share Purchase Plan (the 2010 ESPP) to increase the number of shares available for issuance and make other amendments

5. Ratify, in a non-binding vote, the appointment of KPMG LLP (KPMG) as independent auditors of Accenture plc (the Company) and to authorize, in a binding vote, the Audit Committee of the Board of Directors (the Board) to determine the auditors remuneration

Governance Proposals:

6. Amend the Company s Articles of Association to implement proxy access
7. Amend the Company s (A) Articles of Association to enhance the advance notice provisions and make certain administrative amendments and (B) Memorandum of Association to make certain administrative amendments

8. Amend the Company s Articles of Association to (A) provide for a plurality voting standard in the event of a contested election and (B) grant the Board sole authority to determine its size

Annual Irish Law Proposals:

9. Grant the Board the authority to issue shares under Irish law

10. Grant the Board the authority to opt-out of statutory pre-emption rights under Irish law

11. Authorize the Company to make open-market purchases of the Company s Class A ordinary shares under Irish law

12. Determine the price range at which the Company can re-allot shares that it acquires as treasury shares under Irish law

The Board recommends that you vote FOR each director nominee included in Proposal No. 1 and for each of Proposals No. 2 through 12. The full text of these proposals is set forth in the accompanying proxy statement.

During the meeting, management will also present, and the auditors will report to shareholders on, our Irish financial statements for the fiscal year ended August 31, 2015.

HOW TO VOTE

Your vote is important. You are eligible to vote and receive notice of the meeting if you were a registered holder of Class A ordinary shares and/or Class X ordinary shares of the Company at the close of business on December 7, 2015, the record date. To make sure your shares are represented at the meeting, please cast your vote as soon as possible in one of the following ways:

By Telephone	By Internet	By Mail	By Scanning
You can vote by calling 1 (800) 690 6903 from the United States and Canada. You will need your 16-digit control number on your Notice of Internet Availability, proxy card or voting instruction form.	You can vote online at www.proxyvote.com. You will need your 16-digit control number on your Notice of Internet Availability, proxy card or voting instruction form.	You can vote by marking, signing and dating your proxy card or voting instruction form and returning it in the postage-paid envelope.	You can vote online by scanning the QR code above. You will need your 16-digit control number on your Notice of Internet Availability, proxy card or voting instruction form. Additional software may be required for scanning.

Please let us know if you will attend the meeting by following the instructions under What do I need to be admitted to the Annual Meeting? on page 99. Shareholders may also participate in the 2016 annual general meeting of shareholders by attending at Accenture s Dublin office, located at 1 Grand Canal Square, Grand Canal Harbour, Dublin 2, Ireland at 5:00 pm local time where shareholders will be able to participate by video conference.

Important Notice Regarding the Availability of Materials for the 2016 Annual General Meeting of Shareholders to be Held on February 3, 2016 (the Annual Meeting): The proxy statement, our Annual Report for the fiscal year ended August 31, 2015 and our Irish financial statements are available free of charge at www.proxyvote.com.

By order of the Board of Directors

Joel Unruch

Corporate Secretary

December , 2015

Table of Contents

Proxy Statement Summary

This Proxy Statement Summary highlights information contained elsewhere in this proxy statement, which is first being sent or made available to shareholders on or about December , 2015. This summary does not contain all of the information you should consider, and you should read the entire proxy statement carefully before voting.

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

MATTERS TO BE VOTED UPON

The following table summarizes the proposals to be voted upon at the Annual Meeting and the Board s voting recommendations with respect to each proposal.

Proposals	Required Approval	Board Recommendation	Page Reference
1. Re-Appointment of Directors	Majority of Votes Cast	FOR each nominee	13
2. Advisory Vote on Executive Compensation	Majority of Votes Cast	FOR	62
3. Amend the 2010 SIP	Majority of Votes Cast	FOR	64
4. Amend the 2010 ESPP	Majority of Votes Cast	FOR	72
5. Ratify the Appointment and Remuneration of Auditors	Majority of Votes Cast	FOR	80
6. Amend the Company s Articles of Association to Implement Proxy Access	75% of Votes Cast	FOR	82
7. Amend the Company s:			
7A. Articles of Association to Enhance the Advance Notice Provisions and Make Certain Administrative Amendments; and	75% of Votes Cast	FOR	86
7B. Memorandum of Association to Make Certain Administrative Amendments	75% of Votes Cast	FOR	88
8. Amend the Company s Articles of Association to:			
8A. Provide for a Plurality Voting Standard in Contested Elections; and	75% of Votes Cast	FOR	89
8B. Grant Board Sole Authority to Determine its Size	75% of Votes Cast	FOR	90
9. Grant Board Authority to Issue Shares	Majority of Votes Cast	FOR	92
10. Grant Board Authority to Opt-Out of Statutory Pre-emption Rights	75% of Votes Cast	FOR	93

11. Authorize Accenture to Make Open-Market Repurchases	Majority of Votes Cast	FOR	94
12. Determine Price Range for the Re-Allotment of Treasury Shares	75% of Votes Cast	FOR	95

During the meeting, management will also present, and the auditors will report to shareholders on, Accenture s Irish financial statements for the fiscal year ended August 31, 2015.

Table of Contents

CORPORATE GOVERNANCE HIGHLIGHTS   BOARD PROPOSES PROXY ACCESS (page 1)

Accenture has a history of strong corporate governance. The Company believes good governance is one critical element to achieving long-term shareholder value. We are committed to governance policies and practices that serve the long-term interests of the Company and its shareholders. Consistent with this commitment, the Board is proactively recommending that shareholders approve implementing   proxy access.   Proxy access will allow eligible shareholders to include their own director nominees in our proxy materials, along with the candidates nominated by the Board. Pages 82 to 84 include a detailed description of our proxy access proposal.

The following table summarizes certain highlights of our corporate governance practices and policies:

ü Annual election of directors	ü Active shareholder engagement
ü Majority voting for all directors	ü Independent directors meet without management present
ü Shareholders holding 10% or more of our outstanding share capital have the right to convene a special meeting	ü Diverse and international Board in terms of gender, ethnicity, experience and skills
ü 11 of our 12 director nominees are independent	ü Policy on political contributions and lobbying
ü Independent lead director	ü Commitment to sustainability and corporate citizenship
ü Annual board evaluations and self-assessments	ü Board takes active role in Board succession planning and Board refreshment

FINANCIAL HIGHLIGHTS (page 31)

Fiscal 2015 Company Performance

In fiscal 2015, the Company delivered on the initial business outlook provided in its September 24, 2014 earnings announcement.

¡ *New bookings* of $34.4 billion increased 3% in local currency and decreased 4% in U.S. dollars from fiscal 2014, and were within the Company s initial business outlook of $34 billion to $36 billion.

- *Net revenues* of $31.0 billion increased 11% in local currency and 3% in U.S. dollars from fiscal 2014, and exceeded the Company s initial business outlook of an increase of 4% to 7% in local currency.

- *Operating margin* was 14.3%. After adjusting GAAP operating margin to exclude a one-time $64 million pension settlement charge, adjusted operating margin was 14.5%, an expansion of 20 basis points from fiscal 2014 and within the Company s initial business outlook of 14.4% to 14.6%.

- *Earnings per share (EPS)* were $4.76. After adjusting GAAP EPS to exclude the $0.06 impact of the one-time pension settlement charge, adjusted EPS were $4.82, within the Company s initial business outlook of $4.74 to $4.88 and a 7% increase from fiscal 2014.

- *Free cash flow* of $3.7 billion (calculated as operating cash flow of $4.1 billion less property and equipment additions of $395 million) was within the company s original business outlook of $3.5 billion to $3.8 billion.

- *Cash Returned to Shareholders* of $3.8 billion through dividends and share repurchases was in line with the Company s original business outlook.

Table of Contents

Historical Financial Performance

Our historical performance also demonstrates our focus on delivering shareholder value.

INVESTMENT HIGHLIGHTS (page 32)

In fiscal 2015, we continued to make significant investments in strategic acquisitions, in attracting and developing talent, in assets and offerings, and in branding and thought leadership to further enhance our differentiation and competitiveness. We invested approximately $850 million in acquisitions, with 70% of the capital invested in new high growth areas including digital , cloud and security related services. We also invested $841 million in training and professional development to build the skills of our people and ensure they have the capabilities to continue helping clients. In addition, we continued our commitment to developing leading-edge ideas through research and innovation, investing $626 million in fiscal 2015 to help create, commercialize and disseminate innovative business strategies and technology solutions.

Table of Contents

COMPENSATION PRACTICES (page 32)

Decisions about executive compensation are made by the Compensation Committee. The Compensation Committee believes that a well-designed, consistently applied compensation program is fundamental to the long-term creation of shareholder value. The following table summarizes some highlights of our compensation practices that drive our named executive officer compensation programs:

What We Do

ü Align our executive pay with performance	ü Include a clawback policy for our cash and equity incentive awards
ü Set challenging performance objectives	ü Prohibit hedging and pledging of company shares
ü Appropriately balance short- and long-term incentives	ü Include non-solicitation and non-competition provisions in award agreements, with a clawback of equity under specified circumstances
ü Align executive compensation with shareholder returns through performance-based equity incentive awards	ü Mitigate potential dilutive effects of equity awards through share repurchase program
ü Use appropriate peer groups when establishing compensation	ü Hold an annual say-on-pay advisory vote
ü Implement meaningful equity ownership guidelines	ü Retain an independent compensation consultant to advise the Compensation Committee
ü Include caps on individual payouts in short- and long-term incentive plans	

What We Don t Do

´ No contracts with multi-year guaranteed salary increases or non-performance bonus arrangements	´ No supplemental executive retirement plan
´ No golden parachutes or change in control payments	´ No excessive perquisites
´ No single trigger equity acceleration provisions	´ No change in control tax gross-ups

SAY-ON-PAY (page 35)

Shareholders continued to show strong support of our executive compensation programs, with more than 96% of the votes cast for the approval of the say-on-pay proposal at the 2015 annual general meeting of shareholders.

Table of Contents

2015 CEO TOTAL COMPENSATION MIX (page 38)

The compensation program for 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 the creation of shareholder value, and to provide executives with an incentive to continue to expand their contributions to Accenture. The following reflects the mix of pay for our chairman and chief executive officer, Pierre Nanterme, for fiscal 2015 performance:

PAY-FOR-PERFORMANCE (page 33)

The Compensation Committee believes that total realizable compensation for the Company s named executive officers should be closely aligned with the Company s performance and each individual s performance. As the graph below shows, the Company s performance with respect to total shareholder return over a 3-year period was at the 57th percentile among the companies in our peer group. The realizable total direct compensation for our chairman and chief executive officer was in the 46th percentile, which indicates that pay and performance were aligned over a 3-year period, as relative company performance ranked higher than relative realizable pay, as compared to our peer group. See page 34 for a definition of realizable total direct compensation.

Table of Contents

Table of Contents

TABLE OF CONTENTS

Table of Contents

TABLE OF CONTENTS

Table of Contents

Corporate Governance

The Board is responsible for providing governance and oversight over the strategy, operations and management of Accenture. The primary mission of the Board is to represent and protect the interests of our shareholders. The Board oversees our senior management, to whom it has delegated the authority to manage the day-to-day operations of the Company. The Board has adopted Corporate Governance Guidelines, which, together with our Memorandum and Articles of Association, form the governance framework for the Board and its Committees. The Board regularly reviews its Corporate Governance Guidelines and other corporate governance documents and from time to time revises them when it believes it serves the interests of the Company and its shareholders to do so and in response to changing regulatory and governance requirements. The following sections provide an overview of our corporate governance structure, including director independence and other criteria we use in selecting director nominees, our Board leadership structure and the responsibilities of the Board and each of its committees.

Key Corporate Governance Documents

The following materials are accessible through the Governance Principles section of our website at https://accenture.com/us-en/company-principles:

¡ Corporate Governance Guidelines
¡ Code of Business Ethics
¡ Committee Charters
¡ Memorandum and Articles of Association

Printed copies of all of these documents 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. Accenture s Code of Business Ethics is applicable to all of our directors, officers and employees. If the Board grants any waivers from our Code of Business Ethics to any of our directors or executive 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.

CORPORATE GOVERNANCE PRACTICES

Accenture has a history of strong corporate governance. We are committed to governance policies and practices that serve the interests of the Company and its shareholders. Over the years, our Board has evolved our practices in the interests of Accenture s shareholders. Consistent with this commitment, the Board is proactively recommending that shareholders approve implementing proxy access. Proxy access will allow eligible shareholders to include their own director nominees in our proxy materials, along with the candidates nominated by the Board. Pages 82 to 84 include a detailed description of our proxy access proposal. Our governance practices and policies include the following:

Annual election of all directors	¡ All of our directors are elected annually.
Majority vote standard for directors	¡ All of our directors are required to receive at least a majority of the votes cast to be re-appointed to the Board.
Authority to call special meetings	¡ Shareholders holding 10% or more of our outstanding share capital have the right to convene a special meeting.
No shareholder rights plan (poison pill)	¡ The Company does not have a poison pill.
Independent Board	¡ All of our directors are independent except for our chairman and chief executive officer.

Table of Contents

CORPORATE GOVERNANCE

Independent Board committees	¡ Each of our 4 committees is made up solely of independent directors. Each standing committee operates under a written charter that has been approved by the Board.
Independent lead director	¡ We have an independent lead director of the Board who has comprehensive duties that are set forth in the Company s Corporate Governance Guidelines.
Annual Board self-assessment process	¡ The Nominating & Governance Committee conducts a confidential survey of the Board and its committees each year. The lead director and chair of the Nominating & Governance Committee also conduct a self-assessment interview with each Board member that is designed to enhance his or her participation and role as a member of the Board, as well as to assess the competencies and skills each individual director is expected to bring to the Board.
Board refreshment	¡ Our Board takes an active role in Board succession planning and Board refreshment and works towards creating a balanced Board with both fresh perspectives and deep experience. The current average tenure of the 12 members of our Board is 6.8 years.
Active shareholder engagement	¡ We regularly engage with our shareholders to better understand their perspectives.
Robust Code of Business Ethics	¡ Our Code of Business Ethics, which applies to all employees as well as all members of the Board, reinforces our core values and helps drive our culture of compliance, ethical conduct and accountability.
Corporate citizenship and sustainability	¡ Corporate citizenship is central to our vision to improve the way the world works and lives. Climate change and environmental sustainability present challenges and opportunities for Accenture and our stakeholders. To address this, we consider environmental practices when evaluating our business strategy and operations and foster environmental awareness and responsibility among our employees, clients and suppliers.
Corporate citizenship report	¡ Transparency and accountability are priorities for Accenture. Annually, we publish a Corporate Citizenship Report, which serves as our

		Communication on Progress to the United Nations Global Compact, and we use Global Reporting Initiative Guidelines as a foundation for our reporting approach. We also report our non-financial performance annually through the Dow Jones Sustainability Index, FTSE4Good Index and the CDP specifically its Investor Program and its Supply Chain Program.
Clawback policy	¡	We maintain a clawback policy applicable to our chairman and chief executive officer, global management committee members (the Company s primary management and leadership team, which consists of approximately 20 of our most senior leaders other than our chairman and chief executive officer) and approximately 200 of our most senior leaders, which provides for the recoupment of incentive cash bonus and equity-based compensation in the event of a financial restatement under specified circumstances.
Equity ownership requirements	¡	Each named executive officer is required to hold Accenture equity with a value equal to at least 6 times his or her base compensation by the fifth anniversary of becoming a named executive officer. Each director is required to hold Accenture equity having a fair market value equal to 3 times the value of the annual director equity grants within 3 years of joining the Board.

Prohibition on hedging or pledging of company stock	¡	Our directors and all employees are prohibited from entering into hedging transactions, and our directors, our chairman and chief executive officer, members of our global management committee and other key employees are prohibited from entering into pledging transactions.

LEADERSHIP STRUCTURE

Pierre Nanterme, our chief executive officer, also serves as the chairman of our Board. 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. Marjorie Magner has served as our independent lead director since January 31, 2014. The Board has determined that the presence of our independent lead director who, as described below, has meaningful oversight responsibilities, together with a strong leader in the combined role of chairman and chief executive officer, serves the best interests of Accenture and its shareholders at this time. The Board believes that in light of Mr. Nanterme s knowledge of Accenture and our industry, which has been built up over 32 years of experience with the Company, he is well positioned to serve as both chairman and chief executive officer of the Company.

LEAD DIRECTOR; EXECUTIVE SESSIONS

The lead director helps ensure 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. The responsibilities of the lead director, which are described in the Company s Corporate Governance Guidelines, include, among others:

Board Matter		Responsibility
Agendas	¡	Providing input on issues for Board consideration, helping set the Board agenda and ensuring that adequate information is provided to the Board.
Board meetings	¡	Presiding at all meetings of the Board at which the chairman is not present.
Executive sessions	¡	Authority to call meetings of independent directors and presiding at all executive sessions of the independent directors.

Communicating with directors	¡ Acting as a liaison between the independent directors and the chairman and chief executive officer.
Communicating with shareholders	¡ If requested by major shareholders, being available for consultation and direct communication. Serving as a liaison between the Board and shareholders on investor matters.

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, our independent directors meet separately in executive session at each regularly scheduled in-person Board meeting. These directors held 4 meetings during fiscal 2015, all of which were led by the lead director.

DIRECTOR INDEPENDENCE

The Board has adopted categorical standards designed to assist the Board in assessing director independence (the Independence Standards), which are included in our Corporate Governance Guidelines. The Corporate Governance Guidelines and the Independence Standards have been designed to comply with the standards required by the New York Stock Exchange (NYSE). Our Corporate Governance Guidelines state that the Board shall perform an annual review of the independence of all directors and nominees and that the Board shall affirmatively determine that, to be considered independent, a director must not have any direct or indirect material relationship with Accenture. In addition, committee members are subject to any additional independence requirements that may be required by applicable law, regulation or NYSE listing standards.

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

Based on its analysis, the Nominating & Governance Committee has determined that, other than Pierre Nanterme, all of our directors are independent under all applicable standards, including those applicable to committee service. The Board concurred in these independence determinations. In reaching its determinations, the Nominating & Governance Committee and the Board considered the following:

- Jaime Ardila, Dina Dublon, Charles H. Giancarlo, William L. Kimsey, Marjorie Magner, Gilles C. Pélisson, Arun Sarin and Wulf von Schimmelmann all served as a director of, and Paula A. Price and Mr. Ardila also were employed by, organizations that do business with Accenture. In no instances did the amount received by Accenture or such company in fiscal 2015 exceed the greater of $1 million or 1% of either Accenture s or such organization s consolidated gross revenues.

- Ms. Price is employed as a professor at a university, and Mr. Ardila is a director of a non-profit organization, to which Accenture made charitable contributions of less than $120,000 during fiscal 2015.

STRATEGIC OVERSIGHT

The Board is responsible for providing governance and oversight regarding the strategy, operations and management of Accenture. Acting as a full Board and through the Board s 4 standing committees, the Board is involved in the Company s strategic planning process. Each year, the Board holds a strategy retreat during which members of Accenture Leadership present the Company s overall corporate strategy and seek input from the Board. At subsequent meetings, the Board continues to review the Company s progress against its strategic plan. In addition, throughout the year, the Board will review specific strategic initiatives where the Board will provide additional oversight. The Board is continuously engaged in providing oversight and independent business judgment on the strategic issues that are most important to the Company.

RISK OVERSIGHT

The Board is responsible for overseeing the Company s enterprise risk management (ERM) program. As described more fully below, the Board fulfills this responsibility both directly and through its standing committees, each of which assists the Board in overseeing a part of the Company s overall risk management.

The Company s chief operating officer, who is a member of our global management committee and reports to our chief executive officer, coordinates the Company s ERM program. The responsibility for managing each of the highest-priority risks is assigned to one or more members of our global management committee. The Company s ERM program 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 and prioritizes these risks by taking into account many factors, including the potential impact of risk events should they occur, the likelihood of occurrence and the effectiveness of existing risk mitigation strategies; and
- develops plans to monitor, manage and mitigate these risks.

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

Table of Contents

The committees of the Board 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 a minimum, an annual review of our ERM program with the chief operating officer and a quarterly review of the risks believed to be most important. The Audit Committee also discusses with the chairs of the Finance and Compensation Committees the risk assessment process for the risks overseen by those committees on at least an annual basis.

- *Compensation Committee:* The Compensation Committee reviews, and discusses with management, management s assessment of certain risks, including whether any risks arising from the Company s compensation policies and practices for its employees are reasonably likely to have a material adverse effect on the Company.

- *Finance Committee:* The Finance Committee reviews and discusses with management 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

During fiscal 2015, the Board held 5 meetings, 4 of which were held in person. 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. Each of our current directors who served in fiscal 2015 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 2015. All of our Board members who served on the Board at the time of our 2015 annual general meeting of shareholders attended that meeting.

COMMITTEES OF THE BOARD

The Board has 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 4 standing committees. Each committee consists entirely of independent, non-employee directors. The charter of each committee provides that non-management directors who are not members of such committee may nonetheless attend the meeting of that committee, but may not vote.

Table of Contents

CORPORATE GOVERNANCE

The table below lists the current membership of each committee and the number of meetings held in fiscal 2015.

	Committees			
Board Member	**Audit**	**Compensation**	**Finance**	**Nominating & Governance**
JAIME ARDILA			**M**	
DINA DUBLON		**M**	**M**	
CHARLES H. GIANCARLO			**C**	**M**
WILLIAM L. KIMSEY[1]	**C**	**M**		
MARJORIE MAGNER[2]		**C**		
BLYTHE J. MCGARVIE[1]	**M**			**M**
GILLES C. PÉLISSON			**M**	**C**
PAULA A. PRICE[1]	**M**			
ARUN SARIN[3]		**M**		**M**
WULF VON SCHIMMELMANN				**M**
FRANK K. TANG			**M**	
NUMBER OF MEETINGS IN FISCAL 2015	**9**	**9**	**8**	**5**

M: *Member* **C:** *Chair*

(1) Audit Committee Financial Expert as defined under SEC rules.

(2) Lead director of the Board.

(3) Joined the Compensation Committee and the Nominating & Governance Committee on October 30, 2015 and therefore did not participate as a member in fiscal 2015.

AUDIT COMMITTEE

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 and internal controls.

MEMBERS (ALL INDEPENDENT):

William L. Kimsey (Chair)

Blythe J. McGarvie

Paula A. Price

The Audit Committee s primary responsibilities include the oversight of the following:

- the quality and integrity of the Company s accounting and reporting practices and controls, and the financial statements and reports of the Company;
- the Company s compliance with legal and regulatory requirements;
- the independent auditor s qualifications and independence; and
- the performance of the Company s internal audit function and independent auditors.

The Board has determined that each member of the Audit Committee meets the financial literacy and independence requirements of the Securities & Exchange Commission (the SEC) and the NYSE applicable to audit committee

Table of Contents

members and that each member also qualifies as an audit committee financial expert for purposes of SEC rules. Further, the Board has determined that each member of the Audit Committee qualifies as an independent director and possesses the requisite competence in accounting or auditing to satisfy the requirements for audit committees required by the new company law statute in Ireland, which became effective on June 1, 2015, the Companies Act 2014.

No member of the Audit Committee may serve on the audit committee of more than 3 public companies, including Accenture, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and discloses such determination in accordance with NYSE requirements. No member of the Audit Committee currently serves on the audit committees of more than 3 public companies, including Accenture.

FINANCE COMMITTEE

The Finance Committee acts on behalf of the Board with respect to, among other things, the oversight of the Company s capital and treasury activities.

MEMBERS (ALL INDEPENDENT):

Charles H. Giancarlo (Chair)

Jaime Ardila

Dina Dublon

Gilles C. Pélisson

Frank K. Tang

The Finance Committee s primary responsibilities include the oversight of the Company s:

- capital structure and corporate finance strategy and activities;
- share redemption and purchase activities;
- treasury function, investment management and financial risk management;

- defined benefit and contribution plan investment planning;
- insurance plans; and
- major acquisitions, dispositions, joint ventures or similar transactions.

NOMINATING & GOVERNANCE COMMITTEE

The Nominating & Governance Committee is responsible for, among other things, overseeing the Company s corporate governance practices and processes.

MEMBERS (ALL INDEPENDENT):

Gilles C. Pélisson (Chair)

Charles H. Giancarlo

Blythe J. McGarvie

Arun Sarin (Joined October 30, 2015)

Wulf von Schimmelmann

The Nominating & Governance Committee s primary responsibilities include the oversight of the following:

- assessing and selecting/nominating (or recommending to the Board for its selection/nomination) strong and capable candidates to serve on the Board;
- making recommendations as to the size, composition, structure, operations, performance and effectiveness of the Board;

- overseeing the Company s chief executive officer succession planning process;
- together with the Compensation Committee, conducting an annual review of the Company s chief executive officer and non-independent chairman;
- developing and recommending to the Board a set of corporate governance principles, including independence standards; and
- otherwise taking a leadership role in shaping the corporate governance of the Company.

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. At least annually, each committee also undertakes an evaluation of its performance and the performance of its members, in accordance with each respective committee charter. The lead director and chair of the Nominating & Governance Committee also conduct a self-assessment interview with each Board member designed to enhance his or her participation and role as a member of the Board, as well as to assess the competencies and skills each individual director is expected to bring to the Board.

COMPENSATION COMMITTEE

The Compensation Committee acts on behalf of the Board to set the compensation of our chairman and chief executive officer and members of our global management committee and provides oversight of the Company s global compensation philosophy. The Committee is also responsible for, among other things, overseeing the Company s equity compensation plans.

MEMBERS (ALL INDEPENDENT):

Marjorie Magner (Chair)

Dina Dublon

William L. Kimsey

Arun Sarin (Joined October 30, 2015)

The Compensation Committee s primary responsibilities include the oversight of the following:

- together with the Nominating & Governance Committee, conducting an annual review of the Company s chief executive officer and non-independent chairman;

- setting the compensation of our chairman and chief executive officer and members of our global management committee;

- overseeing the Company s equity-based plans; and

- reviewing and making recommendations to the full Board regarding Board compensation.

The Board has determined that each member of the Compensation Committee meets the independence requirements of the SEC and NYSE applicable to compensation committee members.

OVERSIGHT OF COMPENSATION

A number of individuals and entities contribute to the process of reviewing and determining the compensation of our chairman and chief executive officer, members of our global management committee and directors:

- *Compensation Committee*: Our Compensation Committee makes the final determination regarding the annual compensation of our chairman and chief executive officer and members of our global management committee, taking into consideration, among other factors, an evaluation of each individual s performance, the recommendation of the chairman and chief executive officer regarding the compensation of the members of our global management committee and the advice of the Compensation Committee s independent compensation consultant as described below. In addition, our Compensation Committee reviews and, based in part on the advice of its independent consultant, makes recommendations to the Board with respect to the appropriateness of the compensation paid to our independent directors, and the full Board then reviews these recommendations and makes a final determination on the compensation of our independent directors.

- *Nominating & Governance Committee*: Together with the Compensation Committee, which is chaired by the lead director, the Nominating & Governance Committee reviews the performance of, and provides a performance rating for, our chairman and chief executive officer.

- *Chairman and Chief Executive Officer*: The chairman and chief executive officer provides the Compensation Committee with an evaluation of the performance of each member of our global management committee, which includes an assessment of each individual s performance against his or her annual objectives and a recommendation regarding his or her compensation.

- *Senior Leadership*: Our chief human resources officer solicits input from members of our global management committee and other senior leaders in the Company regarding the performance of our chairman and chief executive officer to aid the Compensation Committee and Nominating & Governance Committee in the review of his performance.

ROLE OF COMPENSATION CONSULTANTS

The Compensation Committee has engaged Pay Governance LLC (Pay Governance) to serve as the Compensation Committee s independent 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 compensation. As requested by the Compensation 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 otherwise advises the Compensation Committee with regard to the compensation of our chairman and chief executive officer and the members of our global management committee. Pay Governance also provides input for the Compensation Committee to consider regarding the final compensation packages of our chairman and chief executive officer, as discussed under Executive Compensation Compensation Discussion and Analysis Process for Determining Executive Compensation.

Management separately receives benchmarking information with respect to executive officer compensation from its compensation consultant, Towers Watson Delaware Inc. (Towers Watson). This information is based on a benchmarking approach developed by Towers Watson and Pay Governance and is used by the chairman and chief executive officer in making his recommendations to the Compensation Committee with respect to the compensation of the members of our global management committee. While Towers Watson also acts as management s compensation consultant in various capacities with respect to our global workforce of more than 358,000 employees and assists management in formulating its compensation recommendations for members of our global management committee, the Compensation Committee has separately engaged Pay Governance as its independent compensation consultant to provide it with independent advice and to avoid any conflicts of interest.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Review and Approval of Related Person Transactions

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

The Related Person Transactions Policy provides that all related person transactions covered by the policy must be reviewed and approved or ratified by the Board or by the Nominating & Governance Committee. Our directors and

Table of Contents

executive officers are required to provide prompt notice of any plan or proposal to engage in a potential related person transaction to the General Counsel & Chief Compliance Officer, who in turn must, after a preliminary review, together, if deemed appropriate, with our outside counsel, present it to the Nominating & Governance Committee, or the Board, as applicable, for its review.

In reviewing related person transactions, the Nominating & Governance Committee or the Board will consider all relevant facts and circumstances, including, among others:

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

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

Generally, the Related Person Transactions Policy applies to any transaction that would be required by the SEC to be disclosed in which:

- the Company was or is to be a participant;
- the amount involved exceeds $120,000; and
- any related person (i.e., a director, director nominee, executive officer, greater than 5% beneficial owner and any immediate family member of such person) had or will have a direct or indirect material interest.

Certain Related Person Transactions

From time to time, institutional investors, such as large investment management firms, mutual fund management organizations and other financial organizations, become beneficial owners of 5% or more of our Class A ordinary shares and, as a result, are considered related persons under the Related Person Transactions Policy. We may conduct business with these organizations in the ordinary course. During fiscal 2015, the following transactions occurred with investors who reported beneficial ownership of 5% or more of the Company s voting securities. Each of the following transactions was entered into on an arm s-length basis in the ordinary course and in accordance with our Related Person Transactions Policy described above:

- We provided consulting and outsourcing services to MFS Investment Management (also known as Massachusetts Financial Services Company), which, together with its affiliates, beneficially owned approximately 9.1% of our outstanding Class A ordinary shares based on information disclosed in a Schedule 13G/A filed with the SEC on February 6, 2015. During fiscal 2015, Accenture recorded revenues of approximately $10.8 million for these services.

- We provided consulting and outsourcing services to the Capital Group Companies, Inc. (Capital), which, together with its affiliates, beneficially owned approximately 6.0% of our outstanding Class A ordinary shares based on a Notification of Holdings under Irish law provided to Accenture on May 26, 2015. During fiscal 2015, Accenture recorded revenues of approximately $42.5 million for these services. In addition, Capital and its affiliates received investment management fees totaling approximately $1.5 million in fiscal 2015 with respect to mutual funds offered under the Company s global retirement programs.

- We provided consulting and outsourcing services to The Vanguard Group (Vanguard), which, together with its affiliates, beneficially owned approximately 5.4% of our outstanding Class A ordinary shares based on information disclosed in a Schedule 13G filed with the SEC on February 10, 2015. During fiscal 2015, Accenture recorded revenues of approximately $340,000 for these services. In addition, Vanguard and its affiliates received investment management fees totaling approximately $2.9 million in fiscal 2015 with respect to mutual funds offered under the Company s global retirement programs.

- We provided consulting and outsourcing services to BlackRock, Inc. (BlackRock), which, together with its affiliates, beneficially owned approximately 5.3% of our outstanding Class A ordinary shares based on information disclosed in a Schedule 13G/A filed with the SEC on February 9, 2015. During fiscal 2015, Accenture recorded revenues of approximately $754,000 for these services.

- We provided consulting and outsourcing services to Wellington Management Group LLP (Wellington), which, together with its affiliates, beneficially owned approximately 5.1% of our outstanding Class A ordinary shares based on information disclosed in a Schedule 13G filed with the SEC on February 12, 2015. During fiscal 2015, Accenture recorded revenues of approximately $10.6 million for these services.

In addition, we seek to hire the most qualified candidates and consequently do not preclude the employment of family members of current directors and executive officers. Mr. von Schimmelmann s son, Berthold von Schimmelmann, was a senior manager in our technology business in Australia during fiscal 2015. He earned approximately $144,000 in annual compensation during fiscal 2015, which was commensurate with his peers compensation and established in accordance with the Company s compensation practices applicable to employees with equivalent qualifications, experience and responsibilities. He did not serve as an executive officer of the Company during this period and did not have a key company-level strategic role within the Company in that he did not drive the strategy or direction of the Company, nor was he personally accountable for the Company s financial results.

POLITICAL CONTRIBUTIONS AND LOBBYING

Pursuant to the Company s political contributions and lobbying policy, the Company has a longstanding global policy against making contributions to political parties, political committees or candidates using company resources, even where permitted by law. In the United States, Accenture maintains a political action committee (the PAC) that is registered with the Federal Election Commission and makes federal political contributions on a bipartisan basis to political parties, political committees and candidates. The contributions made by the PAC are not funded by corporate funds and are fully funded by voluntary contributions made by Accenture Leaders in the United States. The Company does not penalize in any way Accenture Leaders who do not contribute to the PAC.

In addition, when we determine it is in the best interest of the Company, we work with governments to provide information and perspective that support our point of view, through our lobbyists and grassroots lobbying communications. We disclose our U.S. federal, state and local lobbying activity and expenditures as required by law. The Audit Committee and senior management have oversight over political, lobbying and other grassroots advocacy activities. The Company s political contributions and lobbying policy is available through the Corporate Governance section of our website accessible through http://www.accenture.com/us-en/company-leadership-governance.

CORPORATE CITIZENSHIP AND SUSTAINABILITY

At Accenture, corporate citizenship is central to our vision to improve the way the world works and lives, and it reflects our core values. Our people around the world convene innovative partnerships, leverage technology and deliver measurable solutions.

Key highlights include:

- *Skills to Succeed*: Accenture s corporate citizenship initiative advances employment and entrepreneurship opportunities around the world. Together with our strategic partners, we have equipped more than 800,000 people with the skills to get a job or build a business more than 3 times the impact we set out to achieve when we first established our Skills to Succeed goal in 2010. By the end of fiscal 2020, we will expand this figure to more than 3 million people; increase our focus on the successful transition of individuals from skill-building programs to sustainable jobs and businesses; and bring together more organizations across sectors to create large-scale, lasting solutions aimed at closing global employment gaps.

- *Environment*: Fostering sustainable economic growth for our Company and our stakeholders is at the heart of our environmental strategy, which comprises 4 areas: running efficient operations; working sustainably; enabling client sustainability; and providing insights to advance sustainability. In 2015, we were included for the 11th consecutive year on both the Dow Jones Sustainability North America Index and the FTSE4Good Global Index, and received our strongest results to-date in CDP s Global Climate Change Report. By the end of fiscal 2020, we will reduce our carbon emissions to an average of 2 metric tons per employee representing a more than 50% reduction against our 2007 baseline and we will begin to measure and report the impact of our work with clients and suppliers in key areas of sustainability.

- *Our People*: Attracting, developing and inspiring the very best talent in our industry is critical to meeting the evolving needs of our clients and growing our business. We are deeply committed to the career development of our people, and we invested $841 million in training and professional development in fiscal 2015. The rich diversity of our people makes our Company stronger, smarter and more innovative and helps us better serve our clients and communities. We empower all of our people to lead, including the more than 130,000 women of Accenture. Women currently make up 36% of our global workforce, and by the end of fiscal 2017, we will grow the percentage of women new hires to at least 40% worldwide.

- *Supply Chain*: We embed environmental, social and governance factors into our purchase-decision and supplier relationship management processes. By the end of fiscal 2016, all of our geographic procurement teams will include these as weighted factors in the categories with the largest sustainability impact. At the same time, we are advancing supplier inclusion and diversity through the integration of more small, medium and diverse enterprises into our global supply chain and by helping them develop their businesses, generating broader supply choice for our clients and our communities.

Our Corporate Citizenship Report explores our goals, progress and performance across each of the 5 pillars of our reporting strategy: Corporate Governance, Skills to Succeed, Environment, Our People and Supply Chain. It is accessible through the Investor Relations page of our website at http://investor.accenture.com.

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 independent directors as a group or our lead director, may submit their communication to our Corporate Secretary, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA. Communications and concerns will be forwarded to the Board, our independent directors as a group or our lead director as determined by our Corporate Secretary. We also have established mechanisms for receiving, retaining and addressing concerns or complaints. You may report any such concerns at https://businessethicsline.com/accenture or by calling the Accenture Business 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. Employees may raise concerns in a confidential and/or anonymous manner in accordance with the instructions for the Accenture Business

Ethics Line.

Re-Appointment of Directors

PROPOSAL NO. 1 RE-APPOINTMENT OF DIRECTORS

Accenture s directors are elected at each annual general meeting of shareholders and hold office for 1-year terms or until their successors are duly elected.

All of the director nominees are current Board members. The Nominating & Governance Committee reviewed the performance and qualifications of the directors listed below and recommended to the Board, and the Board approved, that each be recommended to shareholders for re-appointment to serve for an additional 1-year term. Arun Sarin was appointed by the Board as a director on October 30, 2015 and is therefore subject to re-appointment by our shareholders at the Annual Meeting.

All of the nominees have indicated that they will be willing and able to serve as directors. If any nominee becomes unwilling or unable to serve as a director, the Board may propose another person in place of that nominee, and the individuals designated as your proxies will vote to appoint that proposed person. Alternatively, the Board may decide to reduce the number of directors constituting the full Board.

As required under Irish law, the resolution in respect of this Proposal No. 1 is an ordinary resolution that requires the affirmative vote of a simple majority of the votes cast with respect to each director nominee.

THE TEXT OF THE RESOLUTION IN RESPECT OF PROPOSAL NO. 1 IS AS FOLLOWS:

By separate resolutions, to re-appoint the following twelve directors: Jaime Ardila; Dina Dublon; Charles H. Giancarlo; William L. Kimsey; Marjorie Magner; Blythe J. McGarvie; Pierre Nanterme; Gilles C. Pélisson; Paula A. Price; Arun Sarin; Wulf von Schimmelmann; and Frank K. Tang.

ü The Board recommends that you vote FOR the re-appointment of each of the Board s director nominees listed above.

DIRECTOR CHARACTERISTICS

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, operations and management. 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, operations and management.

BOARD DIVERSITY AND TENURE

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 that best serves the needs of the Company and the interests of its shareholders, and it is one of the many factors that they consider when identifying individuals for Board membership.

In addition, we believe that diversity with respect to tenure is important in order to provide for both fresh perspectives and deep experience and knowledge of the Company. Therefore, we aim to maintain an appropriate balance of tenure across our directors.

Our director nominees reflect those efforts and the importance of diversity to the Board. Of our 12 director nominees:

QUALIFICATIONS AND EXPERIENCE OF DIRECTOR NOMINEES

In considering each director nominee for the Annual Meeting, the Board and the Nominating & Governance Committee evaluated such person 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 nominee has served in senior roles with significant responsibility and has gained expertise in areas relevant to the Company and its business. The Nominating & Governance Committee considered both the background and experience of each director nominee as well as the specific experience, qualifications, attributes or skills set forth in the biographies on pages 16 to 21 of this proxy statement.

PROCESS FOR SELECTING NEW DIRECTORS

To identify, recruit and evaluate qualified candidates for the Board, the Board has used the services of professional search firms. In some cases, nominees have been individuals known to Board members or others through business or other relationships. In the case of Arun Sarin, a third-party professional search firm identified him as a potential director nominee. Prior to his nomination, Mr. Sarin also met separately with the chairman and chief executive officer, the chair of the Nominating & Governance Committee and the lead director, who initially considered his candidacy. In addition, the professional search firm retained by the Nominating & Governance Committee verified information about the prospective candidate and conducted reference checks. A background check was also completed before a final recommendation was made to the Board. Mr. Sarin met separately with each member of the Board, and after review and discussion with each of these directors, the Nominating & Governance Committee recommended, and the Board approved, Mr. Sarin s appointment as a director.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

Accenture s orientation program for new directors includes a discussion of a broad range of topics, including the background of the Company, the Board and its governance model, Accenture s strategy and business operations, its financial statements and capital structure, the management team, key industry and competitive factors, the legal and ethical responsibilities of the Board and other matters crucial to the ability of a new director to fulfill his or her responsibilities. Our directors are expected to keep current on issues affecting Accenture and its industry and on developments with respect to their general responsibilities as directors. Accenture will either provide or pay for ongoing director education.

PROCESS FOR SHAREHOLDERS TO RECOMMEND DIRECTOR NOMINEES

Our Corporate Governance Guidelines address the processes by which shareholders may recommend director nominees, and the policy of the Nominating & Governance Committee 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 in accordance with our Articles of Association and applicable law, including the name and other pertinent information for the nominee, to: Mr. Gilles C. Pélisson, chair of the Nominating & Governance Committee, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA, Attention: Corporate Secretary. If Proposal No. 6 and/or Proposal No. 7A/7B are approved, additional requirements will apply to any such written recommendation. 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 Article 84(a)(ii) of our Articles of Association prescribes certain timing and nomination requirements with respect to any such recommendation.

Table of Contents

RE-APPOINTMENT OF DIRECTORS

DIRECTOR BIOGRAPHIES

Set forth below are the biographies of our director nominees.

Jaime Ardila

Director since 2013

Independent

60 years old

Finance Committee ***(Member)***

Jaime Ardila has been the executive vice president of automobile manufacturer General Motors Company (GM) and president of GM s South America region since June 2010 and is a member of GM s executive committee. He previously served as president and managing director of GM s operations in Brazil, Argentina, Uruguay and Paraguay from November 2007 to June 2010. Prior to serving in that role, he served as vice president and chief financial officer of GM s Latin America, Africa and Middle East region from March 2003 to October 2007, as president and managing director of GM Argentina from March 2001 to February 2003, and as president of GM Colombia from March 1999 to March 2001. Mr. Ardila joined GM in 1984 and held a variety of financial and senior positions with the company, primarily in Latin America, as well as in Europe and the United States. From 1996 to 1998, Mr. Ardila served as the managing director, Colombian Operations, of N M Rothschild & Sons Ltd and then rejoined GM in 1998 as president of GM Ecuador.

In July 2015, Mr. Ardila announced he would be retiring from GM.

Specific Expertise: Mr. Ardila brings to the Board significant managerial, operational and global experience as a result of the various senior positions he has held with GM, including as executive vice president of GM and president of GM South America. The Board also benefits from his broad experience in manufacturing and knowledge of the Latin American market.

Dina Dublon

Director since 2001

Independent

62 years old

Compensation Committee ***(Member)***

Finance Committee ***(Member)***

Dina Dublon was a member of the faculty of the Harvard Business School for the 2011/2012 academic year. From December 1998 until September 2004, she was chief financial officer of JPMorgan Chase & Co. and its predecessor companies. She retired from JPMorgan Chase & Co. in December 2004. Prior to being named chief financial officer, she held numerous positions at JPMorgan Chase & Co. and its predecessor companies, including corporate treasurer, managing director of the Financial Institutions Division and head of asset liability management.

Ms. Dublon is a director of PepsiCo, Inc. and a member of the supervisory board of Deutsche Bank AG. Ms. Dublon previously served as a director of Microsoft Corporation from 2005 until December 2014.

Specific Expertise: Ms. Dublon brings to the Board significant experience and expertise in financial, strategic and banking activities gained during her tenure at, and as chief financial officer of, JPMorgan Chase & Co. and its predecessor companies. Ms. Dublon also brings an important perspective gained from her service as a director of other public company boards and as a former member of the faculty of the Harvard Business School, as well as from her significant experience while working with non-profit organizations focusing on women s issues and initiatives.

Table of Contents

Charles H. Giancarlo

Director since 2008
Independent

58 years old

Finance Committee ***(Chair)***

Nominating & Governance Committee ***(Member)***

Charles H. Giancarlo served as a managing director of the private investment firm Silver Lake from 2007 to 2013 and now serves as a senior advisor to the firm. Previously, Mr. Giancarlo held a variety of roles at Cisco Systems, Inc. (Cisco), 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 chairman of the board of Avaya Inc. and a director of Arista Networks, Inc., Imperva, Inc. and ServiceNow, Inc. Mr. Giancarlo previously served as a director of Netflix, Inc. from 2007 until 2012.

Specific Expertise: 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 as well as his service as a director of other public company boards. 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.

William L. Kimsey

Director since 2003

Independent

73 years old

Audit Committee *(Chair)*

Compensation Committee *(Member)*

William L. Kimsey was global chief executive officer of Ernst & Young Global Limited from October 1998 until his retirement in September 2002. He previously held various other positions with Ernst & Young during his 32 years with the firm, including deputy chairman and chief operating officer.

Mr. Kimsey is a director of Royal Caribbean Cruises Ltd. He previously served as a director of Western Digital Corporation from 2003 until November 2014.

Specific Expertise: 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. Kimsey also brings an important perspective from his service as a director of other public company boards.

Table of Contents

Marjorie Magner

Director since 2006

Independent **66 years old**

Lead Director **Compensation Committee *(Chair)***

Marjorie Magner has been our lead director since January 2014. Ms. Magner is currently a partner with Brysam Global Partners, LLC, a private equity firm she co-founded in 2007 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.

Ms. Magner is the nonexecutive chairman of the board of TEGNA Inc. (formerly known as Gannett Co., Inc.) and a director of Ally Financial Inc.

Specific Expertise: 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 as well as through her service as a director of other public company boards. 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.

Blythe J. McGarvie

Director since 2001

Independent

59 years old

Audit Committee *(Member*)

Nominating & Governance Committee *(Member*)

Blythe J. McGarvie was a member of the faculty of the Harvard Business School from 2012 to 2014. From January 2003 to July 2012, she served as chief executive officer of Leadership for International Finance, LLC, a firm that focused 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.

Ms. McGarvie is currently a director of Viacom Inc., LKQ Corporation and Sonoco Products Company and previously served as a director of The Pepsi Bottling Group, Inc., from 2002 to 2010, and The Travelers Companies, Inc., from 2003 to 2011.

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

Table of Contents

Pierre Nanterme

Director since 2010

Chairman & CEO **56 years old**

Pierre Nanterme became chairman of the Board of Directors in February 2013. He has served as our chief executive officer since January 2011 and as a Board member since October 2010. Mr. Nanterme joined Accenture s global management committee in 2006, and was group chief executive of our Financial Services operating group from September 2007 to December 2010. Prior to assuming this role, Mr. Nanterme was our chief leadership officer from May 2006 through August 2007, with primary responsibility for Accenture s leadership development program as well as our global corporate citizenship initiatives. Earlier in his career with the Company, he held various leadership roles, primarily in Financial Services, and also was our country managing director for France from November 2005 through August 2007.

Specific Expertise: Mr. Nanterme brings to the Board a deep knowledge of Accenture s business, growth strategy and human capital strategy as well as extensive experience serving our clients from his 32 years with the Company, including his executive roles as chairman, chief executive officer, group chief executive Financial Services, and chief leadership officer. Given his role representing Accenture at leading external forums such as the B20 Summit and the World Economic Forum, Mr. Nanterme also brings to the Board a broad understanding of the global economy as well as the technology marketplace and competitive landscape.

Gilles C. Pélisson

Director since 2012

Independent

58 years old

Nominating & Governance Committee ***(Chair)***

Finance Committee ***(Member)***

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

On October 28, 2015, TF1 Group announced that, effective February 19, 2016, Mr. Pélisson will become TF1 s chairman and chief executive officer.

Specific Expertise: Mr. Pélisson brings to the Board significant managerial, operational and global experience from his tenure as chairman and chief executive officer of Accor, as chairman and chief executive officer of Bouygues Telecom, as chairman and chief executive officer of Disneyland Paris and from other senior executive positions he has held at several other companies as well as his service as a director of other public company boards. The Board also benefits from his broad experience in the European and Asian markets, as well as his experience in governance.

Table of Contents

Paula A. Price

Director since 2014

Independent

54 years old

Audit Committee (*Member*)

Paula A. Price joined the faculty of the Harvard Business School in July 2014. Until January 2014, she was executive vice president and chief financial officer of Ahold USA, a U.S. grocery retailer, which she joined in 2009. Prior to joining Ahold USA, Ms. Price was senior vice president, controller and chief accounting officer at CVS Caremark, where she worked from 2006 to 2008. From 2002 until 2005, Ms. Price held various positions at JPMorgan Chase & Co. Earlier in her career, she also held senior management positions at Prudential Insurance Co. of America, Diageo and Kraft Foods. A certified public accountant, she began her career at Arthur Andersen & Co.

Ms. Price is a director of Dollar General Corporation and Western Digital Corporation. She previously served as a director of Charming Shoppes, Inc. from 2011 until 2012.

Specific Expertise: Ms. Price brings to the Board broad experience across finance, general management and strategy gained from her service in senior executive and management positions at major corporations across several industries, including, in particular, the retail, financial services and consumer packaged goods industries. She brings to the Board an important perspective as a member of the faculty of the Harvard Business School and from her service as a director of other public company boards. The Board also benefits from her extensive background in finance and accounting matters.

Arun Sarin

Director since 2015

Independent

61 years old

Compensation Committee *(Member)*

Nominating & Governance Committee (*Member*)

Arun Sarin was Chief Executive Officer of Vodafone Group Plc from 2003 until his retirement in 2008, and also served as a director of Vodafone from 1999 to 2008. Mr. Sarin began his career at Pacific Telesis Group in 1984. He progressed through various management positions there and at AirTouch Communications Inc., which Pacific Telesis spun off in 1994, and was named president and chief operating officer of AirTouch in 1997. After AirTouch merged with Vodafone in 1999, he was appointed CEO of Vodafone s U.S./Asia-Pacific region. He left Vodafone in 2000 to become CEO of InfoSpace, Inc., and from 2001 until 2003, he served as CEO of Accel-KKR Telecom. Mr. Sarin rejoined Vodafone in 2003 as its Group Chief Executive Officer. After his retirement in 2008, he served as a senior advisor to Kohlberg Kravis Roberts & Co. for 5 years.

Mr. Sarin is a director of Blackhawk Network Holdings, Inc., Cisco Systems, Inc. and The Charles Schwab Corporation. He previously served as a director of Safeway, Inc. from 2009 until 2015.

Specific Expertise: Mr. Sarin brings to the Board significant global, managerial and financial experience as a result of his tenure at Vodafone and prior senior executive experience. The Board benefits from his technology background and experience in the telecommunications industry. Mr. Sarin also brings an important perspective from his service as a director of other global, public company boards.

Table of Contents

Wulf von Schimmelmann

Director since 2001

Independent

68 years old

Nominating & Governance Committee ***(Member)***

Wulf von Schimmelmann was the chief executive officer of Deutsche Postbank AG, then Germany s largest independent retail bank, from 1999 until his retirement in June 2007.

Mr. von Schimmelmann is the chairman of the supervisory board of Deutsche Post DHL and a member of the board of directors of Thomson Reuters Corporation. Mr. von Schimmelmann previously served as a director of the Western Union Company from 2009 until 2014.

Specific Expertise: Mr. von Schimmelmann brings to the Board leadership experience as a result of his position as chief executive officer of Deutsche Postbank AG as well as through his service as a director of other public company boards. The Board also benefits from his expertise in management as well as his experience in the European market and significant experience in international business.

Director since 2014

Independent

Frank K. Tang

47 years old

Finance Committee *(Member)*

Frank K. Tang is chief executive officer and managing partner of FountainVest Partners, a leading private equity fund dedicated to investments in China. Before co-founding FountainVest in 2007, Mr. Tang was senior managing director and head of China investments at Temasek Holdings. Prior to joining Temasek in 2005, Mr. Tang was a managing director at Goldman Sachs, where he worked for nearly 11 years, including as the head of the telecommunications, media and technology investment banking group in Asia, excluding Japan.

Mr. Tang is also a director of Weibo Corporation.

Specific Expertise: Mr. Tang brings to the Board significant business and leadership experience both in investment banking, from his tenure at Goldman Sachs, and in private equity, as a co-founder of FountainVest Partners and as a senior managing director and head of China Investments at Temasek Holdings. The Board also benefits from his deep knowledge and expertise in the Asian markets, particularly with respect to China.

Table of Contents

Director Compensation

The Compensation Committee reviews and, based in part on the advice of its independent consultant, makes recommendations to the full Board with respect to the compensation of our independent directors at least every 2 years. The full Board reviews these recommendations and makes a final determination on the compensation of our directors. The Compensation Committee reviewed director compensation most recently in fiscal 2014, when it reviewed the compensation practices of the boards of directors of those peer group companies described under Executive Compensation Compensation Discussion and Analysis Fiscal 2015 Compensation Decisions and the general market, as well as a study by Pay Governance prepared at the request of the Compensation Committee that provided input regarding the compensation of our directors.

ELEMENTS OF DIRECTOR COMPENSATION

After review of the Compensation Committee s recommendation, the Board approved the following independent director compensation for fiscal 2015:

Compensation Element	Director Compensation Program
Annual Retainer(1)	$90,000, except for the lead director
Annual RSU Grant(2)	$185,000 in the form of RSUs (fair market value at time of grant)
Committee Chair Retainer(1)	$25,000 for the Audit Committee $15,000 for the Compensation Committee $15,000 for the Finance Committee $15,000 for the Nominating & Governance Committee
Committee Member Retainer(1)	$7,500 for the Audit Committee $5,000 for the Compensation Committee $5,000 for the Finance Committee $5,000 for the Nominating & Governance Committee
Lead Director Retainer(1)	$132,500
Equity Ownership Guidelines(3)	Directors must maintain ownership of Accenture equity having a fair market value equal to 3 times the value of the annual director equity grants. This requirement must be met by each director within 3 years of joining the Board

(1) Each of our independent directors may elect to receive the annual retainer and other compensation entirely in the form of cash, entirely in the form of restricted share units (RSUs) or one-half in cash and one-half in RSUs.

(2) Grants of RSUs to our directors are fully vested on the date of grant, and future delivery of the underlying shares is not dependent on a director s continued service. Directors are entitled to a proportional number of additional RSUs on outstanding awards if we pay a dividend. The underlying shares for RSU awards granted in fiscal 2015 will be delivered 1 year after the grant date; directors may not further delay delivery of the shares.

(3) Each of our independent directors who had been a director for 3 or more years met this requirement in fiscal 2015.

Other Compensation: Our non-employee directors do not receive any non-equity incentive plan compensation, participate in any Accenture pension plans or have any non-qualified deferred compensation earnings. We provide our directors with directors and officers liability insurance as part of our corporate insurance policies. We also reimburse our directors for reasonable travel and related fees and expenses incurred in connection with their participation in Board or Board committee meetings and other related activities such as site visits and presentations in which they engage as directors.

Limit on Director Compensation: As part of the proposed amendments to the Amended and Restated Accenture plc 2010 Share Incentive Plan that shareholders are being asked to approve, we are proposing an annual limit on aggregate non-employee director compensation of $750,000. The Board believes this is a meaningful limit on total director compensation.

Table of Contents

DIRECTOR COMPENSATION FOR FISCAL 2015

As described more fully above, the following table summarizes the annual compensation for our independent directors during fiscal 2015:

Name	Fees Earned or Paid in Cash($)(1)	Stock Awards($)(2)(3)	All Other Compensation($)(4)	Total($)
JAIME ARDILA	$ 95,000	$184,948		$ 279,948
DINA DUBLON	$100,000	$184,986		$ 284,986
CHARLES H. GIANCARLO	$110,000	$184,917		$ 294,917
NOBUYUKI IDEI(5)				
WILLIAM L. KIMSEY	$120,000	$184,986		$ 304,986
MARJORIE MAGNER	$147,500	$184,986		$ 332,486
BLYTHE J. MCGARVIE	$102,500	$184,986		$ 287,486
MARK MOODY-STUART(5)				
GILLES C. PÉLISSON	$110,000	$184,937		$ 294,937
PAULA A. PRICE	$ 97,500	$184,986		$ 282,486
WULF VON SCHIMMELMANN	$ 95,000	$184,986		$ 279,986
FRANK K. TANG	$ 95,000	$184,948		$ 279,948

(1) The annual retainers and additional retainers for Board committee service paid to our independent directors during fiscal 2015 were as follows:

Name	Annual Retainer($)	Committee Chair Retainer($)	Committee Member Retainer($)	Total($)
Jaime Ardila(a)	$ 90,000		$ 5,000	$ 95,000
Dina Dublon	$ 90,000		$10,000	$ 100,000
Charles H. Giancarlo(a)	$ 90,000	$15,000	$ 5,000	$ 110,000
Nobuyuki Idei(b)				
William L. Kimsey	$ 90,000	$25,000	$ 5,000	$ 120,000
Marjorie Magner	$132,500	$15,000		$ 147,500

Blythe J. McGarvie	$ 90,000		$12,500	$ 102,500
Mark Moody-Stuart[(b)]				
Gilles C. Pélisson[(a)]	$ 90,000	$15,000	$ 5,000	$ 110,000
Paula A. Price	$ 90,000		$ 7,500	$ 97,500
Wulf von Schimmelmann	$ 90,000		$ 5,000	$ 95,000
Frank K. Tang[(a)]	$ 90,000		$ 5,000	$ 95,000

(a) Messrs. Ardila, Pélisson and Tang elected to receive 100% of their annual retainers and additional retainers for Board committee service in the form of fully vested RSUs, with a grant date fair value equal to the amount reported as paid in cash above. Mr. Giancarlo elected to receive 50% of his annual retainer and additional retainers for Board committee service in the form of fully vested RSUs, with a grant date fair value equal to the amount reported as paid in cash above.

(b) Director retired from the Board on February 4, 2015 and did not receive compensation in fiscal 2015.

(2) Represents aggregate grant date fair value of stock awards, 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

Table of Contents

assumptions made when calculating the amounts are found in Note 11 (Share-Based Compensation) to our Consolidated Financial Statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended August 31, 2015. Reflects the grant of a whole number of shares.

(3) The aggregate number of vested RSU awards outstanding at the end of fiscal 2015 for each of our independent directors was as follows:

Name	Aggregate Number of Vested RSU Awards Outstanding as of August 31, 2015
Jaime Ardila	3,209
Dina Dublon	2,121
Charles H. Giancarlo	2,750
Nobuyuki Idei	
William L. Kimsey	2,121
Marjorie Magner	8,835
Blythe J. McGarvie	2,121
Mark Moody-Stuart	
Gilles C. Pélisson	3,381
Paula A. Price	2,121
Wulf von Schimmelmann	2,121
Frank K. Tang	3,209

(4) The aggregate amount of perquisites and other personal benefits received by each of our independent directors in fiscal 2015 was less than $10,000.

(5) Under SEC rules, director is required to be included in the Director Compensation Table as he served as a director during fiscal 2015. Director retired from the Board on February 4, 2015 and did not receive any compensation in fiscal 2015.

Table of Contents

Beneficial Ownership

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under the federal securities laws, our directors, executive officers and beneficial owners of more than 10% of Accenture plc s Class A ordinary shares or Class X ordinary shares are required within a prescribed period of time to report to the SEC transactions and holdings in Accenture plc Class A ordinary shares and Class X ordinary shares. Our directors and executive officers are also required to report transactions and holdings in Accenture Holdings plc ordinary shares. Based solely on a review of the copies of these forms received by us and on written representations from certain reporting persons that no Form 5 was required to be filed, we believe that during fiscal 2015 all of these filing requirements were satisfied in a timely manner.

BENEFICIAL OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

To our knowledge, except as otherwise indicated, each of the persons listed below has sole voting and investment power with respect to the shares beneficially owned by him or her. For purposes of the table below, beneficial ownership is determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act), pursuant to which a person is deemed to have beneficial ownership of any shares that such person has the right to acquire within 60 days after November 30, 2015. For purposes of computing the percentage of outstanding Accenture plc Class A ordinary shares, Class X ordinary shares and/or Accenture Holdings plc ordinary shares held by each person or group of persons named below, any shares that such person or group of persons has the right to acquire within 60 days after November 30, 2015 are deemed to be outstanding but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person or group of persons.

Table of Contents

BENEFICIAL OWNERSHIP

The following beneficial ownership table sets forth, as of November 30, 2015, information regarding the beneficial ownership of Accenture plc Class A ordinary shares and Class X ordinary shares and of Accenture Holdings plc ordinary shares held by: (1) each of our directors and named executive officers; and (2) all of our current directors and executive officers as a group.

	Accenture plc Class A Ordinary Shares		Accenture Holdings plc Ordinary Shares		Accenture plc Class X Ordinary Shares		Percentage of the Total Number of Class A and Class X Ordinary Shares
Name of Beneficial Owner[1]	Shares Beneficially Owned[(#)]	% Shares Beneficially Owned	Shares Beneficially Owned[(#)]	% Shares Beneficially Owned	Shares Beneficially Owned[(#)]	% Shares Beneficially Owned	% Beneficially Owned
PIERRE NANTERME[2][3]	340,183	*%	91,597	**%	91,597	***%	****%
JAIME ARDILA	5,107	*					****
DINA DUBLON	43,091	*					****
CHARLES H. GIANCARLO	16,512	*					****
WILLIAM L. KIMSEY	11,640	*					****
MARJORIE MAGNER	18,994	*					****
BLYTHE J. MCGARVIE	17,223	*					****
GILLES C. PÉLISSON	6,951	*					****
PAULA A. PRICE	1,778	*					****
ARUN SARIN	1,170	*					****
WULF VON SCHIMMELMANN	21,839	*					****
FRANK K. TANG	1,639	*					****
DAVID P. ROWLAND[4]	23,383	*					****
GIANFRANCO CASATI[5]	69,935	*					****
ALEXANDER VAN T NOORDENDE[6]	158,914	*					****
JULIE SWEET[7]	15,170	*					****
STEPHEN ROHLEDER	109,451	*					****
	1,210,615	*%	220,640	**%	194,004	***%	****%

ALL DIRECTORS AND EXECUTIVE OFFICERS AS A GROUP (24 PERSONS)(2)(8)

* Less than 1% of Accenture plc s Class A ordinary shares outstanding.

** Less than 1% of Accenture Holdings plc s ordinary shares outstanding.

*** Less than 1% of Accenture plc s Class X ordinary shares outstanding.

**** Less than 1% of the total number of Accenture plc s Class A ordinary shares and Class X ordinary shares outstanding.

(1) Address for all persons listed is c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA.

(2) Subject to the provisions of its Memorandum and Articles of Association, Accenture Holdings plc is obligated, at the option of the holder of such shares and at any time, to redeem any outstanding Accenture Holdings plc ordinary shares. Accenture Holdings plc has the option to pay this redemption price with cash or by delivering Accenture plc Class A ordinary shares generally on a one-for-one basis as provided for in the Memorandum and Articles of Association of Accenture Holdings. Each time an Accenture Holdings ordinary share is redeemed, Accenture plc has the option to, and intends to, redeem an Accenture plc Class X ordinary share from that holder for a redemption price equal to the par value of the Accenture plc Class X ordinary share, or $0.0000225.

(3) Includes 8,309 RSUs that could be delivered as Accenture plc Class A ordinary shares within 60 days from November 30, 2015.

(4) Includes 4,831 RSUs that could be delivered as Accenture plc Class A ordinary shares within 60 days from November 30, 2015.

(5) Includes 4,832 RSUs that could be delivered as Accenture plc Class A ordinary shares within 60 days from November 30, 2015.

(6) Includes 14,202 RSUs that could be delivered as Accenture plc Class A ordinary shares within 60 days from November 30, 2015.

(7) Includes 4,054 RSUs that could be delivered as Accenture plc Class A ordinary shares within 60 days from November 30, 2015.

(8) Includes 68,064 RSUs that could be delivered as Accenture plc Class A ordinary shares within 60 days from November 30, 2015.

BENEFICIAL OWNERSHIP OF MORE THAN 5%

Based on information available as of November 30, 2015, no person beneficially owned more than 5% of Accenture plc s Class X ordinary shares, and the only persons known by us to be a beneficial owner of more than 5% of Accenture plc s Class A ordinary shares outstanding (which does not include shares held by Accenture) were as follows:

	Accenture plc Class A Ordinary Shares	
Name and Address of Beneficial Owner	**Shares Beneficially Owned**	**% Shares Beneficially Owned**
Massachusetts Financial Services Company 111 Huntington Avenue Boston, MA 02199(1)	57,402,951	9.1%
The Capital Group Companies, Inc. 333 South Hope Street Los Angeles, CA 90071-1406(2)	37,654,210	6.0%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355(3)	34,023,210	5.4%
BlackRock, Inc. 55 East 52nd Street New York, NY 10022(4)	33,080,678	5.3%
Wellington Management Group LLP	31,741,681	5.1%

c/o Wellington Management Company LLP

280 Congress Street

Boston, MA 02210(5)

(1) Based solely on the information disclosed in a Schedule 13G/A filed with the SEC on February 6, 2015 by Massachusetts Financial Services Company and certain related entities reporting sole power to vote or direct the vote over 49,527,386 Class A ordinary shares and sole power to dispose or direct the disposition of 57,402,951 Class A ordinary shares.

(2) Based solely on the information reported by Capital in a Notification of Holdings under Irish law provided to Accenture on May 26, 2015 and reporting ownership as of May 22, 2015. On such date, Capital, together with its affiliates, held an interest in 37,654,210 Class A ordinary shares.

(3) Based solely on the information disclosed in a Schedule 13G filed with the SEC on February 10, 2015 by Vanguard and certain related entities reporting sole power to vote or direct the vote over 1,089,245 Class A ordinary shares, sole power to dispose or direct the disposition of 32,994,042 Class A ordinary shares and shared power to dispose or direct the disposition of 1,029,168 Class A ordinary shares.

(4) Based solely on the information disclosed in a Schedule 13G/A filed with the SEC on February 9, 2015 by BlackRock and certain related entities reporting sole power to vote or direct the vote over 26,878,666 Class A ordinary shares and sole power to dispose or direct the disposition of 33,080,678 Class A ordinary shares.

(5) Based solely on the information disclosed in a Schedule 13G filed with the SEC on February 12, 2015 by Wellington and certain related entities reporting shared power to vote or direct the vote over 10,700,615 Class A ordinary shares and shared power to dispose or direct the disposition of 31,741,681 Class A ordinary shares.

As of November 30, 2015, Accenture beneficially owned an aggregate of 182,794,643 Accenture plc Class A ordinary shares, or 22.6% of the issued Class A ordinary shares. 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.

Table of Contents

Executive Compensation

Compensation Discussion and Analysis

In this section, we review the objectives and elements of Accenture s executive compensation program, its alignment with Accenture s performance and the 2015 compensation decisions regarding our named executive officers.

Table of Contents

EXECUTIVE SUMMARY

Overview

Accenture is a leading global professional services company, providing a broad range of services and solutions in strategy, consulting, digital, technology and operations. We employ more than 358,000 people and have offices and operations in more than 200 cities in 55 countries. One of our key goals is to have the best talent, with highly specialized skills, at the right levels in the right locations, to enhance our differentiation and competitiveness. We seek to reinforce our employees commitments to our clients, culture and values through a comprehensive performance management and compensation system and a career philosophy that provides rewards based on individual and Company performance.

Named Executive Officers

The Company s named executive officers for the fiscal year ended August 31, 2015 are:

Name	Title
Pierre Nanterme	Chairman and Chief Executive Officer
David P. Rowland	Chief Financial Officer
Gianfranco Casati	Group Chief Executive Growth Markets
Alexander M. van t Noordende	Group Chief Executive Products
Julie Sweet	Group Chief Executive North America (effective as of June 1, 2015)
Stephen J. Rohleder	Former Group Chief Executive North America (retired as of August 31, 2015)

The Company s named executive officers include Mr. Rohleder, our former group chief executive North America, who retired from the Company effective August 31, 2015. Under SEC rules, he is required to be included in our compensation disclosures.

Elements of Compensation

The significant components of our executive compensation programs include the following:

BASE COMPENSATION	Provides a fixed level of compensation to our named executive officers each year and reflects the named executive officer s leadership role.

GLOBAL ANNUAL BONUS	Designed to tie pay to both individual and Company performance for the fiscal year. Bonuses are paid from funds accrued during the fiscal year based on Company financial performance, compared to the earnings and profitability targets for the year.
LONG-TERM EQUITY COMPENSATION	*Key Executive Performance Share Program:* Primary program used to grant equity to our named executive officers and intended to be the most significant element of compensation. Rewards participants for driving the Company s business to meet performance objectives related to operating income results and total shareholder return, in each case, over a 3-fiscal-year period. *Accenture Leadership Performance Equity Award Program:* Rewards high performers based on the individual s performance and the Company s performance, in each case with respect to performance in the prior fiscal year. *Voluntary Equity Investment Program:* Opportunity to designate up to 30% of cash compensation to make monthly purchases of Accenture plc Class A ordinary shares with a 50% matching RSU grant following the end of the program year that generally vests 2 years later.
OTHER COMPENSATION	Limited personal benefits to our named executive officers.

Fiscal 2015 Executive Compensation Highlights

Our compensation decisions for fiscal 2015, including with respect to our named executive officers, were tied to Company and individual performance.

Pay-for-Performance

- For a 3-year period (fiscal 2013 through fiscal 2015), the Company s annualized total shareholder return was at the 57th percentile among the companies in our peer group, while the realizable total direct compensation of our named executive officers, including our chairman and chief executive officer, was at the 20th percentile.

CEO Compensation Mix

- For fiscal 2015, the mix of compensation for our chairman and chief executive officer was 6% base salary, 18% annual cash bonus and 76% long-term equity incentives, demonstrating our emphasis on incentive compensation and long-term equity compensation that varies based on individual and company performance, and reflects an alignment between our compensation programs and the creation of shareholder value.

Annual Cash Incentive Fiscal 2015 Performance

- Base compensation for the compensation year beginning on December 1, 2015 for our currently employed named executive officers is consistent with base compensation for the previous year.

- Based on very strong corporate and individual performance, our chairman and chief executive officer s fiscal 2015 annual bonus increased 28% in local currency compared to fiscal 2014 (versus a 5% decrease last year). Our other named executive officers fiscal 2015 annual bonuses, taken as a whole, increased an average of 32% in local currency (excluding the cash awards made to Mr. Rohleder in lieu of equity awards) compared to fiscal 2014 (versus a 3% decrease last year).

Long-Term Equity Incentive Awards Future Performance

- Performance-vesting awards under our 3-year Key Executive Performance Share Program, to be awarded in January 2016, will constitute 90% of the total long-term equity granted to our chairman and chief executive officer and 68% of the total long-term equity granted to our other named executive officers, taken as a whole.

Say-on-Pay

- Shareholders continued to show strong support of our executive compensation programs, with more than 96% of the votes cast for the approval of the say-on-pay proposal at our 2015 annual general meeting of shareholders.

Table of Contents

COMPANY HIGHLIGHTS

Fiscal 2015 Company Performance

The compensation of the Company s named executive officers is tied to both Company and individual performance. In fiscal 2015, the Company delivered on the initial business outlook provided in its September 24, 2014 earnings announcement.

- *New bookings* of $34.4 billion increased 3% in local currency and decreased 4% in U.S. dollars from fiscal 2014 and were within the Company s initial business outlook of $34 billion to $36 billion.
- *Net revenues* of $31.0 billion increased 11% in local currency and 3% in U.S. dollars from fiscal 2014 and exceeded the Company s initial business outlook of an increase of 4% to 7% in local currency.
- *Operating margin* was 14.3%. After adjusting GAAP operating margin to exclude a one-time $64 million pension settlement charge, adjusted operating margin was 14.5%, an expansion of 20 basis points from fiscal 2014 and within the Company s initial outlook of 14.4% to 14.6%.
- *Earnings per share (EPS)* were $4.76. After adjusting GAAP EPS to exclude the $0.06 impact of the one-time pension settlement charge, adjusted EPS were $4.82, within the Company s initial business outlook of $4.74 to $4.88 and a 7% increase from fiscal 2014.
- *Free cash flow* of $3.7 billion (calculated as operating cash flow of $4.1 billion less property and equipment additions of $395 million) was within the company s original business outlook of $3.5 billion to $3.8 billion.
- *Cash Returned to Shareholders* of $3.8 billion through dividends and share repurchases was in line with the Company s original business outlook.

Historical Financial Performance

The most significant element of named executive officer compensation is the Key Executive Performance Share Program, which rewards participants for driving the Company s business to meet performance objectives over a 3-year period. See below for our historical performance, which demonstrates our focus on delivering shareholder value.

Table of Contents

Returning Cash to Shareholders in Fiscal 2015

We continued to return a significant portion of our free cash flow to shareholders. In fiscal 2015, we returned a total of $3.8 billion to shareholders, reflecting $2.45 billion in share repurchases and $1.35 billion in dividend payments made during the fiscal year. Our weighted average diluted shares outstanding decreased by approximately 2% compared to fiscal 2014. In addition, we increased our semi-annual dividend payment to shareholders that was paid in November 2015 to $1.10 per share (an 8% increase from the previous semi-annual dividend payment).

Fiscal 2015 Investments

In fiscal 2015, we continued to make significant investments in strategic acquisitions, in attracting and developing talent, in assets and offerings, and in branding and thought leadership to further enhance our differentiation and competitiveness. We invested approximately $850 million in acquisitions, with 70% of the capital invested in new high growth areas including digital , cloud and security related services. We also invested $841 million in training and professional development to build the skills of our people and ensure they have the capabilities to continue helping clients. In addition, we continued our commitment to developing leading-edge ideas through research and innovation, investing $626 million in fiscal 2015 to help create, commercialize and disseminate innovative business strategies and technology solutions.

COMPENSATION PRACTICES

Decisions about executive compensation are made by the Compensation Committee. The Compensation Committee believes that a well-designed, consistently applied compensation program is fundamental to the creation of shareholder value over the long-term. 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 who are responsible for the success of Accenture;
- align market relevant rewards with Accenture s principle of meritocracy by rewarding high performance;
- offer a compelling reward structure that provides executives with an incentive to continue to expand their contributions to Accenture;
- ensure that rewards are affordable to Accenture by aligning them to Accenture s annual operating plan; and

- prevent the potential dilutive effect of our rewards.

Table of Contents

The Compensation Committee and management seek to ensure that our individual executive compensation and benefits programs align with our core compensation philosophy. We maintain the following policies and practices that drive our named executive officer compensation programs:

What We Do

ü Align our executive pay with performance	ü Include a clawback policy for our cash and equity incentive awards
ü Set challenging performance objectives	ü Prohibit hedging and pledging of company shares
ü Appropriately balance short- and long-term incentives	ü Include non-solicitation and non-competitionprovisions in award agreements, with a clawback of equity under specified circumstances
ü Align executive compensation with shareholder returns through performance-based equity incentive awards	ü Mitigate potential dilutive effects of equity awards through share repurchase program
ü Use appropriate peer groups when establishing compensation	ü Hold an annual say-on-pay advisory vote
ü Implement meaningful equity ownership guidelines	ü Retain an independent compensation consultantto advise the Compensation Committee
ü Include caps on individual payouts in short- and long-term incentive plans	

What We Don t Do

´ No contracts with multi-year guaranteed salary increases or non-performance bonus arrangements	´ No supplemental executive retirement plan
´ No golden parachutes or change in control payments	´ No excessive perquisites
´ No single trigger equity acceleration provisions	´ No change in control tax gross-ups

PAY-FOR-PERFORMANCE

Accenture s compensation practices, including with respect to the named executive officers, are tied to Company and individual performance, which are evaluated based on 3 broad themes that we use to tie pay to performance for our named executive officers: driving growth by helping Accenture s clients become high performance businesses *Value Creator* ; educating, energizing and inspiring Accenture s people *People Developer* ; and running Accenture as a high performance business *Business Operator*. 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 Performance Objectives Used in Evaluations below).

The Compensation Committee established the performance-based compensation for fiscal 2015 and the equity awards to be made in January 2016 based in part on the analysis in a pay-for-performance report prepared for the

Compensation Committee by its independent compensation consultant, Pay Governance. Taking into consideration fiscal 2015 performance and the other factors described above, the Compensation Committee approved a higher overall level of funding for the global annual bonus for fiscal 2015 and a higher level of funding under our equity awards program intended to reward achievement in fiscal 2015 in the aggregate to our named executive officers when compared to fiscal 2014, as further discussed below.

To tie pay to performance, our named executive officers are eligible for a cash bonus award under our Global Annual Bonus plan that rewards our named executive officers and other eligible employees for a combination of Company and individual performance over the fiscal year. We use 2 different types of equity compensation programs for our named executive officers: the Key Executive Performance Share Program and the Accenture Leadership Performance Equity Award Program. The Key Executive Performance Share Program is intended to reward achievement during a future 3-year performance period while the Accenture Leadership Performance Equity Award Program is intended to reward executives for performance in the preceding fiscal year. Our cash and long-term equity compensation programs are described under Compensation Programs below.

In terms of alignment between pay and performance, the Compensation Committee uses a multi-year evaluation of realizable total direct compensation, which was prepared by Pay Governance after the end of fiscal 2015 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. This longer-term outlook is also reflected in the 3-year performance periods used for grants made under the Key Executive Performance Share Program as described below (see Compensation Programs Long-Term Equity Compensation). 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.

AVERAGE 3-YEAR REALIZABLE COMPENSATION FOR CHIEF EXECUTIVE OFFICERS

VS. 3-YEAR TOTAL SHAREHOLDER RETURN PERFORMANCE RANK (AS OF 8/31/15)

As the graph below shows, the Company s performance with respect to total shareholder return over a 3-year period was at the 57th percentile among the companies in our peer group, while the realizable total direct compensation for Accenture s chairman and chief executive officer was at the 46th percentile of the Company s peer group, indicating that his pay and performance aligned over the 3-year period, as relative performance was ranked higher than relative pay as compared to our peer group.

We define realizable total direct compensation as the sum of:

(1) All cash compensation earned during the 3-year period;

Table of Contents

(2) The ending value (rather than the grant date fair value) of all time-vested RSUs granted during the 3-year period;

(3) The ending value of performance-vested equity awards earned in the final year of the 3-year period;

(4) The estima